BEYOND MINERALS INC.

Table of concordance from Final Prospectus to Form 2A

The following table lists the information required under the CSE Form 2A – Listing Statement, and provides the corresponding page numbers to the Company's final long form prospectus dated February 23, 2022 (the "Prospectus") at which the applicable information can be found. A copy of the Prospectus can be found under the Company's profile on SEDAR (www.sedar.com), and a copy is attached hereto as Schedule "A".

SCHEDULE “A”

FINAL PROSPECTUS DATED FEBRUARY 23, 2022

(See attached)

*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 therein only by persons permitted to sell such securities. The securities offered hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws. Accordingly, these securities may not be offered or sold in the United States (as defined herein) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States. See "Plan of Distribution".*

PROSPECTUS

Initial Public Offering February 23, 2022

BEYOND MINERALS INC.
OFFERING: $450,000 (3,000,000 COMMON SHARES)

This prospectus (the "**Prospectus**") qualifies the distribution (the "**Offering**") of a minimum of 3,000,000 Common Shares (the "**Offered Shares**") of Beyond Minerals Inc. (the "**Company**") at a price of $0.15 per Offered Share (the "**Offering Price**").

The Offering is being made pursuant to an agency agreement (the "**Agency Agreement**") dated February 23, 2022 between the Company and Haywood Securities Inc. (the "**Agent**") on a best efforts agency basis. The Offering Price was determined by negotiation between the Company and the Agent. See "*Plan of Distribution*".

Price: $0.15 per Offered Share

	Price to the Public(1)	Agent's Fee(2)	Net Proceeds(3)
Per Offered Share	$0.15	$0.01125 per Offered Share	$0.13875 per Offered Share
Total Offering (4)(5)	$450,000	$33,750	$416,250

Notes:

(1) The Offering Price has been determined by arm's length negotiation between the Company and the Agent, in accordance with the policies of the CSE.

(2) Pursuant to the terms and conditions of the Agency Agreement, the Agent will receive a cash fee (the "**Agent's Fee**") equal to 7.5% of the gross proceeds of the Offering. The Company will also pay to the Agent on Closing, a corporate finance fee of $25,000 (plus tax) (the "**CF Fee**") of which $12,500 (plus tax) will be payable in cash and $12,500 in Common Shares of the Company (the "**CF Shares**"). Each CF Share will have a deemed price equal to the Offering Price. This Prospectus qualifies the distribution of the CF Shares. See below and "*Plan of Distribution*".

(3) Before deducting the remaining expenses of the Offering, estimated to be $95,000. The Company will pay all the expenses associated with the Offering other than the Agent's Fee, which will be paid by the Company based on the number of Offered Shares sold by the Agent pursuant to the Offering. The Company has paid the Agent a retainer of $10,000 to be applied against the Agent's expenses incurred in connection with the Offering. See "*Plan of Distribution*".

(4) The Company will grant at Closing (as defined herein) to the Agent warrants (the "**Broker Warrants**") exercisable to acquire that number of Common Shares (each, a "**Broker Warrant Share**") as is equal to 7.5% of the aggregate number of Offered Shares issued pursuant to the Offering at the Offering Price for a period of 24 months following their date of issue. This Prospectus qualifies the grant of the Broker Warrants. See "*Plan of Distribution*".

(5) The Company has also granted to the Agent an option (the "**Agent's Option**") exercisable in whole or in part, up to 48 hours prior to the closing of the Offering, to offer for sale to the public up to an additional 450,000 Common Shares (the "**Agent's Option Shares**") on the same terms as set forth above. This Prospectus qualifies the grant of the Agent's Option and the distribution of the Agent's Option Shares issuable on exercise of the Agent's Option. See "*Plan of Distribution*".

The following table sets out the maximum number of securities issuable to the Agent assuming the Agent's Option is exercised in full.

Agent's Position	Size or Number of Securities Available	Exercise Period	Exercise Price
Agent's Option	Offering of up to 450,000 Agent's Option Shares for sale to the public[1]	Any time up to 48 hours prior to the Closing Date	$0.15 per Agent's Option Share
Broker Warrants	Broker Warrants to acquire up to 258,750 Broker Warrant Shares[1]	For a period of 24 months from their date of issue	$0.15 per Broker Warrant Share
CF Shares[(2)]	83,333 CF Shares	N/A[(3)]	N/A[(3)]

Note:
(1) This Prospectus qualifies the distribution of the Broker Warrants, the grant of the Agent's Option and any Agent's Option Shares issued upon exercise of the Agent's Option, and the CF Shares. See "*Plan of Distribution*".
(2) These securities are qualified compensation securities within the meaning of National Instrument 41-101 – General Prospectus Requirements and are qualified for distribution by this Prospectus. See "*Plan of Distribution*".
(3) The CF Shares will be issued to the Agent on Closing at a deemed price of $0.15 per share.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS

Peter Craig Gibson, the President, Chief Executive Officer, and director of the Company, who is signing the certificate of the Company attached to this Prospectus under Part 5 of National Instrument 41-101 - *General Prospectus Requirements*, resides outside of Canada and has appointed the Company as his agent for service of process in Canada.

Name of Person	Name and Address of Agent
Peter Craig Gibson	Beyond Minerals Inc., 3000-360 Main Street, Winnipeg, Manitoba R3C 4G1

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.

Investing in the Offered 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 Offered Shares. See "*Statement Regarding Forward-Looking Information*" and "*Risk Factors*".

There is currently no market through which the Common Shares may be sold and purchasers may not be able to resell the Offered Shares purchased under this Prospectus. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares, and the extent of issuer regulation. See "*Risk Factors*".

The Company has received conditional approval to list its Common Shares on the Canadian Securities Exchange (the "CSE") under the symbol "BY". Listing is subject to the Company's fulfilling all of the requirements of the CSE. The CSE has not conditionally approved the Company's

listing application and there is no assurance that it will do so. Confirmation of listing of Common Shares is a condition of Closing.

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

The Agent conditionally offers the Offered Shares and any Agent's Option Shares on a best-efforts basis if, and when issued by the Company and delivered and accepted by the Agent in accordance with the terms and conditions in the Agency Agreement, as set out under "Plan of Distribution". Subscriptions for the Offered Shares will be received subject to rejection or allotment, in whole or in part, and the Agent reserves the right to close the subscription books at any time without notice. All subscription funds received by the Agent will be held in trust, pending the closing of the Offering (the "**Closing**"). It is expected that the Closing will take place on or about March 15, 2022 or such other date as the Company and the Agent may agree, but in any event, on or before a date that is not later than 90 days after the date of the receipt for the (final) prospectus (the date on which Closing occurs being the "**Closing Date**"), or if a receipt has been issued for an amendment to the final prospectus within 90 days of the issuance of such a receipt and in any event, not later than 180 days from the date of the receipt for the final prospectus. 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.

It is anticipated that the Company will arrange for one or more instant deposits of the Offered Shares issued and sold hereunder with CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee through the non-certificated inventory system administered by CDS on the Closing Date, or will otherwise duly and validly deliver the Offered Shares as directed by the Agent on the Closing Date. Except in limited circumstances, no certificates will be issued to purchasers of the Offered Shares and a purchaser will receive only a customer confirmation from a registered dealer that is a CDS participant and from or through which the Offered Shares are purchased. See "*Plan of Distribution*".

The Company's head and registered office is located at 3000 – 360 Main Street, Winnipeg, Manitoba R3C 4G1.

AGENT:

Haywood Securities Inc.
200 Burrard Street, Suite 700
Vancouver, BC V6C 3L6
Telephone: 604-697-7100
Fax: 604-697-7499

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GLOSSARY

In this Prospectus, the following capitalized terms have the following meanings, in addition to other terms defined elsewhere in this Prospectus.

"**Agency Agreement**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Agent**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Agent's Fee**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Agent's Option**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Agent's Option Shares**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Alternative Transaction**" means: (i) any debt or equity financing transaction (excluding a bank loan from commercial bank or other similar lenders including equipment financing transactions); or (ii) a business transaction which involves a change in control of the Company, or any material subsidiary including a merger, amalgamation, arrangement, take-over bid supported by the board of directors of the Company, insider bid, reorganization, joint venture, sale of all or substantially all assets, exchange of assets or any similar transaction, but excluding an issuance of securities pursuant to the exercise of securities of the Company outstanding on the date hereof or in connection with a bona fide debt settlement or acquisition by the Company (other than a direct or indirect acquisition, whether by way of one or more transactions, of an entity all or substantially all of the assets of which are cash, marketable securities or financial in nature or an acquisition that is structured primarily to defeat the intent of this provision).

"**Annual MD&A**" means management's discussion and analysis of the Company for the period from the Company's incorporation on October 8, 2019 to the Company's period ended December 31, 2020, contained in this Prospectus.

"**Articles**" means the articles of the Company as from time to time amended or restated under the CBCA.

"**Audit Committee"** means the Audit Committee of the Board.

"**Auditors**" means Clearhouse LLP Chartered Professional Accountants.

"**Author**" has the meaning ascribed to that term under "*Scientific and Technical Information*".

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

"**Broker Warrants**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Broker Warrant Shares**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**CBCA**" means the *Canada Business Corporations Act*, as amended.

"**CDS**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**CF Fee**" has the meaning ascribed to such term on the cover page of this Prospectus.

"CF Shares" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Closing**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Closing Date**" has the meaning ascribed to such term on the cover page of this Prospectus.

“**Common Share**” means a common share in the capital of the Company, as currently constituted.

“**Company**” means Beyond Minerals Inc., a company incorporated under the CBCA.

“**CSE**” means the Canadian Securities Exchange.

“**DPSP**” means a deferred profit sharing plan within the meaning of the Tax Act.

“**Eastchester-Fabie-Trudeau Property**” or “**Property**” has the meaning ascribed to it under “*Scientific and Technical Information*”.

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

“**IFRS**” means the International Financial Reporting Standards as issued by the International Accounting Standards Board and the interpretations thereof by the International Financial Reporting Interpretations Committee and the former Standing Interpretations Committee.

“**Interim MD&A**” means management’s discussion and analysis of the Company for the nine-month interim period ended September 30, 2021, contained in this Prospectus.

“**MERN**” means the Ministry of Energy and Natural Resources (Quebec).

“**Mining Act**” means the *Mining Act* (Quebec).

“**MD&A**” means the Annual MD&A and the Interim MD&A, as the case may be, contained in this Prospectus.

“**MSSI**” means Marrelli Support Services Inc., a private company through which Carmelo Marrelli provides his services to the Company as its Chief Financial Officer.

“**NEO**” means “named executive officer”, as such term is defined in NI 51-102.

“**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 51-102**” means National Instrument 51-102 – *Continuous Disclosure Obligations*.

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

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

“**NSR**” means net smelter returns.

“**Offered Share**” has the meaning ascribed to such term on the cover page of this Prospectus.

“**Offering**” has the meaning ascribed to such term on the cover page of this Prospectus.

“**Offering Price**” has the meaning ascribed to such term on the cover page of this Prospectus.

“**Option**” means an incentive stock option of the Company to purchase a Common Share issued pursuant to the Stock Option Plan.

“**Order**” has the meaning ascribed to such term under “*Directors and Executive Officers – Cease Trade Orders, Bankruptcies, Penalties or Sanctions*”.

“**Products**” means all ores, dore, concentrates, mineral products, metals and minerals which are produced or extracted by or on behalf of the Company and its successors and assigns from the Eastchester-Fabie-Trudeau Property.

"**Property Purchase Agreement**” has the meaning ascribed to it under “*General Development and Business of the Company – General Development of the Company – History*”.

“**Qualifying Jurisdictions**” means the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, and Ontario.

“**RDSP**” means a registered disability savings plan within the meaning of the Tax Act.

“**Registered Plan**” means a TFSA, RRSP, RRIF, RESP or DPSP.

“**Regulations**” means the regulations under the Tax Act.

“**RESP**” means a registered education savings plan within the meaning of the Tax Act.

“**RRSP**” means a registered retirement savings plan within the meaning of the Tax Act.

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval.

“**Stock Option Plan**” means the stock option plan of the Company adopted by the Board on November 1, 2021, as amended from time to time.

“**Technical Report**” has the meaning ascribed to such term under “*Scientific and Technical Information*”.

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

“**TFSA**” means a tax free savings account within the meaning of the Tax Act.

“**Units**” means the units in the capital of the Company issued on November 6, 2020 at a price of $0.005 per Unit, each consisting of one (1) Common Share and one (1) Warrant.

“**United States**” means the United States of America, its territories and possessions, any state of the United States and the District of Columbia.

“**US dollars**” or “**US$**” means the currency of the United States.

“**U.S. Securities Act**” has the meaning ascribed to such term on the cover page of this Prospectus.

“**Warrants**” mean the common share purchase warrants in the capital of the Company comprising the outstanding Units, each entitling the holder thereof to acquire one (1) Common Share at an exercise price of $0.10 per share for a period of five (5) years from the date of issuance, expiring November 6, 2025.

ABBREVIATIONS

In this Prospectus, the following abbreviations have the following meanings.

Ag, Au, Aueq	silver, gold, gold equivalent	Ga	Billion years ago
As	arsenic	Ma	Million years ago
Cu, Ni	copper, nickel	NSR	Net Smelter Returns

Cg	graphite	GPS	Geographic Positioning System
PGE	platinum group element	NAD	North American Datum
Zn	zinc	NTS	National Topographic System
E, N, S, W	East, North, South, West	UTM	Universal Transverse Mercator
%	Weight per cent	WGS84	Word Geodetic System 1984
°C	Celsius degrees	CP, EV	Compilation, Evaluation
cm	centimetre	GL, GC, GP	Geology, Geochemistry, Geophysics
ft	feet	A (prefix)	Airborne (e.g. AMAG = Airborne Magnetic)
g	gram	DHEM	Down Hole Electromagnetic
ha	hectare (10,000 m2)	EM	Electromagnetic
in	inch	GRAV	Gravity
kg	kilogram	HLEM	Horizontal Loop Electromagnetic
km	kilometre	IP-RES	Induced Polarization and Resistivity
lb	pound	MAG	Magnetic
m	metre	MT	Magnetic Telluric
t	Metric tonne	RAD	Radiometric
gpt	grams per tonne	TDEM	Time Domain Electromagnetic
opt	ounces per short ton	VLF-EM	Very Low Frequency Electromagnetic
ppb	parts per billion	VTEM™	Versatile Time Domain Electromagnetic
ppm	parts per million	DDH	Diamond Drill Hole
NI 43-101	National Instrument 43-101 (Canada)	RC	Reverse Circulation
P.Geo.	Professional Geoscientist	TR	Trenching
QAQC	Quality Assurance/Quality Control	CS	Channel sampling

ABOUT THIS PROSPECTUS

An investor should rely only on the information contained in this Prospectus and is not entitled to rely on parts of the information contained in this Prospectus to the exclusion of others. The Company has not, and the Agent has not, authorized anyone to provide investors with additional, different or inconsistent information. If anyone provides investors with additional, different or inconsistent information, including information or statements in media articles about the Company, investors should not rely on it.

The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated, regardless of the time of delivery of this Prospectus or any sale of the Offered Shares. The Company's business, financial condition, operating results and prospects may have changed since the date of this Prospectus.

The Company and the Agent are not offering to sell the Offered Shares in any jurisdiction where the offer or sale of such securities is not permitted. For investors outside the Qualifying Jurisdictions, neither the Company nor the Agent have done anything that would permit the Offering or possession or distribution of this Prospectus in any jurisdiction where action for that purpose is required, other than in the Qualifying Jurisdictions. Investors are required to inform themselves about, and to observe any restrictions relating to, the Offering and the possession or distribution of this Prospectus.

Any graphs, tables or other information demonstrating the historical performance or current or historical attributes of the Company or any other entity contained in this Prospectus are intended only to illustrate historical performance or current or historical attributes of the Company or such entities and are not necessarily indicative of future performance of the Company or such entities.

This Prospectus includes summary descriptions of certain material agreements of the Company (see "*Material Contracts*"). The summary descriptions disclose provisions that the Company considers to be material, but are not complete and are qualified by reference to the terms of the material agreements, which will be filed with the Canadian securities regulatory authorities and will be available under the Company's profile on SEDAR at www.sedar.com. Investors are encouraged to read the full text of such material agreements.

MEANING OF CERTAIN REFERENCES

Unless otherwise noted or the context otherwise indicates, "Beyond" or the "Company" refers to Beyond Minerals Inc. as constituted on the date of this Prospectus. Where the context requires, all references in this Prospectus to "Offered Shares" include the Broker Warrant Shares that may be issued pursuant to the exercise of any Broker Warrants, and Agent's Option Shares that may be issued pursuant to the exercise of the Agent's Option. See "*Plan of Distribution*". Unless otherwise indicated, all information in this Prospectus assumes that none of the Broker Warrants have been exercised. In this Prospectus, references to "$" are to Canadian dollars. Amounts are stated in Canadian dollars unless otherwise indicated.

STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains "forward-looking information" within the meaning of applicable Canadian securities laws. Forward-looking information includes statements that use forward-looking terminology such as "may", "could", "would", "will", "should", "intend", "target", "plan", "expect", "budget", "estimate", "forecast", "schedule", "anticipate", "believe", "continue", "potential", "view" or the negative or grammatical variation thereof or other variations thereof or comparable terminology. Such forward-looking information includes, without limitation, statements with respect to the Company's expectations, strategies and plans for the Eastchester-Fabie-Trudeau Property, including the Company's planned exploration; the results of future exploration, estimated completion dates for certain milestones and the Company's plans with respect to the Eastchester-Fabie-Trudeau Property; the costs and timing of future exploration and development;

expectations regarding consumption, demand and future price of gold; future financial or operating performance and condition of the Company and its business, operations and properties, including expectations regarding liquidity, capital structure, competitive position and payment of dividends; the Offering and the terms and anticipated timing thereof, including the anticipated Offering Price and gross proceeds; the intended use of the net proceeds of the Offering; the adequacy of funds from the Offering to support the Company's business objectives, including with respect to its exploration, development and production activities; the possibility of entering judgments outside of Canada; the Offered Shares, or the components of the Offered Shares, being "qualified investments" under the Tax Act and the Regulations; plans regarding the Company's compensation policy and practices; plans regarding the future composition of the Board; the Company's proposed application to list the Common Shares on the CSE as of the day before the Closing of the Offering and anticipated timing thereof; and, any other statement that may predict, forecast, indicate or imply future plans, intentions, levels of activity, results, performance or achievements of the Company.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of 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 including, 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 Company's properties and assets; future prices of gold and other metal prices; the timing and results of exploration and development programs; the geology of the Eastchester-Fabie-Trudeau Property being as described in the Technical Report; production costs; the accuracy of budgeted exploration and development costs and expenditures; the price of other commodities such as fuel; future currency exchange rates and interest rates; operating conditions being favourable such that the Company 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 Company's ability to meet its obligations under its agreements with such groups; the Company's ability to acquire and retain key personnel; and the Company's plans regarding social and environmental policies and practices. While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, 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 Company 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 Company 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 widespread impact of the novel coronavirus ("**COVID-19**") as a global pandemic and government responses thereto;
- natural disasters, geopolitical instability or other unforeseen events;
- gold prices are volatile and may be lower than expected;
- mining operations are risky;
- resource exploration and development is a speculative business;
- the successful operation of exploration activities at the Eastchester-Fabie-Trudeau Property depend on the skills of the Company's management and teams;
- operations during mining cycle peaks are more expensive;
- title to the Eastchester-Fabie-Trudeau Property may be disputed;
- Aboriginal title claims may impact the Company's interest in the Eastchester-Fabie-Trudeau Property;

- the Company may fail to comply with the law or may fail to obtain or renew necessary permits and licenses;
- compliance with environmental regulations can be costly;
- social and environmental activism can negatively impact exploration, development and mining activities;
- the mining industry is intensely competitive;
- inadequate infrastructure may constrain mining operations;
- the Company may incur losses and experience negative operating cash flow for the foreseeable future;
- the Company's insurance coverage may be inadequate to cover potential losses;
- the directors and officers may have conflicts of interest with the Company;
- future acquisitions may require significant expenditures and may result in inadequate returns;
- the Company may be subject to costly legal proceedings;
- the Company will incur increased costs as a result of complying with the reporting requirements, rules and regulations affecting public issuers;
- the Eastchester-Fabie-Trudeau Property is located in an underdeveloped rural area;
- the Company may not use the proceeds from the Offering as described in this Prospectus;
- the Company may not be able to obtain sufficient capital to pursue all of its intended exploration activities or continue on a going concern basis;
- the Company may be negatively impacted by changes to mining laws and regulations;
- the Company may expand into other geographic areas, which could increase the Company's operational, regulatory and other risks;
- investors may lose their entire investment;
- there is no existing public market for the Common Shares;
- dilution from equity financing could negatively impact holders of Common Shares;
- a purchaser of the Offered Shares under the Offering will purchase such Offered Shares at a premium to the current book value per Offered Share;
- stock exchange listing is not certain;
- equity securities are subject to trading and volatility risks;
- sales by existing shareholders can reduce share prices;
- the Company is not likely to pay dividends for an extended period of time;
- public companies are subject to securities class action litigation risk; and
- global financial conditions can reduce the price of the Common Shares.

Although the Company has attempted to identify important factors that could cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in forward-looking information, there may be other factors that cause actions, events, conditions, results, performance or achievements to differ from those anticipated, estimated or intended. See "*Risk Factors*" for a discussion of certain factors investors should carefully consider before deciding to invest in the Offered Shares.

The Company cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking information contained herein. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

Forward-looking information contained herein is made as of the date of this Prospectus and the Company disclaims any obligation to update or revise any forward-looking information, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

SCIENTIFIC AND TECHNICAL INFORMATION

Except as otherwise disclosed, scientific and technical information relating to the mineral claims located approximately 35 kilometres northwest of Rouyn-Noranda, in the province of Quebec (the "**Eastchester-Fabie-Trudeau Property**" or the "**Property**") contained in this Prospectus is derived from, and in some instances is a direct extract from, and based on the assumptions, qualifications and procedures set out in, the technical report entitled "Technical Report on the Eastchester-Fabie-Trudeau Property NTS Sheets 32D/06 and 32D/11, 48.46° N. Lat., 79.26 ° W. Long., for Beyond Minerals Inc." with an effective date of August 31, 2021 (revised January 10, 2022) (the "**Technical Report**"). Mark Fekete, P.Eng. operating as Breakaway Exploration Management Inc., reviewed and approved the scientific and technical information relating to the Eastchester-Fabie-Trudeau Property contained in this Prospectus and is a "qualified person" and "independent" of the Company within the meanings of NI 43-101. Reference should be made to the full text of the Technical Report, which is available for review under the Company's profile on SEDAR at www.sedar.com.

MARKETING MATERIALS

Any "template version" of any "marketing materials" (as such terms are defined in National Instrument 41-101 – *General Prospectus Requirements*) that are utilized by the Agent in connection with the Offering will be incorporated by reference into the (final) prospectus to which this Prospectus relates. However, any such "template version" of "marketing materials" will not form part of the (final) prospectus to the extent that the contents of the "template version" of "marketing materials" are modified or superseded by a statement contained in the (final) prospectus. Any "template version" of "marketing materials" filed under the Company's profile on SEDAR after the date of the (final) prospectus and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, any "template version" of any "marketing materials") will be deemed to be incorporated into the (final) prospectus.

NON-IFRS MEASURES

Financial results of the Company are prepared in accordance with IFRS. The Company utilizes certain non-IFRS measures such as working capital. The Company believes that these measures, together with measures determined in accordance with IFRS, provide investors with an improved ability to evaluate the underlying performance of the Company. Non-IFRS measures do not have any standardized meaning prescribed under IFRS, and therefore they may not be comparable to similar measures employed by other companies. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

ELIGIBILITY FOR INVESTMENT

In the opinion of MLT Aikins LLP, legal counsel to the Company, based on the current provisions of the Tax Act and the Regulations, the Common Shares, at any particular time, will be qualified investments for trusts governed by a Registered Plan, provided that at such particular time the Common Shares are listed on a "designated stock exchange" for the purposes of the Tax Act (which currently includes the CSE) or the Company qualifies as a "public corporation" (as defined in the Tax Act).

The Common Shares are not currently listed on a "designated stock exchange" and the Company is not currently a "public corporation", as that term is defined in the Tax Act. The published administrative position of the Canada Revenue Agency is that a share will only be considered to be listed on a designated stock exchange for purposes of the qualified investment rules when such listing is full and unconditional, and that a mere approval or conditional approval is insufficient. The Company has advised that it intends to apply to list the Common Shares on the CSE as of the day before the Closing of the Offering, followed by an immediate halt in trading of the Common Shares in order to allow the Company to satisfy the conditions of the CSE and to have the Common Shares listed and posted for trading prior to the issuance of the Common Shares on the Closing of the Offering. The Company must rely on the CSE to list the Common Shares on the CSE and have them posted for trading prior to the issuance of the Common Shares on the Closing of the Offering and to otherwise proceed in such manner as may be required to result in the Common Shares being listed on the CSE at the time of their issuance on Closing. There can be no assurance that the Common Shares will be fully and unconditionally listed (if at all) on the CSE or on any other designated stock exchange, as of Closing.

If the Common Shares are not listed on the CSE at the time of their issuance on the Closing of the Offering and the Company is not a "public corporation" at that time, the Common Shares will not be qualified investments for the Registered Plans at that time. **Should the Common Shares be acquired or held by a Registered Plan at a time when such shares do not constitute a qualified investment for the Registered Plan, adverse tax consequences not described herein are expected to arise for the Registered Plan, the annuitant, holder or subscriber thereunder, including that the Registered Plan, deferred profit sharing plan, or the controlling individual thereof may be subject to penalty taxes. The rules governing such consequences are complex and will differ between particular Registered Plans.**

Notwithstanding that the Common shares may be qualified investments, the holder of, subscriber or annuitant under, a Registered Plan (the “**Controlling Individual**”) will be subject to a penalty tax in respect of the Common Shares acquired by the Registered Plan if such securities are a prohibited investment for the particular Registered Plan. A Common Share generally will be a “prohibited investment” for a Registered Plan if the Controlling Individual does not deal at arm’s length with the Company for the purposes of the Tax Act or the Controlling Individual has a “significant interest” (as defined in subsection 207.01(4) the Tax Act) in the Company. In addition, the Common Shares will not be a prohibited investment if such securities are “excluded property” (as defined in the Tax Act for purposes of the prohibited investment rules) for a Registered Plan.

Prospective purchasers who intend to acquire Common Shares through a Registered Plan should consult their own tax advisors having regard to their particular circumstances.

PRESENTATION OF FINANCIAL INFORMATION AND ACCOUNTING PRINCIPLES

The Company presents its financial statements in Canadian dollars. The financial statements of the Company for the period from the Company’s incorporation on October 8, 2019 to the period ended December 31, 2020 and for the nine-month interim period ended September 30, 2021 have been prepared in accordance with IFRS. Certain financial information set out in this Prospectus is derived from such financial statements. The financial statements are attached as Appendix “B” to this Prospectus.

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Offering and is qualified in its entirety by, and should be read together with, the more detailed information, financial data and statements and MD&A contained elsewhere in this Prospectus. This summary does not contain all of the information a potential investor should consider before investing in the Offered Shares. Please refer to the "Glossary" for a list of defined terms used herein.

BEYOND MINERALS INC.

Beyond Minerals Inc. was incorporated under the CBCA on October 8, 2019 under the name Beyond Minerals Inc. The Company has no subsidiaries.

The principal business of the Company is focused on mineral exploration and the acquisition of mineral property assets in Canada. Since incorporation, the Company has entered into the Property Purchase Agreement to acquire the Eastchester-Fabie-Trudeau Property.

The Eastchester-Fabie-Trudeau Property is the mineral project material to the Corporation for the purposes of NI 43-101.

See "*Corporate Structure*" and "*General Development and Business of the Company*".

The officers of the Company are Peter Craig Gibson (President and Chief Executive Officer), Carmelo Marrelli (Chief Financial Officer), and Tom Provost (Corporate Secretary). The directors of the Company are Peter Craig Gibson, James Campbell, Tom Provost, Wanda Cutler, Jean-François Meilleur, and Richard Patricio. See "*Directors and Officers*".

THE OFFERING

Issuer:	Beyond Minerals Inc.
Offering:	3,000,000 Offered Shares (not including the Agent's Option).
Offering Price:	$0.15 per Offered Share.
Agent's Fee:	Pursuant to the terms and conditions of the Agency Agreement, the Company has agreed to pay to the Agent the Agent's Fee equal to 7.5% of the gross proceeds of those Offered Shares sold pursuant to the Offering. In addition, on Closing, the Agent will be paid the CF Fee of $25,000 (plus tax), $12,500 (plus tax) payable in cash and $12,500 in CF Shares.
Broker Warrants:	On Closing, the Company will grant to the Agent the Broker Warrants exercisable to acquire that number of Broker Warrant Shares equal to 7.5% of the aggregate number of Offered Shares issued pursuant to the Offering at the Offering Price for a period of 24 months from the Closing Date. This Prospectus qualifies the grant of the Broker Warrants. See "*Plan of Distribution*".
Agent's Option	The Company has granted to the Agent the Agent's Option, exercisable, in whole or in part, at any time up to two days prior to the closing of the Offering to offer for sale to the public up to an additional 450,000 Agent's Option Shares. This Prospectus qualifies the grant of the Agent's Option and the distribution of the Agent's Option Shares issuable upon exercise of the Agent's Option. See "*Plan of Distribution*".

Use of Proceeds: Assuming the Agent's Option is not exercised, the net proceeds to the Company from the Offering will be $321,250, after deducting the Agent's Fee of $33,750 and the cash CF Fee and estimated remaining expenses of the Offering of $95,000. As of January 31, 2022, the Company had working capital of $446,732 ($501,245 as at October 31, 2021, less $54,513 in legal, accounting, audit, and filing fees accrued since that date), When combined with the net proceeds of the Offering, the Company anticipates having $767,982 in available funds.

The Company intends to use the available funds (i) to fund exploration and development activities on the Eastchester-Fabie-Trudeau Property, (ii) to complete Phase I of the work program recommended pursuant to the Technical Report (see "*Eastchester-Fabie-Trudeau Property – Recommendations*"), (iii) to complete Phase II of the work program recommended pursuant to the Technical Report in the event that the results of the Phase I exploration program warrant conducting same (see "*Eastchester-Fabie-Trudeau Property – Recommendations*"), and (iv) for general and administrative purposes and working capital requirements, as indicated in the following table:

Principal Purposes	Funds to be Used
Completing Phase I of the work program recommended pursuant to the Technical Report	$155,320
Completing Phase II of the work program recommended pursuant to the Technical Report	$247,500
General and administrative costs for 12 months following completion of the Offering	$201,000
Unallocated Working Capital	$164,162
Total	**$767,982**

While the Company intends to spend the net proceeds from the Offering as stated above, there may be circumstances where, for sound business reasons, funds may be re-allocated at the discretion of the Board or management. See "*Use of Proceeds*".

Proceeds raised pursuant to the exercise of the Agent's Option, if any, are intended to be allocated to general and administrative purposes and working capital requirements.

Business Objectives and Milestones The Company's primary business objectives are to:

(i) obtain a listing of its Common Shares on the CSE; and

(ii) conduct the Phase I exploration program on the Eastchester-Fabie-Trudeau Property recommended in the Technical Report.

The Technical Report recommends that, subject to the results of the Phase I work program, a Phase II drilling program be completed. The Company plans to use available funds to fund a Phase II drilling program on the Eastchester-Fabie-Trudeau Property in the event that the results of the Phase I exploration program warrant conducting same. See "*Business Objectives and Milestones*."

Risk Factors Beyond Minerals Inc. is a mining company and as such is subject to a number of significant risks due to the nature of its business. See "*Risk Factors*" for a discussion of certain factors investors should carefully consider before deciding to invest in the Offered Shares.

Risks related to the Company include, without limitation:

- the widespread impact of COVID-19 as a global pandemic;
- natural disasters, geopolitical instability or other unforeseen events;
- gold prices are volatile and may be lower than expected;
- mining operations are risky;
- resource exploration and development is a speculative business;
- the successful operation of exploration activities at the Eastchester-Fabie-Trudeau Property depend on the skills of the Company's management and teams;
- operations during mining cycle peaks are more expensive;
- title to the Eastchester-Fabie-Trudeau Property may be disputed;
- Claims of Aboriginal rights, including Aboriginal title, may impact the Company's interest in the Eastchester-Fabie-Trudeau Property;
- the Company may fail to comply with the law or may fail to obtain or renew necessary permits and licenses;
- compliance with environmental regulations can be costly;
- social and environmental activism can negatively impact exploration, development and mining activities;
- the mining industry is intensely competitive;
- inadequate infrastructure may constrain mining operations;
- the Company may incur losses and experience negative operating cash flow for the foreseeable future;
- the Company's insurance coverage may be inadequate to cover potential losses;
- it may be difficult to enforce judgments and effect service of process on directors and officers;
- the directors and officers may have conflicts of interest with the Company;
- future acquisitions may require significant expenditures and may result in inadequate returns;
- the Company may be subject to costly legal proceedings;
- the Company will incur increased costs as a result of complying with the reporting requirements, rules and regulations affecting public issuers;
- the Eastchester-Fabie-Trudeau Property is located in an underdeveloped rural area;
- product alternatives may reduce demand for the Company's products;
- the Company may not use the proceeds from the Offering as described in this Prospectus;
- the Company may not be able to obtain sufficient capital to pursue all of its intended exploration activities or continue on a going concern basis;
- the Company may be negatively impacted by changes to mining laws and regulations;
- the Company relies on international advisors and consultants;
- disruptions in international and domestic capital markets may lead to reduced liquidity and credit availability for the Company;
- the Company may expand into other geographic areas, which could increase the Company's operational, regulatory and other risks;
- investors may lose their entire investment;
- there is no existing public market for the Common Shares;
- dilution from equity financing could negatively impact holders of Common Shares;
- a purchaser of the Offered Shares under the Offering will purchase such Offered Shares at a premium to the current book value per Offered Share;
- the stock exchange on which the Company proposes to be listed may delist the Company's securities from its exchange, which could limit investors' ability to make transactions in the Company's securities and subject the Company to additional trading restrictions;
- equity securities are subject to trading and volatility risks;
- sales by existing shareholders can reduce share prices;
- the Company is not likely to pay dividends for an extended period of time;
- public companies are subject to securities class action litigation risk;

- if securities or industry analysts do not publish research or publish inaccurate or unfavourable research about the Company's business, the price and trading volume of the Common Shares could decline; and
- global financial conditions can reduce the price of the Common Shares.

SUMMARY OF SELECTED HISTORICAL FINANCIAL INFORMATION

The following table sets out certain selected historical financial information of the Company for the periods and as at the dates indicated. This information has been derived from the audited financial statements for the period from October 8, 2019 (date of incorporation) to December 31, 2020 and the unaudited interim financial statements for the nine-month period ended September 30, 2021 and related notes thereto included in this Prospectus. The Company prepares its financial statements in accordance with IFRS. Investors should read the following information in conjunction with those financial statements and related notes thereto, along with the associated MD&A. See "*Selected Historical Financial Information".*

	As at and for the year ended December 31, 2020 (audited)	**As at and for the nine-month period ended September 30, 2021 (unaudited)**
Current assets	$10,964	$565,788
Working capital[(1)]	$(10,945)	$520,624
Current liabilities	$21,909	$45,164
Shareholder's equity	$(10,945)	$520,624
Net income (loss)	$(25,670)	$(154,939)
Basic net income (loss) per share	$(0.06)	$(0.02)
Diluted net income (loss) per share	$(0.06)	$(0.02)

Note:

(1) Working capital is the measure of current assets less current liabilities. See "*Non-IFRS Measures*"**.**

CORPORATE STRUCTURE

The Company was incorporated under the CBCA on October 8, 2019 under the name Beyond Minerals Inc. The Company's head and registered office is located at 3000-360 Main Street, Winnipeg, Manitoba, R3C 4G1. The Company has no subsidiaries. The Company is engaged in the exploration of mineral properties in Canada. See "*General Development of the Business of the Company*".

GENERAL DEVELOPMENT AND BUSINESS OF THE COMPANY

General Development of the Company

History

The Company was incorporated under the CBCA on October 8, 2019. Since its inception, the Company has completed private placement financings, raising a total of $681,250 through the sale of Common Shares (see "*Prior Sales*"). The funds have been used to carry on the Company's business to date and to cover the costs associated with the Offering. The Company intends to raise additional funding under the Offering to carry out additional exploration of the Eastchester-Fabie-Trudeau Property as set out in the section entitled "*Use of Proceeds*".

On March 8, 2021, the Company entered into a property purchase agreement with Reyna Silver Corp. ("**Reyna**") in respect of the purchase by the Company and sale by Reyna of a 100% undivided interest in and to Eastchester-Fabie-Trudeau Property (the "**Property Purchase Agreement**"). Reyna is an arm's length party to the Company. See "*General Development of the Business of the Company – Property Purchase Agreement*".

Property Purchase Agreement

On March 8, 2021, the Company entered into the Property Purchase Agreement with Reyna. Reyna is an arm's length party to the Company.

Pursuant to the Property Purchase Agreement, the Company acquired a 100% undivided interest in and to the 37 non-contiguous mining claims comprising the Eastchester-Fabie-Trudeau Property located approximately 35 kilometres northwest of Rouyn-Noranda, in the province of Quebec in exchange for: (i) the issuance 1,000,000 common shares in the share capital of the Company to Reyna; and (ii) the granting of a 1% net smelter return royalty on the Eastchester-Fabie-Trudeau Property pursuant to the terms and conditions of a Net Smelter Returns Royalty Agreement (the "**Royalty Agreement**").

Royalty Agreement

Pursuant to the Property Purchase Agreement, the Company granted Reyna a 1% net smelter return royalty on the Eastchester-Fabie-Trudeau Property pursuant to the terms and conditions of the Royalty Agreement. The Company or its successors-in-interest and assigns (collectively, the "**Payor**") shall pay to Reyna an amount calculated as 1.0% of the gross value of all Products derived and shipped from the Eastchester-Fabie-Trudeau Property as that value is shown by the written statements provided to the Company by the smelter or refinery which smelts or refines the Products, less certain allowable deductions (the "**Royalty**").

Allowable deductions consist of all costs, charges and expenses paid, incurred, or deemed incurred by the Payor for or with respect to Products including:

(i) charges for treatment in the smelting, refining and other beneficiation process (including handling, processing, interest, and provisional settlement fees, weighing, sampling, assaying, umpire and representation costs, penalties, and other processor deductions),

(ii) actual costs of transportation (including loading, freight, insurance, security, transaction taxes, handling, port, demurrage, delay, and forwarding expenses incurred by reason of or in the course of transportation) of Products from the Property to the place of treatment and then to the place of sale,

(iii) costs or charges of any nature for or in connection with insurance, storage, or representation at a smelter or refinery for Products or refined metals,

(iv) sales and brokerage costs, and

(v) applicable taxes, royalties, fees and charges paid to governmental authorities including sales, use, severance, excise, net proceeds of mine, and ad valorem taxes and any tax on or measured by mineral production, but not including income taxes of the Payor or the Royalty holder,

provided that whether Products are processed on or off the Property in a facility wholly or partially owned by the Payor or a shareholder of the Payor or by an affiliate of the Payor or an affiliate of a shareholder of the Payor, allowable deductions will not include any costs that are in excess of those which would be incurred on an arm's length basis, or which would not be allowable deductions if those Products were processed by an independent third party.

In the event that the Payor sells or causes the sale of Products other than to a smelter or refinery or otherwise causes the removal of Products from the Property, the Royalty shall be calculated on the gross value of recoverable metals and minerals contained in such Products, without deductions except for penalties or offsets in respect of ore dependent factors, if any, imposed by the buyer in relation to the specific Products delivered. The amount of recoverable metals and minerals contained in Products removed from the Property shall be calculated and determined based upon assays, metallurgical tests and such other analyses as are customary in the industry The gross value of such metals and other minerals shall be determined by multiplying the amount of such recoverable metals and minerals by the quarterly average metal price as quoted in the "Metals Week" publication.

Capital Raising

On October 8, 2019, the Company issued 1,000 common shares to the incorporator of the Company.

On November 6, 2020, the Company completed a non-brokered private placement pursuant to which it issued an aggregate of 2,999,000 Units at a price of $0.005 per Unit for aggregate gross proceeds of $14,995. Each Unit consists of one Common Share and one Warrant, with each Warrant entitling the holder thereof to acquire one Common Share at an exercise price of $0.10 per share for a period of five years from the date of issuance..

On April 25, 2021, the Company completed a non-brokered private placement pursuant to which it issued 3,325,000 common shares of the Company as "flow-through shares" as defined in subsection 66(15) of the *Income Tax Act* (Canada) and section 359.1 of the *Taxation Act* (Québec) (the "**Flow-Through Shares**") at a price of $0.05 per share for gross proceeds of $166,250.

On June 15, 2021, the Company completed a non-brokered private placement of 5,000,000 Common Shares at a price of $0.10 per share for aggregate gross proceeds of $500,000.

Agency Agreement

On February 23, 2022, the Company entered into the Agency Agreement (the "**Agency Agreement**") with the Agent with respect to the Offering. For more information see "*Plan of Distribution*".

Business of the Company

Principal Operations

The principal business of the Company is the exploration and development of mineral properties and the acquisition of mineral property assets in Canada.

The Company owns a 100% undivided interest in and to the 37 non-contiguous mining claims comprising the Eastchester-Fabie-Trudeau Property located approximately 35 kilometres northwest of Rouyn-Noranda, in the province of Quebec. The Eastchester-Fabie-Trudeau Property is the mineral project material to the Company for the purposes of NI 43-101.

Competitive Conditions

The Company's primary business is the exploration and development of mineral properties, currently focused on gold exploration in the province of Quebec. The Company has made every effort to create a competitive advantage through its selection of management and technical team. In particular, the Company's management and technical team provide geological expertise and a deep understanding of the social, environmental and logistical needs of working in the province of Quebec.

The exploration industry is competitive, and the Company competes with many exploration and mining companies possessing similar or greater financial and technical resources for the acquisition of mineral claims and other mineral interests. The Company also competes with other exploration and mining companies and other third parties for equipment and supplies in connection with its exploration activities, as well as for skilled and experienced personnel. See "*Risk Factors – Risks Related to the Company - The mining industry is intensely competitive*".

Specialized Skills and Knowledge

The nature of the Company's business requires specialized skills, knowledge and technical expertise in the areas of geology, environmental compliance, and mineral resource estimation and economic assessment. In addition to the specialized skills listed above, the Company also relies on staff members, contractors and consultants with specialized knowledge of logistics and operations in the province of Quebec and local community relations. In order to attract and retain personnel with the specialized skills and knowledge required for the Company's operations, the Company maintains competitive remuneration and compensation packages. To date, the Company has been able to meet its staffing requirements.

MATERIAL PROPERTY

Eastchester-Fabie-Trudeau Property

Except as otherwise disclosed, scientific and technical information relating to the Eastchester-Fabie-Trudeau Property contained in this Prospectus is derived from, and in some instances is a direct extract from, and based on the assumptions, qualifications and procedures set out in the Technical Report entitled "Technical Report on the Eastchester-Fabie-Trudeau Property NTS Sheets 32D/06 and 32D/11, 48.46° N. Lat., 79.26 ° W. Long., for Beyond Minerals Inc." with an effective date and issue date of August 31, 2021. Such assumptions, qualifications and procedures are not fully described in this Prospectus and the following summary does not purport to be a complete summary of the Technical Report. Reference should be made to the full text of the Technical Report, which is available for review under the Company's profile on SEDAR at www.sedar.com.

Property Location and Description

Location

The mineral titles that constitute the Property are located approximately 30km northwest of the city of Rouyn-Noranda, Québec (Figure 1). The Property includes three distinct claim blocks referred to as “Eastchester” located on NTS Map sheet 32D/11 in the municipality of Rapide-Danseur, and “Fabie” and “Trudeau” located on NTS Map Sheet 32D/06 in the municipalities of Rouyn-Noranda and Duparquet respectively. The claim blocks are generally proximal to Duparquet Lake which is the most apparent geographical feature in the area. The Town of Duparquet is the nearest settlement. The geographic centre of the three claim groups is approximately at 48.46 degrees North Latitude and 79.26 degrees West Longitude.

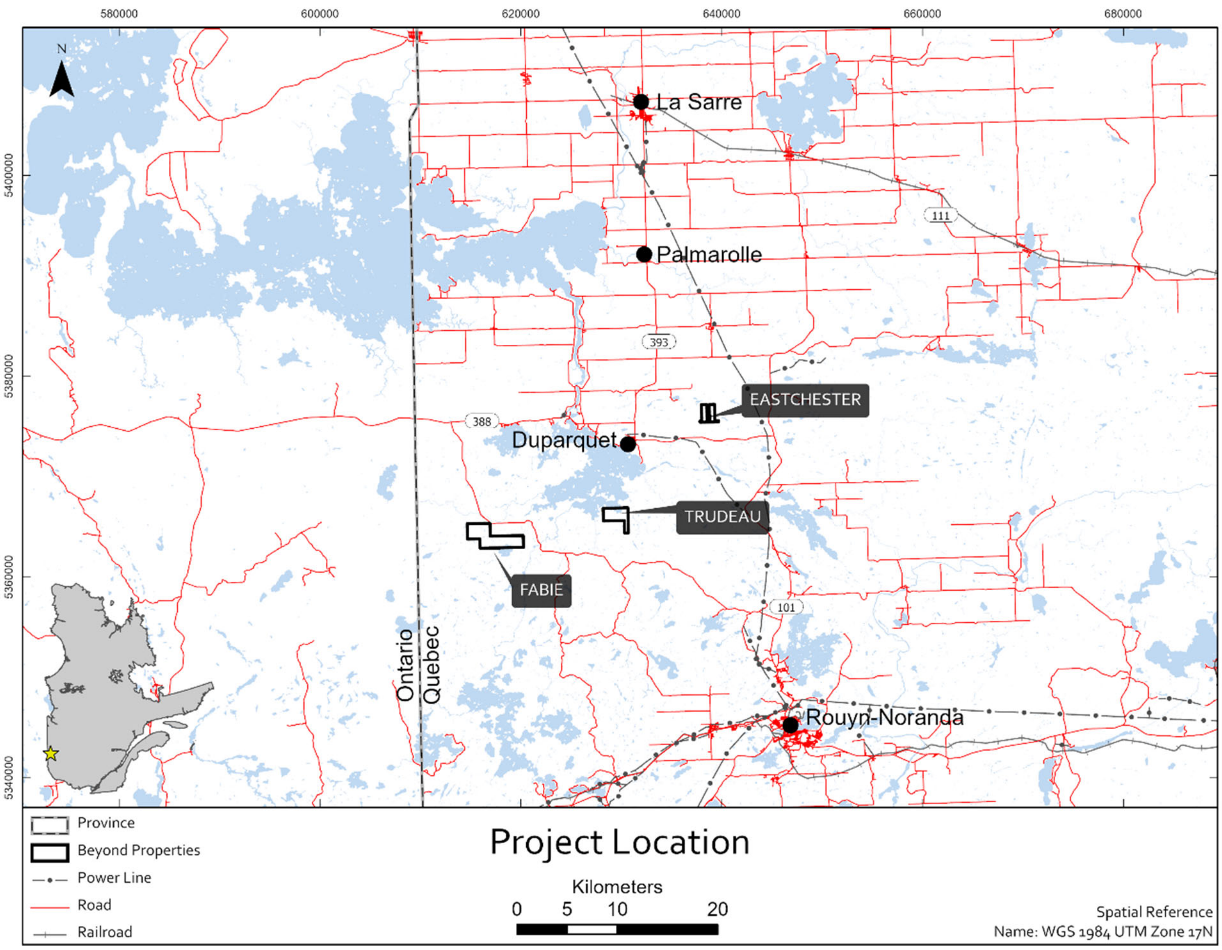

Figure 1: Property location

Property Description

The Property consists of 37 mineral titles in three separate blocks. Eastchester includes eight mineral titles covering 192.15 ha (Figure 2). Fabie includes 20 mineral titles covering 833.09 ha (Figure 3). Trudeau includes nine mineral titles covering 359.63 ha (Figure 4). All mineral titles were acquired by map designation under the Mining Act and are recorded 100% to Beyond Minerals Inc., Client No. 100479 (Gestim, n.d.). The Company obtained the Property through a transfer agreement with Reyna Silver Corp. (2021) whereby 100% of the Property was acquired in exchange for 1,000,000 shares of the Company and a 1.0% NSR production royalty. To the extent known, there are no other beneficial interests in or underlying royalties against the mineral titles. A detailed list of the mineral titles is set out in Table 2.

Table 1: Mineral Titles

NTS	Type	Block	No	Expiry	Area (Ha)	Excess Credit	Work Required	Fees Required	Municipality
32D11	CDC	Eastchester	2457314	14-Aug-23	43.02	$3,040.47	$1,200.00	$67.00	Rapide-Danseur
32D11	CDC	Eastchester	2457315	14-Aug-23	6.54	$4,195.47	$500.00	$34.25	Rapide-Danseur
32D11	CDC	Eastchester	2457316	14-Aug-23	29.42	$4,195.47	$1,200.00	$67.00	Rapide-Danseur
32D11	CDC	Eastchester	2457317	14-Aug-23	27.33	$4,195.47	$1,200.00	$67.00	Rapide-Danseur
32D11	CDC	Eastchester	2457318	14-Aug-23	36.31	$3,040.47	$1,200.00	$67.00	Rapide-Danseur
32D11	CDC	Eastchester	2457319	14-Aug-23	6.68	$4,195.47	$500.00	$34.25	Rapide-Danseur
32D11	CDC	Eastchester	2457320	14-Aug-23	22.45	$4,195.45	$500.00	$34.25	Rapide-Danseur
32D11	CDC	Eastchester	2457321	14-Aug-23	20.4	$4,195.44	$500.00	$34.25	Rapide-Danseur
					192.15	**$31,253.71**	**$6,800.00**	**$405.00**	
32D06	CDC	Fabie	2457306	14-Aug-23	57.14	$4,971.91	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2457307	14-Aug-23	57.14	$4,516.91	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2457308	14-Aug-23	57.14	$14,450.75	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2457309	14-Aug-23	57.14	$19,250.75	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2457310	14-Aug-23	43.99	$4,971.91	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2457311	14-Aug-23	15.93	$5,671.92	$500.00	$34.25	Rouyn-Noranda
32D06	CDC	Fabie	2457312	14-Aug-23	15.87	$13,743.57	$500.00	$34.25	Rouyn-Noranda
32D06	CDC	Fabie	2457313	14-Aug-23	15.89	$13,743.57	$500.00	$34.25	Rouyn-Noranda
32D06	CDC	Fabie	2507578	06-Dec-22	57.14	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507579	06-Dec-22	57.14	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507580	06-Dec-22	57.14	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507581	06-Dec-22	57.13	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507582	06-Dec-22	57.13	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507583	06-Dec-22	57.13	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507584	06-Dec-22	15.88	$0.00	$500.00	$34.25	Rouyn-Noranda
32D06	CDC	Fabie	2507585	06-Dec-22	15.9	$0.00	$500.00	$34.25	Rouyn-Noranda
32D06	CDC	Fabie	2507586	06-Dec-22	37.64	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507587	06-Dec-22	37.59	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507588	06-Dec-22	37.54	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507589	06-Dec-22	25.49	$0.00	$1,200.00	$67.00	Rouyn-Noranda
					833.09	**$81,321.29**	**$20,500.00**	**$1,176.25**	
32D06	CDC	Trudeau	2454283	20-Jul-23	25.01	$1,963.62	$1,200.00	$67.00	Duparquet
32D06	CDC	Trudeau	2454284	20-Jul-23	20.74	$3,118.60	$500.00	$34.25	Duparquet
32D06	CDC	Trudeau	2454285	20-Jul-23	20.88	$3,118.60	$500.00	$34.25	Duparquet
32D06	CDC	Trudeau	2454286	20-Jul-23	21.04	$4,318.60	$500.00	$34.25	Duparquet
32D06	CDC	Trudeau	2454287	20-Jul-23	43.48	$1,963.60	$1,200.00	$67.00	Duparquet
32D06	CDC	Trudeau	2505040	19-Nov-22	57.12	$0.00	$1,200.00	$67.00	Duparquet
32D06	CDC	Trudeau	2505041	19-Nov-22	57.12	$0.00	$1,200.00	$67.00	Duparquet
32D06	CDC	Trudeau	2505042	19-Nov-22	57.12	$0.00	$1,200.00	$67.00	Duparquet
32D06	CDC	Trudeau	2505043	19-Nov-22	57.12	$0.00	$1,200.00	$67.00	Duparquet
					359.63	**$14,483.02**	**$8,700.00**	**$504.75**	

Figure 2: Eastchester block

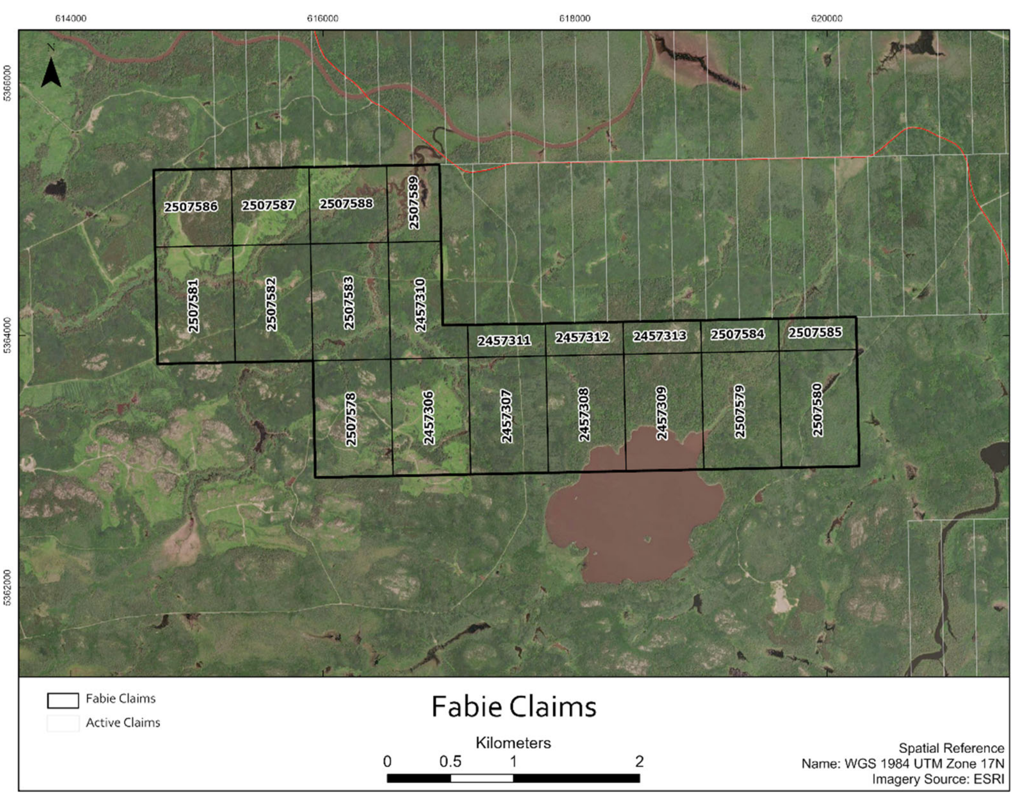

Figure 3: Fabie block

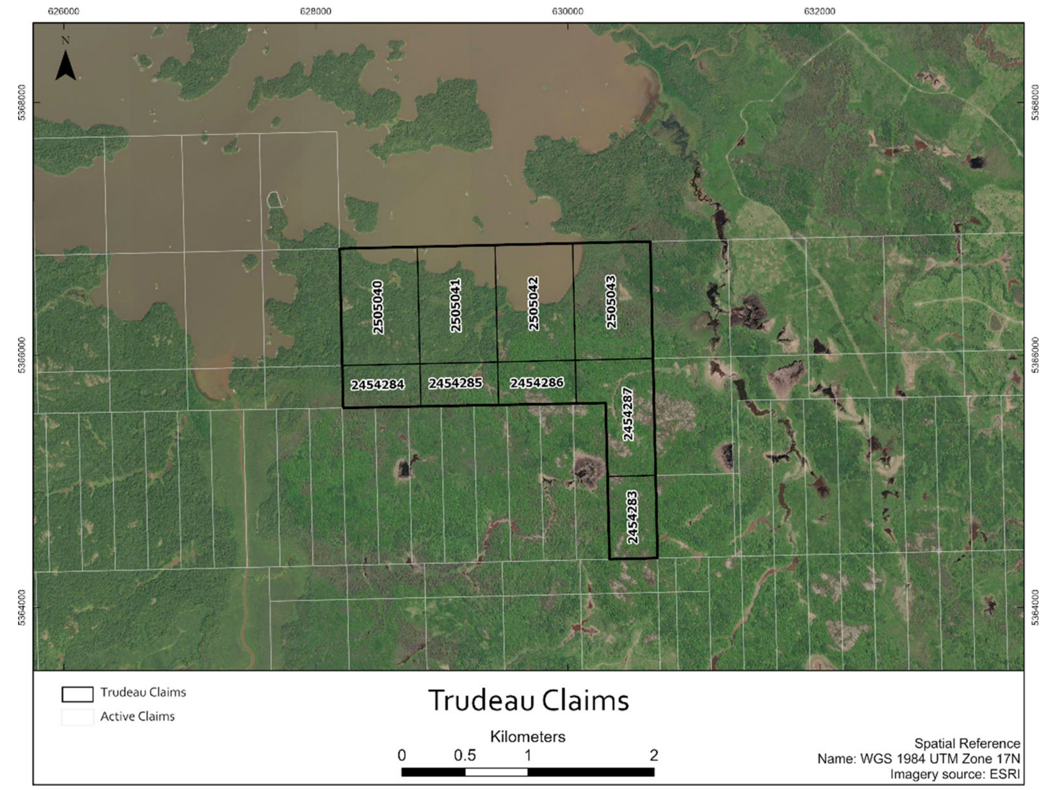

Figure 4: Trudeau block

Nature of Title

Under the Mining Act, mineral titles give the titleholder exclusive rights to explore for minerals in the subsurface. Mineral titles may be renewed for two-year terms by filing a statutory renewal request on or before the expiry date of the mineral title if the required assessment work has been completed and required taxes paid. Excess work assessment credits may be banked and applied to adjacent mineral titles subject to certain conditions. Mineral titles renewed less than 60 days before the expiry date are subject to penalties whereby taxes are doubled. Amounts for required assessment work and taxes vary according to the size of the mineral title and its location in Québec. These amounts are subject to regulatory change at the discretion of the MERN. Currently the Property is subject to aggregate assessment work of $36,000.00 and $2,086.00 (Table 1). At present there is enough assessment work credits to renew all mineral titles for another two-year term.

Mineral titles do not include surface rights. Surface rights are held publicly by the Crown except in cases where private surface rights exist. Under the Mining Act, the mineral titleholder must notify the municipality and any private landholders where the mineral titles are located within 60 days of the recording date of the mineral titles. This may be done by personal notice by mail, courier or by hand delivery, or by public notice by publishing a notice in a newspaper distributed in the region where the mineral titles are located.

Under the Mining Act, the mineral titleholder must notify the municipality and any private landholders where the mineral titles are located 30 days before any work commences. This may be done by personal notice by mail, courier or by hand delivery. In the case where access is required or work is to be done on land where private surface rights exist, the mineral titleholder must obtain written authorization from the private landholder before accessing and/or working on that private land. There are no apparent surface rights overlying the Property according to the MRC Abitibi-Ouest (n.d.) and Ville de Rouyn-Noranda (n.d.) websites.

Environmental Liabilities

To the extent known, the Property is not subject to any environmental liabilities or any other significant factors and risks that may affect access, title, or the right or ability to perform work on the Property.

Permits and Authorizations

There are no work permits required under the Mining Act to conduct the exploration work recommended by the Technical Report. However, certain activities on public lands require a permit from the *Ministère des forêts, de la faune et des parcs* ("**MFFP**") and an authorization from the *Société de protection des forêts contre le feu* ("**SOPFEU**").

No permits or authorizations are required for line cutting, aerial and surface surveys on public lands. A *Permis d'Intervention* is required from the MFFP for any work that involves surface impacts such as trenching, rock stripping or drilling. This permit is normally prepared by a registered forestry engineer who estimates the stumpage fees based on the volume and species of timber to be cut during the exploration work. The application form and assessed stumpage fees are submitted to MFFP and the permit is issued valid to the next March 31 following the issue date of the permit. After March 31 a closing report must be filed with a final stumpage calculation. If this calculation exceeds the original estimate, additional stumpage fees must be paid. No refunds are available if the final calculation is less than the original estimate.

Authorizations from the MFFP are also required 30 days before any work involving drilling or the circulation of heavy equipment commences in any designated wildlife habitats. Authorizations from the *Ministère de l'Environnement et de la Lutte contre les changements climatiques* ("**MELCC**") are also required 30 days before any work involving drilling or the circulation of heavy equipment commences in any designated wetlands.

To the extent known, none of the required permits or authorizations have been obtained.

First Nation Communications

The Property is in territory covered by a consultation and accommodation agreement between the Council of the Abitibiwinni First Nation and the Province of Québec. Under this agreement the mineral titleholder is invited to contact and to keep informed the Natural Resources Secretariat of the Abitibiwinni First Nation located in Pikogan, Québec of the exploration activities it intends to carry out, and to discuss, answer questions and consider, if applicable, the concerns of the Abitibiwinni First Nation with respect to these activities. The mineral titleholder is also invited to keep the MERN informed of the content of these exchanges with the Secretariat.

Other Significant Factors and Risks

To the extent known, there are no other significant factors and risks that may affect access, title, or the right or ability to perform work on the Property.

Accessibility, Local Resources, Infrastructure, Climate and Physiography

Accessibility

Accessibility to the Property is generally very good via numerous gravel logging roads that cross or pass very close to all three blocks. These roads are passable all year long and are connected to the paved Québec provincial highway network.

The Eastchester block is easily accessible by driving approximately 35.9km north of Rouyn-Noranda via Provincial Highway 101, then approximately 6.2km west along Highway 393 and then approximately 4.1km along a gravel logging road that travels north and then east directly onto the Eastchester block (Figure 2). The departure point of this road from Highway 393 is at 636390 mE, 5373888 mN.

The Fabie block is also easily accessible by driving approximately 1.7km north from Duparquet along Highway 393, then 18.7km west along Highway 388 and then approximately 13.0km southeast on a gravel logging road locally known as the *Chemin de la Mine*. The departure point of this road from Highway 388 is 613026 mE, 5375401 mN. Just past a bridge over the Magusi River there is an intersection at 617111 mE, 5365306 mN (Figure 3) where one must turn due south to reach the Fabie block.

There is no direct road access to the Trudeau block. The Author was able to drive along a series of gravel logging roads to the northern edge of a clear-cut that is approximately 750m from the northeast corner of the block (Figure 4). The main logging road leaves Highway 393 at 635490 mE, 5373673mN roughly 9.9km west of the Highway 101 junction. From this point it is about a 10km drive south to an intersection at 638534 mE, 5367086, then about 7.5km west to a second intersection at 632227 mE, 5368562 mN and then about 2km southwest to the edge of the clear-cut at 631455 mE, 5367224 mN. The last two legs of the drive although passable are quite rough, partially flooded by shallow beaver ponds and will require light maintenance in the near term. Access to the Trudeau block by boat or snow machine from Duparquet is also an alternative for surface work but not for drilling.

Local Resources and Infrastructure

The Property is close enough to major service centres such that no camp needs to be built on the Property to conduct exploration programs. Duparquet, the closest community and a former mining town, is now a retirement and vacation village that offers basic services such as fuel stations, restaurants and seasonal accommodations. All parts of the Property are within a one-hour drive of Rouyn-Noranda. Exploration work based out of Duparquet or Rouyn-Noranda can be done at any time of the year.

The Abitibi region is a world class mining district with full exploration services available in the main centres of Rouyn-Noranda, Val-d’Or and Amos including multiple geological consultants, geophysical contractors, drilling companies, and assay laboratories. Infrastructure in the Abitibi region is excellent with hydro power, water, etc. readily available and a widespread network of paved highways and gravel logging roads. To the extent relevant to the early stage of exploration and development of the Property, local resources and infrastructure are sufficient to complete the level of exploration work contemplated by the Technical Report. If the Property moves into an advanced stage of mining development, there is sufficient surface area within the Property to host potential tailings storage areas, waste disposal areas, heap leach pads, and processing plant sites.

Climate

The climate of the project area is typical of the Northeastern Forest climatic region (Natural Resources Canada, 2020) with average low to high temperature ranges from -18°C to -11°C in January and 12°C to 24°C in July (**Figure** 5). The wettest month is October with average monthly precipitation of 166.1mm and the driest month is February with 79.8mm. Average snow depth in winter is 1.0 to 1.5 metres. Weather conditions are generally pleasant and do not prevent work on the Property at any time during the year except during brief periods in the Spring during break up and in the Fall during freeze up.

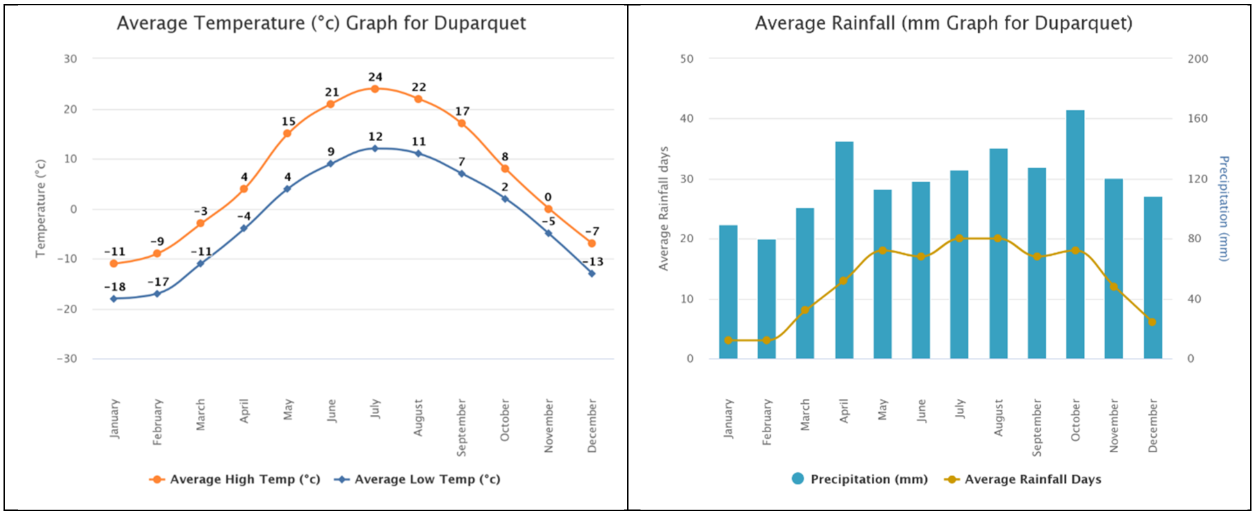

Figure 5: Duparquet, Québec monthly climate graph (World Weather Online, n.d.)

Physiography

The project area lies within the Abitibi Uplands of the James Region of the Canadian Shield (Bostock, 2014) which extends from Chibougamau in Western Québec to Thunder Bay in Northern Ontario. The landscape of the Uplands is the result of continental glaciation and so it is generally flat with many lakes, ponds, swamps and meandering creeks in low places. Deposits of glacial till (i.e., mixed gravel, sand and clay) and lacustrine clays from ancient glacial lakes flatten the relief to a base elevation interrupted occasionally by low, rounded bedrock hills and ridges rarely more than 50 to 60 metres above the base elevation. Eskers commonly form low, sinuous, north-trending ridges often hundreds of kilometres long.

Elevations in the project area range from 250 to 350 metres above sea level with maximum relief of no more than 50 metres on each block. Much of the Property is covered by overburden consisting of gravel and sand. Occasional bedrock is exposed on low ridges and mounds. Vegetation on the Property is typical of boreal forests with mixed woods of fir, pine, spruce, aspen, birch and cedar with frequent swamps, marshes, fens and bogs bordered by thick alder and willow brush. Flooding of creeks due to beaver dams is common and often impedes access. Clear-cut logging has been ongoing for decades in the project area, so much of the forest is second or third growth.

History

Prospecting began in the Duparquet area in the early 20th century and led to the discovery of dozens of surface gold showings and eventually mining of the Beattie, Donchester and Duquesne gold deposits along the Destor Porcupine Deformation Zone (DPDZ) through to the mid 1950's. Gold exploration along the DPFZ resumed in the mid-1980's and has continued to the present day.

In contrast, very little exploration was recorded in the area south of the DPFZ until 1972 following the release of an airborne electromagnetic survey (Questor Surveys Ltd., 1971) sponsored by the Québec Government that triggered a staking rush in the area. Surface work quickly led to the discovery and definition of the Fabie Bay (New Insco) and Magusi River (ISO) copper deposits. In 1974, Noranda Mines Ltd. consolidated the area through several purchase and lease agreements, developed a production ramp to the bottom of the Fabie Bay orebody and mined copper ore from a small open pit between 1976 and 1977. Exploration south of the DPFZ area has continued sporadically to the present day with most of the work being done at the Magusi River deposit.

Table 2 summarizes historical exploration work completed on or immediately adjacent to the Eastchester, Fabie and Trudeau blocks based on a review of assessment work files, reports and geoscientific data available on SIGÉOM (n.d.-a). Table 3 lists all known drill holes with collars located on or immediately adjacent to the Property blocks.

Eastchester Previous Work

The first documented work on the Eastchester block dates to 1945 when Eastchester Mines Ltd. discovered the Eastchester gold occurrence by 2,622m of drilling in 14 holes to follow up surface prospecting, mapping and MAG surveys (GM00695). Three of these holes were collared on the current block (Figure 9). This discovery has apparently never been followed up. There is no further record of work on the Eastchester block until 1984 when Ressources Aunore Inc. completed mapping, prospecting and humus geochemical surveys (GM41783, GM41380 and GM44122) over its "Duparquet" property. The southern part of this property covered the area of the current block. This work identified a geochemical anomaly and numerous grab samples with weakly anomalous copper values in the southwest corner of Eastchester. Chartier (2018) refers to this area as the "Southern Sheared/Mineralized Zone". In 1987 Exploration Auronex Inc. (formerly Aunore), compiled all the Aunore data, completed IP-RES and HLEM surveys over the Southern Sheared/Mineralized Zone and tested several geophysical anomalies with four drill holes as part of a seven-hole, 932.6m drill program (GM46302 and GM46639). Three of the four holes were collared on the current Eastchester block (Figure 9). Finally, this area was included in a ground MAG survey in 2010 (GM64945) and a regional airborne MAG and TDEM survey (GM66879) both completed by Tres-Or Resources Ltd. No further work has been reported.

Fabie Previous Work

The first recorded work on the current Fabie block was done by Noranda Mines Ltd. as part of a larger regional exploration program around the Magusi and Fabie Bay copper deposits. In 1979 a grid was cut over the eastern part of the current block and soil Cu-Pb-Zn geochemical (GM34663), IP-RES geophysical (GM37256) and geological (GM36206) surveys were completed. The main result of this work was the detection of a linear, east-trending chargeability response at or near the present "SE Anomaly". Moderate lead and zinc anomalies in soil were also obtained over the chargeability axis. Noranda allowed its mineral claims over Fabie to lapse. No further work was recorded until 1986 when Exploration Rambo Inc. acquired 10 mineral claims from two local prospectors upon their discovery of gold-bearing quartz veins at what is now known as the "Lac Fabie Nord" showing. In 1986 and 1987 Rambo completed line-cutting and IP-RES surveys (GM 45220), prospecting, mapping, trenching and channel sampling (GM45601), and then drilled three short holes in 1988 (GM47872). Despite encouraging results, the Rambo claims were allowed to lapse. In 2007, part of the current Fabie block was covered by a regional airborne MAG, TDEM and RAD survey flown for First Metals Inc. (GM64444). No further work has been reported.

Table 2: Summary of exploration history on or adjacent to Property

Year	Company	SIGEOM Ref.	Work	Citation
Eastchester				
1945	Eastchester Mines Ltd.	GM00695	GL MAG 14 DDH	(Jenney, 1945)
1984	Ress. Aunore Inc.	GM41380	CP EV	(G. M. Hogg, 1984)
1985	Ress. Aunore Inc.	GM41783	GC	(G. M. Hogg, 1985)
1986	Ress. Aunore Inc.	GM44122	GL	(Migliacci, 1986)
1987	Expl. Aunorex Inc.	GM46302	6 DDH	(Lochon, 1987)
1988	Expl. Aunorex Inc.	GM46639	CP EV IP HLEM	(Canova, 1988)
2010	Tres-Or Res. Ltd.	GM64945	MAG	(Sementiou Inc, 2010)
2011	Tres-Or Res. Ltd.	GM66879	AB MAG TDEM	(Geophysics GPR Ltd., 2011)
Fabie				
1979	Noranda Mines Ltd.	GM34663	GC	(Hogg, 1979)
1980	Noranda Mines Ltd.	GM36206	IP-RES	(Roy, 1980)
1980	Noranda Mines Ltd.	GM37256	GL	(Trudeau, 1980)
1986	Expl. Rambo Inc.	GM45220	IP-RES	(SAGAX Géophysique Inc., 1986)
1987	Expl. Rambo Inc.	GM45601	GL PR TR	(Cadieux, 1987)
1988	Expl. Rambo Inc.	GM47872	3 DDH	(Lacroix, 1988)
2007	First Metals Inc.	GM64444	AB MAG TDEM RAD	(Aeroquest Ltd., 2007)

Trudeau				
1968	Anaconda Amer. Brass Ltd.	GM25345	GL	(Jones, 1968)
1968	Anaconda Amer. Brass Ltd.	GM23807	GL	(Kwak & Barker, 1968)
1970	Anaconda Amer. Brass Ltd.	GM26461	19 DDH	(Warren, 1970)
1971	Anaconda Amer. Brass Ltd.	GM27285	11 DDH	(Warren, 1971)
1974	Anaconda Amer. Brass Ltd.	GM30287	9 DDH	(Wallis, 1974)
1975	Cominco Ltd.	GM31191	8 DDH	(Samis, 1975a)
1975	Cominco Ltd.	GM31639	3 DDH	(Samis, 1975b)
1982	Noranda Expl. Co. Ltd.	GM39500	GL PR	(Trudeau, 1982)
1983	Noranda Expl. Co. Ltd.	GM40557	DHEM	(Allard, 1983)
1983	Noranda Expl. Co. Ltd.	GM40904	HLEM	(Exploration Services Enrg., 1983)
1984	Noranda Expl. Co. Ltd.	GM41346	1 DDH	(Trudeau, 1984)
1999	Morissette/O'Connor	GM57167	IP-RES	(Val-d'Or SAGAX Inc., 1999)

Table 3: Previous drill holes on or adjacent to Property

Hole No.	Year	GM File	UTM_mE	UTM_mN	Azi.°	Dip°	Depth_m	MT_m
Eastchester								
4	1945	GM00695	637995	5375448	180	45	302	?
7	1945	GM00695	638620	5375539	180	35	280	2
14	1945	GM00695	638577	5375505	180	50	255	2
015-87-01	1987	GM46302	638033	5375809	315	45	161	4
015-87-02	1987	GM46302	638186	5375603	360	45	137	1
015-87-03	1987	GM46302	638475	5375679	360	45	124	2
015-87-04	1987	GM46302	638756	5376099	360	45	133	10
Fabie								
LF 88-01	1988	GM47872	618371	5363952	171	45	152	1
LF 88-02	1988	GM47872	618203	5363901	207	45	157	2
LF 88-03	1988	GM47872	618028	5363216	207	45	151	3
Trudeau								
1	1970	GM26461	629640	5365852	30	45	31	6
2	1970	GM26461	629877	5365745	210	45	31	10
D-3	1974	GM30287	628371	5365837	360	45	183	4
D-4	1974	GM30287	629410	5365881	20	54	91	6
D-5	1974	GM30287	629391	5365834	20	45	112	8
D-14	1975	GM31191	628735	5365890	360	51	198	5
3	1970	GM26461	630035	5365645	210	45	30	3
4	1970	GM26461	630162	5365595	200	45	31	2
5	1970	GM26461	630312	5365499	195	45	52	7
6	1970	GM26461	630506	5365440	20	45	22	12
7	1970	GM26461	630503	5365420	360	45	60	9
8	1970	GM26461	630689	5365427	360	45	31	2
17	1970	GM26461	629885	5365760	210	45	39	5
18	1970	GM26461	629750	5365787	30	60	36	3
19	1970	GM26461	629899	5365784	210	65	205	4
20	1970	GM26461	630699	5365361	350	60	154	1
31	1971	GM27285	630492	5365373	360	60	177	18
33	1971	GM27285	630679	5365290	360	70	268	4
34	1971	GM27285	630699	5365226	30	70	372	1
AN-84-1	1984	GM41346	630365	5365175	20	60	351	8

Trudeau Previous Work

Most of the previous exploration completed on or near the Trudeau block occurred during the 1960s and 1970s. This work consisted primarily of drilling geophysical targets for VMS copper-zinc mineralization. This work was carried out initially by Anaconda American Brass Ltd. in 1970 and 1971 (GM25345, GM23807, GM26461, GM27285 and GM30287), then under option to Cominco Ltd. 1974 and 1975 (GM31191 and GM31639) and finally under option to Noranda Exploration Co. Ltd. from 1982 to 1984 (GM39500, GM40557, GM40904 and GM41346). A total of 53 drill holes were drilled by these companies to test the "Anaconda Tuff": a hyaloclastite unit found along the rhyolite/andesite contact that closely follows the southern boundary of the block. Of these holes, 20 were drilled on or immediately adjacent to Trudeau (Table 3). Although many disseminated copper-zinc sulphide intervals were intersected, no mineralization of economic interest was discovered by these drilling campaigns. Eventually the Anaconda mineral claims were allowed to lapse.

In 1982, Noranda reported 2.04% Cu and 8.90gpt Au from a grab sample of disseminated sulphide mineralization found on the margin of a block of rhyolite within an andesite flow (GM39500) in the northwest corner of the current Trudeau block (Figure 12). Noranda reported no further work at this site known as the "Trudeau" showing. In 1999, local prospectors Morissette and O'Connor staked the area of the Trudeau showing and completed an IP-RES survey (GM57167). No further work has been reported.

Geological Setting and Mineralization

Regional Geology

The Property lies within the Abitibi Sub-province (Figure 4) of the Superior Province of the Canadian Shield. The so-called Abitibi Greenstone Belt consists primarily of granitic intrusive rocks (~50%), felsic to ultramafic volcanic rocks (~40%) and sedimentary rocks (~10%) that have been mostly altered to greenschist facies metamorphic grade. Several anorthosite and ultramafic intrusive complexes have also been identified. These intrusions and layered rocks are all Archean and are cut by Proterozoic diabase dykes that were emplaced episodically at various orientations.

A network of Archean, regional scale, ductile to brittle-ductile deformation zones generally oriented, in chronological order, east to west, northwest and northeast divide the Abitibi Greenstone Belt into a mosaic of lozenge-shaped domains or terranes. These faults can be from several kilometres to several hundreds of kilometres long and are for the most part vertical or steep north dipping and are marked by intense schistosity that diminishes rapidly outside the limits of the fault zone. Foliations within the fault zones are often very complex and reflect several periods of movement and deformation.

Numerous geotectonic models have been proposed to explain the magmatic and tectonic evolution of the Abitibi Greenstone Belt. A model analogous to Phanerozoic orogenic processes is now generally accepted involving successive mobile collisions of volcanic island arcs and accretions of sedimentary basins from south to north (Chown et al., 1992).

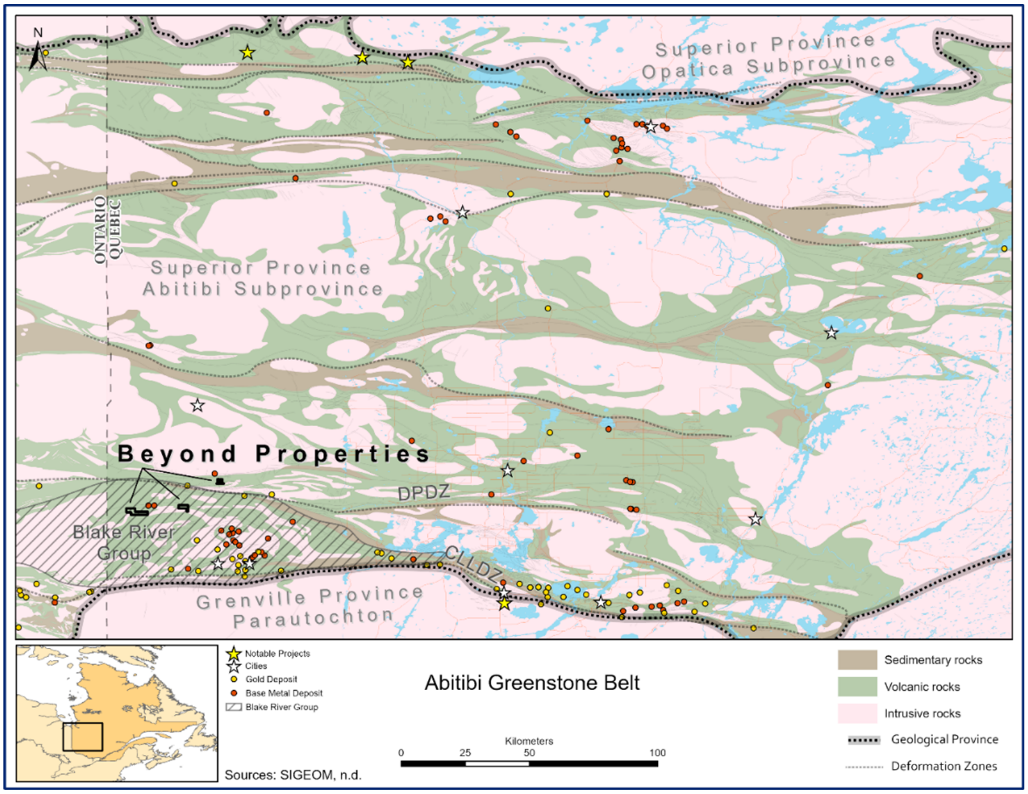

Figure 6: Regional geology

Local Geology

The project area staddles the Destor Porcupine Deformation Zone (DPDZ). This regional scale structure defines the major collisional contact between the older volcanic arc of the Northern Volcanic Zone (NVZ) and the younger arc segments of the Southern Volcanic Zone (SVZ) based on distinct volcano-sedimentary successions, related plutonic suites, and precise U-Pb age determinations described by Chown et al. (1992). The Eastchester block lies north of the DPDZ within the NVZ, whereas the Fabie and Trudeau blocks lie south of the DPDZ within the SVZ (Figure 7). The DPDZ is very complex with multiple parallel, divergent, convergent and splay structures along its length locally showing recumbent folding, thrusting or dip-slip movement and strike-slip or transcurrent movement (Mueller et al., 1996).

In the Duparquet area there is a band approximately two kilometres wide just north of the DPDZ that is occupied by a complex mélange of numerous thin turbidite, sedimentary and volcaniclastic formations, various small felsic intrusions and several small ultramafic ophiolites. This is typical of collisional volcanic arc boundaries. Moving southeast this band opens into a wider, less complex sedimentary arc basin. The areas north of this band are underlain by a more stable volcanic succession dominated by mafic to intermediate volcanic flows and related gabbro sills and dykes with lesser volcaniclastic sequences. The general trend of the rock units north of the DPDZ is east to southeast.

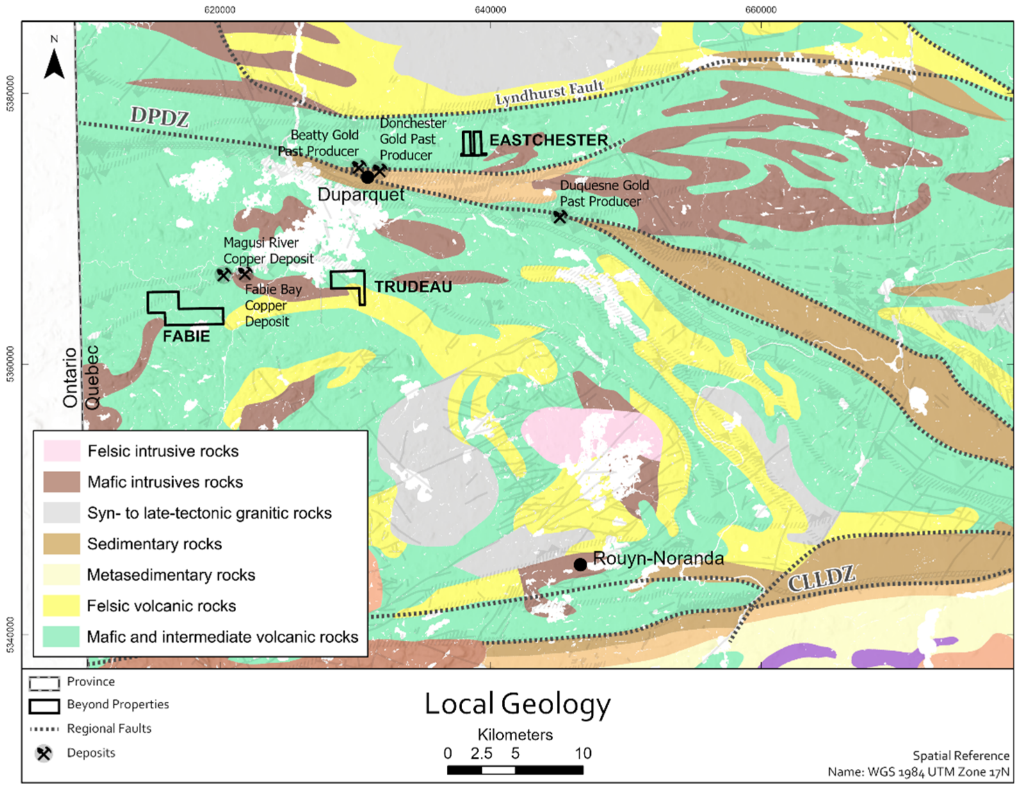

Figure 7: Local geology (after SIGÉOM, n.d.-b)

The area south of the DPDZ is underlain by a bi-modal volcanic complex defined by a concentric sequence of intermediate to mafic volcanic formations tens of kilometres wide alternating with narrower felsic volcanic formations (Figure 7). Within these layered volcanic formations there are a wide range of flows, flow breccias and pyroclastic rocks that define multiple strata domes with peripheral accumulations of subaqueous volcaniclastics. These volcanic rocks are all cut by a radial and concentric pattern of synvolcanic mafic to intermediate dykes.

This extensive volcanic complex is called the Blake River Group (BRG) and extends for 140km from Québec in the east to Ontario in the west and is 40km at its widest point north to south (Figure 6). The DPDZ forms the sharp north boundary of the BRG, and the Cadillac Larder Lake Deformation Zone (CLLDZ) truncates the BRG to the south. The BRG has been recently classified by Pearson & Daigneault (2009) as a subaqueous mega-caldera consisting of three successive caldera-forming events referred to as the early 3,000 km^2 Misema mega-caldera, the younger 490 km^2 New Senator caldera and the final 300 km^2 Noranda caldera (Figure 8). The Noranda caldera, variously referred to as the Noranda complex, Noranda volcanic complex and the Noranda cauldron, is well known for its world class gold-rich, base metal deposits including the giant Horne Mine. Due to its economic importance, it has been studied and explored extensively and there is a daunting body of research papers dealing with it. Monecke et al. (2008) provides an excellent summary of its geological setting that includes a thorough synopsis of the research that over several decades has contributed to the present understanding of the Noranda caldera.

The Fabie and Trudeau claim blocks lie on the outer margins of the New Senator caldera (Figure 8). Unfortunately, the geological setting of this area has not been studied nearly to the extent that the Noranda caldera has and consequently the area is not well understood. The Eastchester block lies north of the DPDZ and therefore outside of the BRG. There has been some exploration and research done at and around the Mobrun (Bouchard Hebert) deposit (Barrett et al., 1992 and W. Mueller et al., 2007). The somewhat similar position of Mobrun deposit and the Fabie and Trudeau blocks on the outer margins of the Misema mega-caldera suggests that Mobrun may be a better analogue for exploration within the project area rather than the Noranda mining camp deposits. Renewed research in the outer Misema mega-caldera (Sutton et al., 2017 and Sutton et al., 2019) may lead to better knowledge of the area.

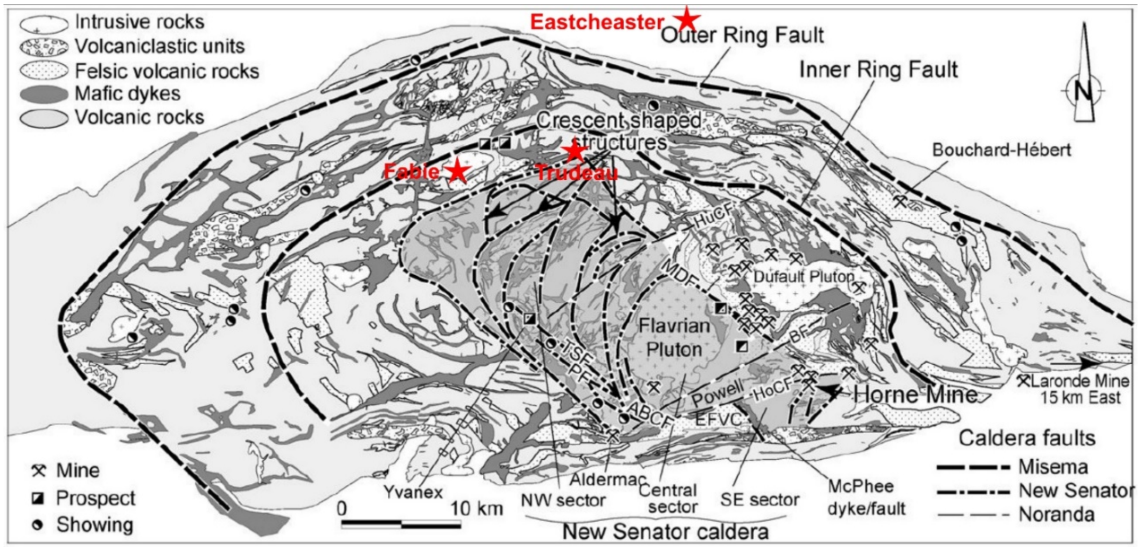

Figure 8: Blake River Group - Misema Mega-caldera (after Pearson & Daigneault, 2009)

Eastchester Geology and Mineralization

SIGÉOM (n.d.-b) indicates that the Eastchester block (Figure 9) lies immediately north of the DPFZ and is underlain primarily by massive to pillowed, tholeiitic iron and magnesium basalt flows and related gabbro sills belonging to the Deguisier Formation of the Kinojévis Group (Goutier & Lacroix, 1992). The abundance of gabbro sills is a distinctive feature of the Deguisier Formation especially in its upper (southern) sections where Eastchester is located. Thin intervals of chert, rhyolite flows and intermediate to felsic tuffs are lodged between the flows.

The orientation of the Deguisier Formation is generally northeast-trending and steep north-dipping with tops facing south (i.e., overturned). Weak foliation within the flows and gabbro sills is subparallel to the general orientation. Structurally, the block is cut by a series of narrow shear-type faults that transect the bedding orientation at shallow angles. Goutier & Lacroix (1992) indicate a dominant vertical component to the foliation within these shear zones. These faults are oblique to the DPFZ but may be splays off this major regional structure. Also, a regional dextral, brittle fault marked by a creek valley cuts through the Eastchester block vertically at 015° azimuth. The Deguisier rocks are well-jointed with one set of NNW-NNE fractures and a less obvious ENE-ESE set.

The mafic flows and sills all show weak pervasive chlorite alteration. Pervasive strong carbonate alteration is also evidenced by a tan-coloured weathering rind on all outcrops. Pillow selvages show local epidote and carbonate alteration. Moderate to strong silica, chlorite and carbonate alteration occurs locally adjacent to quartz-carbonate veinlets and within interflow sediments.

Not much mineralization was observed during the Author's site inspection on July 25, 2021. Very fine, disseminated pyrite less than 1% is common in bedrock. Pyrite and pyrrhotite in hairline stringers and fine-grained disseminations up to 5% was also noted in and adjacent to quartz-carbonate veinlets. Trace chalcopyrite was also noted.

The Author did not visit the Eastchester occurrence located on the south boundary of the Eastchester block (Figure 9). It was discovered by drilling in 1945 by Eastchester Mines Ltd. in Hole No. 6 of a 14-hole 8,603-foot (2,622m) campaign (GM 00695). This hole, collared south of the current block and drilled north, intersected 0.043opt over 40ft from 600ft (1.33gpt Au over 12.2m from 179.8m) but was determined to be drilled down dip. Subsequent holes, both collared on the current Eastchester block and drilled south, cut 0.030 opt over 9.5ft from 762.5ft (0.94gpt over 2.9m from 232.4m) in Hole No. 7 and 0.005opt Au over 14.0ft from 692.5ft (0.16gpt over 4.3m from 211.0m) in Hole No. 14. This gold bearing structure has apparently never been found on surface. In the drill logs it is described as a brecciated zone of "speckled greenstone" with narrow quartz veins and disseminated pyrite and arsenopyrite. It appears to strike at 260° azimuth dipping 50° to the north.

The Southern Sheared/Mineralized Zone (Chartier, 2018) is located approximately 500 metres northwest of the Eastchester occurrence. This area was first identified by Ressources Aunore Inc. in 1986 by mapping and prospecting over a relatively large geochemical anomaly defined by a 20ppb Au contour in 1984 (GM41783). In 1987, four holes were drilled to test IP-RES and HLEM targets in this area (GM46639). In Hole 015-87-01, discontinuous sampling of a 14.05m wide pyrite-rich contact zone returned three slightly anomalous values ranging from 55 to 178ppb Au. Hole 015-87-02 returned 257ppb Au over 0.90m from 64.75m. Hole 015-87-03 returned three slightly anomalous values ranging from 48 to 195ppb Au from discontinuous sampling of an 8.0m zone with disseminated pyrite starting at 37.7m.

On outcrops in this area, Century noted numerous fracture-type, quartz-carbonate veinlets at various orientations although no remarkable gold values were determined (Chartier, 2018). The Author collected four samples in this area during his site inspection also without significant results (Table 4, Figure 15). Minor pyrite, pyrrhotite and trace chalcopyrite is found in the quartz-carbonate veinlets and vein selvages which show various degrees of mixed silica, chlorite and carbonate alteration. It should be noted that the 2011 airborne survey flown for Tres-Or Resources Ltd. (GM66879) detected a relatively strong, isolated TDEM anomaly in this area that apparently has not been verified on the ground. The surface MAG survey done by Tres-Or in 2010 (GM64945) appears to outline the gabbro sills within the basalt flows.

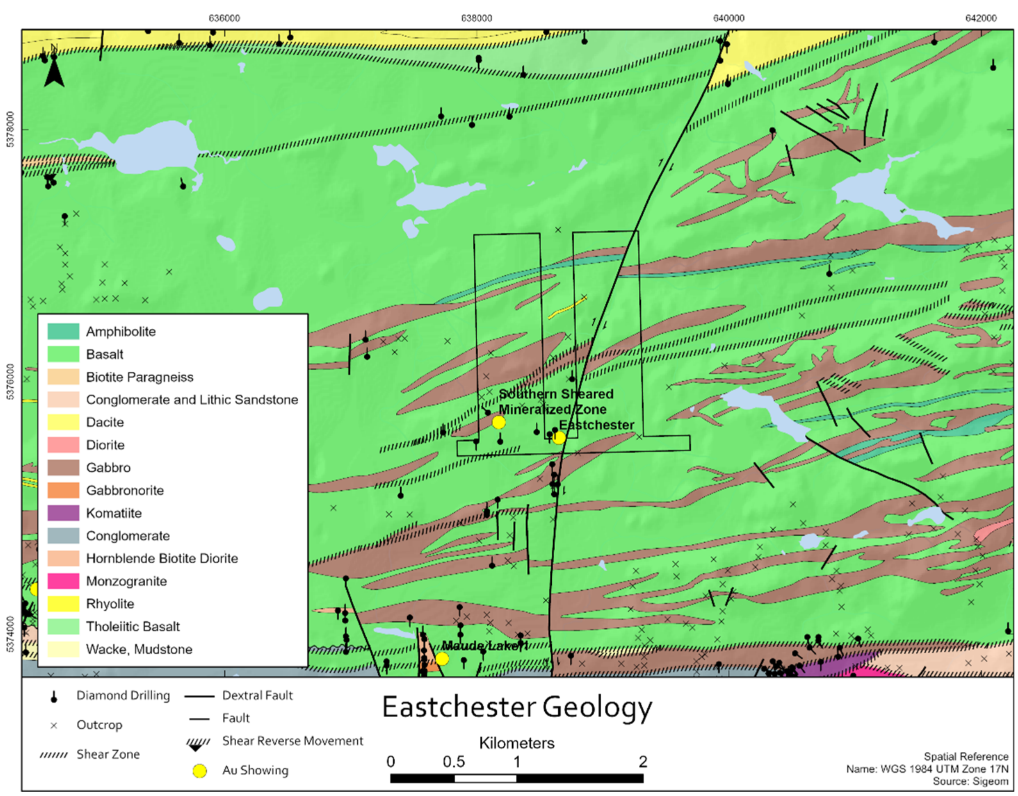

Figure 9: Eastchester property geology (after SIGÉOM, n.d.-b)

Fabie Geology and Mineralization

SIGÉOM (n.d.-b) indicates that most of the Fabie block is underlain by several sub-units of the Duprat-Montbray Formation (DMF) of the lower Blake River Group (Figure 10). The southeast corner of the block is underlain by unit DMF_3 which consists of massive to weakly-banded, pale green rhyolite flows with thin fragmental and gaseous layers. Gan et al. (2017) discussed the rhyolite in detail and describe turbulent, jumbled flows with elongated fragments, flow breccias and agglomerates with rounded fragments. The fragments generally appear lighter-coloured and more siliceous than the darker matrix. The rhyolite is overlain by unit DMF_2 which is described as a monotonous flow sequence of massive, pale green andesite layers alternating with dark green, vesicular, often pillowed, more mafic layers.

The northeast corner of the Fabie block in underlain by the Fabie quartz-feldspar porphyry pluton. This body shows sharp, irregular contacts with no metamorphic effects in the surrounding DMF rocks suggesting synvolcanic emplacement (Sutton et al., 2017). It is more resistant than the layered DMF rocks and forms numerous sizable, rounded outcrops. It is generally pale grey with an overall grainy matrix containing up to 20% clear quartz eyes and white feldspar phenocrysts. It appears as a regional MAG high relative to the surrounding DMF rocks.

Numerous diorite bodies of various shapes, sizes and orientations, marked by distinct chill margins, occur as semi-conformable sills subparallel to DMG layers, and crosscutting dykes and small plugs in both the DMF and the Fabie Pluton. Regionally they define a semi-continuous, concentric pattern within the Blake River Group (Figure 8) indicative of their injection into ring fractures following the collapse of the initial Misema mega-caldera (Pearson & Daigneault, 2009).

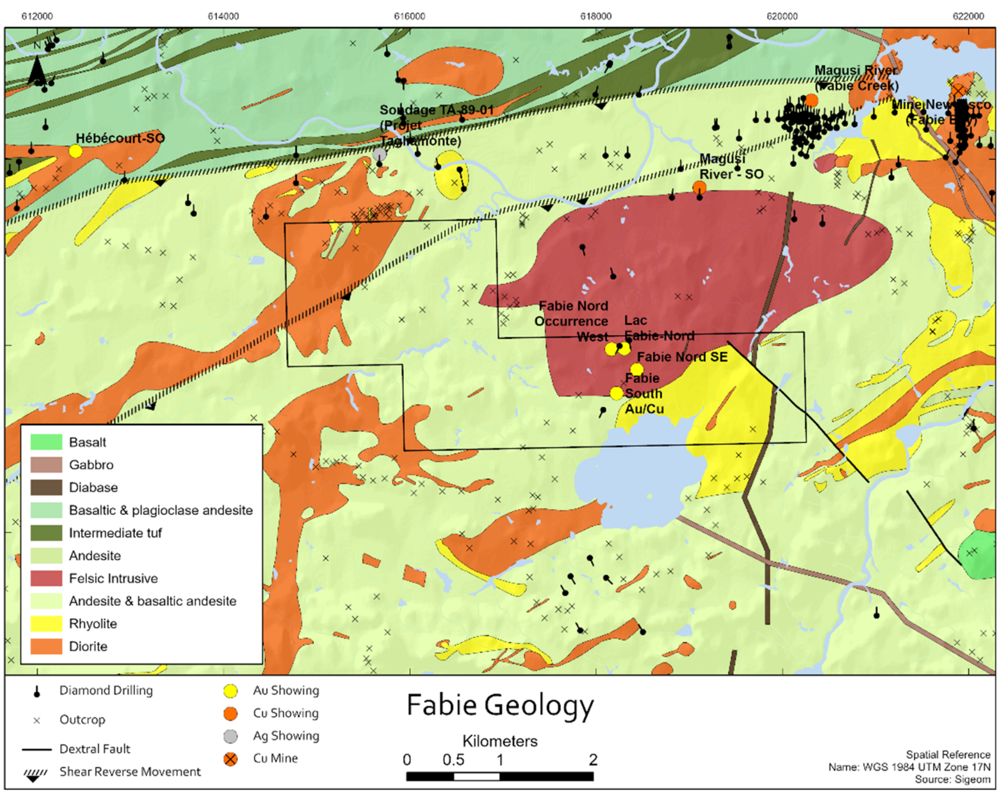

Figure 10: Fabie property geology (after SIGÉOM, n.d.-b)

The DMF rocks are generally oriented east-west and dip steeply south with tops up (Sutton et al., 2017). Cadieux (1987) suggested that there are unmapped local folds based on opposing dip and/or facing directions noted on property scale maps done by Trudeau (1980). This may have important implications for exploration as discussed in "*Interpretation and Conclusions*" below. The Fabie Bay shear zone cuts through the northwest corner of the Fabie block. Numerous NNW-trending, brittle faults cut through the eastern part of the block. These faults are known to truncate chargeability trends (Simard, 2017).

The DMF rocks show pervasive weak chlorite alteration. Different degrees of local silica, carbonate, ankerite, sericite alterations are encountered mostly around fractures and along lithological contacts in both DMF rocks and the Fabie quartz-feldspar porphyry.

Mineralization reported to date on the Fabie block includes gold-bearing quartz-carbonate veinlets in the Fabie pluton and copper-bearing disseminated sulphides in the DMF. The Lac Fabie Nord showing was discovered by prospecting in 1986 with initial results of 1.03 to 2.09gpt Au from grab samples of narrow quartz-carbonate veinlets in weakly sheared, quartz-feldspar porphyry (GM45601). Late in 1987, this new showing was mechanically stripped and systematically channel sampled with best values reported of 1.2gpt over 0.9m and 1.4gpt over 1.0m. Two drill holes in 1988 intersected 0.50gpt Au over 0.4m from 25.6m in Hole LF-88-1 and 3.00gpt Au over 0.3m from 87.0m in Hole LF-88-2 (GM47872). The UTM coordinates given in the SIGÉOM (n.d.-a) file are incorrect plotting the showing outside the north boundary of the Fabie block. The showing is instead at approximately 618300 mE, 5363960 mN on the Company's mineral claim CDC 2457312.

Gan et al., (2017) relocated the Lac Fabie Nord showing in 2017 and described mineralization at this site as thin veinlets composed mainly of quartz with lesser carbonate within pale grey, speckled quartz-feldspar porphyry. The veinlets are typically less than 10cm wide but may be up to 25cm. They occur in a variety of orientations from flat to vertical. The vein selvages are typically pink to orange and contain up to 5% disseminated, euhedral pyrite.

Highlights of the 2017 exploration included nine significant assays ranging from 0.14 to 2.82gpt Au returned from a total of 57 grab samples taken from the Lac Fabie Nord showing that confirmed historical gold results. The Author obtained gold values ranging from 24ppb to 3.19gpt Au with three of the four assays greater than 0.50gpt Au (Table 4). A re-assay of one sample by FA-AA returned 518ppb Au compared to the initial results of 708ppb Au by AR-ICPMS. Sample values for silver, copper and zinc were all low except for one value of 6.0gpt Ag. Prospecting by Trudeau Gold also found the new "Fabie NW" showing 200m to the northwest where five grab samples returned values from 0.13 to 2.40gpt Au. The Author obtained 692ppb Au by AR-ICPMS at this site from a single grab sample. A re-assay of this sample by FA-AA returned 584ppb Au. The Lac Fabie Nord and Fabie NW showings correspond to moderate, NE-trending, moderate chargeability anomalies IPF-07 and IPF-08 respectively (Figure 11).

At the "SE Anomaly" 300m SSE of Lac Fabie Nord, Trudeau Gold obtained 113ppb over a 1.0m chip sample in a trench excavated by Exploration Rambo Inc. in 1986. Rambo obtained up to 1.4gpt Au from several grab samples at this site (GM45601). The trench was excavated to test a linear chargeability anomaly (GM45220). In 1980, Noranda Mines Ltd. outlined an anomalous Pb-Zn soil trend (GM34663) over a chargeability anomaly identified at this site in the previous year (GM36206). The 2017 IP-RES survey also detected this chargeability zone (IPF-5) and traced it over a length of 600m (Figure 11). The Author visited this site but found the trenches too overgrown and caved in to justify collecting a sample.

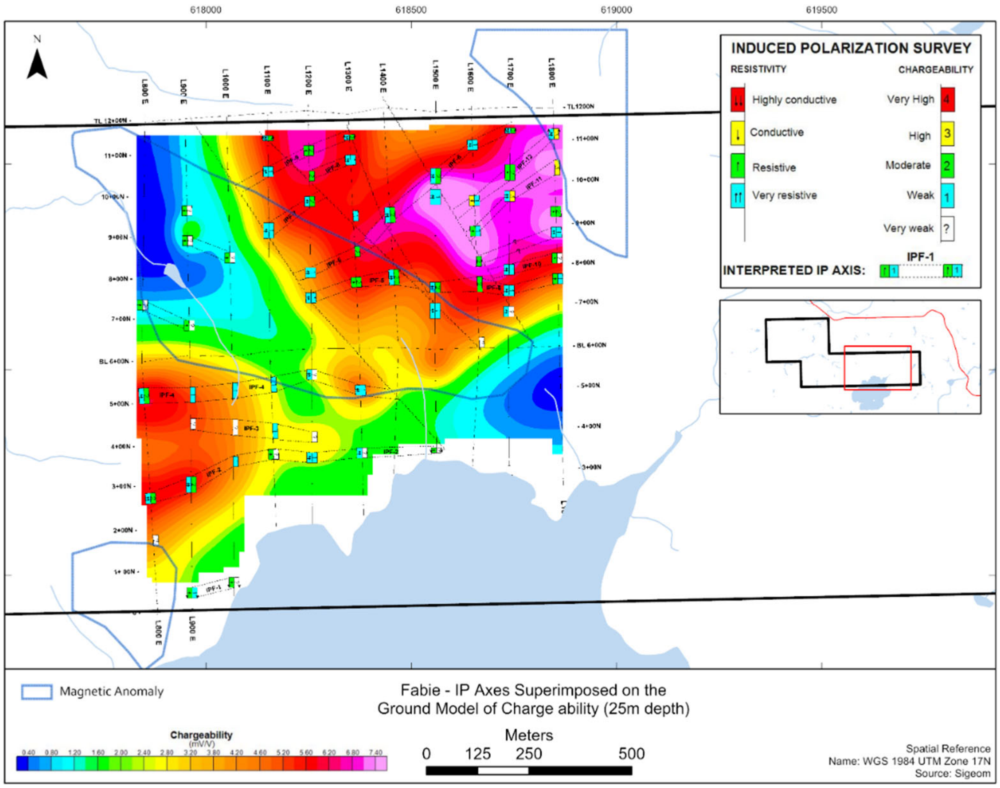

Figure 11: Fabie 2017 IP-RES survey (after Simard, 2017)

Sulphide mineralization in the DMF units is common on the Fabie block consisting of patches of up to 5% disseminated pyrite and pyrrhotite with less frequent chalcopyrite often in pillow selvages and along contacts between the rhyolite and andesite units. Prospecting at the “South Au/Cu” anomaly by Trudeau Gold Inc. found disseminated pyrite with some chalcopyrite in narrow veinlets marked by malachite within thin bands of dark green andesite layered within massive rhyolite (Gan et al., 2017). One grab sample returned 0.25% copper. This site is coincident with the east-trending, moderate chargeability anomaly IPF-4 traced over a 600m distance (Figure 11). Prospecting by Trudeau Gold 200 metres south on the 500m long, parallel IPF-2 chargeability anomaly also found disseminated sulphide mineralization up to 5% but no anomalous metal values were reported. These chargeability anomalies were interpreted to be indicative of disseminated sulphide mineralization remobilized along altered, sheared contacts between DMF rhyolite and andesite (Simard, 2017). Explorations Rambo Inc. also detected a chargeability response at the South Au/Cu site (GM45220) and reported surface grab samples up to 110ppb Au in 1986 (GM45601). The following year, a single hole drill hole intersected 0.13gpt Au over 1.5 metres from 46.0m in strongly altered and fractured andesite with 2% pyrite (GM47872).

Trudeau Geology and Mineralization

SIGÉOM (n.d.-b) indicates that of the Trudeau block is underlain by several sub-units of the Duprat-Montbray Formation of the lower Blake River Group (Figure 12). The far southern part of Trudeau is underlain by unit DMF_3, consisting mainly of rhyolite flows. To the north, the block is underlain by unit DMF_2 which is a sequence of alternating andesite layers. These layered rocks are intruded by semi-conformable sills and cross-cutting dykes and small plugs of diorite. More detailed descriptions of these units are provided above in the Fabie Geology and Mineralization section since generally the lithologies underlying Trudeau are quite similar to those underlying Fabie. The major difference is that the Trudeau block is further up-section and closer to the top of the DMF.

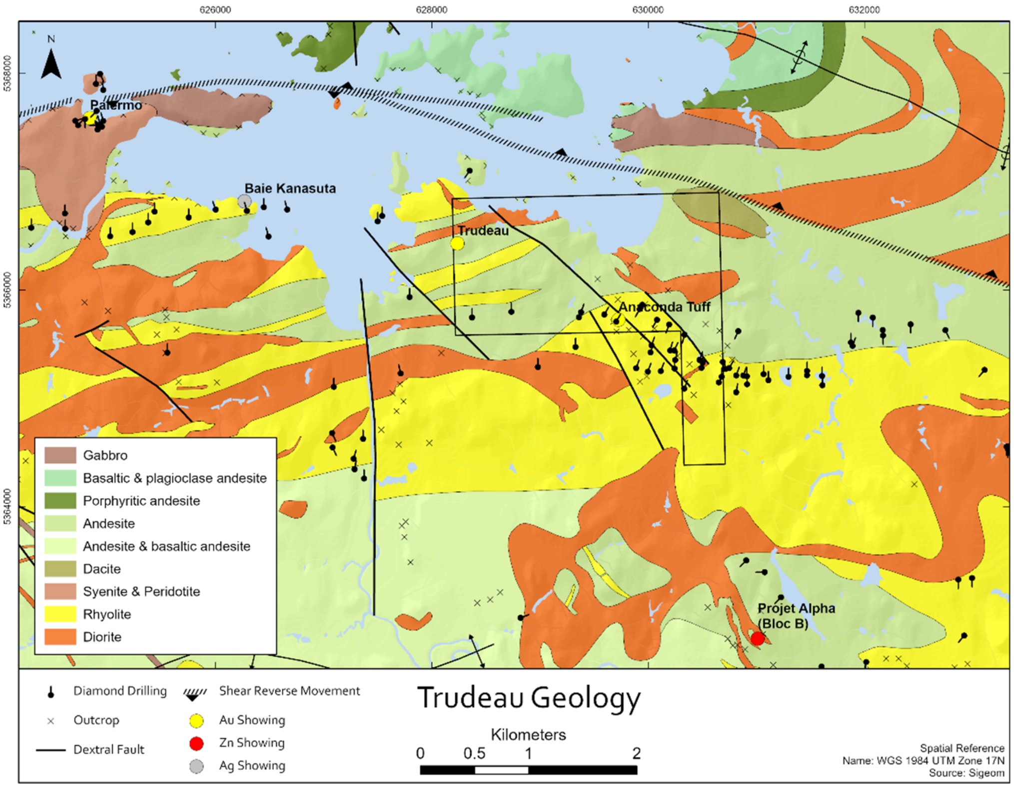

Figure 12: Trudeau property geology (after SIGÉOM, n.d.-b)

Because of its similar stratigraphic position relative to the Magusi River and Fabie Bay copper deposits, the structural geology is better understood at Trudeau than Fabie. Trudeau lies just south of the Alembert Shear Zone, which is a major inverse, shear-type structure that separates the DMF from the Reneault-Dufresnoy Formation (RDF). The RDF is more deformed than the DMF with several major SE-trending fold axes defining isoclinally folded units. Folding is evident in the DMF but not to the same degree. Within the DMF, the layered units are often offset by ENE-trending, steeply-dipping, shear-type faults that are generally localized along contacts with diorite sills emplaced within the DMF rocks. There is also a set of NNW-trending brittle faults that imbricate the DMF layers somewhat.

Deposit Types

Overview

The Property has potential for both orogenic gold-type and volcanogenic massive sulphide-type (VMS) base metal and gold-rich base metal deposits based on the geological setting of the Property blocks and their proximity to known deposits and occurrences of both deposit types.

The DPDZ runs through the project area. This regional scale structure is spatially and genetically related to hundreds of lode gold occurrences including the giant Timmins-Porcupine gold camp that has produced 2,184t of gold from 1910 to 2019 and continues to produce from a further 836t of proven reserves and 356t inferred resources (Digigeodata, n.d.). The project area is approximately 100km east of the Timmins-Porcupine camp.

The Horne deposit, located in the Noranda mining camp approximately 35km southwest of the project area, produced 1.3Mt of copper and 260t of gold from 53.7t of ore at average grades of 2.22% Cu and 6.1gpt Au between 1927 and 1976 (Monecke et al., 2008). The unusual high gold content of the Horne deposit makes it the largest gold-producing VMS deposit in the world. Additional base and precious metal production came from 19 smaller VMS deposits in the camp including Aldermac, Ansil, Corbet, D-68, Delbridge, Galien, Joliet, Millenbach, Norbec, Newbec, Quemont, Vauze and Waite-Amulet mines making Noranda one of the most prolific VMS mining camps in the world (Gibson & Galley, 2007).

Orogenic Gold-type

Gold only deposits derived from bedrock sources are generally referred to as lode gold deposits (Poulsen, 1996). Groves et al. (1998) proposed the genetic term “orogenic gold-type” in reference to the unique temporal and spatial association of this deposit type to orogenic processes. The classification of lode-type gold deposits remains problematic due to the variety of host rock lithologies, tectonic settings and depths of formation. Consequently, there are abundant sub-types in the literature that make classification very confusing. Dubé & Gosselin (2007) proposed the sub-type “Greenstone-hosted quartz-carbonate vein” to describe gold deposits that “…occur as quartz and quartz-carbonate veins with valuable amounts of gold and silver, in faults and shear zones located within deformed terranes of ancient to recent greenstone belts commonly metamorphosed at greenschist facies.” This sub-type applies very well and is the basis for gold exploration on the Property.

Greenstone-hosted quartz-carbonate vein deposits are structurally controlled, epigenetic, complex quartz-carbonate systems made up of fault-fill veins, extensional veins, hydrothermal breccias and/or stockworks. They are found in deformed greenstone belts characterized by an abundance of volcanic and clastic sedimentary rocks of low to medium metamorphic grade formed at intermediate crustal depths. They are distributed along crustal-scale fault zones that form major convergent, accretionary or collisional boundaries. The quartz-carbonate occupies brittle faults, ductile shear zones and folds that are often marked by local iron-carbonate alteration. Gold is found primarily within the quartz-carbonate but may occur in significant grades within iron-rich, sulphidized wall rock.

Greenstone-hosted quartz-carbonate vein deposits account for 15,920 metric tonnes of gold or 13% of historical worldwide gold production (Dubé & Gosselin, 2007). Canadian production is 5,510 metric tonnes or 35% of worldwide production for this deposit sub-type. The Abitibi Greenstone Belt has produced 4,470 metric tonnes or 81% of this sub-type in Canada. Greenstone-hosted quartz-carbonate vein deposits account for 59% of all Canadian gold production and reserves. Examples in the Abitibi include Sigma-Lamaque deposit in Val-d’Or, Québec and Dome deposit in Timmins, Ontario.

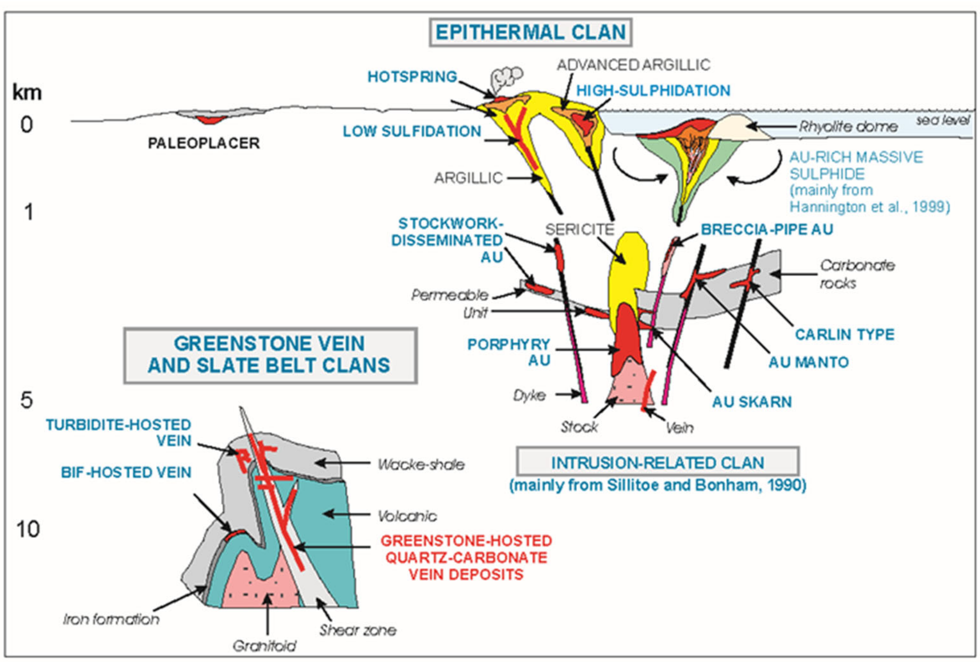

Figure 13: Greenstone-hosted quartz-carbonate vein-type (after Dubé & Gosselin, 2007)

Volcanic Massive Sulphide-type Base and Precious Metals

Volcanogenic massive sulphide-type deposits are important sources for copper, lead, and zinc, and silver and gold worldwide. Because of their economic significance they have been extensively studied. Galley et al. (2007) provides a thorough review of this deposit type. VMS deposits have been tremendously important to the Canadian exploration and mining industry with close to 350 known deposits. Historically they account for 27% of copper production, 49% of zinc, 20% of lead, 40% of silver and 3% in Canada.

VMS deposits are genetically related to submarine volcanic processes at or near the seafloor and are formed in extensional tectonic settings including both oceanic seafloor spreading and arc settings. They typically occur as lenses of polymetallic massive to semi-massive sulphides within envelopes of highly altered host rocks. They are classified according to base and/or precious metal content and host-rock lithology. These deposits are still forming today in modern seafloor environments and are known to occur in submarine volcanic terranes formed as old as 3.4 Ga.

Major VMS mining camps are typically, but not always, defined by clusters of multiple deposits of various sizes and metal content. They are known to occur in areas with brittle faults such as rifts or calderas. The faulting pattern will often relate to how deposits cluster within a camp. VMS mining districts are commonly characterized by extensive semi-conformable zones of hydrothermal alteration that intensifies into zones of discordant alteration in the immediate footwall and hanging wall of individual deposits. This alteration is attributed to single or multiple subvolcanic intrusions that act as heat sources that trigger large-scale subseafloor hydrothermal convection systems that draw large amounts of seawater through the volcanic pile leading to the formation and migration of metal-rich fluids. Metals eventually precipitate as hot, metal-rich hydrothermal fluids that are discharged at or near the seafloor into concordant semi-massive to massive sulphide lenses or in discordant stockwork veins and disseminated sulphide zones underneath sulphide lenses. The subvolcanic intrusions are also thought to contribute metals to the hydrothermal systems through magmatic devolatilization. VMS camps are often marked by thin but widespread bands of iron-rich chert formed by seafloor venting and precipitation of extremely fine metal particles from the water column.

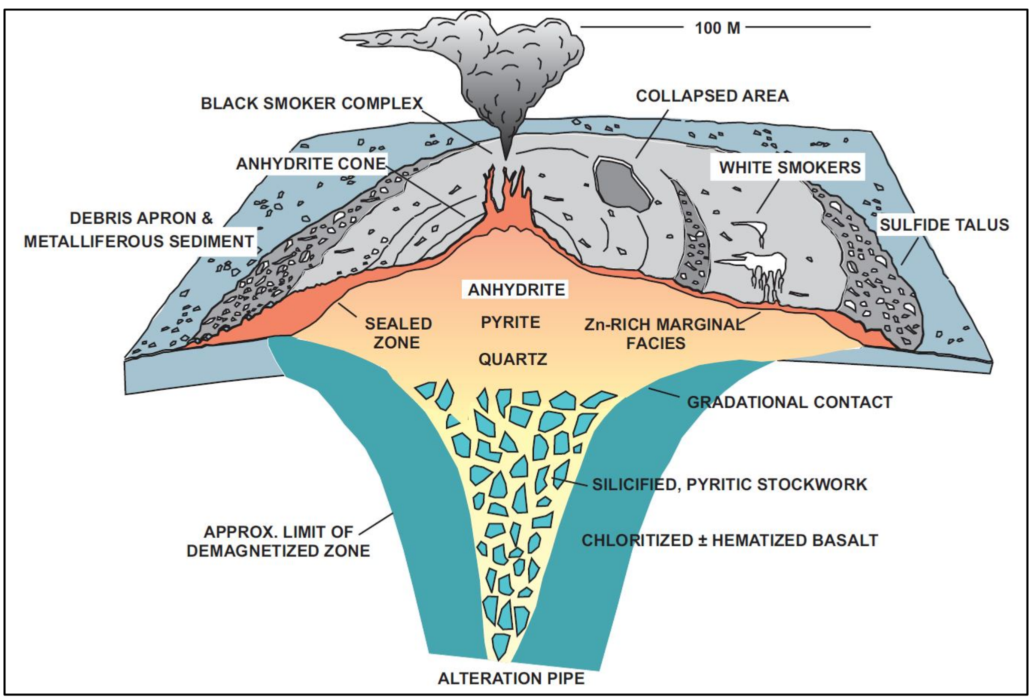

Figure 14: Schematic of classic VMS deposit cross-section (after Galley et al. (2007)

Exploration

Following the acquisition by map designation of the initial 21 mineral titles in 2016, Trudeau Gold Inc. began exploration work in early 2017 with a compilation of historical data and a geological reconnaissance prospecting program on all three blocks (Gan et al., 2017) followed by line-cutting and IP-RES surveys over part of the Fabie block where the historical Lac Fabie Nord gold showing is located (Simard, 2017). The total cost of this work was $171,668.02. The program saw a total of 29 rock samples collected and analyzed from Eastchester, 112 from Fabie and 7 from Trudeau. The best assay results were obtained from Fabie as discussed above in the Fabie Geology and Mineralization section. Positive results were obtained from the Fabie IP-RES survey also. Finally, a study was done in an effort to vector alteration indictive of VMS mineralization based on the relative depletion or enrichment of calcium, potassium and magnesium in the Fabie rock sample suite.

Based on the positive exploration results in 2017, the geology underlying the Property was interpreted to be favourable for volcanogenic massive sulphide-type and orogenic-type mineralization like the gold-rich polymetallic sulphide and gold deposits found elsewhere in the Rouyn-Noranda mining district. The rocks underlying the Fabie and Trudeau blocks were found to be affected by hydrothermal alteration known to be associated with volcanogenic massive sulphide-type deposits in the district. The quartz feldspar porphyry encountered in the Fabie block was interpreted as a favourable structure for gold mineralization. The proximity of the gold-bearing Destor-Porcupine Fault Zone to the southern part of the Eastchester block was deemed prospective for locating structurally controlled gold mineralization at Eastchester.

In November 2017 the Property was expanded to 37 mineral titles by map designation of 16 new titles. In May 2018, Trudeau changed its name to Century Metals Inc. ("**Century**") and engaged SRK Consulting (Canada) Inc. ("**SRK**") to complete an independent technical report on the Property (Chartier, 2018). SRK completed a two-day site visit and performed an in-depth verification of 2017 assay data to assess the accuracy and precision of analytical quality control procedures followed by Century. A $1,278,200 work program was proposed consisting of an initial Phase I of field work estimated at $244,200 followed by a contingent Phase II drill campaign at $1,034,000. In June 2020 Century changed its name to Reyna Silver Corp. in conjunction with a plan of arrangement completed with Reyna Silver Mining Inc. (Reyna Silver Corp., 2020). In March 2021, the Property was transferred to the Company (Reyna Silver Corp., 2021).

In July 2021 the Author was engaged by the Company to prepare the Technical Report with the goal of designing an exploration program to be completed in the near term. The Author completed a comprehensive review of reports and data geoscientific data supplied by the Company or retrieved from the SIGÉOM (n.d.-a) website, and did a two-day site inspection with July 20 spent on Fabie and July 25 on Eastchester. The Trudeau block was not inspected. A total of nine grab samples and two QAQC samples were collected by the Author as listed in Table 4 and shown on Figure 15 and Figure 16.

Drilling

No drilling has been completed on the current Property by the Company or its predecessors since the initial mineral titles were acquired by Trudeau Gold Inc. in 2016.

Sample Preparation, Analyses and Security

Gan et al. (2017) states "…a total of 148 grab samples… were recorded, bagged, sealed, and transported by Trudeau Gold geologists. A total of 23 external quality control samples were also inserted into the sample stream prior to analysis. Samples were assayed at SGS Canada Inc. in Lakefield, Ontario (SGS Lakefield). This laboratory is accredited to ISO 17025, by the Standards Council of Canada for certain testing procedures including those used to prepare and assay the samples submitted by Trudeau Gold. SGS Lakefield is independent of Trudeau Gold. The samples were weighed, dried, crushed and ground to -75 microns, then analyzed for a suite of 56 elements using inductively coupled plasma mass spectroscopy (ICP-MS), and tested for gold using fire assay with atomic absorption spectroscopy (FA-AAS). Samples with copper content exceeding the upper detection limits (1% or 10,000ppm copper) were re-assayed with inductively-coupled plasma atomic emission spectroscopy (ICP-AES) to determine the copper content."

It is the Author's opinion that the sample preparation, security, and analytical procedures followed by the Company are adequate for the level of exploration conducted on the Property.

Data Verification

Data Review

The Author completed a comprehensive review of reports and data geoscientific data retrieved from the SIGÉOM (n.d.-a) website with respect to historical data or material supplied by the Issuer in the case of current data. The Author took reasonable steps to verify this information where possible.

Some relevant information on the Property presented in the Technical Report is derived from data presented in historical reports, maps and databases. The Author has made every attempt to accurately evaluate and convey the content of these historical documents. However, the Author was unable to verify this historical data due to the age and absence of original copies of the data, the lack of accurate geographic coordinates for sample sites and the unavailability of drill core and sample rejects/pulps. Due to these inherent limitations the Author has not relied on any historical data mentioned in the Technical Report.

With respect to the current exploration data discussed in the Technical Report, the Author has relied on an in-depth study conducted by Chartier (2018) of the 2017 analytical data in spreadsheet format compared with digital copies of the original assay certificates from SGS Lakefield to assess the sample preparation, analyses and security procedures followed by the Issuer, and the accuracy and precision of analytical results. The performance of the external control samples (seven blanks and nine standards) submitted with the 148-rock sample suite were analyzed on time-series plots and the seven field duplicates were compared in table format. No extreme values or trends were detected to indicate any issues with the overall quality of the data. The study concluded that the performance of external control samples and field duplicates was acceptable for the nature and scale of the 2017 sampling program. The Author found no discrepancies upon review of this study with his own personal review of the assay certificates and digital assay data.

Site Visit

The Author completed a two-day site inspection in July 2021 on the Fabie and Eastchester blocks. The Trudeau block was not inspected due to poor access. Nine grab samples and two QAQC samples were collected by the Author as listed in Table 4 and shown on Figure 15 and Figure 16 .

The site visit sample locations were recorded with a Garmin 66i GPS receiver in map datum UTM WGS84 Zone 17N. Rock samples were placed in plastic sample bags with sample numbers written on the bags in indelible ink. Each sample was photographed and a plastic, waterproof tag was left at the sample site. The samples were sealed in a rice bag with a zip tie and delivered by the Author to Activation Laboratories Ltd. ("**Actlabs**") in Val-d'Or, Québec. External control samples comprising one blank and one standard (OREAS 232) were included with the sample batch. In Val-d'Or, the samples were crushed to 80% passing 2mm and then riffle split to a 250g sub-sample that was pulverized to 95% passing 105µm (Actlabs Code S1). The sample pulps were then sent to Actlabs' Ancaster, Ontario laboratory where they were analyzed for 36 elements by 15-gram Aqua Regia digestion ICP-MS analysis (Actlabs Code UT-1M-15). One sample returned an overlimit result for gold. This sample and two others were re-analyzed for gold by 30g lead bead fire assay with atomic absorption finish (Actlabs Code 1A2). Actlabs is accredited under ISO 9001:2015 registration and is independent of the Author and the Issuer.

No extreme variances were detected in the blank and standard external control samples submitted with the site inspection samples (Table 4: Sample results 2021 site inspection). Three samples re-analyzed for gold by FA-AA returned similar results to the original values determined by AR-ICPMS.

No significant mineralization was observed during the Author's site inspection of the Eastchester block on July 25, 2021. Analytical results obtained from the four site inspection samples returned low metal values consistent with those reported by the Issuer (Gan et al., 2017).

The Author visited two of the trenching sites completed by previous workers on the Fabie property. These sites are very overgrown and were difficult to find. The previous cut line grid was also overgrown and hard to follow with many of the station pickets not visible or the picket tags not legible or missing altogether. However, the five site inspection samples taken at the Lac Fabie Nord showing returned gold values ranging from 24ppb to 3.19gpt Au which is consistent with gold values ranging from 0.14 to 2.82gpt Au reported by Gan et al. (2017) from 57 grab samples collected at the same site. The Author also inspected the SE Anomaly 300m SSE of the Lac Fabie Nord showing but found the trenches too overgrown and caved in to justify collecting a sample.

Based on a personal review of the assay certificates and digital assay data and the consistency of the site inspection sample results with metal values reported by the Issuer, it is the Author's opinion that the Company's data is adequate for the purposes used in the Technical Report.

Table 4: Sample results 2021 site inspection

No.	UTM mE	UTM mN	Elev. m	Au ppb AR-ICPMS	Au ppb FA-AA	Ag ppm AR-ICPMS	Cu ppm AR-ICPMS	Zn ppb AR-ICPMS	Notes
Eastchester									
142753	638449	5375610	329	< 0.5		< 0.1	29.8	49	Quartz veinlets in mafic volcanic
142763	638094	5375860	331	< 0.5		< 0.1	80.7	115	Quartz veinlets in mafic volcanic
142764	638384	5375889	345	< 0.5		< 0.1	59.2	76	Quartz veinlets in mafic volcanic
142766	638315	5375860	336	< 0.5		< 0.1	62.1	103	Quartz veinlets in mafic volcanic
Fabie									
142752	618288	5363943	322	708	518	0.3	4.2	26	Quartz veinlets in QFP, <5% sulphides
142761	618295	5363946	326	79		0.2	3.0	18	Quartz veinlets in QFP, <5% sulphides
142765	618243	5363977	329	692	584	0.2	2.9	12	Quartz veinlets in QFP, <5% sulphides
142767	618299	5363962	329	> 1000	3190	0.9	5.2	13	Quartz veinlets in QFP, <5% sulphides
142769	618298	5363959	326	24		6.0	20.6	13	Quartz veinlets in QFP, <5% sulphides
QAQC									
135381				< 0.5		< 0.1	1.8	4	Blank
142762				845		< 0.1	20.6	81	OREAS 232 Standard (AR-MS) 873ppb Au 0.093ppm Ag 22.6ppm Cu 75ppm Zn

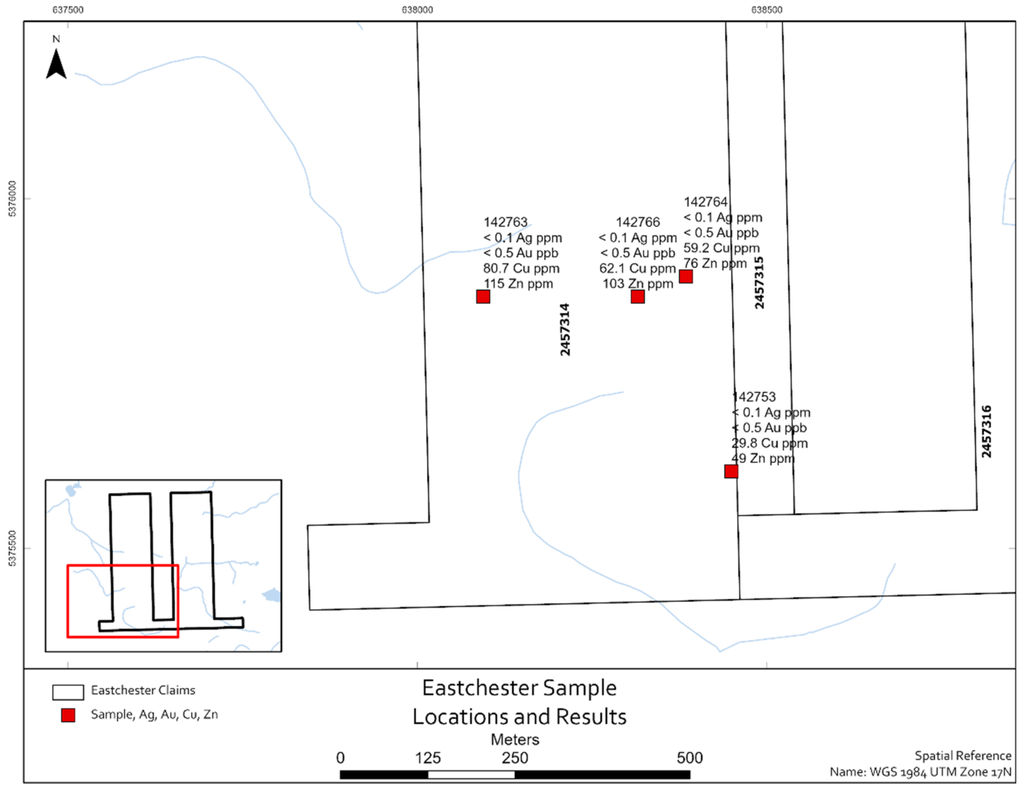

Figure 15: Eastchester sample locations 2021

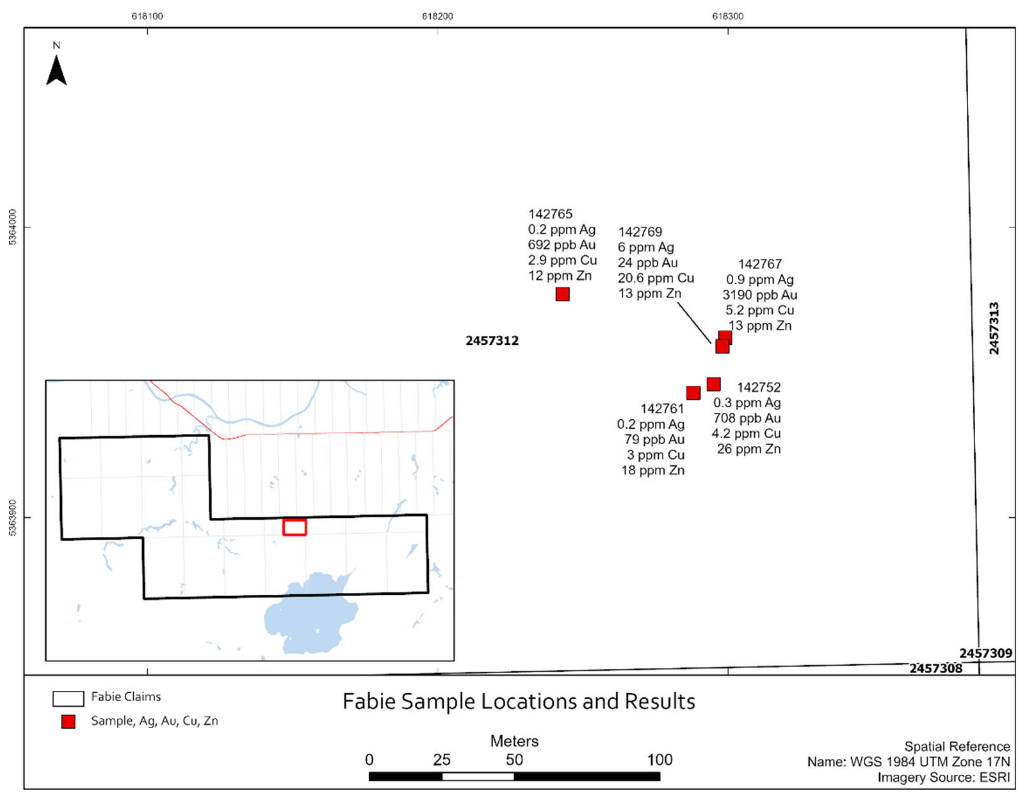

Figure 16: Fabie sample locations 2021

a) Sample 142753

b) Sample 142766

c) Sample 142764

d) Sample 142763

e) Pillow textures; pervasive, tan colour carbonate alteration

f) Layered flow breccia

Figure 17: Eastchester photos of samples and features

a) **Sample 142752, Lac Fabie Nord**

b) **Sample 142761, Lac Fabie Nord**

c) **Sample 142769, Lac Fabie Nord**

d) **Sample 142767, Lac Fabie Nord**

e) **Sample 14275265, Fabie NW**

f) **Fabie NW site looking East**

Figure 18: Fabie photos of samples and features

Mineral Processing and Metallurgical Engineering

To the extent known, no mineral processing or metallurgical testing analyses have been carried out on the Property.

Mineral Resource Estimates

To the extent known, no mineral resource estimates have been carried out on the Property.

Requirements for Advanced Properties

The Property is at an early stage of exploration and is not considered by the Author to be an advanced project. Therefore, the Technical Report does not discuss the following topics:

(a) Mineral Reserve Estimates
(b) Mining Methods
(c) Recovery Methods
(d) Project Infrastructure
(e) Market Studies and Contracts
(f) Environmental Studies, Permitting and Social or Community Impact
(g) Capital and Operating Costs
(h) Economic Analysis

Adjacent Properties

Relevant Information

Relevant material concerning any adjacent properties included in the Technical Report is limited to information publicly disclosed by the owner or operator for the adjacent property. The Author has relied on the Qualified Persons responsible for the release of any such information and has not independently verified such information. NI 43-101 resource estimates or economic studies cited in the Technical Report may be found under the related issuer's SEDAR profile at www.sedar.com. Past production, mineral reserves, resources or occurrences on adjacent properties are not necessarily indicative of the mineralization on the Property.

Duparquet, Duquesne, and Pitt Projects

The Duquesne, Duparquet and Pitt projects, held by First Mining Gold Corp., are all orogenic-type gold properties related to the DPDZ like the Eastchester block. All three have seen extensive drilling and have recent resource estimates.

The Duparquet project lies just north and east of the Town of Duparquet approximately seven kilometers west of the Eastchester block. It includes the former Beattie and Donchester mines that together produced 1,364,271 ounces gold and 336,815 ounces of silver from 9,645,000t of ore with an average grade of 4.01gpt Au and 0.99gpt Ag from 1932 to 1956 (Poirier et al., 2014). The properties remained dormant until 1987. Extensive drilling started in 2008 that led to a NI43-101 resource estimate and prefeasibility report prepared by InnovExplo Inc. for Clifton Star Resources Inc. with 60,881,000t at 1.59gpt Au for 3,113,171oz Au measured and indicated, and 29,684,700t at 1.51gpt Au for 1,442,689oz Au inferred (Poirier et al., 2014). This report also estimated proven and probable mineral reserves of 39,363,000t at 1.50gpt Au for 1,895,530oz Au.

The Duquesne project is in Destor Township approximately eight kilometres southeast of Eastchester. From 1949 to 1952, the former Duquesne mine produced 37,600 ounces gold from 103,883t of ore with an average grade of 10.25gpt (Rioux, 2011). A NI43-101 resource estimate was prepared by Genivar Limited Partnership for Clifton Star Resources Inc. with 1,859,200 at 3.33gpt Au for 199,161oz Au indicated and 1,536,100 at 5.58 gpt Au for 280,643oz inferred (Rioux, 2011).

The Pitt project is in Duparquet township approximately three kilometres south of the Eastchester block. A NI43-101 resource estimate was prepared by MICON International Ltd. for First Mining Finance Corp. with 1,076,000t at 7.42gpt Au for 257,000oz Au inferred (Lewis & San Martin, 2017).

Fabie Bay and Magusi River

Fabie Bay and Magusi River are two classic VMS deposits about one kilometre apart that are located approximately three kilometres north of the Fabie block and nine kilometres west of Trudeau. Globex Mining Enterprises Inc. (n.d.) is the current owner of the two deposits. Fabie Bay was developed and partially mined by Noranda Mines Ltd. in 1976 and 1977. A total of 103,574 tons grading 2.64% copper were extracted from a small open pit before poor copper prices led to the mine shutting down (Salmon & Holger Krutzelmann, 2012). Exploration since then has focused mostly on the Magusi River deposit including drilling and underground development. Mag Copper Ltd. filed a NI43-101 technical report prepared by Roscoe Postle Associates Inc. with a resource estimate for Magusi River of 1.309,000t grading 1.99% Cu, 4.12% Zn, 42.8gpt Ag, 1.27gpt Au indicated, and 355,000t of 3.41% Cu, 0.39% Zn, 24.2gpt Ag, 0.26gpt Au inferred (Salmon & Krutzelmann, 2012).

Other Relevant Data and Information

As at August 31, 2021, the Author is not aware of any other additional information or explanation necessary to make the Technical Report more understandable and not misleading.

Interpretation and Conclusions

Overall

The Fabie-Eastchester-Trudeau Property is an early-stage gold and base metal exploration project with three separate claim blocks in the general region of Duparquet in Western Québec. Potential exists on these blocks variously for gold-rich VMS and orogenic-type gold. This conclusion is based on a comprehensive review and analysis of the reports and data provided by the Company as well as publicly available assessment reports by previous workers on or in the vicinity of the current Property, an evaluation of the geology underlying the Property, a comparison of the Property to adjacent properties and the positive results of a recent site inspection of the Property. The Property lies in the renowned Rouyn-Noranda mining district adjacent to numerous base metal and gold deposits many of which have been or are currently being mined. The three claims blocks comprising the Property are relatively easy to access. The Author is not aware of any significant risks or uncertainties to prevent further exploration of the Property.

Eastchester Block

The Eastchester block has potential for orogenic-type gold mineralization due to its proximity to the DPDZ, which is a major regional structure well known for its spatial and genetic relationship with hundreds of gold showings and dozens of current and past producing deposits. The former Beattie, Donchester and Duquesne gold mines are all in the immediate vicinity of Eastchester. A series of NE-trending shear-type faults crosscut the block along gabbro contacts within mafic volcanic flows. These structures may be splays off the main DPDZ corridor. The rocks underlying Eastchester show strong pervasive carbonate alteration, which is a characteristic feature of the rocks surrounding the DPDZ. Noteworthy gold values have been reported at the historic Eastchester occurrence in a zone of shearing, brecciation and quartz veining. This zone has never been exposed on surface and there is no reported work since 1945 when the zone was discovered by drilling. This north-dipping zone projects to surface just south of the Eastchester and continues down-dip onto the Property at depth.

Eastchester is a very small block missing a key mineral claim in the middle of the block. This limits its potential and the amount of exploration that can be done. Therefore, Eastchester has secondary priority to the Fabie block.

Fabie Block

Orogenic gold-type mineralization is the primary target on the Fabie block, but it also has VMS potential. The Lac Fabie North showing has consistently returned anomalous gold values since its discovery in 1986 to the present. Mineralization at this site is related to multiple quartz-carbonate veinlets hosted in the Fabie quartz-feldspar porphyry pluton. No shear or brittle fault zones have been identified to explain the gold mineralization, so structural controls on the mineralization remain unknown. However, mineralization appears to be traceable as chargeability anomalies and there is a possibility that deformation structures have developed along fold axes. Cadieux (1987) suggested that there are unmapped local folds, based on opposing dip and/or facings direction noted on property scale maps done by Trudeau (1980). The Fabie block is thickly overgrown by second-growth forest. Even the stripping done in 1987 at the Lac Fabie Nord showing is becoming overgrown. The Fabie Bay shear zone cuts through the northwest corner of the Fabie block. This structure is related to the adjacent Magusi River and Fabie Bay copper deposits, so investigation for VMS mineralization along the section underlying the block is justified.

Fabie shows the best potential out of the three blocks based on its relative size and the tenor of the gold mineralization found at the Lac Fabie Nord and NW Fabie showings. Initially, most of any exploration budget should be committed to this claim block.

Trudeau

VMS mineralization is the primary target for the Trudeau block based on its similar stratigraphic position relative to the Magusi River and Fabie Bay copper deposits. There has been a substantial amount of drilling for VMS on the Anaconda Tuff along the southern boundary of the Trudeau block. Although copper and zinc exist in this unit, no substantial base metal mineralization has been identified. Except for an IP-RES survey (GM57167), there has been very little follow-up to the strong gold value reported at the Trudeau showing in the northwest corner of the block.

Like the Eastchester, Trudeau is a small block. This limits its potential and the amount of exploration that can be done. Also, unlike the other two blocks, there is no direct road access. For these reasons, Trudeau has secondary priority to the Fabie block.

Recommendations

It is the opinion of the Author that the Eastchester-Fabie-Trudeau blocks merit further exploration. A two-phase exploration program is recommended to identify, prioritize and test exploration targets on each of the three claim blocks with an emphasis of the Fabie block. Phase I of the proposed program consists of: surface work including data compilation and digitization, airborne MAG and TDEM geophysical surveys, prospecting and sampling on all three blocks and a soil geochemical survey over the existing grid and trenching and structural mapping at the Lac Fabie Nord and Fabie NW showings on the Fabie block. Phase II consists of drilling on the Fabie block. The proposed expenditures, including 10% for contingencies, are estimated to cost in $155,320 for Phase I and $247,500 for Phase II, which is contingent upon positive results obtained in Phase I. Assuming both phases are fully completed, the total estimated cost is $402,820.

The airborne geophysical surveys are recommended to provide a base for surface exploration. Although the blocks have each been covered by other airborne surveys in the past, the Author believes that surveys dedicated to the Property blocks would be beneficial. Prospectair of Gatineau, Québec offers an excellent, cost-effective MAG and TDEM survey flown at low nominal altitude that delivers excellent detail for follow-up surface work. The MAG would also be very useful to define the limits of the Fabie pluton on the Fabie block.

The IP-RES survey completed by Trudeau Gold (Simard, 2017) generated numerous chargeability targets including several over the Lac Fabie North and Fabie NW showings. There are many chargeability anomalies in the northeast corner of the existing Fabie grid that should be prospected and sampled. Prospecting should also be done for VMS targets along the Fabie Bay shear zone in the northwest corner of the block.

A soil geochemical survey over the existing Fabie block would be useful to validate chargeability responses and determine if a soil geochemistry survey would be useful over the entire block. Trudeau (1980) produced an excellent geological map that should be digitized to provide a base for prospecting on Fabie. This is true for the mapping done on the Trudeau block as well (Trudeau, 1982).

It is not known what controls the gold mineralization at the Lac Fabie North and Fabie NW showings. Trenching followed by structural mapping and detailed sampling is recommended at these sites to determine the structural nature of the gold-bearing quartz-carbonate veins.

Simard (2017) completed basic modelling on several chargeability anomalies at Fabie and recommended some drill targets. This provides a starting point to plan the Phase II drill program.

Table 5: Cost estimate two-phase exploration program

Phase	Work	#		Rate	Cost	Totals
Phase I						
Eastchester	Airborne	10	km @	$85	$850	
	Compilation & digitization	1	days @	$500	$500	
	Prospecting Geologist	1	days @	$1,250	$1,250	
	Prospecting Tech (2)	6	days @	$1,500	$9,000	
	Prospecting Rocks	30	samples @	$50	$1,500	
	Report	2	days @	$1,000	$2,000	
						$15,100
Trudeau	Airborne	10	km @	$85	$850	
	Compilation & digitization	1	days @	$500	$500	
	Prospecting Geologist	1	days @	$1,250	$1,250	
	Prospecting Tech (2)	6	days @	$1,500	$9,000	
	Prospecting Rocks	30	samples @	$50	$1,500	
	Report	2	days @	$1,000	$2,000	
						$15,100
Fabie	Airborne	210	km @	$85	$17,850	
	Compilation & digitization	2	days @	$500	$1,000	
	Refresh existing gird	15	km @	$750	$11,250	
	Soil geochemistry existing grid	200	samples @	$60	$12,000	
	Prospecting Geologist	2	days @	$1,250	$2,500	
	Prospecting Tech (2)	14	days @	$1,500	$21,000	
	Prospecting Rocks	70	samples @	$50	$3,500	
	Excavator	40	hours @	$200	$8,000	
	Trenching Geologist	10	days @	$1,250	$12,500	
	Trenching Tech (2)	8	days @	$750	$6,000	
	Rocks	60	samples @	$50	$3,000	
	Permit	1	permit @	$4,400	$4,400	
	Report	8	days @	$1,000	$8,000	
						$111,000
					Subtotal	**$141,200**
					Contingency	**$14,120**
					Total Phase I	**$155,320**
Phase II						
Fabie	Drilling	1500	m @	$108.00	$162,000.00	
	Drill Geologist	25	days @	$1,250.00	$31,250.00	
	Drill Tech (1)	20	days @	$750.00	$15,000.00	
	Core	300	samples @	$50.00	$15,000.00	
	Permit	1	permit @	$1,750.00	$1,750.00	
					Subtotal	**$225,000**
					Contingency	**$22,500**
					Total Phase II	**$247,500**

USE OF PROCEEDS

Available Funds

The Offered Shares are being offered by the Agent under this Prospectus on a commercially reasonable efforts basis. Assuming the Agent's Option is not exercised, the net proceeds to the Company from the Offering will be $321,250, after deducting the Agent's Fee of $33,750 and the cash CF Fee and estimated remaining expenses of the Offering of $95,000. As of January 31, 2022, the Company has working capital of $446,732 ($501,245 as at October 31, 2021, less $54,513 in legal, accounting, audit, and filing fees accrued since that date). When combined with the net proceeds of the Offering, the Company anticipates having $767,982 in available funds.

The Company intends to use the net proceeds from the Offering and additional available funds (i) to fund exploration and development activities on the Eastchester-Fabie-Trudeau Property; (ii) to complete Phase I of the work program recommended pursuant to the Technical Report (see "*Technical Report – Exploration Program*"), (iii) to complete Phase II of the work program recommended pursuant to the Technical Report in the event that the results of the Phase I exploration program warrant conducting same (see "*Technical Report – Exploration Program*"); and (iv) for general and administrative purposes and working capital requirements, as indicated in the following table:

Principal Purposes	Funds to be Used[1]
Completing Phase I of the work program recommended pursuant to the Technical Report[2]	$155,320
Completing Phase II of the work program recommended pursuant to the Technical Report[2][3]	$247,500
General and administrative costs for 12 months following completion of the Offering	$201,000
Unallocated working capital[4]	$164,162[5]
Total	**$767,982**[5]

Notes:
(1) The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary.
(2) See table in proceeding section under the heading "*Material Property – Recommendations*" for a summary of the work to be undertaken and a breakdown of the estimated costs.
(3) The Phase II work program is contingent upon positive results being obtained from the Phase I work program on the Eastchester-Fabie-Trudeau Property.
(4) Unallocated capital with respect to the Eastchester-Fabie-Trudeau Property can be seen as an additional contingency to fund unforeseen developments requiring action.
(5) Assuming the Agent's Option is not exercised.

Upon completion of the Offering, the Company's anticipated general and administrative costs for the twelve months following completion of the Offering are outlined in the table below.

General and Administrative Costs	Available Funds
Accounting and audit fees	$25,000
Legal fees	$20,000
Insurance, bank charges and other office costs	$15,000
Management, consulting and administration fees[1]	$66,000
Marketing and promotion	$45,000
Transfer agent and regulatory fees	$30,000

General and Administrative Costs	Available Funds
Total	**$201,000**

Notes:

(1) The Company anticipates paying fees totalling $24,000 ($2,000 per month) to Dr. P. Craig Gibson (President and CEO) and $42,000 ($3,500 per month) to MSSI, for the services of Mr. Carmelo Marrelli (CFO), each a related party of the Company, as compensation for their services to the Company over the next 12 months pursuant to the terms of employment, consulting and/or management agreements to be negotiated and entered into following the closing of the Offering. See "*Director and Executive Compensation – Compensation Governance - Executive Compensation-Related Fees and Consulting Arrangements.*"

Unutilized net proceeds of the Offering, if any, will be invested by the Company in an interest-bearing account with a major Canadian bank and used for working capital requirements. While the Company intends to spend the net proceeds from the Offering as stated above, there may be circumstances where, for sound business reasons, funds may be re-allocated at the discretion of the Board or management. See "*Risk Factors – Risks Related to the Company – The Company may not use the proceeds from the Offering as described in this Prospectus*". Subject to, and upon the completion of the Offering, the Company's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months.

Proceeds raised pursuant to the exercise of the Agent's Option, if any, are intended to be allocated to general and administrative purposes and working capital requirements.

The Company is an exploration stage company and has not generated cash flow from operations. As at September 30, 2021, the Company had negative cash flow from operating activities. The Company expects to continue to incur negative operating cash flow and losses for the foreseeable future. To the extent that the Company has negative operating cash flow in future periods, it will need to allocate a portion of its cash (including proceeds from the Offering) to fund such negative cash flow. If the Company experiences future negative cash flow, the Company may also be required to raise additional funds through the issuance of equity or debt securities. See "*Risk Factors*".

Business Objectives and Milestones

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

(i) obtain a listing of its Common Shares on the CSE;

(ii) conduct the Phase I exploration program on the Eastchester-Fabie-Trudeau Property recommended in the Technical Report; and

(iii) conduct the Phase II drilling program on the Eastchester-Fabie-Trudeau Property in the event that the results of the Phase I exploration program warrant conducting same.

Objective	Milestone Events	Anticipated Timing	Estimated Costs
Complete listing of Common Shares on the CSE	Obtain final approval bulletin of the CSE	March 2022	$15,000
Phase 1 exploration program	Surface work including data compilation and digitization, airborne MAG and TDEM geophysical surveys, prospecting and sampling on all three blocks and a soil geochemical survey over the existing grid and trenching and structural mapping	1-2 months during second quarter of 2022	$155,320

Objective	Milestone Events	Anticipated Timing	Estimated Costs
	at the Lac Fabie Nord and Fabie NW showings on the Fabie block.		
Phase 2 drilling program(1)	Obtain permits commence drilling on the Fabie block.	2-3 months during third or fourth quarter of 2022	$247,500

Notes:
(1) The Phase II work program is contingent upon positive results being obtained from the Phase I work program on the Eastchester-Fabie-Trudeau Property.

The Company has applied to the CSE for the listing of its Common Shares. Final listing approval of the Common Shares is subject to the Company fulfilling all the requirements of the CSE including meeting the CSE listing requirements. There is no guarantee that the CSE will provide final approval for the listing of the Common Shares; however, the Company anticipates that the listing on the CSE will be completed in March 2022. The listing on the CSE is expected to cost the Company $15,000 in respect of the initial listing fee payable to the CSE (which amount comprises part of the estimated expenses of the Offering of $95,000).

The Technical Report recommends a two-phase exploration program to identify, prioritize and test exploration targets on each of the three claim blocks with an emphasis of the Fabie block. Phase I of the proposed program consists of: surface work including data compilation and digitization, airborne MAG and TDEM geophysical surveys, prospecting and sampling on all three blocks and a soil geochemical survey over the existing grid and trenching and structural mapping at the Lac Fabie Nord and Fabie NW showings on the Fabie block. Phase II consists of drilling on the Fabie block. The proposed expenditures, including 10% for contingencies, are estimated to cost in $155,320 for Phase I and $247,500 for Phase II, which is contingent upon positive results obtained in Phase I. Assuming both phases are fully completed, the total estimated cost is $402,820.

The primary business objectives that the Company expects to accomplish by using the net proceeds from the Offering are to conduct exploration programs on the Eastchester-Fabie-Trudeau Property as set out in the Technical Report. In the event the project is not deemed to be viable, the Company expects that it will explore other opportunities to acquire interests in other mineral properties.

The Company expects to begin Phase I of the work program recommended pursuant to the Technical Report during the second quarter of 2022. The net proceeds of the Offering allocated to Phase I of the work program are expected to advance Phase I of the work program to completion, which is expected during the second quarter of 2022, and includes geological mapping and expanded IP surveys on the Eastchester-Fabie-Trudeau Property (see "*Eastchester-Fabie-Trudeau Property – Recommendations*").

The net proceeds of the Offering will allow the Company to complete Phase I of the recommended exploration program on the Eastchester-Fabie-Trudeau Property. The Technical Report recommends that, subject to the results of the Phase I work program, a Phase II drilling program be completed. The Company plans to use available funds to fund a Phase II drilling program on the Eastchester-Fabie-Trudeau Property in the event that the results of the Phase I exploration program warrant conducting same. Available funds may not be sufficient to fund the Phase II work program in its entirety should the Company elect to proceed. In that case, the Company will need to raise further funds. There is no assurance that the Company will elect to proceed with the Phase II program. Should the Company not elect to proceed with the Phase II program, the Company will evaluate its strategic alternatives, including pursuing further activities in mineral exploration and development.

Due to the nature of the business of mineral exploration, budgets are regularly reviewed with respect to both the success of the exploration program and other opportunities which may become available to the Company. Accordingly, if the results of the Phase I exploration program are not supportive of proceeding with Phase II, or if continuing with the Phase I exploration program becomes inadvisable for any reason, the Company may abandon in whole or in part its interest in the Eastchester-Fabie-Trudeau Property or may, as work progresses, alter the recommended work program, or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any funds so diverted for the purpose of conducting work or examining other properties acquired by the Company, although the Corporation has no present plans in this respect.

PLAN OF DISTRIBUTION

The Offering consists of 3,000,000 Offered Shares at a price of $0.15 per Offered Share. In addition, the Offering includes up to an additional 450,000 Offered Shares issuable upon the Agent's exercise of the Agent's Option in full. The Offered Shares will be sold to the public on the Closing Date pursuant to the Agency Agreement. For a summary of the material attributes and characteristics of the Offered Shares and certain rights attaching thereto, see "*Description of Securities Being Distributed*".

Pursuant to the Agency Agreement, the Company has appointed the Agent to offer for sale to the public, on a best efforts basis, an aggregate of up to 3,000,000 Offered Shares (assuming the Agent's Option is not exercised) at the Offering Price for aggregate gross proceeds to the Company of $450,000, subject to compliance with all legal requirements and the terms and conditions contained in the Agency Agreement.

The Offering Price has been determined by arm's length negotiation between the Company and the Agent, in accordance with the policies of the CSE, and may bear no relationship to the price that will prevail in the public market.

The Company has granted the Agent the Agent's Option, exercisable, in whole or in part, at the sole discretion of the Agent, at any time up to two days prior to the Closing Date, to offer up to 450,000 Agent's Option Shares for sale to the public at a price per Agent's Option Share equal to the Offering Price. If the Agent exercises the Agent's Option in full, the gross proceeds raised under the Offering will be $517,500, the Agent's Fee will be $38,812.50, and the net proceeds to the Company will be $478,687.50 (before deducting expenses of the Offering). This Prospectus qualifies the grant of the Agent's Option and the distribution of the Agent's Option Shares.

The obligations of the Agent under the Agency Agreement are subject to certain closing conditions, and may be terminated at the Agent's discretion at any time before Closing on the basis of "material change out", "market out", "disaster out", "regulatory out" "breach out", and "due diligence out" clauses in the Agency Agreement, in addition to termination upon the occurrence of certain other stated events. As the Agent has agreed to use its best efforts to sell the Offered Shares, the Agent is not obligated to purchase any Offered Shares not sold under the Offering. The Company has agreed in the Agency Agreement to indemnify the Agent and its respective affiliates and its respective directors, officers, employees, agents, partners and shareholders against certain liabilities and expenses or will contribute to payments that the Agent or such other parties may be required to make in respect thereof.

In consideration for the Agent's services in connection with the Offering, the Agency Agreement provides that the Company will pay the Agent's Fee to the Agent, which is equal to 7.5% of the gross proceeds of those Offered Shares sold pursuant to the Offering. In addition, the Agent will receive the CF Fee of $25,000 (plus tax), $12,500 (plus tax) of which is payable in cash and $12,500 payable in CF Shares. In addition, the Company has agreed to pay the Agent's legal expenses in connection with the Offering, to a maximum of $20,000 (plus taxes and disbursements). This Prospectus qualifies the distribution of the CF Shares. The Company has paid the Agent a retainer of $10,000 to be applied against such expenses.

In connection with the Offering, the Company has agreed to grant the Broker Warrants to the Agent, exercisable to acquire in aggregate that number of Broker Warrant Shares as is equal to 7.5% of the aggregate number of Offered Shares issued pursuant to the Offering at the Offering Price for a period of 24 months following their date of issue. This Prospectus qualifies the grant of the Broker Warrants.

Subscriptions for the Offered Shares will be received subject to rejection or allotment, in whole or in part, and the Agent reserves the right to close the subscription books at any time without notice. All subscription funds received by the Agent will be held in trust, pending the Closing. It is expected that the Closing will take place on or about or such other date as the Company and the Agent may agree, but in any event, on or before a date that is not later than 90 days after the date of the receipt for the final prospectus, or if a receipt has been issued for an amendment to the final prospectus within 90 days of the issuance of such receipt and in any event, not later than 180 days from the date of the receipt for the final prospectus.

The Offered Shares are being offered for sale to the public in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario by way of this Prospectus.

The Company agrees that it will not, directly or indirectly, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or agree to or announce any intention to issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, any additional Common Shares or any securities convertible into or exchangeable for Common Shares, other than pursuant to (i) the grant or exercise of stock options and other similar issuances pursuant to any stock option plan or similar share compensation arrangements in place prior to the Closing Date; (ii) the issue of Common Shares upon the exercise of convertible securities, warrants or options outstanding prior to the Closing Date; and (iii) previously scheduled property and/or other corporate acquisitions, from the date hereof and continuing for a period of 90 days from the Closing Date without the prior written consent of the Agent, such consent not to be unreasonably withheld or delayed

There is currently no market through which the Offered Shares may be sold, and purchasers may not be able to resell the Offered Shares purchased under this Prospectus. This may affect the pricing of the Offered Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Offered Shares, and the extent of issuer regulation. See "*Risk Factors*".

The Company has received conditional approval to list its Common Shares on the CSE. Listing is subject to the Company fulfilling all of the requirements of the CSE.

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

It is anticipated that the Company will arrange for one or more instant deposits of the Offered Shares issued and sold hereunder with CDS or its nominee through the non-certificated inventory system administered by CDS on the Closing Date, or will otherwise duly and validly deliver the Offered Shares as directed by the Agent on the Closing Date. Except in limited circumstances, no certificates will be issued to purchasers of the Offered Shares and a purchaser will receive only a customer confirmation from a registered dealer that is a CDS participant and from or through which the Offered Shares are purchased.

The Offered Shares have not been and will not be registered under the U.S. Securities Act or any securities laws of any state of the United States, and may not be offered or sold within the United States except in transactions exempt from the registration requirements of the U.S. Securities Act and all applicable state securities laws. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any Offered Shares in the United States.

The minimum funds to be raised in respect of the Offering is $450,000. The Agent will hold in trust all funds received from the subscriptions until the minimum amount of funds of $450,000 has been raised. If this minimum amount of funds is not raised within the distribution period, the Agent must return the funds to the subscribers without any deduction.

In the event that the Company withdraws from the Offering, in order to complete an Alternative Transaction (which transaction is completed within 12 months of such withdrawal), the Company has agreed to pay to the Agent promptly upon closing the Alternative Transaction a fee equal to the maximum amount of fees otherwise payable hereunder to the Agent, calculated on the basis of the maximum offering of Common Shares proposed hereunder.

Closing of the Offering is subject to conditions which are set out in the Agency Agreement.

SELECTED HISTORICAL FINANCIAL INFORMATION

The following table sets out certain selected historical financial information of the Company for the periods and as at the dates indicated. This information has been derived from the audited financial statements for the period from October 8, 2019 (date of incorporation) to December 31, 2020 and the unaudited interim financial statements for the nine-month period ended September 30, 2021 and related notes thereto included in this Prospectus. The Company prepares its financial statements in accordance with IFRS. Investors should read the following information in conjunction with those financial statements and related notes thereto, along with the associated MD&A.

	As at and for the year ended December 31, 2020 (audited)	**As at and for the nine-month period ended September 30, 2021 (unaudited)**
Current assets	$10,964	$565,788
Working capital(1)	$(10,945)	$520,624
Current liabilities	$21,909	$45,164
Shareholder's equity	$(10,945)	$520,624
Net income (loss)	$(25,670)	$(154,939)
Basic net income (loss) per share	$(0.06)	$(0.02)
Diluted net income (loss) per share	$(0.06)	$(0.02)

Note:

(1) Working capital is the measure of current assets less current liabilities. See "*Non-IFRS Measures*".

MANAGEMENT'S DISCUSSION AND ANALYSIS

Attached to this Prospectus as Appendix "C" are the management's discussion and analysis for the year ended December 31, 2020 and for the nine-month period ended September 30, 2021.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

The Company's authorized share capital consists of an unlimited number of Common Shares without par value. As at the date hereof, there are 12,325,000 Common Shares issued and outstanding, 2,999,000 Common Shares issuable pursuant to outstanding Warrants, and 1,125,000 Common Shares issuable pursuant to outstanding Options. See "*Options to Purchase Securities*" and "*Prior Sales*" below.

Common Shares

All of the Common Shares rank equally as to voting rights, participation in a distribution of the assets of the Company on a liquidation, dissolution or winding-up of the Company and entitlement to any dividends declared by the Company. The holders of the Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of shareholders (other than meetings at which only holders of another class or series of shares are entitled to vote). Each Common Share carries the right to one vote. In the event of the liquidation, dissolution or winding-up of the Company, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the payment by the Company of all of its liabilities. The holders of Common Shares are entitled to receive dividends as and when declared by the Board in respect of the Common Shares on a pro rata basis. The Common Shares do not have pre-emptive rights, conversion rights or exchange rights and are not subject to redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a security holder to contribute additional capital. For a description of the Company's dividend policy, see "*Dividend Policy*".

Broker Warrants

The Company has also agreed to grant to the Agent Broker Warrants entitling the Agent to purchase that number of Common Shares as is equal to 7.5% of the number of Offered Shares sold pursuant to the Offering. The distribution of the Broker Warrants to the Agent is qualified under this Prospectus.

Agent's Option

The Company has granted to the Agent the Over-Allotment Option, exercisable in whole or in part by the Agent giving notice to the Company up to 48 hours prior to the Closing Date to sell up to an additional 450,000 Additional Shares, which number is equal to 15% of the Offered Shares sold pursuant to the Offering, at a price of $0.15 per Agent's Option Share. This Prospectus also qualifies the grant of the Agent's Option to the Agent and the distribution of the Agent's Option Shares.

Additional Common Shares

The Company has also agreed to issue 83,333 CF Shares to the Agent in satisfaction of $12,500 of the amount of the CF Fee. See "*Plan of Distribution*" above.

DIVIDEND POLICY

The Company has not, since the date of its incorporation, declared or paid any dividends or other distributions on the Common Shares, and does not currently have a policy with respect to the payment of dividends or other distributions. The Company does not currently pay dividends and is not likely to pay dividends for an extended period of time as the Company does not have near term prospects of generating revenue. The declaration and payment of any dividends in the future is at the discretion of the Board and will depend on a number of factors, including compliance with applicable laws, financial performance, working capital requirements of the Company and such other factors as its directors consider appropriate. There can be no assurance that the Company will pay dividends under any circumstances. See "*Risk Factors – Risks Related to the Offered Shares – The Company is not likely to pay dividends for an extended period of time*".

CONSOLIDATED CAPITALIZATION

As at September 30, 2021 and at the date of the Prospectus, the Company had 12,325,000 Common Shares issued and outstanding. On completion of the Offering, the Company will have 15,408,333 Common Shares issued and outstanding, including the CF Shares (15,858,333 Common Shares issued and outstanding if the Agent's Option is exercised in full).

The following table sets forth the share capitalization of the Company as at the date of this Prospectus on an actual basis and on a pro forma basis as adjusted to give effect to the completion of the Offering.

Investors should read the following information in conjunction with the Company's audited financial statements and related notes thereto, along with the associated MD&A, included in this Prospectus.

	As of December 31, 2020	As of the Date of the Prospectus	After Giving Effect to the Offering(1)	After Giving Effect to the Offering and Agent's Option(1)
Common Shares	3,000,000	12,325,000	15,408,333	15,858,333
Warrants	2,999,000	2,999,000	2,999,000	2,999,000
Options	Nil	1,125,000	1,125,000	1,125,000
Broker Warrants	Nil	Nil	225,000	258,750
Long Term Liabilities	Nil	Nil	Nil	Nil

Notes:
(1) Includes the CF Shares.

OPTIONS TO PURCHASE SECURITIES

Options

As at the date of this Prospectus, there are 1,125,000 Options issued and outstanding under the Stock Option Plan. The Board adopted the Stock Option Plan on November 1, 2021. The purpose of the Stock Option Plan is to provide an incentive to the directors, officers, employees, consultants and other personnel of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability of such persons who contribute materially to the success of the Company; and to attract to and retain in the employment of the Company, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company.

The Stock Option Plan is summarized in the table below.

Key Terms	Summary
Administration	The Stock Option Plan is administered by the Board or by a special committee of directors appointed from time to time by the Board.
Stock Exchange Rules	All Options granted pursuant to the Stock Option Plan are subject to applicable rules and policies of any stock exchange or exchanges on which the Common Shares are listed and any other regulatory body having jurisdiction.
Common Shares Subject to Plan	The aggregate number of Common Shares issuable upon the exercise of all Options granted under the Stock Option Plan are not to exceed 10% of the issued and outstanding Common Shares from time to time. If any Option granted under the Stock Option Plan expires for any reason without being exercised, the unpurchased Common Shares are available for the purpose of the Stock Option Plan.

Key Terms	Summary
Eligibility	Directors, officers, consultants and employees of the Company and employees of a person or company which provides management services to the Company are eligible to participate in the Stock Option Plan. Subject to compliance with requirements of the applicable regulators, participants may elect to hold Options granted to them in an incorporated entity wholly owned by them and such entity is bound by the Stock Option Plan in the same manner as if the Options were held by the participant.
Number of Optioned Shares	No single participant may be granted Options to purchase a number of Common Shares equaling more than 5% of the issued Common Shares in any 12 month period unless the Company has obtained disinterested shareholder approval in respect of such grant and meets applicable regulatory requirements. Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares in any 12 month period to a consultant of the Company. Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares in any 12 month period to persons employed to provide investor relations activities. Options granted to consultants performing investor relations activities will contain vesting provisions such that vesting occurs over a minimum of 12 months with no more than 1/4 of the Options vesting in any three month period.
Exercise Price	The exercise price of the Common Shares subject to each Option shall be determined by the Board, subject to approval by the regulators (if applicable), at the time any Option is granted.
Vesting and Exercise Period	Each Option and all rights thereunder shall expire on the date set out in an Option agreement, provided that in no circumstances shall the duration of an Option exceed 10 years, or such other the maximum term permitted by the applicable regulators. If any Options expire during a period when trading of the Company's securities by certain persons as designated by the Company is prohibited or within ten business days after the end of such a period, the term of those Options will be extended to ten business days after the end of the prohibited trading period, unless such extension is prohibited by any applicable law or the policies of the applicable regulators.

Key Terms	Summary
Cessation of Employment	If a participant ceases to be a director, officer, consultant or employee of the Company, or ceases to be a management company employee, for any reason (other than death or termination for cause), such participant may exercise their Option to the extent that the participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days after the participant ceases to be a director, officer, consultant or employee, or a management company employee, unless such participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the participant's services to the Company.
Death of Participant	In the event of the death of a participant, the Option previously granted shall be exercisable only within 12 months after such death and only if and to the extent that such participant was entitled to exercise the Option at the date of death.

The following table sets forth the aggregate number of Options which are anticipated, as at the date of this Prospectus, to be outstanding immediately prior to, and upon completion of the Offering.

Holder of Options	Number of Optionees	Common Shares Underlying Options	Exercise Price	Expiry Date
Officers	3	480,000	$0.15	November 1, 2024
Directors (other than those who are also officers)	4	520,000	$0.15	November 1, 2024
Consultants	1	125,000	$0.15	November 1, 2024
TOTAL	8	1,125,000	$0.15	November 1, 2024

Warrants

As of the date of this Prospectus, there are 2,999,000 Warrants outstanding, each forming part of the Units issued pursuant to the Company's non-brokered private placement completed on November 6, 2020. Each Warrant entitles the holder thereof to acquire one (1) Common Share at an exercise price of $0.10 per share for a period of five (5) years from the date of issuance, expiring November 6, 2025.

The following table sets forth the aggregate number of Warrants which are anticipated, as at the date of this Prospectus, to be outstanding immediately prior to, and upon completion of the Offering by all current or former executive officers, directors, employees, and consultants of the Company.

Holder of Warrants	Number of Holders	Common Shares Underlying Warrants	Exercise Price	Expiry Date
Officers	0	0	N/A	N/A
Directors (other than those who are also officers)	1	500,000	$0.10	November 6, 2025
Consultants	1	799,000	$0.10	November 6, 2025
TOTAL	2	1,299,000	$0.15	November 6, 2025

Broker Warrants

The Company has also agreed to grant to the Agent Broker Warrants entitling the Agent to purchase that number of Common Shares as is equal to 7.5% of the number of Offered Shares sold pursuant to the Offering. The distribution of the Broker Warrants to the Agent is qualified under this Prospectus.

Upon completion of the Offering, the Agent will be issued the Brokers Warrants entitling it to acquire that number of Broker Warrant Shares equal to 7.5% of the aggregate number of Common Shares sold pursuant to the Offering (including any Common Shares sold upon exercise of the Agent's Option), at an exercise price of $0.15 per Broker Warrant Share at any time on or before 5:00 p.m. (Winnipeg time) on the date that is 24 months following the Closing Date. This Prospectus qualifies the issuance of the Broker Warrants pursuant to the Offering.

PRIOR SALES

The following table summarizes the issuances of Common Shares and securities that are convertible or exchangeable into Common Shares since the incorporation of the Company to the date of this Prospectus.

Issue Date	Type of Security	Number Issued	Price Per Security	Exercise Price	Description of Issuance
October 8, 2019	Common Shares	1,000	$0.005	N/A	Incorporation
November 6, 2020	Units(1)	2,999,000	$0.005	$0.10(1)	Private Placement
March 12, 2021	Common Shares	1,000,000	$0.05	N/A	Purchase Price for Eastchester-Fabie-Trudeau Property
April 25, 2021	Common Shares(2)	3,325,000	$0.05	N/A	Private Placement
June 15, 2021	Common Shares	5,000,000	$0.10	N/A	Private Placement
November 1, 2021	Options	1,125,000	N/A	$0.15	Option Grant

Notes:

(1) Each Unit consisted of one (1) Common Share and one (1) Warrant, with each Warrant entitling the holder thereof to acquire one (1) Common Share at an exercise price of $0.10 per share for a period of five (5) years from the date of issuance, expiring November 6, 2025.

(2) Issued as "flow-through shares" as defined in subsection 66(15) of the Tax Act and section 359.1 of the *Taxation Act* (Québec).

ESCROWED SECURITIES

In accordance with NP 46-201, all securities of an issuer owned or controlled by its principals are required to be placed in escrow at the time of the issuer's initial public offering, unless the securities held by the principal or issuable to the principal upon conversion of convertible securities held by the principal collectively represent less than 1% of the voting rights attaching to the total issued and outstanding securities of the issuer after giving effect to the initial public offering. Upon completion of the Offering, the Company anticipates being an "emerging issuer" as defined in NP 46-201.

The following securities of the Company (the "**Escrowed Securities**") are subject to the terms of an escrow agreement dated February 23, 2022 among the Company, Endeavour Trust Corporation, as escrow agent, and the holders of the Escrowed Securities (the "**Escrow Agreement**"):

Designation of Class	Number of Securities	Percentage of Class at the Date of this Prospectus	Percentage of Class on Completion of the Offering[(1)]
Common Shares	3,550,000	28.80%	23.047%
Warrants	2,549,000	N/A	N/A

Notes:
(1) Based on 15,408,333 outstanding Common Shares on a non-diluted basis following the completion of the Offering, including the CF Shares and assuming no exercise of the Agent's Option.

The holders of Escrowed Securities subject to the Escrow Agreement are set out in the table below.

	Escrowed Securities	
Holder	**Common Shares**	**Warrants**
Wanda Cutler	1,025,000	500,000
Jean-François Meilleur	500,000	nil
Richard Patricio	250,000	nil
Grand Tour Investments Inc.[(1)]	nil	799,000
Victor Cantore	1,775,000	1,250,000
TOTAL	3,550,000	2,549,000

Notes:
(1) Grand Tour Investments Inc. is a company wholly owned by Alain Lambert. See "*Principal Shareholders*".

As the Company anticipates being an "emerging issuer" as defined in NP 46-201, the following automated timed releases will apply to the Common Shares held by its principals who are subject to escrow:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the date the Company's securities are listed on a Canadian exchange	10% of the escrow securities
6 months after the listing date	15% of the escrow securities
12 months after the listing date	15% of the escrow securities
18 months after the listing date	15% of the escrow securities
24 months after the listing date	15% of the escrow securities
30 months after the listing date	15% of the escrow securities
36 months after the listing date	The remaining escrow securities

PRINCIPAL SHAREHOLDERS

The following table sets forth information regarding ownership of the Common Shares as at the date of this Prospectus by each person or company who, to the Company's knowledge, beneficially owns, or controls or directs, directly or indirectly, Common Shares carrying 10% or more of the voting rights attaching to all issued and outstanding Common Shares.

	Prior to the Offering			Following the Offering	
Name	Number of Common Shares	Percentage of Outstanding Common Shares	Type of Ownership	Percentage of Outstanding Common Shares (Undiluted)(1)	Percentage of Outstanding Common Shares (Fully Diluted)(2)
Alain Lambert	1,325,000	10.75%	Control or Direction	8.60%	10.49%
Victor Cantore	1,775,000	14.40%	Ownership of Record	11.52%	14.94%

Notes:

(1) Based on 15,408,333 outstanding Common Shares on an undiluted basis following the completion of the Offering, including the issuance of 83,333 CF Shares and assuming no exercise of the Agent's Option.

(2) Based on 20,241,083 outstanding Common Shares on a fully diluted basis following the completion of the Offering, including the issuance of 83,333 CF Shares and assuming full exercise of: (i) the Warrants for the issuance of 2,999,000 Common Shares, (ii) the Agent's Option for the issuance of 450,000 Agent's Option Shares, (iii) the Broker Warrants for the issuance of 258,750 Broker Warrant Shares, and (iv) the Options for the issuance of 1,125,000 Common Shares.

DIRECTORS AND OFFICERS

To the Company'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 Offered Shares by any directors and executive officers under the Offering) will beneficially own, or control or direct, directly or indirectly, 2,025,000 Common Shares, representing approximately 16.43% of the outstanding Common Shares on a non-diluted basis as of the date of this Prospectus.

Director and Officer Profiles

The following table sets forth the name of each director and officer of the Company as at the date of this Prospectus, their province or state and country of residence, their position(s) and office(s) held with the Company, the date they became a director or officer of the Company, as applicable, their principal occupation(s) during the preceding five years, and the number and percentage of Common Shares they beneficially own, or control or direct, directly or indirectly.

Name, Residence and Position with the Company	Director/Officer Since	Principal Occupation for the Past Five Years	Number and % of Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)(1)
Peter Craig Gibson(2) *Jalisco, Mexico* President, CEO and Director	October 8, 2019	Technical Director of Prospeccion y Desarrollo Minero del Norte SA de CV, a exploration consulting services company based in Guadalajara, Mexico (since 2009); Certified Professional Geologist; and President, CEO, and director of Prismo	100,000 0.81%

		Metals Inc. (since October 2018).	
Carmelo Marrelli *Ontario, Canada* CFO	October 8, 2019	Owner and Managing Director of Marrelli Support Services Inc., providing accounting and bookkeeping support services for public companies (since 2009)	100,000 0.81%
Tom Provost *Manitoba, Canada* Corporate Secretary and Director	October 8, 2019/ November 1, 2021[(3)]	Lawyer at MLT Aikins LLP (Winnipeg) focused in mining, corporate finance, securities, M&A, and regulatory compliance (since June 2017); Corporate Secretary of Vision Lithium Inc. (TSXV:VLI) (since December 2020); lawyer at BCF LLP (Montreal) (January 2016 to June 2017); lawyer at McMillan LLP (2012 to January 2016)	50,000 0.41%
James Campbell *Manitoba, Canada* Director	October 8, 2019	Retired; Member of Advisory Board – Stakeholder Relations of Gossan Resources Limited (TSXV:GSS) (since March 2021); Director of Gossan Resources Limited (2017 to March 2021)	Nil
Wanda Cutler[(2)] *Ontario, Canada* Director	October 8, 2019	Corporate Development Advisor and President of Cutler McCarty, a capital markets advisory firm.	1,025,000 8.32%
Jean-François Meilleur *Quebec, Canada* Director	October 8, 2019	President and co-owner of Paradox Public Relations, President and a director of the Quebec Precious Metals Corporation (since May 2017), managing partner of P.E. Partners Ltd. (since January 2010)	500,000 4.06%
Richard Patricio[(2)] *Ontario, Canada*	October 8, 2019	President and CEO of Mega Uranium Ltd.	250,000 2.03%

Director		(TSX:MGA) (since February 2015) and CEO of Generic Gold Corp. (CSE:GGC) (since August 2020)	

Notes:
(1) Based on 12,325,000 Common Shares outstanding as at the date of the Prospectus.
(2) Denotes a member of the Audit Committee of the Company.
(3) Mr. Provost was appointed as Corporate Secretary on October 8, 2019 and as a director of the Company on November 1, 2021.

Each director's term will expire immediately prior to the first annual meeting of shareholders of the Company. The term of office of the officers expires at the discretion of the Company's directors.

The Company has one committee, the audit committee, comprised of Craig Gibson, Wanda Cutler, and Richard Patricio.

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

Officer and Director Biographies

P. Craig Gibson, B.S., M.S., Ph.D, P. Geo., *President, Chief Executive Officer, and Director*

Dr. Gibson is the President, Chief Executive Officer, and a director of the Company and provides his services to the Company on a part-time basis. He has served the Company as President, Chief Executive Officer, and a director since October 8, 2019. He will devote approximately 25% of his time to the affairs of the Company. His responsibilities with the Company in his capacity as President and Chief Executive Officer include managing day-to-day operations of the Company, executing policies implemented by the board of directors and reporting back to the Board.

Dr. Gibson has extensive experience in the minerals industry. He received his B.S. (1984) in Earth Sciences from the University of Arizona and M.S. (1987) and Ph.D. (1992) in Economic Geology and Geochemistry from the Mackay School of Mines, University of Nevada, Reno. He co-founded Prospeccion y Desarrollo Minero del Norte, S.A. de C.V. (ProDeMin) based in Guadalajara, Mexico, in 2009, a consulting firm providing a broad spectrum of exploration related services to the mining industry. Dr. Gibson is the President, CEO, and a director of Prismo Metals Inc. (CSE:PRIZ) and a director of Garibaldi Resources Inc. (TSXV:GGI). He is a Certified Professional Geologist of the American Association of Professional Geologists and is a Qualified Person under NI 43-101.

Dr. Gibson is an independent contractor of the Company, has not entered into a non-competition or non-disclosure agreement with the Company and is 59 years of age.

Carmelo Marrelli, B. Comm, CPA, CA, CGA, *Chief Financial Officer*

Mr. Marrelli has been the Chief Financial Officer of the Company since October 8, 2019 and provides his services to the Company on a part-time basis. He is expected to devote approximately 5% of his time to the affairs of the Company or such greater amount of time as is necessary for recurring issuer compliance obligations and on an a on-call basis for financial and non-financial services requested from the Chief Executive Officer of the Company and the Board. As a senior officer, he is responsible for daily management of the Company.

Mr. Marrelli is the principal of the Marrelli Group, comprising of Marrelli Support Services Inc., DSA Corporate Services Inc., DSA Filing Services Limited, Marrelli Press Release Services Limited, Marrelli Escrow Services Inc. and Marrelli Trust Company Limited., a British Columbia financial institution. The Marrelli Group has delivered accounting, corporate secretarial and regulatory compliance services to listed companies on various exchanges for over twenty years. Mr. Marrelli is a Chartered Professional Accountant

(CPA, CA, CGA), and a member of the Institute of Chartered Secretaries and Administrators, a professional body that certifies corporate secretaries. He received a Bachelor of Commerce degree from the University of Toronto. Mr. Marrelli acts as the chief financial officer to several issuers on the TSX, TSX Venture Exchange, the NEO Exchange and CSE, as well as non-listed companies, and as a director of select issuers.

Ms. Marrelli is an independent contractor of the Company through Marrelli Support Service Inc., has not entered into any non-competition or non-disclosure agreements with the Company and is 50 years of age.

Tom Provost, B.A., LL.B./B.C.L., *Corporate Secretary and Director*

Mr. Provost has been the Corporate Secretary of the Company since October 8, 2019 and provides his services to the Company on a part-time basis. He will devote approximately 10% of his time to the affairs of the Company.

Mr. Provost is a partner and lawyer at MLT Aikins LLP in Winnipeg, Manitoba, where he has practiced since June 2017. His practice is focused in corporate finance, securities, mining, corporate/commercial law, mergers and acquisitions, restructuring, corporate governance, and regulatory compliance. He regularly acts for mining issuers listed on the Toronto Stock Exchange, the TSX Venture Exchange, and the Canadian Securities Exchange in connection with a broad range of matters. Prior to joining MLT Aikins LLP, Mr. Provost practiced as a lawyer in Montreal, Quebec at BCF LLP (from January 2016 to June 2017) and McMillan LLP (2012 to January 2016). He is the Corporate Secretary of the battery materials exploration company Vision Lithium Inc. (TSXV:VLI) and is a member of the Manitoba Prospectors and Developers Association Inc. He holds a Bachelor of Arts degree from the University of Winnipeg (2007) and a combined Bachelor of Laws (LL.B.) and Bachelor of Civil Law (B.C.L.) degree from McGill University (2011). Mr. Provost has been a member of the Barreau du Québec since 2012 and of The Law Society of Manitoba since 2017.

Mr. Provost provides his services to the Company through MLT Aikins LLP, which is an independent contractor of the Company, and he has not entered into any non-competition or non-disclosure agreements with the Company (other than those prescribed under applicable professional obligations). He is 39 years of age.

James Campbell, *Director*

Mr. Campbell has been a director of the Company since October 8, 2019 and provides his services to the Company on a part-time basis. He will devote approximately 10% of his time to the affairs of the Company. As a director, he is responsible for directing and overseeing management of the Company.

Mr. Campbell is a recently retired mining prospector and aviation executive, a former director of Gossan Resources Limited (TSXV:GSS) (FSE: GSR) (XETRA:GSR), and a current member of its Advisory Board – Stakeholder Relations. He was a founding partner of Perimeter Airlines Ltd. and Campbell Air Limited, a Manitoba executive charter air service that served the mining exploration industry and First Nations in Northern Manitoba and Northwestern Ontario. He is a member of the board of directors of the Manitoba Prospectors and Developers Association Inc.

Mr. Campbell is not an independent contractor or employee of the Company, has not entered into a non-competition or nondisclosure agreement with the Company, and is 78 years of age.

Wanda Cutler, B.Soc.Sc., *Director*

Ms. Cutler has been a director of the Company since October 8, 2019 and provides her services to the Company on a part-time basis. She will devote approximately 10% of her time to the affairs of the Company. As a director, she is responsible for directing and overseeing management of the Company.

Ms. Cutler has worked with reporting issuers for more than 20 years in marketing and communications. For the past 10 years she has focused almost exclusively on Quebec exploration companies, exploring for a variety of metals including gold, VMS, copper and lithium. She has acted as a strategic advisor to a number of public companies, including multiple junior mining companies, investment companies and alternative energy companies. She is a director of BMEX Gold Inc. (TSXV: BMEX), TomaGold Corporation (TSXV), and Vanstar Mining Resources Inc. (TSXV). Ms. Cutler holds a Bachelor of Social Science (Political Science) from the University of Ottawa (1993) and is President of Cutler McCarthy, a capital markets advisory firm.

Ms. Cutler is not an independent contractor or employee of the Company, has not entered into a non-competition or nondisclosure agreement with the Company, and is 50 years of age.

Richard Patricio, LL.B., *Director*

Mr. Patricio has been a director of the Company since October 8, 2019 and provides his services to the Company on a part-time basis. He will devote approximately 10% of his time to the affairs of the Company. As a director, he is responsible for directing and overseeing management of the Company.

Mr. Patricio is the President and Chief Executive Officer of Mega Uranium Ltd., having previously been its Executive Vice President from 2005 to 2015. Until April 2016, Mr. Patricio was also the Chief Executive Officer of Pinetree Capital Ltd. Mr. Patricio joined Pinetree in November 2005 as Vice President, Corporate and Legal Affairs. Mr. Patricio was previously general counsel for Teknion Corp., a senior TSX-listed manufacturing company. Prior to that, Mr. Patricio practiced law at Osler LLP in Toronto where he focused on mergers and acquisitions, securities law and general corporate transactions.

Mr. Patricio has built a number of mining companies with global operations and holds senior officer and director positions in several companies listed on stock exchanges in Toronto, Australia, London and New York. He currently serves on the board of directors of NexGen Energy Ltd. (TSX, NYSE:NXE), Iso Energy Ltd. (TSXV:ISO), Sterling Metals Corp. (TSXV:SAG), Toro Energy Limited (ASX:TOE), Sixty Six Capital Inc. (CSE:SIX), and Mindset Pharma Inc. (CSE:MSET). Mr. Patricio received his law degree from Osgoode Hall and was called to the Ontario bar in 2000.

Mr. Patricio is not an independent contractor or employee of the Company, has not entered into a non-competition or nondisclosure agreement with the Company and is 47 years of age.

Cease Trade Orders or Corporate Bankruptcies

To the best of the Company's knowledge, except as disclosed below:

(a) no director or executive officer of the Company is as of the date hereof, 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 director or executive officer of the Company is as of the date hereof, 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 director, executive officer or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is as of the date hereof, 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 that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Wanda Cutler served as a director of Mammoth Resources Corp. ("**Mammoth Resources**") from July 2, 2015 to May 25, 2017. On June 2, 2016, Mammoth Resources announced that it was not able to file its annual financial statements and accompanying management's discussion and analysis for the financial year ended January 31, 2016 within the prescribed period for such filings, primarily as a result of additional time required to secure financing and, subsequently, for its auditor to complete the audit. Given the situation, Mammoth Resources made an application to the British Columbia Securities Commission (the "**BCSC**") for a management cease trade order (the "**MCTO**"), which MCTO was issued by the BCSC on June 1, 2016 restricting all trading in securities of Mammoth Resources by its CEO and CFO until the filing of the required records and the revocation of the MCTO by the BCSC. On August 10, 2016, the BCSC revoked the MCTO.

Penalties and Sanctions

To the best of the Company's knowledge, no director or executive officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has been subject to 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 been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

To the best of the Company's knowledge, no existing or proposed director, executive officer or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is as of the date hereof, or within 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.

Conflicts of Interest

To the best of the Company's knowledge, there are no existing or potential material conflicts of interest between the Company and any of its directors or officers as of the date hereof. However, certain of the Company's directors and officers are, or may become, directors or officers of other companies with businesses which may conflict with its business. Accordingly, conflicts of interest may arise which could influence these individuals in evaluating possible acquisitions or in generally acting on the Company's behalf. See "*Risk Factors – Risks Related to the Company – The directors and officers may have conflicts of interest with the Company*".

Pursuant to the CBCA, directors and officers of the Company are required to act honestly and in good faith with a view to the best interests of the Company. As required under the CBCA and the Company's Articles:

(a) a director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer of the Company, must promptly disclose the nature and extent of that conflict; and

(b) a director who holds a disclosable interest (as such term is defined under the CBCA) in a contract or transaction into which the Company has entered or proposes to enter may generally not vote on any directors' resolution to approve such contract or transaction.

Generally, as a matter of practice, directors who have disclosed a material interest in any contract or transaction that the Board is considering will not take part in any board discussion respecting that contract or transaction. If on occasion such directors do participate in the discussions, they will refrain from voting on any matters relating to matters in which they have disclosed a material interest. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which directors or officers may have a conflict.

See "*Statement on Corporate Governance – Ethical Business Conduct*" for the steps taken by the Company in monitoring compliance with the Code. See also "*Risk Factors – Risks Related to the Company – The directors and officers may have conflicts of interest with the Company*".

Directors' and Officers' Liability Insurance and Indemnification

The by-laws of the Company provide for the indemnification of each director and officer against all costs, charges and expenses reasonably incurred by him or her in respect of any action or proceeding to which he or she is made a party by reason of being a director or officer of the Company, subject to the limitations contained in the by-laws and in the CBCA.

DIRECTOR AND EXECUTIVE COMPENSATION

The following section describes the significant elements of the Company's executive and director compensation programs, with particular emphasis on the compensation payable to the President and Chief Executive Officer and Chief Financial Officer, which are "Named Executive Officers" or "NEOs" within the meaning of NI 51-102.

Compensation Governance

Responsibilities of the Board

The Board as a whole fulfills its responsibilities pertaining to compensation matters including the Company's compensation policies and practices. The Board is responsible for determining the overall compensation strategy of the Company and administering the Company's executive compensation program. As part of its mandate, the Board approves the appointment and remuneration of the Company's executive officers, including the Company's Named Executive Officers identified in the Summary Compensation Table below. The Board is also responsible for reviewing the Company's compensation policies and guidelines generally.

Each of the members of the Board has business and other experience which is relevant to their work in determining matters relating to compensation. By virtue of their differing professional backgrounds, business experience, knowledge of the Company's industry, knowledge of corporate governance practices and, where appropriate, service on compensation committees of other reporting issuers and experience interacting with external consultants and advisors, the members of the Board are able to make decisions on the suitability of the Company's compensation policies and practices.

Executive Compensation-Related Fees and Consulting Arrangements

On or about October 8, 2019 (the date of incorporation of the Company), the Company entered into a consulting services arrangement with Craig Gibson, President, Chief Executive Officer, and a director of the Company. Pursuant to the arrangement, Mr. Gibson was to be paid a fee of $15,000.00, inclusive of any applicable sales taxes, for his services to the Company as an independent contractor from the date of incorporation to the closing of a going public transaction by the Company, which was payable and was paid following the completion of the Company's private placement of 5,000,000 Common Shares at a price of $0.10 per share completed on June 15, 2021.

On or about October 8, 2019 (the date of incorporation of the Company), the Company entered into a consulting arrangement with Carmelo Marrelli and MSSI, a private company, to provide the services of Mr. Marrelli as Chief Financial Officer of the Company. The term of the consulting arrangement shall continue until terminated by either Mr. Marrelli or the Company. During the year ended December 31, 2020, the Company paid or accrued professional fees of $6,000 to MSSI. During the three and nine months ended September 30, 2021, the Company paid or accrued professional fees of $5,006 and $10,859, respectively, to MSSI. These services were incurred in the normal course of operations for general accounting and financial reporting matters.

On or about October 8, 2019 (the date of incorporation of the Company), the Company entered into an consulting arrangement with Finalé Consulting Inc. ("**FCI**"), a company wholly owned by Alain Lambert, a related party of the Company (see "*Principal Shareholders*"), pursuant to which the Company engaged FCI to provide strategic and financial consulting services as well as business development services to management and the board of directors of the Company. The Company agreed to pay FCI $25,000, plus applicable sales taxes, for its services to the Company from the date of the Company's incorporation to the closing of a going public transaction by the Company, which amount was paid following completion of the Company's private placement of 5,000,000 Shares at a price of $0.10 per Share completed on June 15, 2021 for aggregate gross proceeds of $500,000.

Executive Compensation Discussion and Analysis

Compensation Philosophy

It is the objective of the Company's executive compensation program is to attract and retain highly qualified executives and to link incentive compensation to performance and shareholder value, while acknowledging that the Company currently has limited financial resources. It is the goal of the Board to endeavor to ensure that the compensation of executive officers is sufficiently competitive to achieve the objectives of the executive compensation program. The Board gives consideration to the Company's long-term interests and quantitative financial objectives, as well to the qualitative aspects of the individual's performance and achievements. The Company's primary compensation policy is to pay for performance and accordingly, the performance of the Company and of the executive officers as individuals are both examined by the Board.

When determining compensation, the Board annually assesses the individual performance and development of each executive officer and determines the appropriate consulting fees, annual incentive and long-term incentive for each individual. Due to the early stage of the Company's business, the Board does not consider peer company comparatives.

The Board does not set specific performance objectives in assessing the performance of the President and Chief Executive Officer and the Chief Financial Officer and other officers; rather the Board uses its experience and judgment in determining an overall compensation package for the officers of the Company. The Board assesses the performance of the Company and its officers relative to the Company's goals and objectives.

Elements of Executive Compensation

The Company's executive compensation is comprised of three principal components: consulting fees, stock option plan, and incentive bonus compensation which are designed to provide compensation to effectively retain and motivate the executive officers to achieve the corporate goals and objectives. Other components of executive compensation include perquisites and other personal benefits. Each component of the executive compensation program is addressed separately below. The fixed element of compensation provides a competitive base of secure compensation required to attract and retain executive talent. The variable performance-based compensation is designed to encourage both short-term and long-term performance of the Company.

Consulting Fees

The consulting fee component is intended to provide a fixed level of competitive pay that reflects each executive officer's primary duties and responsibilities and the level of skills and experience required to successfully perform his or her role. The Company intends to pay consulting fees to its executive officers, including the President and Chief Executive Officer and the Chief Financial Officer, that are competitive with those for similar positions. Consulting fees for executive officers are reviewed annually based on corporate and personal performance and on individual levels of responsibility. Consulting fees of the executive officers are not determined based on benchmarks or a specific formula. The Board determines the consulting fees of the President and Chief Executive Officer. The Board considers, and, if thought appropriate, approves consulting fees recommended by the President and Chief Executive Officer for the other executive officers of the Company.

Incentive Bonus Compensation

In addition to consulting fees, the Company can award discretionary bonuses to executive officers. The bonus element of the Company's executive compensation program is designed to retain top quality talent and reward both corporate and individual performance during the Company's last completed financial year. To determine bonus awards for executive officers, including the Named Executive Officers, the Board considers both the executive's personal performance and the performance of the Company relative to its goals and objectives. Any proposed bonus amounts and targets for executive officers are recommended by the Chief Executive Officer for review, discussion and approval by the Board. Any Named Executive Officer that is also a member of the Board, recuses himself/herself from any discussion of his/her compensation.

Stock Option Plan

The Board has adopted the Stock Option Plan to provide an incentive to the directors, officers, employees, consultants and other personnel of the Company to achieve the long-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract to and retain in the employ of the Company, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company. See "*Options to Purchase Securities – Stock Option Plan*" for a summary of the Stock Option Plan.

The executive compensation policy of the Company is determined with a view to securing the best possible talent to run the Company. Options may be awarded to executive officers in lieu of higher consulting fees. The grant of Stock Options under the Stock Option Plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term and to reward employees for both past and future performance. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of his position with and contribution to the Company.

Executive officers, along with all of the Company's officers, directors, employees, contractors and other service providers, are eligible to participate in the Stock Option Plan. The Stock Option Plan provides a long-term incentive designed to focus and reward eligible participants for enhancing total Shareholder return over the long-term both on an absolute and relative basis. Participation in the Stock Option Plan rewards overall corporate performance, as measured through the price of the Common Shares. In addition, the Stock Option Plan enables executives to develop and maintain a significant ownership position in the Company. This results in a significant portion of executive compensation being "at risk" and directly linked to the achievement of business results and long-term value creation.

Options are normally recommended by management and approved by the Board upon the commencement of an individual's employment with the Company based on the level of their respective responsibility within the Company. Additional grants may be made periodically, generally on an annual basis, to ensure that the number of options granted to any particular individual is commensurate with the individual's level of ongoing responsibility within the Company. In considering additional grants, a number of factors are considered including the number of options held by such individual, the exercise price and implied value of the options, the term remaining on those options and the total number of options the Company has available for grant under the Stock Option Plan.

Perquisites and Other Components

Other components of compensation include perquisites and personal benefits as determined by the Board that are consistent with the overall compensation strategy. There is no formula for how perquisites or personal benefits are utilized in the total compensation package.

The Company does not provide any pension or retirement benefits to its executive officers.

Compensation Benchmarking

Consulting fees of the executive officers are not determined based on benchmarks or a specific formula.

Managing Compensation Risk

The oversight and administration of the Company's compensation program requires the Board to consider risks associated with the Company's compensation policies and practices. Potential risks associated with compensation policies and compensation awards are considered at such meetings of the Board at which compensation related recommendations are formulated.

The Company's executive compensation policies and practices are intended to align management incentives with the long-term interests of the Company and its shareholders. In each case, the Company seeks an appropriate balance of risk and reward. Practices that are designed to avoid inappropriate or excessive risks include (i) the Company's operating strategy and related compensation philosophy, (ii) the effective balance, in each case, between cash and equity mix, near-term and long-term focus, corporate and individual performance, and financial and non-financial performance; and (iii) a multi-faceted approach to performance evaluation and compensation that does not reward an executive for engaging in risky behavior to achieve one objective to the detriment of other objectives.

Based on this review, the Board believes that the Company's total compensation program does not encourage executive officers to take unnecessary or excessive risk.

The Company does not prohibit the Named Executive Officers (as defined below) or the directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by such person. The Named Executive Officers and directors have advised the Company that they have not entered into any such arrangements. To the extent that they subsequently enter into an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, their economic exposure to the Company, insider reporting laws in Canada provide that they must file a report disclosing the existence and material terms of the agreement, arrangement or understanding within five days of the event.

Share-based and Option-based Awards

The Company does not grant share-based awards. For information on option-based awards, please see "*Options to Purchase Securities".*

Summary Compensation Table

The following table contains information about the compensation to, or earned by, individuals who were, as at the year ended December 31, 2020, "Named Executive Officers" or "NEOs" within the meaning of NI 51-102. No compensation was awarded to, earned by, paid to, or payable to the Company's NEOs during the period ended December 31, 2019. The NEOs of the Company as at December 31, 2020, were Craig Gibson, the President and Chief Executive Officer for the Company and Carmelo Marrelli, the Chief Financial Officer for the Company.

Table of compensation, excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Craig Gibson President and CEO	2020	Nil	Nil	Nil	Nil	Nil	Nil
Carmelo Marrelli CFO	2020	Nil	Nil	Nil	Nil	6,000(1)	6,000(1)

Notes:

(1) Includes $6,000 paid to MSSI for the services of Carmelo Marrelli to act as Chief Financial Officer of the Corporation and for bookkeeping services.

Option Based Awards

No option-based awards were issued during the period ended December 31, 2020.

Exercise of Compensation Securities by Directors and NEOs

There have been no securities exercised by directors of the Company or NEOs for the year to the date of the filing of this Prospectus.

Agreements and Termination and Change of Control Benefits

There are no agreements, compensation plans, contracts or arrangements whereby a NEO is entitled to receive payments from the Company in the event of the resignation, retirement, or other termination of the NEO's employment with the Company, change of control of the Company or a change in the NEO's responsibilities following a change in control.

There are no employment, consulting or management agreements or arrangements between the Company and a director, NEO, or other consultant other than as disclosed herein. See "*Director and Executive Compensation - Compensation Governance - Executive Compensation-Related Fees and Consulting Arrangements.*" The Company anticipates negotiating and entering into formal employment, consulting and/or management agreements with its NEOs and FCI following the closing of the Offering.

Director Compensation

During the year ended December 31, 2020, no base annual retainer or fees for attendance at Board and Board committee meetings were awarded to, earned by, paid to, or payable to the directors.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers or employees of the Company or former directors, executive officers or employees of the Company had any indebtedness outstanding to the Company as at the date hereof and no indebtedness of these individuals to another entity is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company as at the date hereof. Additionally, no individual who is, or at any time during the Company's last financial year was, a director or executive officer of the Company, proposed management nominee for director of the Company or associate of any such director, executive officer or proposed nominee is as at the date hereof, or at any time since the beginning of the Company's last financial year has been, indebted to the Company or to another entity where the indebtedness to such other entity is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, including indebtedness for security purchase or any other programs.

AUDIT COMMITTEE

The Audit Committee provides assistance to the Board in fulfilling its obligations relating to the integrity of the internal financial controls and financial reporting of the Company. The external auditors of the Company report directly to the Audit Committee. The Audit Committee's primary duties and responsibilities include: (i) reviewing and reporting to the Board on the annual audited financial statements (including the auditor's report thereon) and unaudited interim financial statements and any related management's discussion and analysis, if any, and other financial disclosure related thereto that may be required to be reviewed by the Audit Committee pursuant to applicable legal and regulatory requirements; (ii) reviewing material changes in accounting policies and significant changes in accounting practices and their impact on the financial statements; (iii) overseeing the audit function, including engaging in required discussions with the Company's external auditor and reviewing a summary of the annual audit plan at least annually, overseeing the independence of the Company's external auditor, overseeing the Company's internal auditor, and pre-approving any non-audit services to the Company; (iv) reviewing and discussing with management the appointment of key financial executives and recommending qualified candidates to the Board; (v) reviewing with management and the Company's external auditors, at least annually, the integrity of the internal controls over financial reporting and disclosure; (vi) reviewing management reports related to legal or compliance matters that may have a material impact on the Company and the effectiveness of the Company's compliance policies; and (vii) establishing whistleblowing procedures and investigating any complaints or concerns it deems necessary. The full text of the Audit Committee charter is attached to this Prospectus as Appendix "A".

Composition of the Audit Committee

The Audit Committee is composed of three directors (Peter Craig Gibson, Richard Patricio, and Wanda Cutler), two of whom are independent directors (Richard Patricio and Wanda Cutler) and all of whom are financially literate, in each case within the meaning of NI 52-110. The non-independent member of the Audit Committee is Dr. Gibson, the President and Chief Executive Officer of the Company. The Chair of the Audit Committee is Mr. Patricio.

Relevant Education and Experience

Each of the members of the Audit Committee has extensive education and experience relevant to the performance of their responsibilities as members of the Audit Committee. The following is a summary of their qualifications and experience:

Name	Summary of Experience
Peter Craig Gibson	Dr. Gibson is a businessperson with experience in financial matters and has understanding of accounting principles used to prepare financial statements. Dr. Gibson is the President, CEO, and a director of Prismo Metals Inc. and a director of Garibaldi Resources Inc.

Name	Summary of Experience
Wanda Cutler	Ms. Cutler is a businessperson and has numerous years of experience with mineral exploration and mining development companies and is familiar with the financial reporting requirements applicable to public companies in Canada. Ms. Cutler is also a current member of the audit committee of Vanstar Mining Resources Inc.
Richard Patricio	Mr. Patricio obtained a Bachelor of Laws from Osgoode Hall Law School in 1998 and is a member of the Law Society of Ontario. He previously worked at a large Toronto-based law firm before moving in-house at a TSX-listed manufacturing company. Mr. Patricio has been involved with the founding and growth of many resource-based issuers and presently sits on the board of several public issuers listed on the TSX, TSXV, CSE and ASX. Mr. Patricio is also a current member of the audit committee of Mindset Pharma Inc.

For further information, please see "*Directors and Executive Officers – Executive Officer and Director Biographies*".

Pre-Approval Policies and Procedures

The Audit Committee charter requires that the Audit Committee pre-approve any retainer of the auditor of the Company to perform any non-audit services to the Company that it deems advisable in accordance with applicable legal and regulatory requirements and policies and procedures of the Board. The Audit Committee is permitted to delegate pre-approval authority to one of its members; however, the decision of any member of the Audit Committee to whom such authority has been delegated must be presented to the full Audit Committee at its next scheduled meeting.

External Auditor Service Fees

Fees billed by the Company's external auditor, Clearhouse LLP Chartered Professional Accountants, during the last two financial years of the Company were as follows:

Fiscal Period Ending	Audit Fees(1)	Audit Related Fees(2)	Tax Fees (3)	All Other Fees (4)
December 31, 2020	Nil	Nil	Nil	Nil
December 31, 2019	Nil	Nil	Nil	Nil

Notes:

(1) "Audit Fees" include all professional fees paid for auditing and reviewing annual financial statements and performing services that are normally provided by an external auditor in connection with statutory and regulatory filings or engagements.
(2) "Audit-Related Fees" include all professional fees paid for providing auditing-related services, notably consulting fees pertaining to standards for disclosing accounting and financial information.
(3) "Tax Fees" include all professional fees paid for ensuring compliance with taxation regulations, for providing taxation counsel, consultation and financial planning services in preparation for filing the income tax returns of the Company, and preparing capital statements.
(4) "All Other Fees" include all professional fees paid for all the services other than those falling into the categories of Audit Fees, Audit-Related Fess and Tax Fees.

Reliance on Exemptions

The Company is relying upon the exemption in section 6.1 of NI 52-110 for venture issuers which allows for an exemption from Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110.

STATEMENT ON CORPORATE GOVERNANCE

The Company and the Board recognize the importance of corporate governance to the effective management of the Company and to the protection of its employees and shareholders. The Company's approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of the Company are effectively managed so as to enhance shareholder value. The Board fulfills its mandate directly and through its committees at regularly scheduled meetings or at meetings held as required. Frequency of meetings may be increased and the nature of the agenda items may be changed depending upon the state of the Company's affairs and in light of opportunities or risks which the Company faces. The directors are kept informed of the Company's business and affairs at these meetings as well as through reports and discussions with management on matters within their particular areas of expertise.

The Board

The Board currently consists of six directors, each of whom, except for Craig Gibson, are independent based upon the test for director independence set out in NI 52-110. Craig Gibson is the President and Chief Executive Officer of the Company and engages in the management of day-to-day operations of the Company and is therefore not an independent director.

Directorships

Some of the directors of the Company serve on the boards of directors of other reporting issuers (or the equivalent) in Canada or foreign jurisdictions. The following table lists the directors of the Company who serve on boards of directors of other reporting issuers (or the equivalent) and the identities of such reporting issuers (or the equivalent).

Name of Director	Reporting Issuers (or the Equivalent)
Craig Gibson	Prismo Metals Inc.
Wanda Cutler	BMEX Gold Inc.
	TomaGold Corporation
	Vanstar Mining Resources Inc.
Jean-François Meilleur	Prismo Metals Inc.
	Quebec Precious Metals Corporation
Richard Patricio	IsoEnergy Ltd.
	Sterling Metals Corp.
	Sixty Six Capital Inc.
	Mindset Pharma Inc.
	Toro Energy Limited

The Board has determined that these directorships do not adversely impact the effectiveness of these directors on the Board or create any potential for unmanageable conflicts of interest.

Orientation and Continuing Education

New members of the Board are provided with: (i) information respecting the functioning of the Board and its committees and a copy of the Company's corporate governance documents; (ii) access to all documents of the Company, including those that are confidential; and (iii) access to management.

Each new director participates in the Company's initial orientation program and each director participates in the Company's continuing director development programs, both of which are reviewed annually by the Board.

Board members are encouraged to: (i) communicate with management and auditors; (ii) keep themselves current with industry trends and developments and changes in legislation with management's assistance; (iii) attend related industry seminars; and (iv) visit the Company's operations.

Ethical Business Conduct

The Board has not adopted a formal code of business conduct and ethics. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to directors, officers and other employees to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary action for violations of ethical business conduct.

Audit Committee

See "*Audit Committee*" for further details.

Director Assessment

The Board is responsible for ensuring that an appropriate system is in place to evaluate the effectiveness of the Board as a whole, the individual committees of the Board, and the individual members of the Board and such committees with a view of ensuring that they are fulfilling their respective responsibilities and duties. In connection with such evaluations, each director is required to provide his or her assessment of the effectiveness of the Board and each committee as well as the performance of the individual directors, annually. Such evaluations take into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts.

RISK FACTORS

Investing in the Offered Shares is speculative and involves a high degree of risk due to the nature of the Company's business. An investment in the Offered Shares should only be made by persons who can afford the total loss of their investment. The following risks, as well as risks currently unknown to the Company, could adversely affect the Company's current or future business, properties, operations, results, cash flows, financial condition and prospects and could cause future results, cash flows, financial condition, prospects, events or circumstances to differ materially from those currently expected, including the estimates and projections contained in this Prospectus. Investors should carefully consider the risks described below and elsewhere in this Prospectus. The risks described below and elsewhere in this Prospectus do not purport to be an exhaustive summary of the risks affecting the Company and additional risks and uncertainties not currently known to the Company or not currently perceived as being material may have an adverse effect on the Company. Please see "*Management's Discussion and Analysis*" for a description of additional risks affecting the Company.

Risks and Other Considerations Related to the Company

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 and government emergency measures in response thereto are 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 Company in future periods.

Natural disasters, geopolitical instability or other unforeseen events

In addition to the outbreak of infectious disease or occurrence of pandemics, such as the recent outbreak of COVID-19; natural disasters; terrorism or other unanticipated events, in any of the areas in which the Company operates could cause interruptions in the Company's operations. Natural disasters, geopolitical tensions and instability (including terrorism) or other unforeseen events could negatively affect project development, operations, labour supply and financial markets, all or any of which could have a material adverse effect on the Company's business, financial condition, operational results or cash flows.

Mineral prices are volatile

Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. The effect of these factors cannot be predicted.

Mining operations are risky

The Company's current business, and any future development or mining operations, involve various types of risks and hazards typical of companies engaged in the mining industry. Such risks include, but are not limited to: (i) industrial accidents; (ii) unusual or unexpected rock formations; (iii) structural cave-ins or slides and pitfall, ground or slope failures and accidental release of water from surface storage facilities; (iv) fire, flooding and earthquakes; (v) rock bursts; (vi) metal losses in handling and transport; (vii) periodic interruptions due to inclement or hazardous weather conditions; (viii) environmental hazards; (ix) discharge of pollutants or hazardous materials; (x) failure of processing and mechanical equipment and other performance problems; (xi) geotechnical risks, including the stability of the underground hanging walls and unusual and unexpected geological conditions; (xii) unanticipated variations in grade and other geological problems, water, surface or underground conditions; (xiii) labour disputes or slowdowns; (xiv) work force health issues as a result of working conditions; and (xv) force majeure events, or other unfavourable operating conditions.

These risks, conditions and events could result in: (i) damage to, or destruction of, the value of, the Eastchester-Fabie-Trudeau Property; (ii) personal injury or death; (iii) environmental damage to the Eastchester-Fabie-Trudeau Property, surrounding lands and waters, or the properties of others; (iv) delays or prohibitions on mining or the transportation of minerals; (v) monetary losses; and (vi) potential legal liability and any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operation, cash flows or prospects. In particular, underground refurbishment and exploration activities present inherent risks of injury to people and damage to equipment. Significant accidents could occur, potentially resulting in a complete shutdown of the Company's operations at the

Eastchester-Fabie-Trudeau Property which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

There are also risks related to the reliance on the reliability of current and new or developing technology; the reliance on the work performance of outside consultants, contractors, and manufacturers; changes to labour or material costs; unknown or unanticipated or underestimated costs or expenses; unknown or unanticipated or underestimated additions to the scope of work due to changing or adverse conditions encountered; unexpected variances in the geometry or quality of ore zones; unexpected reclamation requirements or expenses; permitting time lines; unexpected or unknown ground conditions; unexpected changes to estimated parameters utilized to estimate past timelines, projections, or costs; and liquidity risks. An adverse change in any one of such factors, hazards and risks may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Resource Exploration and Development is a Speculative Business

Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. There is no known mineral resource on the Eastchester-Fabie-Trudeau Property and there is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial ore. The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets, and government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. The majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.

The successful exploration and development of the Eastchester-Fabie-Trudeau Property depend on the skills of the Company's management and teams

The Company's business is dependent on retaining the services of its key management personnel with a variety of skills and experience, including in relation to the exploration and development of mineral projects. The success of the Company is, and will continue to be, dependent to a significant extent on the expertise and experience of its directors and senior management. Failure to retain, or loss of, one or more of these people could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects. The Company's success will also depend to a significant degree upon the contributions of qualified technical personnel and the Company's ability to attract and retain highly skilled personnel. Competition for such personnel is intense, and the Company may not be successful in attracting and retaining qualified personnel, or in obtaining the necessary work permits to hire qualified expatriates. The Company's inability to attract and retain these people could have a material adverse effect on its business, financial condition, results of operations, cash flows or prospects.

Operations during mining cycle peaks are more expensive

During times of increased demand for metals and minerals, price increases may encourage expanded mining exploration, development and construction activities. These increased activities may result in escalating demand for and cost of contract exploration, development and construction services and equipment. Increased demand for and cost of services and equipment could cause exploration, development and construction costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and increased potential for scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project exploration, development or construction costs, result in project delays, or increase operating costs.

Title to the Eastchester-Fabie-Trudeau Property may be disputed

There is no guarantee that title to the Eastchester-Fabie-Trudeau Property will not be challenged or impugned. The Company's claims may be subject to prior unregistered agreements or transfers and title may be affected by unidentified or unknown defects. The Company has conducted an investigation on the title of properties that it has acquired to confirm that there are no claims or agreements that could affect its title to its mineral or surface rights. There is no guarantee that such title will not be challenged or impaired. If title to the Company's properties is disputed, it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company. Title insurance generally is not available for mineral or surface rights and the Company's ability to ensure that it has obtained secure claim to title may be constrained.

Aboriginal rights claims may impact the Company's interest in the Eastchester-Fabie-Trudeau Property

Aboriginal rights, including Aboriginal title, may be asserted on Crown land or other types of land in respect of which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared Aboriginal title. Rights conferred by Aboriginal title include the right to decide how the land will be used, the right to enjoy, occupy and possess the land, and the right to proactively use and manage the land, including its natural resources. The Eastchester-Fabie-Trudeau Property may now or in the future be subject to Aboriginal title claims or claims of other Aboriginal rights.

Aboriginal rights are a matter of considerable complexity, and their impact on the Company's potential ownership interest in the Eastchester-Fabie-Trudeau Property cannot be predicted with any degree of certainty. No assurance can be given that recognition of Aboriginal rights in the area in which the Eastchester-Fabie-Trudeau Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of Aboriginal rights and interests in order to facilitate exploration and development work on the Eastchester-Fabie-Trudeau Property. There is no assurance that the Company will be able to establish a practical working relationship with any First Nations in the area which would allow it to ultimately develop the Eastchester-Fabie-Trudeau Property.

The Company may fail to comply with the law or may fail to obtain or renew necessary permits and licenses

The Company's operations are subject to extensive laws and regulations governing, among other things, such matters as environmental protection, management and use of toxic substances and explosives, health, exploration and development of mines, commercial production and sale of by-products, ongoing and post-closure reclamation, construction and operation of tailings dams, safety and labour, taxation and royalties, maintenance of mineral tenure, and expropriation of property. The activities of the Company require licenses and permits from various governmental authorities.

The costs associated with compliance with these laws and regulations and of obtaining licenses and permits are substantial, and possible future laws and regulations, changes to existing laws and regulations and more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expenses, capital expenditures, restrictions on or suspensions of the Company's operations and delays in the development of its properties. There is no assurance that future changes in such laws and regulations, if any, will not adversely affect the Company's operations. Moreover, these laws and regulations may allow governmental authorities and private parties to bring lawsuits based upon damages to property and injury to persons resulting from the environmental, health and safety practices of the Company's past and current operations, or possibly even the actions of former property owners, and could lead to the imposition of substantial fines, penalties or other civil or criminal sanctions. The Company may fail to comply with current or future laws and regulations. Such non-compliance can lead to financial restatements, civil or criminal fines, penalties, and other material negative impacts on the Company.

The Company is required to obtain or renew further government permits and licenses for its current and contemplated operations. Obtaining, amending or renewing the necessary governmental permits and licenses can be a time-consuming process potentially involving a number of regulatory agencies, involving public hearings and costly undertakings on the Company's part. The duration and success of the Company's efforts to obtain, amend and renew permits and licenses are contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by the relevant permitting or licensing authority. The Company may not be able to obtain, amend or renew permits or licenses that are necessary to its operations, or the cost to obtain, amend or renew permits or licenses may exceed what the Company believes it can ultimately recover from a given property once in production. Any unexpected delays or costs associated with the permitting and licensing process could impede ongoing operations at the Eastchester-Fabie-Trudeau Property. To the extent necessary permits or licenses are not obtained, amended or renewed, or are subsequently suspended or revoked, the Company may be curtailed or prohibited from proceeding with planned development, commercialization, operation and exploration activities. Such curtailment or prohibition may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Compliance with environmental regulations can be costly

The Company's exploration operations at the Eastchester-Fabie-Trudeau Property are subject to environmental regulation. Regulations cover, among other things, water quality standards, land reclamation, the generation, transportation, storage and disposal of hazardous waste, the construction and operation of tailings dams, and general health and safety matters. There is no assurance that the Company has been or will at all times be in full compliance with all environmental laws and regulations or hold, and be in full compliance with, all required environmental and health and safety approvals and permits. The potential costs and delays associated with compliance with such laws, regulations, approvals and permits could prevent the Company from economically operating or proceeding with the further exploration of the Eastchester-Fabie-Trudeau Property, and any non-compliance with such laws, regulations, approvals and permits could result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Environmental approvals and permits are currently, and may in the future be, required in connection with the Company's current and planned operations. To the extent such environmental approvals and permits are required and not obtained, the Company's plans and the operation of mines may be curtailed or it may be prohibited from proceeding with planned exploration or development of additional mineral properties. Failure to comply with applicable environmental 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.

There is no assurance that any future changes in environmental regulation will not adversely affect the Company's operations. Changes in government regulations have the potential to significantly increase compliance costs and thus reduce the profitability of current or future operations.

Environmental hazards may also exist on the properties on which the Company holds interests that are unknown to the Company at present and that have been caused by previous or existing owners or operators of the properties and for which the Company may be liable for remediation. Parties engaged in mining operations, including the Company, may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable environmental laws or regulations, regardless of whether the Company actually caused the loss or damage. The costs of such compensation, fines or penalties could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Social and environmental activism can negatively impact exploration, development and mining activities

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

The mining industry is intensely competitive

The mining industry is intensely competitive. The Company competes with other mining companies, many of which have greater resources and experience. Competition in the mining industry is primarily for: (i) properties which can be developed and can produce economically; (ii) the technical expertise to find, develop, and operate such properties; (iii) labour to operate such properties; and (iv) capital to fund such properties. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees and consultants or to acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Inadequate infrastructure may constrain exploration and future development operations

Exploration operations depend on adequate infrastructure. In particular, reliable power sources, water supply, transportation and surface facilities are necessary to explore and develop mineral projects. Failure to adequately meet these infrastructure requirements or changes in the cost of such requirements could affect the Company's ability to carry out exploration and future development operations and could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may incur losses and experience negative operating cash flow for the foreseeable future

For the year ended December 31, 2020 and the nine-month period ended September 30, 2021, the Company had net losses of approximately $25,670 and $154,939, respectively. The Company has incurred various expenses in recent periods and plans to incur further expenses as cash flows allow. The planned increases in expenses may result in losses in future periods.

The exploration, development and operation of the Company's mineral properties will require the commitment of substantial financial resources that may not be available. The amount and timing of expenditures will depend on a number of factors, including the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners and the acquisition of additional property interests, some of which are beyond the Company's control. The Company's business strategies may not be successful and it may not be profitable in any future period. The Company's operating results have varied in the past and they may continue to fluctuate in the future. In addition, the Company's operating results may not follow any past trends.

The Company's insurance coverage may be inadequate to cover potential losses

The Company's business is subject to a number of risks and hazards (as further described in this Prospectus). Although the Company maintains insurance and intends, upon completion of the Offering, to obtain certain additional insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its activities. The Company may also be unable to obtain or maintain insurance to cover its risks at economically feasible premiums, or at all. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration, development or production may not be available to the Company on acceptable terms. The Company might also become subject to liability for pollution or other hazards which it is not currently insured against and/or in the future may not insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The directors and officers may have conflicts of interest with the Company

Certain directors and officers of the Company are or may become associated with other mining and/or mineral exploration and development companies which may give rise to conflicts of interest. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve such a contract. In addition, directors and officers are required to act honestly and in good faith with a view to the best interests of the Company. Some of the directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these directors and officers. Further, any failure of the directors or officers of the Company to address these conflicts in an appropriate manner or to allocate opportunities that they become aware of to the Company could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Future acquisitions may require significant expenditures and may result in inadequate returns

The Company may seek to expand through future acquisitions; however, there can be no assurance that the Company will locate attractive acquisition candidates, or that the Company will be able to acquire such candidates on economically acceptable terms, if at all, or that the Company will not be restricted from completing acquisitions pursuant to the terms and conditions from time to time of arrangements with third parties, such as the Company's creditors. Future acquisitions may require the Company to expend significant amounts of cash, resulting in the Company's inability to use these funds for other business or may involve significant issuances of equity or debt. Future acquisitions may also require substantial management time commitments, and the negotiation of potential acquisitions and the integration of acquired operations could disrupt the Company's business by diverting management and employees' attention away from day-to-day operations. The difficulties of integration may be increased by the necessity of coordinating geographically diverse organizations, integrating personnel with disparate backgrounds and combining different corporate cultures.

Any future acquisition involve potential risks, including, among other things: (i) mistaken assumptions and incorrect expectations about mineral properties, existing or potential mineral resources, mineral reserves and costs; (ii) an inability to successfully integrate any operation the Company acquired or acquires, as applicable; (iii) an inability to recruit, hire, train or retain qualified personnel to manage and operate the operations acquired; (iv) the assumption of unknown liabilities; (v) mistaken assumptions about the overall cost of equity or debt; (vi) unforeseen difficulties operating acquired projects, which may be in geographic areas new to the Company; and (vii) the loss of key employees and/or key relationships at the acquired project. In addition, competition for assets sometimes requires that acquisitions be completed on an "as is where is" basis, and therefore the Company would have no rights of recourse and indemnities against the sellers. Future acquisition candidates may have liabilities or adverse operating issues that the Company failed or fails to discover through due diligence prior to the acquisition. If the Company consummates any future acquisitions with, unanticipated liabilities or adverse operating issues or if acquisition-related expectations are not met, the Company's business, results of operations, cash flows, financial condition or prospects may be materially adversely affected. The potential impairment or complete write-off of goodwill and other intangible assets related to any such acquisition may reduce the Company's overall earnings and could negatively affect the Company's balance sheet.

The Company may be subject to costly legal proceedings

The Company may be subject to regulatory investigations, civil claims, lawsuits and other proceedings in the ordinary course of its business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in regulatory actions and litigation, the difficulty of predicting decisions of regulators, judges and juries and the possibility that decisions may be reversed on appeal. Defense and settlement costs of legal disputes can be substantial, even with claims that have no merit. Management is committed to conducting business in an ethical and responsible manner, which it believes will reduce the risk of legal disputes. However, if the Company is subject to legal disputes, there can be no assurances that these matters will not have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company will incur increased costs as a result of complying with the reporting requirements, rules and regulations affecting public issuers

As a public issuer, the Company will be subject to the reporting requirements and rules and regulations under the applicable Canadian securities laws and rules of any stock exchange on which the Company's securities may be listed from time to time. Additional or new regulatory requirements may be adopted in the future. The requirements of existing and potential future rules and regulations will increase the Company's legal, accounting and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on its personnel, systems and resources, which could adversely affect its business and financial condition.

In particular, as a result of the Offering, the Company will become subject to reporting and other obligations under applicable Canadian securities laws, including National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*. These reporting and other obligations will place significant demands on the Company as well as on the Company's management, administrative, operational and accounting resources.

The Eastchester-Fabie-Trudeau Property is located in an underdeveloped rural area

The Eastchester-Fabie-Trudeau Property is located in an underdeveloped rural area, resulting in technical challenges for conducting mineral exploration and development and any potential mining activities at the property. The Company benefits from modern mining transportation skills and technologies for exploring and operating in such areas. Nevertheless, the Company may sometimes be unable to overcome problems related to underdevelopment or unseasonable weather at a commercially reasonable cost, which could negatively affect the Company's mineral exploration and development and any potential mining activities at the property and have a material adverse effect on the Company. The rural location of the Eastchester-Fabie-Trudeau Property also results in increased costs associated with land access and infrastructure, including powerlines, water pipelines and transportation.

The Company may not use the proceeds from the Offering as described in this Prospectus

The Company currently intends to use the net proceeds received from the Offering as described under "*Use of Proceeds*". However, the Board and/or management will have discretion in the actual application of the net proceeds, and may elect to allocate net proceeds differently from that described under "*Use of Proceeds*" if they believe it would .be in the Company's best interests to do so. Shareholders may not agree with the manner in which the Board and/or management chooses to allocate and spend the net proceeds.

The failure by the Board and/or management to apply these funds effectively could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may not be able to obtain sufficient financing to pursue all of its intended exploration activities or continue on a going concern basis

The Company's primary sources of capital resources are comprised of cash and cash equivalents and the issuance of securities. The Company will continuously monitor its capital structure and, based on changes in operations and economic conditions, may adjust the structure by issuing new shares as necessary. The recoverability of the carrying values of the Company's assets is dependent upon the ability of the Company to obtain the necessary financing to complete exploration activities.

While the Company has been successful in securing financing to date, there are no guarantees that it will be able to secure such financing in the future on terms acceptable to the Company, if at all. If the Company is unable to raise sufficient capital to fund all of its intended exploration activities, expenditures may be limited to the recommended work program on the Eastchester-Fabie-Trudeau Property. In the event that the Company is unable to fulfill its commitments under its various option agreements as a result of lack of funds or otherwise, the Company may lose its rights and interests in some or all of its properties. This could, in turn have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may be negatively impacted by changes to mining laws and regulations

The Company's activities are subject to various laws governing prospecting, exploration, development, production, taxes, labour standards and occupational health, mine safety, toxic substances and other matters. Mining, exploration and development activities are also subject to various laws and regulations relating to the protection of the environment. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail production or development of the Company's properties. Amendments to current laws and regulations governing the Company's operations and activities or more stringent implementation of such laws and regulations could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may expand into other geographic areas, which could increase the Company's operational, regulatory and other risks

While currently all of the Company's mining and exploration activities are in Canada, the Company may in the future expand into other geographic areas, which could increase the Company's operational, regulatory, compliance, reputational and foreign exchange rate risks. The failure of the Company's operating infrastructure to support such expansion could result in operational failures and regulatory fines or sanctions. Future international expansion could require the Company to incur a number of up-front expenses, including those associated with obtaining regulatory approvals, as well as additional ongoing expenses, including those associated with infrastructure, staff and regulatory compliance. The Company may not be able to successfully identify suitable acquisition and expansion opportunities, or integrate such operations successfully with the Company's existing operations.

Risks Related to the Offered Shares

Investors may lose their entire investment

An investment in the Offered Shares is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Company.

There is no existing public market for the Common Shares

There is currently no existing public market for the Common Shares. The Common Shares are not currently listed or quoted on any stock exchange or market in Canada or elsewhere. If an active trading market does not develop, the trading price of the Common Shares may decline, and investors may have difficulty selling any of the Offered Shares that they purchase or acquire by way of the Offering.

Prior to the Offering, there has been no public trading market for the Common Shares, and the Company cannot offer assurances that one will develop or be sustained after the Offering. The Company cannot predict the prices at which the Common Shares will trade. The Offering Price has been determined by arm's length negotiation between the Company and the Agent and may not bear any relationship to the market price at which the Common Shares will trade after the Offering, or to any other established criteria of the Company's value. Shares of companies often trade at a discount to the initial offering price due to sales loads, underwriting discounts and related offering expenses.

Dilution from equity financing could negatively impact holders of Offered Shares

The Company may from time to time raise funds through the issuance of Common Shares or the issuance of debt instruments or other securities convertible into Common Shares. The Company cannot predict the size or price of future issuances of Common Shares or the size or terms of future issuances of debt instruments or other securities convertible into Common Shares, or the effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Common Shares. Sales or issuances of substantial numbers of Common Shares, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices of the Common Shares. With any additional sale or issuance of Common Shares, or securities convertible into Common Shares, investors will suffer dilution to their voting power and the Company may experience dilution in its earnings per share.

A purchaser of the Offered Shares under the Offering will purchase such Offered Shares at a substantial premium to the current book value per Offered Share

The Offering Price of $0.15 per Offered Share is substantially higher than the current book value per share of the Common Shares issued prior to the completion of the Offering. As a result, purchasers of Offered Shares pursuant to the Offering will experience immediate dilution. Stock exchange listing is not certain.

The Company proposes to list the Common Shares distributed under this Prospectus as well as its existing issued and outstanding Common Shares on the CSE. Such listing will be subject to the Company fulfilling all the listing requirements of the CSE. If the Company fails to list the Common Shares on the CSE, the liquidity for its Common Shares would be significantly impaired, which may substantially decrease the trading price of the Common Shares.

In addition, in the future, the Company's securities may fail to meet the continued listing requirements to be listed on the CSE. If the CSE delists the Common Shares from trading on its exchange, the Company could face significant material adverse consequences, including:

- a limited availability of market quotations for the Common Shares;
- a determination that the Common Shares are a "penny stock" which will require brokers trading in the Common Shares to adhere to more stringent rules and possibly resulting in a reduced level of trading activity in the secondary trading market for the Common Shares;
- a limited amount of news and analyst coverage for the Company; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

Equity securities are subject to trading and volatility risks

The securities of publicly traded companies can experience a high level of price and volume volatility and the value of the Company's securities can be expected to fluctuate depending on various factors, not all of which are directly related to the success of the Company and its operating performance, underlying asset values or prospects. These include the risks described elsewhere in this Prospectus. Factors which may influence the price of the Company's securities, including the Common Shares, include, but are not limited to:

- worldwide economic conditions;
- disruption of financial markets due to COVID-19;
- changes in government policies;
- investor perceptions;
- movements in global interest rates and global stock markets;
- variations in operating costs;
- the cost of capital that the Company may require in the future;
- metals prices;
- the price of commodities necessary for the Company's operations;
- recommendations by securities research analysts;
- issuances of equity securities or debt securities by the Company;
- operating performance and, if applicable, the share price performance of the Company's competitors;
- the addition or departure of key management and other personnel;
- the expiration of lock-up or other transfer restrictions on outstanding Common Shares;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors;
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related industry and market issues affecting the mining sector;
- litigation;
- publicity about the Company, the Company's personnel or others operating in the industry;
- loss of a major funding source; and
- all market conditions that are specific to the mining industry.

There can be no assurance that such fluctuations will not affect the price of the Company's securities, and consequently purchasers of Offered Shares may not be able to sell Offered Shares at prices equal to or greater than the price or value at which they purchased the Offered Shares or acquired them, or their components, by way of the secondary market.

Sales by existing shareholders can reduce share prices

Sales of a substantial number of Common Shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of Common Shares intend to sell, could reduce the market price of the Common Shares. If this occurs and continues, it could impair the Company's ability to raise additional capital through the sale of securities.

It is anticipated that a majority of the Common Shares issued and outstanding prior to completion of the Offering will be subject to post-Closing resale restrictions. See "*Plan of Distribution*" and "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*" for descriptions of these resale restrictions. Upon expiration of the resale restrictions to which they are subject, such Offered Shares will be freely tradable in the public market, subject to the provisions of applicable securities laws.

In addition, the Company has a number of shareholders who have held the Company's securities for several months, during which time there has not been a public market for the Company's securities. There is a risk that future sales of Common Shares held by such holders will have an adverse impact on the market price of the Common Shares prevailing from time to time.

The Company is not likely to pay dividends for an extended period of time

The Company has not, since the date of its incorporation, declared or paid any dividends or other distributions on its Common Shares. The Company anticipates that, for the foreseeable future, it will retain its cash resources for the operation and development of its business. The declaration and payment of any dividends in the future is at the discretion of the Board and will depend on a number of factors, including compliance with applicable laws, financial performance, working capital requirements of the Company and such other factors as its directors consider appropriate, and the Company may never pay dividends.

Public companies are subject to securities class action litigation risk

In the past, securities class action litigation has often been brought against a company following a decline in the market price of its securities. If the Company faces such litigation, it could result in substantial costs and a diversion of management's attention and resources, which could materially harm its business.

If securities or industry analysts do not publish research or publish inaccurate or unfavourable research about the Company's business, the price and trading volume of the Common Shares could decline

The trading market for the Common Shares will depend on the research and reports that securities or industry analysts publish about the Company and its business. The Company does not have any control over these analysts. The Company cannot assure that analysts will cover it or provide favourable coverage. If one or more of the analysts who cover the Company downgrade its stock or reduce their opinion of the value of the Common Shares, the price of Common Shares would likely decline. If one or more of these analysts cease coverage of the Company or fail to regularly publish reports, the Company could lose visibility in the financial markets, which could cause the price and trading volume of the Common Shares to decline.

Global financial conditions can reduce the price of the Common Shares

Global financial conditions may be characterized by extreme volatility. While global financial conditions are currently stable, global financial conditions could suddenly and rapidly destabilize in response to future economic shocks, as government authorities may have limited resources to respond to future crises. Future economic shocks may be precipitated by a number of causes, such as a rise in the price of oil, geopolitical instability, natural disasters, and other unforeseen events. Any sudden or rapid destabilization of global economic conditions could impact the Company's ability to obtain equity or debt financing in the future on terms favourable to the Company. Additionally, any such occurrence could cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses and ultimately have a material adverse effect the Company's business, operations and financial condition.

Furthermore, general market, political and economic conditions, including, for example, inflation, interest and currency exchange rates, structural changes in the global mining industry, global supply and demand for commodities, political developments, legislative or regulatory changes, civil, political or labour unrest and stock market trends will affect the Company's operating environment and its operating costs, profit margins and share price. Any negative events in the global economy could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

PROMOTERS

Craig Gibson, the President, Chief Executive Officer, and a director of the Company, may be considered to be a promoter of the Company in that he took the initiative in organizing the business of the Company. The following table sets out the number and percentage of each class of voting securities and equity securities of the Company beneficially owned, or controlled or directed, directly or indirectly by Mr. Gibson.

Designation of Class	Number of Securities	Percentage of Class
Common Shares	100,000	0.81%
Options	200,000	17.78%

Additional information about Mr. Gibson is disclosed elsewhere in this Prospectus in connection with his capacity as a director and executive officer of the Company. See "*Directors and Executive Officers*" and "*Director and Executive Compensation*" for further details.

Other than as disclosed in this Prospectus, Mr. Gibson has not received, directly or indirectly, anything of value, including money, property, contracts, options or rights of any kind from the Company, and the Company has not received any assets, services or other consideration from Mr. Gibson in return.

RELATIONSHIP BETWEEN THE COMPANY AND AGENT

The Company is not a "related issuer" or "connected issuer" to the Agent (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*). Members of the Agent's pro group hold no Common Shares of the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings or regulatory actions to which the Company is a party, or has been a party to, or of which any of its property is the subject matter of, or was the subject matter of, since its incorporation, and no such proceedings or actions are known by the Company to be contemplated.

There have been no penalties or sanctions imposed against the Company by a court or regulatory authority, and the Company has not entered into any settlement agreements before any court relating to provincial or territorial securities legislation or with any securities regulatory authority, since its incorporation.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed below and elsewhere in this Prospectus, no director, executive officer or shareholder that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the issued Common Shares, or any of their respective associates or affiliates, has any material interest, direct or indirect, in any transaction since the incorporation of the Company which has materially affected or is reasonably expected to materially affect the Company.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The Company's auditor is Clearhouse LLP Chartered Professional Accountants, having an address at 2560 Matheson Blvd. E., Suite 527, Mississauga, Ontario, L4W 4Y9.

The transfer agent and registrar for the Common Shares is Endeavour Trust Corporation, having an office at Suite 702-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

MATERIAL CONTRACTS

Except for material contracts entered into in the ordinary course of business, set out below are material contracts to which the Company is a party entered into prior to or since the date of incorporation of the Company and which still remain in effect and are considered to be material to the Company. Copies of such material contracts will be filed with the Canadian securities regulatory authorities and will be available for review under the Company's profile on SEDAR at www.sedar.com.

- Property Purchase Agreement dated March 8, 2021;
- Agency Agreement dated February 23, 2022; and
- Escrow Agreement dated February 23, 2022.

EXPERTS

Information of a scientific or technical nature in respect of the Eastchester-Fabie-Trudeau Property is included in this Prospectus based upon the Technical Report, with an effective date of August 31, 2021, prepared by Mark Fekete, P.Eng. operating as Breakaway Exploration Management Inc., who is an independent "qualified person" under NI 43-101. To the best of the Company's knowledge, after reasonable inquiry, as of the date hereof, the aforementioned individual and his firm does not beneficially own, directly or indirectly, any Common Shares.

Clearhouse LLP Chartered Professional Accountants, the auditor of the annual financial statements of the Company included in this Prospectus, has advised the Company that it is independent of the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of Manitoba.

Certain legal matters related to the Offering will be passed upon on the Company's behalf by MLT Aikins LLP. To the best of the Company's knowledge, after reasonable inquiry, as of the date hereof, the aforementioned partnerships (and their partners and associates) each beneficially own, directly or indirectly, in the aggregate, less than 1% of the outstanding Common Shares.

PURCHASERS' STATUTORY RIGHTS OF RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

APPENDIX “A”

AUDIT COMMITTEE CHARTER

(See attached)

BEYOND MINERALS INC.

AUDIT COMMITTEE CHARTER

I. Purpose

The primary objective of the Audit Committee (the "**Committee**") of Beyond Minerals Inc. (the "**Company**") is to act as a liaison between the Company's Board of Directors (the "**Board**") and the Company's independent auditors (the "**Auditors**") and to oversee (a): the accounting and financial reporting processes of the Company, including the financial statements and other financial information provided by the Company to its shareholders, the public and others, (b) the Company's compliance with legal and regulatory requirements, (c) the audit of the Company's financial statements, (d) the qualification, independence and performance of the Auditors, and (e) the Company's risk management policies and procedures and internal financial and accounting controls, and management information systems. For greater certainty, references to the financial statements of the Company will include, where applicable, the financial statements of the Company's subsidiary entities.

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight. The members of the Committee are not full-time employees of the Company and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. Consequently, it is not the duty of the Committee to conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditors.

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

II. Organization

A majority of the members of the Committee will be non-executive directors of the Company who satisfy, at a minimum, the laws governing the Company and the independence, financial literacy and financial experience requirements under applicable securities laws, rules and regulations, stock exchange and any other regulatory requirements applicable to the Company.

Members of the Committee must be financially literate as the Board interprets such qualification in its business judgment. A majority of the members of the Committee will not have participated in the preparation of the financial statements of the Company or any current subsidiary at any time during the past three years. All members will be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement.

The Committee will consist of three or more directors of the Company, a majority of whom are not executive officers of the Company. The members of the Committee and the Chair of the Committee will be appointed by the Board. A majority of the members of the Committee will constitute a quorum, provided that if there are only three members, the quorum shall be three. A majority of the members of the Committee will be empowered to act on behalf of the Committee. Matters decided by the Committee will be decided by majority votes. The chair of the Committee will have an ordinary vote and will not be entitled to exercise a casting vote.

Any member of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a director.

The Committee may form and delegate authority to subcommittees when appropriate.

III. Meetings

The Committee will meet as frequently as circumstances require, but not less frequently than four times per year. The Committee will meet at least quarterly with management, the Company's financial and accounting officer(s) and the Auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. Meetings may be held telephonically to the extent permitted by the Company's organizational documents and applicable law. A resolution in writing signed by all members who are entitled to vote on the resolution at the meeting of the Committee is as valid as if it had been passed at a meeting.

In the absence of the appointed Chair of the Committee at any meeting, the members will elect a chair from those in attendance at the meeting. The Chair, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting. Notice of the time and place of every meeting shall be given in writing, either by email, fax or personal delivery to each member of the Committee at least 24 hours in advance of the meeting.

The Committee will appoint a recording secretary who will keep minutes of all meetings. The recording secretary may be any person and does not need to be a member of the Committee. The recording secretary for the Committee can be changed by simple notice from the Chair.

The Chair will ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as the other directors in advance of the meeting.

The Committee may invite, from time to time, such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee. The Company's accounting and financial officer(s) and the Auditors will attend any meeting when requested to do so by the Chair of the Committee.

IV. Authority and Responsibilities

The Board, after consideration of the recommendation of the Committee, will nominate the Auditors for appointment by the shareholders of the Company in accordance with applicable law. The Auditors report directly to the Audit Committee. The Auditors are ultimately accountable to the Committee and the Board as representatives of the shareholders.

In fulfilling its duties and responsibilities under this Charter, the Committee will be entitled to reasonably rely on (a) the integrity of those persons within the Company and of the professionals and experts (such as the Auditors) from whom it receives information, (b) the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts and (c) the representations made by the Auditors as to any services provided by them to the Company.

The Committee will have the following responsibilities:

A. <u>Auditors</u>

1. Be directly responsible for the appointment, compensation, retention (including termination) and oversight of the work of any independent registered public accounting firm engaged by the Company (including for the purposes of preparing or issuing an audit report or performing other audit, review or attestation services or other work for the Company and including the resolution of disagreements between management and the Company's independent registered public accounting firm regarding financial reporting) and ensure that such firm will report directly to it; recommend to the Board the independent auditors to be nominated for appointment as Auditors of the Company at the Company's annual meeting, the remuneration to be paid to the Auditors for services performed during the preceding year; and recommend to the Board and the shareholders the termination of the appointment of the Auditors, if and when advisable.

2. When there is to be a change of the Auditor, review all issues related to the change, including any notices required under applicable securities law, stock exchange or other regulatory requirements, and the planned steps for an orderly transition.

3. Review the Auditor's audit plan and discuss the Auditor's scope, staffing, materiality, and general audit approach.

4. Review on an annual basis the performance of the Auditors, including the lead audit partner.

5. Take reasonable steps to confirm the independence of the Auditors, which include:

   (a) ensuring receipt from the Auditors of a formal written statement in accordance with applicable regulatory requirements delineating all relationships between the Auditors and the Company;

   (b) considering and discussing with the Auditors any disclosed relationships or services, including non-audit services, that may impact the objectivity and independence of the Auditors;

   (c) approving in advance all auditing services and any non-audit related services provided by the Auditors to the Company, and the fees for such services, with a view to ensuring the independence of the Auditors and, in accordance with applicable regulatory standards, including applicable stock exchange requirements, with respect to approval of non-audit related services performed by the Auditors; and

   (d) as necessary, taking or recommending that the Board take appropriate action to oversee the independence of the Auditors.

6. Review and approve any disclosures required to be included in periodic reports under applicable securities laws, rules and regulations and stock exchange and other regulatory requirements with respect to non-audit services.

7. Confirm with the Auditors and receive written confirmation at least once per year as to (i) the Auditor's internal processes and quality control procedures; and (ii) disclosure of any material issues raised by the most recent internal quality control review, or per review within

the preceding five years respecting independent audit carried out by the Auditors or investigations or government or professional enquiries, reviews or investigations of the Auditors within the last five years.

8. Consider the tenure of the lead audit partner on the engagement in light of applicable securities law, stock exchange or applicable regulatory requirements.

9. Review all reports required to be submitted by the Auditors to the Committee under applicable securities laws, rules and regulations and stock exchange or other regulatory requirements.

10. Receive all recommendations and explanations which the Auditors place before the Committee.

B. <u>Financial Statements and Financial Information</u>

1. Review and discuss with management, the financial and accounting officer(s) and the Auditors, the Company's annual audited financial statements, including disclosures made in management's discussion and analysis, prior to filing or distribution of such statements and recommend to the Board, if appropriate, that the Company's audited financial statements be included in the Company's annual reports distributed and filed under applicable laws and regulatory requirements.

2. Review and discuss with management, the financial and accounting officer(s) and the Auditors, the Company's interim financial statements, including management's discussion and analysis, and the Auditor's review of interim financial statements, prior to filing or distribution of such statements.

3. Review any earnings press releases of the Company before the Company publicly discloses this information.

4. Be satisfied that adequate procedures are in place for the review of the Company's disclosure of financial information and extracted or derived from the Company's financial statements and periodically assess the adequacy of these procedures.

5. Discuss with the Auditor the matters required to be discussed by applicable auditing standards requirements relating to the conduct of the audit including:

   (a) the adoption of, or changes to, the Company's significant auditing and accounting principles and practices;

   (b) the management letter provided by the Auditor and the Company's response to that letter; and

   (c) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, or personnel and any significant disagreements with management.

16. Discuss with management and the Auditors major issues regarding accounting principles used in the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles. Review and discuss analyses

prepared by management and/or the Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative approaches under generally accepted accounting principles.

17. Prepare, or ensure the preparation of, and review any report under applicable securities law, stock exchange or other regulatory requirements, including any reports required to be included in statutory filings.

C. Ongoing Reviews and Discussions with Management and Others

1. Obtain and review an annual report from management relating to the accounting principles used in the preparation of the Company's financial statements, including those policies for which management is required to exercise discretion or judgments regarding the implementation thereof.

2. Periodically review separately with each of management, the financial and accounting officer(s) and the Auditors; (a) any significant disagreement between management and the Auditors in connection with the preparation of the financial statements, (b) any difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information and (c) management's response to each.

3. Periodically discuss with the Auditors, without management being present, (a) their judgments about the quality, integrity and appropriateness of the Company's accounting principles and financial disclosure practices as applied in its financial reporting and (b) the completeness and accuracy of the Company's financial statements.

4. Consider and approve, if appropriate, significant changes to the Company's accounting principles and financial disclosure practices as suggested by the Auditors or management and the resulting financial statement impact. Review with the Auditors or management the extent to which any changes or improvements in accounting or financial practices, as approved by the Committee, have been implemented.

5. Review and discuss with management, the Auditors and the Company's independent counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant impact on the Company's financial statements, including applicable changes in accounting standards or rules, or compliance with applicable laws and regulations, inquiries received from regulators or government agencies and any pending material litigation.

6. Enquire of the Company's financial and accounting officer(s) and the Auditors on any matters which should be brought to the attention of the Committee concerning accounting, financial and operating practices and controls and accounting practices of the Company.

7. Review the principal control risks to the business of the Company, its subsidiaries and joint ventures; and verify that effective control systems are in place to manage and mitigate these risks.

8. Review and discuss with management any earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as any financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be done

generally (i.e. discussion of the types of information to be disclosed and the types of presentations made).

9. Review and discuss with management any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses. Obtain explanations from management of all significant variances between comparative reporting periods.

10. Review and discuss with management the Company’s major risk exposures and the steps management has taken to monitor, control and manage such exposures, including the Company’s risk assessment and risk management guidelines and policies.

D. Risk Management

1. Review, based upon the recommendation of the Auditors and management, the scope and plan of the work to be done by the Company’s financial and accounting group and the responsibilities, budget and staffing needs of such group.

2. Ensure that management has designed and implemented effective systems of risk management and internal controls and, at least annually, review the effectiveness of the implementation of such systems.

3. Approve and recommend to the Board for adoption policies and procedures on risk oversight and management to establish an effective and efficient system for identifying, assessing, monitoring and managing risk relating to financial management and internal control.

4. Review the appointment of the chief financial officer and any key financial executives involved in the financial reporting process and recommend to the Board any changes in such appointments.

E. Other Responsibilities

1. Create an agenda for the ensuing year.

2. Review and approve related-party transactions if required under applicable securities law, stock exchange or other regulatory requirements.

3. Review and approve (a) any change or waiver in the Company’s Code of Business Conduct and Ethics applicable to senior financial officers and (b) any disclosures made under applicable securities law, stock exchange or other regulatory requirements regarding such change or waiver.

4. Establish, review and approve policies for the hiring of employees, partners, former employees or former partners of the Company’s Auditors or former independent auditors.

5. Review and reassess the duties and responsibilities set out in this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.

6. Review its own performance annually, seeking input from management and the Board.

7. Confirm annually that all responsibilities outlined in this Charter have been carried out.

8. Perform any other activities consistent with this Charter, the Company's constating documents and governing law, as the Committee or the Board deems necessary or appropriate.

V. Reporting

The Committee will report regularly to the Board and will submit the minutes of all meetings of the Audit Committee to the Board. The Committee will also report to the Board on the proceedings and deliberations of the Committee at such times and in such manner as the Board may require. The Committee will review with the full Board any issues that have arisen with respect to quality or integrity of the Company’s financial statements, the Company’s compliance with legal or regulatory requirements, the performance or independence of the Auditors or the performance of the Company’s financial and accounting group.

VI. Resources and Access to Information

The Committee will have the authority to retain independent legal, accounting and other advisors or consultants to advise the Committee, as it determines necessary to carry out its duties.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities. The Committee has direct access to anyone in the organization and may request any officer or employee of the Company or the Company’s outside counsel or the Auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee with or without the presence of management. In the performance of any of its duties and responsibilities, the Committee will have access to any and all books and records of the Company necessary for the execution of the Committee’s obligations.

The Committee will determine the extent of funding necessary for payment of (a) compensation to the Company’s independent public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company, (b) compensation to any independent legal, accounting and other advisors or consultants retained to advise the Committee and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

APPENDIX “B”

FINANCIAL STATEMENTS

(See attached)

BEYOND MINERALS INC.

FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

AND

FOR THE PERIOD FROM OCTOBER 8, 2019 (DATE OF INCORPORATION)

TO DECEMBER 31, 2019

(EXPRESSED IN CANADIAN DOLLARS)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Beyond Minerals Inc.

Report on the Audit of the Financial Statements

Opinion
We have audited the financial statements of Beyond Minerals Inc. (the Company), which comprise the statements of financial position as at December 31, 2020 and 2019 and the statements of loss and comprehensive loss, statements of changes in equity and statements of cash flows for the year ended December 31, 2020 and for the period from October 8, 2019 (date of incorporation) to December 31, 2019, 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 2019 and its financial performance and its cash flows for year ended December 31, 2020 and for the period from October 8, 2019 (date of incorporation) to December 31, 2019, 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 those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Relating to Going Concern
We draw your attention to Note 1 in the financial statements, which indicates the Company has accumulated deficit of $26,675 as at December 31, 2020. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report Thereon
Management is responsible for the other information. The other information comprises the annual management's discussion and analysis, but does not include the financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating 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 scepticism 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.

CLEARHOUSE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

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

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

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

Clearhouse LLP

Chartered Professional Accountants
Licensed Public Accountants

Mississauga, Ontario
February 23, 2022

Beyond Minerals Inc.
Statements of Financial Position
(Expressed in Canadian Dollars)

As at December 31,		**2020**		**2019**
ASSETS				
Current				
Cash and cash equivalents	**$**	**8,674**	$	-
Sales tax recoverable		**2,290**		-
Total current assets		**10,964**		-
Total assets	**$**	**10,964**	$	-
LIABILITIES				
Current				
Accounts payable and accrued liabilities (note 9(b)(c)(e))	**$**	**21,909**	$	1,000
Total current liabilities		**21,909**		1,000
Total liabilities		**21,909**		1,000
SHAREHOLDERS' DEFICIENCY				
Share capital (note 6)		**8,230**		5
Shares to be issued (note 12(b))		**7,500**		-
Deficit		**(26,675)**		(1,005)
Total shareholders' deficiency		**(10,945)**		(1,000)
Total liabilities and shareholders' deficiency	**$**	**10,964**	$	-

Nature of Operations and Going Concern (note 1)
Subsequent events (note 12)

Approved on behalf of the Board:

"Craig Gibson"
Director

"Richard Patricio"
Director

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

Beyond Minerals Inc.
Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Year ended December 31, 2020	For the period from October 8, 2019 (date of incorporation) to December 31, 2019
Operating expenses		
Professional fees (note 9(b)(c))	**$ 25,157**	$ 1,000
Office and administrative	**513**	5
Net and comprehensive loss for the year/period	**$ (25,670)**	**$ (1,005)**
Net loss per share - basic and diluted	**$ (0.06)**	$ (1.01)
Weighted average number of common shares outstanding - basic and diluted	**451,669**	1,000

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

Beyond Minerals Inc.
Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year ended December 31, 2020	For the period from October 8, 2019 (date of incorporation) to December 31, 2019
Operating activities		
Net loss for the year/period	**$ (25,670)**	$ (1,005)
Items not affecting cash:		
Changes in non-cash working capital items:		
Sales tax recoverable	**(2,290)**	-
Accounts payable and accrued liabilities	**20,909**	1,000
Net cash used in operating activities	**(7,051)**	(5)
Financing activities		
Private placement (note 6(ii))	**14,995**	-
Issuance of incorporation shares (note 6(i))	**-**	5
Share issue costs	**(6,770)**	-
Shares to be issued (note 12(b))	**7,500**	-
Net cash provided by financing activities	**15,725**	5
Net change in cash and cash equivalents	**8,674**	-
Cash, end of year/period	**$ 8,674**	$ -

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

Beyond Minerals Inc.
Statements of Changes in Shareholders' Deficiency
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Shares to be Issued	Deficit	Total
Issuance of incorporation shares on October 8, 2019 (note 6(i))	**1,000**	**$ 5**	**$ -**	**$ -**	**$ 5**
Net loss for the period	-	-	-	(1,005)	(1,005)
Balance December 31, 2019	**1,000**	**$ 5**	**$ -**	**$ (1,005)**	**$ (1,000)**
Units issued for private placement (note 6(ii))	2,999,000	14,995	-	-	14,995
Share issue costs	-	(6,770)	-	-	(6,770)
Shares to be issued (note 12(b))	-	-	7,500	-	7,500
Net loss for the period	-	-	-	(25,670)	(25,670)
Balance December 31, 2020	**3,000,000**	**$ 8,230**	**$ 7,500**	**$ (26,675)**	**$ (10,945)**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Beyond Minerals Inc. (the "Company") was incorporated on October 8, 2019, under the laws of Canada. The Company is primarily engaged in the business of acquiring and exploring mineral properties.

The head office, principal address, and records office of the Company are located at 360 Main Street, Suite 3000, Winnipeg, Manitoba, R3C 4G1.

Going Concern

In order to carry out future exploration activities, the Company will need to raise additional financing. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available under terms favorable to the Company.

These financial statements have been prepared on a going concern basis, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business. However, the Company is exploration-focused and is subject to the risks and challenges of companies in the same sector. These risks include, but are not limited to, the challenges of securing adequate capital given exploration, development and operational risks inherent in the mining industry as well as global economic, precious and base metal price volatility; all of which are uncertain under current market conditions. As a result of these risks, there is no assurance that the Company's funding initiatives will continue to be successful and these financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material. The Company has an accumulated deficit of $26,675 from inception and a working capital deficit of $10,945. The continuing operations of the Company are dependent on its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal operations as they come due. These conditions indicate that material uncertainties exist that may cast significant doubt on the Company’s ability to continue as a going concern.

The COVID-19 outbreak has been declared a pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy, capital markets and the Company’s financial position cannot be reasonably estimated at this time. The Company is monitoring developments and will adapt its business plans accordingly. The actual and threatened spread of COVID-19 globally could adversely impact the Company’s ability to carry out its plans and raise capital.

The Company’s financial statements were authorized for issue by the Board of Directors on November 24, 2021.

2. BASIS OF PREPARATION

(a) Statement of Compliance

These financial statements have been prepared in accordance with International Accounting Standards using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

(b) Basis of Measurement

These financial statements have been prepared on a historical cost basis except for financial instruments classified at fair value through profit or loss ("FVTPL") which are stated at fair values. The accounting policies have been applied consistently throughout all periods presented in these financial statements.

2. BASIS OF PREPARATION (CONTINUED)

(c) Functional and Presentation Currency

These financial statements are presented in Canadian dollars, which is the functional currency of the Company.

(d) Use of Estimates and Judgement

The preparation of these financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Areas requiring significant estimates and judgments by management include, but are not limited to:

- Impairment indicators – management is required to use judgement when assessing non-financial assets for indicators of impairment.
- Income taxes – measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only become final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements.
- Going concern - Significant judgments are used in the Company's assessment of its ability to continue as a going concern as described in note 1.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and term deposits, together with other short- term, highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

(b) Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses and costs associated with exploration and evaluation activity. Exploration and evaluation expenditures are expensed as incurred.

Once a project has been established as commercially viable and technically feasible, related development expenditure is capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs which give rise to a future benefit.

(c) Income taxes

Income tax on the profit or loss for the period presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous periods.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Income taxes (continued)

Deferred tax is recorded for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred income taxes are recorded to recognize tax benefits only to the extent, based on available evidence, that it is probable that they will be realized. The following temporary differences are not provided for: goodwill not deductible for tax purposes; and the initial recognition of assets or liabilities that affect neither accounting nor taxable loss.

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 expected to be applied to temporary differences which may reverse, based on tax laws, enacted or substantively enacted at the statement of financial position date.

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.

(d) Warrant and share-based compensation

The Company grants stock options to buy common shares of the Company to employees, consultants, directors and officers. The Company may also issue warrants to agents as finders' fees. The Company recognizes share-based compensation expense based on the estimated fair value of the warrants and stock options. A fair value measurement is made for each vesting instalment within each warrant and stock option grant and is determined using the Black-Scholes option-pricing model. The fair value of the warrants and stock options is recognized over the vesting period of the warrant and stock option granted as either share-based compensation expense, or as share issuance costs when awarded to agents as finders' fees, with a corresponding amount recognized for each of share-based compensation and share issuance costs, in reserves. This measurement includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods. The reserves account is subsequently reduced if the warrants and stock options are exercised and the amount initially recorded is then credited to share capital.

Charges for options or warrants that are cancelled or expire are reclassified from reserves to deficit. In addition, where the terms of a stock option or warrant are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based compensation arrangement, or is otherwise beneficial to the employee as measured at the date of modification over the remaining vesting period.

In situations where equity instruments are issued to non-employees and the fair value of some or all of the goods or services received by the entity as consideration cannot be estimated reliably, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

(e) Basic and diluted earnings (loss) per share

Basic earnings (loss) per share is based on the weighted average number of common shares of the Company outstanding during the period. The diluted earnings (loss) per share reflects the potential dilution of common share equivalents, such as outstanding share options, restricted share unit's and warrants, in the weighted average number of common shares outstanding during the period, if dilutive.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issuance of common shares and share warrants are recognized as a deduction from equity, net of any tax effects.

The residual value method is used to calculate the fair value of the warrant component of units issued, whereby the residual value resulting from the private placement proceeds less the fair value of the share component is assigned as the fair value of the warrants. Under this method, the proceeds are allocated first to share capital based on the fair value as determined by the quoted bid price of the common shares and any residual value is allocated to the warrants reserves.

(g) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

(h) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Below is a summary showing the classification and measurement bases of the Company's financial instruments.

Classification	IFRS 9
Cash and cash equivalents	FVTPL
Sales tax recoverable	Amortized Cost
Accounts payable and other liabilities	Amortized Cost

Financial assets

Financial assets are classified as either financial assets at FVTPL, amortized cost, or FVTOCI. The Company determines the classification of its financial assets at initial recognition.

Financial assets recorded at FVTPL

Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost or FVTOCI. Gains or losses on these items are recognized in profit or loss.

Investments recorded at fair value through other comprehensive income (FVOCI)

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to measure the investment at FVOCI whereby changes in the investment's fair value (realized and unrealized) will be recognized permanently in OCI with no reclassification to profit or loss. The election is made on an investment-by-investment basis.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial instruments (continued)

Amortized cost

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at FVTPL: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows, and 2) the asset's contractual cash flows represent "solely payments of principal and interest".

Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

Amortized cost

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

Financial liabilities recorded FVTPL

Financial liabilities are classified as FVTPL if they fall into one of the five exemptions detailed above.

Transaction costs

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

Subsequent measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

Derecognition

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

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial Instruments (continued)

Financial instruments at fair value through profit and loss

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

The carrying amount reflected above represents the Company's maximum exposure to credit risk for the sales tax recoverable. As at December 31, 2020 and 2019, the Company did not hold financial instruments recorded at fair value that would require classification within the fair value hierarchy, except for cash and cash equivalents (Level 1). The carrying value of the financial instruments noted above approximate their fair value due to the short-term nature of these instruments. The carrying value of accounts payable and other liabilities also approximates its fair value.

(i) Impairment

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs of disposal. 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 assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net loss.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Accounting standards issued but not yet effective

Future accounting policies

IAS 1 Classification of Liabilities as Current or Non-Current (Amendment)

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2022 and is to be applied retrospectively. There is currently a proposal in place to extend effective date for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet determined.

4. FINANCIAL RISK MANAGEMENT

The Company manages its exposure to a number of different financial risks arising from operations as well as from the use of financial instruments, including market risks (foreign currency exchange rate and interest rate), credit risk and liquidity risk, through its risk management strategy. The objective of the strategy is to support the delivery of the Company's financial targets while protecting its future financial security and flexibility. Financial risks are primarily managed and monitored through operating and financing activities. The Company does not use derivative financial instruments. The financial risks are evaluated regularly with due consideration to changes in key economic indicators and to up-to-date market information. The Company’s risk exposures and the impact on the Company’s financial instruments are summarized below:

(a) Credit Risk

Credit risk is the financial risk of non-performance of a contracted counter party. The Company's credit risk is primarily attributable to cash and cash equivalents. The Company reduces its credit risk by maintaining its cash with reputable financial institutions.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities as they come due. The Company’s investment policy is to invest its excess cash in high grade investment securities with varying terms to maturity, selected with regard to the expected timing of expenditures for continuing operations. The Company monitors its liquidity position and budgets future expenditures, in order to ensure that it will have sufficient capital to satisfy liabilities as they come due.

As at December 31, 2020, the Company had current liabilities of $21,909 (December 31, 2019 - $1,000) and has cash of $8,674 (December 31, 2019 - $nil) to meet its current obligations (see note 1 for going concern). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity.

(Expressed in Canadian Dollars)

4. FINANCIAL RISK MANGEMENT (CONTINUED)

(c) Market Risk

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has no significant risk to future cash flows from interest rate risk. The Company does not use derivative instruments to reduce its exposure to interest rate risk.

5. CAPITAL MANAGEMENT

The Company considers its capital to be shareholders' deficiency which comprises share capital, shares to be issued and deficit, which as at December 31, 2020, totaled a deficit of $10,945 (December 31, 2019 - $1,000).

The Company's objective when managing capital is to maintain adequate levels of funding to support its exploration activities and to maintain corporate and administrative functions necessary to support operational activities.

The Company manages its capital structure in a manner that provides sufficient funding for operational activities. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurance that the Company will be able to continue raising equity capital in the future.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments, such as cash and other short-term guaranteed deposits, and all are held in major financial institutions.

There were no changes to the Company's approach to capital risk management during the period.

6. SHARE CAPITAL

Authorized share capital

The authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

Common shares issued

	Number of Shares		Share Capital
Issuance of incorporation shares on October 8, 2019 (i)	**1,000**	**$**	**5**
Balance, December 31, 2019	**1,000**	**$**	**5**
Common shares issued for private placements (ii)	2,999,000	$	14,995
Share issue costs	-	$	(6,770)
Balance, December 31, 2020	**3,000,000**	**$**	**8,230**

(i) On October 8, 2019, the Company issued 1,000 common shares to the incorporator of the Company.

(ii) On November 6, 2020, the Company closed a private placement (the "Offering") pursuant to which it issued an aggregate of 2,999,000 units ("Units") at a price of $0.005 per Unit for aggregate gross proceeds of $14,995. Each Unit consists of one (1) common share in the capital of the Company (a "Share") and one (1) common share purchase warrant (a "Warrant"), with each Warrant entitling the holder thereof to acquire one (1) Share at an exercise price of $0.10 per Share for a period of five (5) years from the date of issuance. A value of $nil was estimated for the 2,999,000 warrants using the residual value method.

(Expressed in Canadian Dollars)

7. WARRANTS

The following table reflects the continuity of warrants for the year/period ended December 31, 2020 and 2019:

	Number of Warrants	Weighted Average Exercise Price
Balance, October 8, 2019 to December 31, 2019	**-**	**$ -**
Issued on private placement (note 6(ii))	2,999,000	0.10
Balance, December 31, 2020	**2,999,000**	**$ 0.10**

The following table reflects the actual warrants issued and outstanding as at December 31, 2020:

Expiry Date	Exercise Price ($)	Number of Warrants Outstanding
November 6, 2025	0.10	2,999,000
	0.10	**2,999,000**

8. LOSS PER SHARE

The calculation of basic and diluted loss per share for the year ended December 31, 2020 was based on the loss attributable to common shares of $25,670 (period ended December 31, 2019 – $1,005) and the weighted average number of common shares outstanding of 451,669 (period ended December 31, 2019 – 1,000). Diluted loss did not include the effect of warrants for the year/period presented, as they are anti-dilutive.

9. RELATED PARTY TRANSACTIONS

(a) Key Management Personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company’s Board of Directors and corporate officers, excluding the Chief Financial Officer and the Corporate Secretary.

(b) During the year ended December 31, 2020, the Company paid or accrued professional fees of $6,000 (period ended December 31, 2019 - $nil) to Marrelli Support Services Inc. (“Marrelli Support”), an organization of which Carmelo Marrelli is President. Mr. Marrelli is the Chief Financial Officer ("CFO") of the Company. These services were incurred in the normal course of operations for general accounting and financial reporting matters. Included in the December 31, 2020 accounts payable and accrued liabilities is $6,000 (December 31, 2019 - $nil) due to Marrelli Support.

(c) During the year ended December 31, 2020, the Company also incurred expenditures of $19,663 (period ended December 31, 2019 - $nil) to MLT Aikins LLP for legal services (including disbursements). Tom Provost is a lawyer at MLT Aikins LLP and is the Company's legal counsel and Corporate Secretary. Included in the December 31, 2020 accounts payable and accrued liabilities is $6,854 (December 31, 2019 - $nil) due to MLT Aikins LLP.

(d) In the Offering that closed on November 6, 2020, officers and directors, directly or indirectly, subscribed for 1,750,000 Units for gross proceeds of $8,750.

(Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS (CONTINUED)

(e) Due to shareholders represents amounts that are due to shareholders of the Company from working capital advances and for operating expenses within the normal course of business. These amounts are unsecured, non-interest bearing and have no specific terms of repayment. These amounts are generally reimbursed in the regular course of business, and as such, any amounts are recorded as accounts payable and accrued liabilities. The total amount due to shareholders that is included in accounts payable and accrued liabilities as at December 31, 2020 is $2,055 (December 31, 2019 - $nil).

On October 8, 2019, the Company issued 1,000 common shares to the incorporator of the Company.

10. SEGMENTED INFORMATION

The Company's operations comprise a single reporting operating segment engaged in mineral exploration in Canada. As the operations comprise a single reporting segment, amounts disclosed in the financial statements also represent segment amounts.

11. INCOME TAXES

Rate reconciliation

A reconciliation of actual income tax expense and the accounting loss multiplied by the Company's statutory tax rate of 26.5% is as follows:

		Year ended December 31, 2020		For the period from October 8, 2019 (date of incorporation) to December 31, 2019
Loss before income taxes	**$**	**(25,670)**	$	(1,005)
Expected income tax recovery based on statutory rate		**(6,803)**		(266)
Adjustments to expected income tax recovery:				
Share issue costs recorded directly to equity		**(1,794)**		-
Change in unrecognized deductible temporary difference		**8,597**		266
Tax provision	**$**	**-**	**$**	**-**

Unrecognized Deferred Tax Assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

December 31,		**2020**		**2019**
Non-capital losses	**$**	**7,428**	$	266
Finance costs		**1,435**		-
		8,863		266
Less: Valuation allowance		**(8,863)**		(266)
Net deferred tax assets	**$**	**-**	$	-

(Expressed in Canadian Dollars)

11. INCOME TAXES (CONTINUED)

The Canadian non-capital loss carry forwards expire as noted in the table below. Share issue and financing costs will be fully amortized in 2024. The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

Loss Carry Forwards

The Company's Canadian non-capital income tax losses expire as follows:

Period	Amount
2039	$ 1,005
2040	27,024
	$ 28,029

12. SUBSEQUENT EVENTS

(a) On March 8, 2021, the Company entered into a Mineral Property Purchase Agreement (the “Purchase Agreement”) with Reyna Silver Corp. (the “Vendor”) setting out the terms and conditions upon which the Company acquired a 100% undivided interest in and to the 37 non-contiguous mining claims comprising the Fabie-Trudeau-Eastchester polymetallic project (the “Property”), located approximately 35 kilometres northwest of Rouyn-Noranda, in the province of Quebec. Pursuant to the Purchase Agreement on March 12, 2021, the Company issued 1,000,000 common shares in the share capital of the Company valued at $50,000 to the Vendor and granted the Vendor a 1% net smelter return royalty on the Property pursuant to the terms and conditions of a Net Smelter Returns Royalty Agreement.

(b) On April 25, 2021, the Company issued 3,325,000 common shares of the Company as “flow-through shares” as defined in subsection 66(15) of the Income Tax Act (Canada) and section 359.1 of the Taxation Act (Québec) (the “Flow-Through Shares”) at a price of $0.05 per share for gross proceeds of $166,250. Officers and directors, directly or indirectly, subscribed for 2,300,000 Flow-Through Shares ($115,000). During the year ended December 31, 2020, the Company received proceeds from shareholders of $7,500 for Flow-Through Shares issued on April 25, 2021. The Company is committed to spending $166,250 in qualifying exploration by December 31, 2022.

(c) On June 15, 2021, the Company closed a non-brokered private placement of 5,000,000 common shares of the Corporation at a price of $0.10 per share for gross proceeds of $500,000 (the "June 2021 Offering"). No officers or directors subscribed for common shares, directly or indirectly, under the June 2021 Offering.

(d) On October 1, 2021, the Company entered into an engagement with Haywood Securities Inc. (the "Agent") in connection with the Company's proposed initial public offering of common shares of the Company by way of a long-form prospectus (the "IPO") and stock exchange listing, pursuant to which the Company filed a preliminary prospectus dated November 26, 2021 with the securities regulatory authorities in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario. This preliminary prospectus qualifies the distribution of 3,000,000 common shares of the Company at a price of $0.15 per share (the "Offering Price") for gross proceeds of $450,000.

The proceeds of the IPO will be used to fund exploration and development of the Company’s mineral project, and for working capital and general corporate purposes

The IPO will be subject to all regulatory approvals.

(a) On November 1, 2021, the Company granted 1,125,000 stock options under the Stock Option Plan to directors, officers and consultants of the Company. The options vest immediately and exercisable at exercise price of $0.15 per share for a period of three years from the date of grant, expiring on November 1, 2024.

BEYOND MINERALS INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021

(EXPRESSED IN CANADIAN DOLLARS) (UNAUDITED)

The accompanying unaudited condensed interim financial statements of Beyond Minerals Inc. (the "Company") have been prepared by and are the responsibility of management.

Beyond Minerals Inc.
Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

	As at September 30, 2021	As at December 31, 2020
ASSETS		
Current		
Cash and cash equivalents	**$ 550,108**	$ 8,674
Sales tax recoverable	**15,680**	2,290
Total current assets	**565,788**	10,964
Total assets	**$ 565,788**	$ 10,964
LIABILITIES		
Current		
Accounts payable and accrued liabilities (note 7)	**$ 45,164**	$ 21,909
Total current liabilities	**45,164**	21,909
Total liabilities	**45,164**	21,909
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Share capital (note 4)	**702,238**	8,230
Shares to be issued	**-**	7,500
Deficit	**(181,614)**	(26,675)
Total shareholders' equity (deficiency)	**520,624**	(10,945)
Total liabilities and shareholders' equity (deficiency)	**$ 565,788**	$ 10,964

Nature of Operations and Going Concern (note 1)
Commitments and contingencies (note 8)
Subsequent events (note 10)

Approved on behalf of the Board:

"Craig Gibson"	"Richard Patricio"
Director	**Director**

Beyond Minerals Inc.
Condensed Interim Statements of (Loss) Income and Comprehensive (Loss) Income
(Expressed in Canadian Dollars)
(Unaudited)

	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Operating expenses				
Exploration and evaluation expenditures (note 3)	**$ 13,201**	$ -	**$ 63,201**	$ -
Professional fees (note 7)	**40,489**	(140)	**51,352**	363
Consulting fees (note 7)	**-**	-	**40,000**	-
Office and administrative	**152**	92	**386**	423
Net and comprehensive (loss) income for the period	**$ (53,842)**	$ 48	**$ (154,939)**	$ (786)
Net (loss) earnings per share - basic and diluted	**$ (0.00)**	$ 0.05	**$ (0.02)**	$ (0.79)
Weighted average number of common shares outstanding - basic and diluted (note 6)	**12,325,000**	1,000	**7,697,593**	1,000

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

Beyond Minerals Inc.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Operating activities		
Net loss for the period	**$ (154,939)**	$ (786)
Items not affecting cash:		
Shares issued for non-cash consideration (note 3)	**50,000**	-
Changes in non-cash working capital items:		
Sales tax recoverable	**(13,390)**	(39)
Accounts payable and accrued liabilities	**23,255**	842
Net cash used in operating activities	**(95,074)**	17
Financing activities		
Issuance of flow-through shares (note 4(i))	**158,750**	-
Private placement (note 4(ii))	**500,000**	-
Share issue costs	**(22,242)**	-
Net cash provided by financing activities	**636,508**	-
Net change in cash and cash equivalents	**541,434**	17
Cash, beginning of period	**8,674**	-
Cash, end of period	**$ 550,108**	$ 17

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

Beyond Minerals Inc.
Condensed Interim Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian Dollars)
(Unaudited)

	Number of Shares	Share Capital	Shares to be Issued	Deficit	Total
Balance, December 31, 2019	**1,000**	**$ 5**	**$ -**	**$ (1,005)**	**$ (1,000)**
Net loss for the period	-	-	-	(786)	(786)
Balance September 30, 2020	**1,000**	**$ 5**	**$ -**	**$ (1,791)**	**$ (1,786)**
Balance, December 31, 2020	**3,000,000**	**8,230**	**7,500**	**(26,675)**	**(10,945)**
Shares issued to acquire mineral property (note 3)	1,000,000	50,000	-	-	50,000
Issuance of flow-through shares (note 4(i))	3,325,000	166,250	(7,500)	-	158,750
Shares issued for private placement (note 4(ii))	5,000,000	500,000	-	-	500,000
Share issue costs	-	(22,242)	-	-	(22,242)
Net loss for the period	-	-	-	(154,939)	(154,939)
Balance September 30, 2021	**12,325,000**	**$ 702,238**	**$ -**	**$ (181,614)**	**$ 520,624**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Beyond Minerals Inc. (the "Company") was incorporated on October 8, 2019, under the laws of Canada. The Company is primarily engaged in the business of acquiring and exploring mineral properties.

The head office, principal address, and records office of the Company are located at 360 Main Street, Suite 3000, Winnipeg, Manitoba, R3C 4G1.

Going Concern

In order to carry out future exploration activities, the Company will need to raise additional financing. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available under terms favorable to the Company.

These unaudited condensed interim financial statements have been prepared on a going concern basis, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business. However, the Company is exploration-focused and is subject to the risks and challenges of companies in the same sector. These risks include, but are not limited to, the challenges of securing adequate capital given exploration, development and operational risks inherent in the mining industry as well as global economic, precious and base metal price volatility; all of which are uncertain under current market conditions. As a result of these risks, there is no assurance that the Company's funding initiatives will continue to be successful and these unaudited condensed interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material. The Company has incurred losses in previous years, with current net loss of $(154,939) for the nine months ended September 30, 2021 and has an accumulated deficit of $181,614 as at September 30, 2021 (December 31, 2020 - $26,675). The continuing operations of the Company are dependent on its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal operations as they come due. These conditions indicate that material uncertainties exist that may cast significant doubt on the Company’s ability to continue as a going concern.

The COVID-19 outbreak has been declared a pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy, capital markets and the Company’s financial position cannot be reasonably estimated at this time. The Company is monitoring developments and will adapt its business plans accordingly. The actual and threatened spread of COVID-19 globally could adversely impact the Company’s ability to carry out its plans and raise capital.

The Company’s unaudited condensed interim financial statements were authorized for issue by the Board of Directors on February 23, 2022.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION

Statement of Compliance

These unaudited condensed interim financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. These unaudited condensed interim financial statements are presented in Canadian dollars which is the functional currency of the Company. In addition, these unaudited condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the IFRS Interpretations Committee ("IFRIC"). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements.

The policies applied in these unaudited condensed interim financial statements are based on IFRS issued and outstanding as of February 23, 2022 the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2020, except as noted below. Any subsequent changes to IFRS that are given effect in the Company’s annual financial statements for the year ending December 31, 2021 could result in restatement of these unaudited condensed interim financial statements.

Future accounting policies

IAS 1 Classification of Liabilities as Current or Non-Current (Amendment)

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2022 and is to be applied retrospectively. There is currently a proposal in place to extend effective date for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet determined.

(Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION EXPENDITURES

On March 8, 2021, the Company entered into a Mineral Property Purchase Agreement (the "Purchase Agreement") with Reyna Silver Corp. (the "Vendor") setting out the terms and conditions upon which the Company acquired a 100% undivided interest in and to the 37 non-contiguous mining claims comprising the Fabie-Trudeau-Eastchester polymetallic project (the "Property"), located approximately 35 kilometres northwest of Rouyn-Noranda, in the province of Quebec. Pursuant to the Purchase Agreement on March 12, 2021, the Company issued 1,000,000 common shares in the share capital of the Company valued at $50,000 to the Vendor and granted the Vendor a 1% net smelter return royalty on the Property pursuant to the terms and conditions of a Net Smelter Returns Royalty Agreement.

	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Fabie-Trudeau-Eastchester Property				
Acquisition costs - mining claims	**$ -**	$ -	**$ 50,000**	$ -
Assays	**625**	-	**625**	-
Geological consulting	**9,300**	-	**9,300**	-
Site inspection	**2,550**	-	**2,550**	-
Travel	**726**	-	**726**	-
Total exploration and evaluation expenditures	**$ 13,201**	**$ -**	**$ 63,201**	**$ -**

4. SHARE CAPITAL

Authorized share capital

The authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

Common shares issued

As at September 30, 2021, the total number of shares issued was 12,325,000 and valued at $702,238. The change in issued share capital for the periods presented were as follows:

	Number of Shares	Share Capital
Balance, December 31, 2019 and September 30, 2020	**1,000**	**$ 5**
Balance, December 31, 2020	**3,000,000**	**$ 8,230**
Common shares issued to acquire mineral property (note 3)	1,000,000	50,000
Common shares issued as flow-through shares (i)	3,325,000	166,250
Common shares issued for private placements (ii)	5,000,000	500,000
Share issue costs	-	(22,242)
Balance, September 30, 2021	**12,325,000**	**$ 702,238**

(i) On April 25, 2021, the Company issued 3,325,000 common shares of the Company as "flow-through shares" as defined in subsection 66(15) of the Income Tax Act (Canada) and section 359.1 of the Taxation Act (Québec) (the "Flow-Through Shares") at a price of $0.05 per share for gross proceeds of $166,250.

(ii) On June 15, 2021, the Company closed a non-brokered private placement of 5,000,000 common shares of the Company at a price of $0.10 per share for gross proceeds of $500,000 (the "June 2021 Offering"). No officers or directors subscribed for common shares, directly or indirectly, under the June 2021 Offering.

(Expressed in Canadian Dollars)

5. WARRANTS

The following table reflects the continuity of warrants for the periods ended September 30, 2021 and 2020:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2019 and September 30, 2020	**-**	**$ -**
Issued on private placement	2,999,000	0.10
Balance December 31, 2020 and September 30, 2021	**2,999,000**	**$ 0.10**

The following table reflects the actual warrants issued and outstanding as at September 30, 2021:

Expiry Date	Exercise Price ($)	Remaining Contractual Life (years)	Number of Warrants Outstanding
November 6, 2025	0.10	4.10	2,999,000
	0.10	**4.10**	**2,999,000**

6. (LOSS) EARNINGS PER SHARE

The calculation of basic and diluted (loss) earnings per share for the three and nine months ended September 30, 2021 was based on the net and comprehensive (loss) income attributable to common shares of $(53,842) and $(154,939), respectively (three and nine months ended September 30, 2020 – $48 and $(786), respectively) and the weighted average number of common shares outstanding for the three and nine months ended September 30, 2021 of 12,325,000 and 7,697,593, respectively (three and nine months ended September 30, 2020 – 1,000). Diluted (loss) earnings per share for the three and nine months ended September 30, 2021 did not include the effect of 2,999,000 warrants (three and nine months ended September 30, 2020 – nil warrants) as they are anti-dilutive.

7. RELATED PARTY TRANSACTIONS

(a) Key Management Personnel

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

(b) During the three and nine months ended September 30, 2021, the Company paid consulting fees of $nil and $15,000, respectively (three and nine months ended September 30, 2020 - $nil) to the Chief Executive Officer ("CEO") of the Company.

(c) During the three and nine months ended September 30, 2021, the Company paid consulting fees of $nil and $25,000, respectively (three and nine months ended September 30, 2020 - $nil) to Finalé Consulting Inc. ("FCI"), an organization controlled by a shareholder that beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company. As at September 30, 2021, FCI is owed $250 (December 31, 2020 - $nil).

7. RELATED PARTY TRANSACTIONS (CONTINUED)

(d) During the three and nine months ended September 30, 2021, the Company paid or accrued professional fees of $5,006 and $10,869, respectively (three and nine months ended September 30, 2020 – $nil) to Marrelli Support Services Inc. (“Marrelli Support”), an organization of which Carmelo Marrelli is President. Mr. Marrelli is the Chief Financial Officer ("CFO") of the Company. These services were incurred in the normal course of operations for general accounting and financial reporting matters. Included in the September 30, 2021 accounts payable and accrued liabilities is $14,543 (December 31, 2020 - $6,000) due to Marrelli Support.

(e) During the three and nine months ended September 30, 2021, the Company also incurred expenditures of $26,233 and $48,475, respectively (three and nine months ended September 30, 2020 – $nil and $503, respectively) to MLT Aikins LLP for legal services, including disbursements. Tom Provost is a lawyer at MLT Aikins LLP and is the Company's legal counsel and Corporate Secretary. Included in the September 30, 2021 accounts payable and accrued liabilities is $21,121 (December 31, 2020 - $6,854) due to MLT Aikins LLP.

(f) Of the Flow-Through Shares that were issued on April 25, 2021, officers and directors, directly or indirectly, subscribed for 2,300,000 Flow-Through Shares for gross proceeds of $115,000.

(g) Due to shareholders represents amounts that are due to shareholders of the Company from working capital advances and for operating expenses within the normal course of business. These amounts are unsecured, non-interest bearing and have no specific terms of repayment. These amounts are generally reimbursed in the regular course of business, and as such, any amounts are recorded as accounts payable and accrued liabilities. The total amount due to shareholders that is included in accounts payable and accrued liabilities as at September 30, 2021 is $1,250 (December 31, 2020 - $2,055).

8. COMMITMENTS AND CONTINGENCIES

Flow-through commitment

The Company is obligated to spend $166,250 by December 31, 2022. As at September 30, 2021, the Company had spent $13,201 as part of the flow-through funding agreement for shares issued on April 25, 2021. The flow-through agreements require the Company to renounce certain tax deductions for Canadian exploration expenditures incurred on the Company's mineral properties to flow-through participants. If the Company does not incur the required qualifying expenditures, it will be required to indemnify the holders of the flow-through shares for any related tax amounts that become payable by them as a result of the Company not meeting its expenditure commitments.

9. SEGMENTED INFORMATION

The Company’s operations comprise a single reporting operating segment engaged in mineral exploration in Canada. As the operations comprise a single reporting segment, amounts disclosed in these unaudited condensed interim financial statements also represent segment amounts.

10. SUBSEQUENT EVENTS

(a) On November 1, 2021, the Company granted 1,125,000 stock options under the Stock Option Plan to directors, officers and consultants of the Company. The options vest immediately and are exercisable at an exercise price of $0.15 per share for a period of three years from the date of grant, expiring on November 1, 2024.

(b) On October 1, 2021, the Company entered into an engagement with Haywood Securities Inc. (the "Agent") in connection with the Company's proposed initial public offering of common shares of the Company by way of a long-form prospectus (the "IPO") and stock exchange listing, pursuant to which the Company filed a preliminary prospectus dated November 26, 2021 with the securities regulatory authorities in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario. This preliminary prospectus qualifies the distribution of 3,000,000 common shares of the Company at a price of $0.15 per share (the "Offering Price") for gross proceeds of $450,000.

In consideration for its services, the Company has agreed to pay the Agent: (i) a cash commission equal to 7.5% of the gross proceeds raised through the IPO; (ii) issue the Agent a number of broker warrants equal to 7.5% of the aggregate number of common shares issued by the Company through the IPO, with an exercise price equal to the Offering Price for a term of 24 months from the closing of the IPO; (iii) pay the Agent a corporate finance fee of $25,000, of which $12,500 will be payable in cash and $12,500 will be payable by 83,333 common shares of the Company at a price equal to the Offering Price.

In addition, the Company will pay expenses and fees of the Agent in connection with the IPO, of which $10,000 was advanced as a retainer.

The Company has also granted the Agent an option exercisable in whole or in part at the sole discretion of the Agent, at any time up to 48 hours prior to the closing of the IPO, to offer for sale to the public up to an additional 450,000 common shares of the Company at a price equal to the Offering Price.

The proceeds of the IPO will be used to fund exploration and development of the Company’s mineral project, and for working capital and general corporate purposes.

The IPO will be subject to all regulatory approvals.

APPENDIX "C"

MANAGEMENT DISCUSSION AND ANALYSIS

(See attached)

BEYOND MINERALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2020

(Expressed in Canadian Dollars)

Prepared by:

BEYOND MINERALS INC.

30th Floor – 360 Main Street,
Winnipeg, Manitoba, R3C 4G1

Discussion dated February 23, 2022

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Beyond Minerals Inc. ("Beyond" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2020. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual financial statements of the Company for the year ended December 31, 2020 and for the period from October 8, 2019 (date of incorporation) to December 31, 2019, together with the notes thereto. The Company's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). Information contained herein is presented as of February 23, 2022, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Beyond common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on SEDAR at **www.sedar.com**.

Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. Such forward-looking statements includes, without limitation, statements with respect to the Company's expectations, strategies and plans for the Eastchester-Fabie-Trudeau Property, including the Company's planned exploration; the results of future exploration, estimated completion dates for certain milestones and the Company's plans with respect to the Eastchester Fabie-Trudeau Property; the costs and timing of future exploration and development; future financial or operating performance and condition of the Company and its business, operations and properties, including expectations regarding liquidity and capital structure; the IPO and the terms and anticipated timing thereof, including the anticipated Offering Price and gross proceeds; the intended use of the net proceeds of the Offering; the adequacy of funds from the IPO to support the Company's business objectives, including with respect to its exploration, development and production activities; and the Company's proposed application to list the common shares of the Company on the Canadian Securities Exchange as of the day before the closing of the IPO and anticipated timing thereof.

Forward-looking statements are not a guarantee of future performance and is based upon a number of estimates and assumptions of 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 MD&A or as of the date specified in such statement including, 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 Company's properties and assets; the timing and results of exploration and development programs; the geology of the Eastchester-Fabie-Trudeau Property being as described in the Technical Report; the accuracy of budgeted exploration, development, operational and administrative costs and expenditures; operating conditions being favourable such that the Company 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; and the Company's ability to acquire and retain key personnel.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance, or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. Such risks include, without limitation: the widespread impact of the novel coronavirus ("COVID-19") as a global pandemic and government responses thereto; natural disasters, geopolitical instability or other unforeseen events; mineral prices are volatile and may be lower than expected; mining operations are risky; resource exploration and development is a speculative business; the successful operation of exploration activities at the Eastchester-Fabie-Trudeau Property depend on the skills of the Company's management and teams; operations during mining cycle peaks are more expensive; title to the Eastchester-Fabie-Trudeau Property may be disputed; Aboriginal title claims may impact the Company's interest in the Eastchester-Fabie-Trudeau Property; the Company may fail to comply with the law or may fail to obtain or renew necessary permits and licenses; compliance with environmental regulations can be costly; social and environmental activism can negatively impact exploration, development and mining activities; the mining industry is intensely competitive; inadequate infrastructure may constrain mining operations; the Company may incur losses and experience negative operating cash flow for the foreseeable future; the Company may be subject to costly legal proceedings; the Company will incur increased costs as a result of complying with the reporting requirements, rules and regulations affecting public issuers; the Eastchester-Fabie-Trudeau Property is located in an underdeveloped rural area; the Company may not use the proceeds from the IPO as described in this MD&A; the Company may not be able to obtain sufficient capital to pursue all of its intended exploration activities or continue on a going concern basis; the Company may be negatively impacted by changes to mining laws and regulations; and stock exchange listing is not certain.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company's ability to predict or control. Please also refer to those risk factors referenced in the "Risks and Uncertainties" section below and the "Risk Factors" section of the final long form prospectus in respect of the Offering (the "Prospectus") filed and dated February 23, 2022. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether because of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company was incorporated on October 8, 2019, under the laws of Canada. The Company is a natural resource company engaged in the acquisition and exploration of mineral properties in Canada. To date, the Company has not generated significant revenues from operations.

The Company has no revenues, so its ability to ensure continuing operations is dependent on the discovery of economically recoverable reserves, confirmation of its interest in the underlying mineral claims, and its ability to obtain necessary financing to complete the exploration activities, development, if they are proven successful, and future profitable production.

Beyond's goal is to deliver superior returns to shareholders by concentrating on the acquisition and exploration of mining properties. The Company currently plans to focus on its current property interests, as set out below under "Mineral Property Interests".

The Company will continue to attempt to raise capital to meet its ongoing operating activities.

Outlook and Economic Conditions

The Company is a Canadian base and precious metal exploration company, focused on exploring its current property interests, and on acquisitions of other mineral exploration properties, should such acquisitions be consistent with its objectives and acquisition criteria. The Company currently has operations in the Province of Quebec, Canada. The Company's financial success will be dependent upon the extent to which it can make discoveries and on the economic viability of any such discoveries. The development of such assets may take years to complete and the resulting income, if any, is difficult to determine with any certainty. To date, the Company has not produced any revenues. The sales value of any minerals discovered by the Company is largely dependent upon factors beyond its control, such as the market value of the commodities produced.

There are significant uncertainties regarding the prices of base and precious metal and the availability of equity financing for the purposes of exploration and evaluation. The future performance of the Company is largely tied to the successful exploration, discovery and eventual development of its property interests, if they are proven successful, and other prospective business opportunities and the overall financial markets. Financial markets are likely to be volatile, reflecting ongoing concerns about the stability of the global economy. However, recently, equity markets in Canada have showed signs of improvement, with equities increasing significantly during this period. Strong equity markets are favourable conditions for completing a financing, public merger or acquisition transaction.

Management regularly monitors economic conditions, estimates their impact on the Company's operations, and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 outbreak, material uncertainties may come into existence that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Global gold prices;
- Demand for gold and the ability to explore for gold;
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labour availability and supply lines;
- Availability of essential supplies, such as water and electricity;
- Purchasing power of the Canadian dollar; or

- Ability to obtain funding.

The Canadian government has not introduced measures which impede the activities of Beyond. Management believes the business will continue and accordingly, the current situation bears no impact on management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of Beyond in future periods. Accordingly, to execute the Company's plans for acquiring its current property interest as outlined under the heading "Mineral Property Interests" and meet the Company's administrative overhead, the Company is required to complete a financing. See "Risks and Uncertainties".

Highlights

- On October 8, 2019, the Company issued 1,000 common shares to the incorporator of the Company.

- On November 6, 2020, the Company closed a private placement pursuant to which it issued an aggregate of 2,999,000 units ("Units") at a price of $0.005 per Unit for aggregate gross proceeds of $14,995. Each Unit consists on one (1) common share in the capital of the Company (a "Share") and one (1) common share purchase warrant (a "Warrant"), with each Warrant entitling the holder thereof to acquire one (1) Share at an exercise price of $0.10 per Share for a period of five (5) years from the date of issuance. Officers and directors, directly or indirectly, subscribed for 1,750,000 Units for $8,750.

Events subsequent to December 31, 2020

- On March 8, 2021, the Company entered into a Mineral Property Purchase Agreement with Reyna Silver Corp. (the "Vendor") setting out the terms and conditions upon which the Company acquired a 100% undivided interest in and to the 37 non-contiguous mining claims comprising the Fabie-Trudeau-Eastchester polymetallic project (the "Property"), located approximately 35 kilometres northwest of Rouyn-Noranda, in the province of Quebec. Pursuant to the Purchase Agreement on March 12, 2021, the Company issued 1,000,000 common shares in the share capital of the Company valued at $50,000 to the Vendor and granted the Vendor a 1% net smelter return royalty on the Property pursuant to the terms and conditions of a Net Smelter Returns Royalty Agreement.

- On April 25, 2021, the Company issued 3,325,000 common shares of the Company as "flow-through shares" as defined in subsection 66(15) of the Income Tax Act (Canada) and section 359.1 of the Taxation Act (Québec) (the "Flow-Through Shares") at a price of $0.05 per share for gross proceeds of $166,250. Officers and directors, directly or indirectly, subscribed for 2,300,000 Flow-Through Shares for $115,000. During the year ended December 31, 2020, the Company received proceeds from shareholders of $7,500 for Flow-Through Shares issued on April 25, 2021.

- On June 15, 2021, the Company closed a non-brokered private placement of 5,000,000 common shares of the Corporation at a price of $0.10 per share for aggregate gross proceeds of $500,000 (the "June 2021 Offering"). No officers or directors subscribed for common shares, directly or indirectly, under the June 2021 Offering.

- Pursuant to the incorporation of the Company, the board of directors of the Company appointed Mr. Craig Gibson as President and Chief Executive Officer of the Company pursuant to a consulting arrangement under which he was to be paid a fee of $15,000.00, inclusive of any applicable sales taxes (the "CEO Fee"), for his services to the Company as an independent contractor from the date of incorporation to the closing of a going public transaction by the Company (the "Services Term"), payable following completion of the $0.10 financing round completed on June 15, 2021 (the "Payment Target Date"). Following Mr. Gibson's appointment, the Company retained the services of Finalé Consulting Inc. ("FCI") to provide strategic advice to management of the Company on Canadian capital markets and opportunities in the junior mining exploration sector pursuant to a consulting arrangement under which the Company agreed to pay FCI $25,000, plus applicable sales taxes (the "FCI Fee" and together with the CEO Fee, the "Consulting Fees"), for its services to the Company as an independent contractor during the Services Term, payable following the Payment Target Date.

- On July 16, 2021, the Company entered into a consulting agreement with Breakaway Exploration Management Inc. to obtain consulting services of qualified geologists and other personnel including subcontractors to complete geological, mineral exploration and other technical consulting work (the "Services") pertaining to the Company's Fabie-Trudeau-Eastchester property for an estimated cost of $13,275, plus applicable value added taxes. The scope of the Services is limited to the preparation of a technical report prepared according to the criteria of the Canadian Securities Administrators' National Instrument 43-101 Standards of Disclosure for Mineral Projects policy.

- On November 1, 2021, the Company received the resignation of Mark Fedikow as a director of the Company, and appointed Mr. Fedikow as an advisor to the Board of Directors and management of the Company. The Company appointed Tom Provost to replace Mr. Fedikow as a director of the Company.

- On November 1, 2021, the Company appointed Craig Gibson, Wanda Cutler and Richard Patricio as members of the Company's audit committee.

- On November 1, 2021, the Company granted 1,125,000 stock options under the Stock Option Plan to directors, officers and consultants of the Company. The options vest immediately and are exercisable at an exercise price of $0.15 per share for a period of three years from the date of grant, expiring on November 1, 2024.

- On November 26, 2021, the Company announced the completion of a National Instrument 43-101 Standards of Disclosure for Mineral Projects technical report (the "Technical Report") with an effective date of August 31, 2021 and entitled "Technical Report on the Eastchester-Fabie-Trudeau Property, NTS Sheets 32D/06 and 32D/11, 48.46° N. Lat., 79.26 ° W. Long., for Beyond Minerals Inc." in respect of its 100% owned Property.

- On October 1, 2021, the Company entered into an engagement with Haywood Securities Inc. (the "Agent") in connection with the Company's proposed initial public offering of common shares of the Company by way of a long-form prospectus (the "IPO") and stock exchange listing, pursuant to which the Company filed a preliminary prospectus dated November 26, 2021 with the securities regulatory authorities in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario. This preliminary prospectus qualifies the distribution ("the Offering") of 3,000,000 common shares of the Company at a price of $0.15 per share (the "Offering Price") for gross proceeds of $450,000.

  In consideration for its services, the Company has agreed to pay the Agent: (i) a cash commission equal to 7.5% of the gross proceeds raised through the IPO; (ii) issue the Agent a number of broker warrants equal to 7.5% of the aggregate number of common shares issued by the Company through the IPO, with an exercise price equal to the Offering Price for a term of 24 months from the closing of the IPO; (iii) pay the Agent a corporate finance fee of $25,000, of which $12,500 will be payable in cash and $12,500 will be payable by 83,333 common shares of the Company at a price equal to the Offering Price.

  In addition, the Company will pay expenses and fees of the Agent in connection with the IPO, of which $10,000 was advanced as a retainer.

  The Company has also granted the Agent an option exercisable in whole or in part at the sole discretion of the Agent, at any time up to 48 hours prior to the closing of the IPO, to offer for sale to the public up to an additional 450,000 common shares of the Company at a price equal to the Offering Price.

The proceeds of the IPO will be used to fund exploration and development of the Company's mineral project, and for working capital and general corporate purposes. The IPO will be subject to all regulatory approvals.

Overall Objective

The primary business objective of Beyond is the acquisition, exploration and evaluation of mineral properties in Canada. In furtherance of this objective, the Company established the following business strategy:

- Develop and implement a discretionary exploration budget on its property interests with a view to establishing a viable mineral deposit; and

- Capitalize on management's technical expertise and ability to identify, evaluate, and acquire exploration properties.

See "Risks and Uncertainties" below.

Trends

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Strong equity markets are favorable conditions for completing a public merger, financing, or acquisition transaction. Apart from these and the risk factors noted under the heading "Risks and Uncertainties", and "Outlook and Economic Conditions", management is not aware of any other trends, commitments, events, or uncertainties that would have a material effect on the Company's business, financial condition, or results of operations.

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity, capital expenditures and capital resources that would be material to investors.

Mineral Property Interests

Technical information

Craig Gibson, a Director and officer of the Company, is a Qualified Person under the definition of National Instrument 43-101. Craig Gibson has approved the disclosure contained under the heading "Mineral Property Interests" and has verified the scientific and technical data contained herein.

The following table summarizes the Company's current exploration programs at the Eastchester-Fabie-Trudeau Property, and total estimated cost to complete each exploration program, and total expenditures incurred during the period presented.

Activities for the Year Ended December 31, 2020	Spent (approx.)	Planned Fiscal Expenditures December 31, 2020 (approx.)
N/A	$ nil	$ nil
Total	**$ nil**	**$ nil**

The Company currently has no active exploration programs and have not incurred any exploration expenditures during the period presented.

The description of the Company's plans for the exploration programs, the status of the exploration programs relative to the plan, expenditures incurred, and how these relate to anticipated timing and costs to take the exploration programs to the next stage for fiscal 2021 can be found in the "Material Property" section of the Prospectus. This information will also be included in the Company's future MD&A filings.

Selected Annual Financial Information

	Year ended December 31, 2020 ($)	For the period from October 8, 2019 (date of incorporation) to December 31, 2019 ($)
Revenue	nil	nil
Net loss	(25,670)	(1,005)
Net loss per share – basic and diluted	(0.06)	(1.01)
	As at December 31, 2020 ($)	**As at December 31, 2019 ($)**
Total assets	10,964	nil
Total long-term liabilities	nil	nil

Summary of Quarterly Results

Three Months Ended	Profit and Loss		Total Assets ($)
	Total ($)	Basic and Diluted Income (Loss) Per Share (7) (8) ($)	
2020-December 31	(24,885) (2)	(0.01)	10,964
2020-September 30	49 (3)	0.05	57
2020-June 30	(90) (4)	(0.09)	8
2020-March 31	(744) (5)	(0.74)	98
2019-December 31 (1)	(1,005) (6)	(1.01)	nil

(1) For the period from October 8, 2019 (date of incorporation) to December 31, 2019.
(2) Net loss of $24,885 consisted of: professional fees of $24,794 and office and general of $91.
(3) Net income of $49 consisted of: overdraft payment recovery for professional fees of $140 and offset by office and general of $91.
(4) Net loss of $90 consisted of: office and general of $90.
(5) Net loss of $744 consisted of: professional fees of $503 and office and general of $241.

(6) Net loss of $1,005 consisted of: professional fees of $1,000 and office and general of $5.
(7) Basic and diluted.
(8) Per share amounts are rounded to the nearest cent, therefore aggregating quarterly amounts may not reconcile to year-to-date per share amounts.

Financial Highlights

Financial Performance

Three Months Ended December 31, 2020, Compared with the Period from October 8, 2019 (Date of Incorporation) to December 31, 2019

Beyond's net loss totaled $24,885 for the three months ended December 31, 2020, with basic and diluted loss per share of $0.01. This compares with a net loss of $1,005 with basic and diluted loss per share of $1.01 for the period from October 8, 2019 to December 31, 2019. The increase of $23,880 was principally because:

- During the three months ended December 31, 2020, professional fees increased by $23,794 compared to the period from October 8, 2019 to December 31, 2019, due to the increased legal fees related to the initial public offering and CSE listing. The increase is also due to the increased accounting and audit fees incurred during the three months ended December 31, 2020.

- All other expenses related to general working capital purposes.

Year Ended December 31, 2020, Compared with the Period from October 8, 2019 (Date of Incorporation) to December 31, 2019

Beyond's net loss totaled $25,670 for the year ended December 31, 2020, with basic and diluted loss per share of $0.06. This compares with a net loss of $1,005 with basic and diluted loss per share of $1.01 for the period from October 8, 2019 to December 31, 2019. The increase of $24,665 was principally because:

- During the year ended December 31, 2020, professional fees increased by $24,157 compared to the period from October 8, 2019 to December 31, 2019, due to the increased legal fees related to the initial public offering and CSE listing. The increase is also due to the increased accounting and audit fees incurred during the year ended December 31, 2020.

- All other expenses related to general working capital purposes.

Cash Flow

At December 31, 2020, the Company had cash of $8,674. The increase in cash of $8,674 from the December 31, 2019 cash balance of $nil was a result of cash outflow in operating activities of $7,051 and cash inflow from financing activities of $15,725.

Operating activities were affected by net loss of $25,670 and non-cash working capital items of $18,619. Non-cash working capital balances consisted of an increase in sales tax recoverable of $2,290 and an increase in accounts payable and accrued liabilities of $20,909.

Financing activities were affected by proceeds from private placements of $14,995, proceeds from shares to be issued of $7,500 and offset by share issuance costs of $6,770.

Liquidity and Financial Position

The activities of the Company, principally the acquisition, exploration, and evaluation of mineral properties, are financed through equity offerings and the exercise of warrants or options. The Company continues to seek capital through various means including the issuance of equity and/or debt.
The Company has no operating revenues and therefore must utilize its current cash reserves and other financing transactions to maintain its capacity to meet ongoing discretionary and committed exploration and operating activities.

At December 31, 2020, the Company had a working capital deficiency of $10,945 (December 31, 2019 – $1,000).

At December 31, 2020, the Company has no debt. Its credit and interest rate risk are minimal and amounts payable and other liabilities are short term and non-interest bearing.

The Company's use of cash at present, and in the future will occur, principally in two areas, namely, funding of its general and administrative expenditures and funding of its exploration on its mineral properties. For fiscal 2021, the Company's expected operating expenses are estimated to be $5,750 per month for recurring administrative costs. The Company will continue to evaluate its exploration projects and currently estimates its exploration budget to be $402,820.

In connection with the IPO, the Company intends to use the net proceeds from the IPO (i) to fund exploration and development activities on the Eastchester-Fabie-Trudeau Property; (ii) to complete Phase I of the work program recommended pursuant to the Technical Report (see "Recommendations" section of the Technical Report), (iii) to complete Phase II of the work program recommended pursuant to the Technical Report in the event that the results of the Phase I exploration program warrant conducting same (see "Recommendations" section of the Technical Report); and (iv) for general and administrative purposes and working capital requirements, as indicated in the following table:

Principal Purposes	**Funds to be Used**(1)
Completing Phase I of the work program recommended pursuant to the Technical Report(2)	$155,320
Completing Phase II of the work program recommended pursuant to the Technical Report(2)(3)	$247,500
General and administrative costs for 12 months following completion of the Offering	$201,000
Unallocated working capital(4)	$164,162(5)
Total	**$767,982**(5)

Notes:
(1) The Company intends to spend the funds available to it as stated in this MD&A. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary.
(2) See "Material Property - Recommendations" section of the Prospectus for a summary of the work to be undertaken and a breakdown of the estimated costs.
(3) The Phase II work program is contingent upon positive results being obtained from the Phase I work program on the Eastchester-Fabie-Trudeau Property.
(4) Unallocated capital with respect to the Eastchester-Fabie-Trudeau Property can be seen as an additional contingency to fund unforeseen developments requiring action.
(5) Assuming the Agent's Option is not exercised.

Upon completion of the Offering, the Company's anticipated general and administrative costs for the twelve months following completion of the Offering are outlined in the table below.

General and Administrative Costs	Available Funds
Accounting and audit fees	$25,000
Legal fees	$20,000
Insurance, bank charges and other office costs	$15,000
Management, consulting and administration fees(1)	$66,000
Marketing and promotion	$45,000
Transfer agent and regulatory fees	$30,000
Total	**$201,000**

Notes:
(1) The Company anticipates paying fees totalling $24,000 ($2,000 per month) to Dr. P. Craig Gibson (President and CEO) and $42,000 ($3,500 per month) to Marrelli Support Services Inc., for the services of Mr. Carmelo Marrelli (CFO), each a related party of the Company, as compensation for their services to the Company over the next 12 months pursuant to the terms of employment, consulting and/or management agreements to be negotiated and entered into following the closing of the Offering.

See the "Use of Proceeds" section of the Prospectus.

Unutilized net proceeds of the Offering, if any, will be invested by the Company in an interest-bearing account with a major Canadian bank and used for working capital requirements. While the Company intends to spend the net proceeds from the Offering as stated above, there may be circumstances where, for sound business reasons, funds may be re-allocated at the discretion of the Board or management. See "Risk Factors" section of the Prospectus. Subject to, and upon the completion of the Offering, the Company's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months.

Proceeds raised pursuant to the exercise of the Agent's Option, if any, are intended to be allocated to general and administrative purposes and working capital requirements.

The Company is an exploration stage company and has not generated cash flow from operations. As at December 31, 2020, the Company had negative cash flow from operating activities. The Company expects to continue to incur negative operating cash flow and losses for the foreseeable future. To the extent that the Company has negative operating cash flow in future periods, it will need to allocate a portion of its cash (including proceeds from the Offering) to fund such negative cash flow. If the Company experiences future negative cash flow, the Company may also be required to raise additional funds through the issuance of equity or debt securities. See "Risks and Uncertainties" section below.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers, excluding the Chief Financial Officer and the Corporate Secretary. Beyond was a party to the following transactions with related parties:

Professional Fees	Year Ended December 31, 2020 $	For the period from October 8, 2019 (date of incorporation) to December 31, 2019 $
Marrelli Support Services Inc. (1)	6,000	nil
MLT Aikins LLP (2)	13,298	nil
Total	**19,297**	**nil**

Share Issue Costs	Year Ended December 31, 2020 $	For the period from October 8, 2019 (date of incorporation) to December 31, 2019 $
MLT Aikins LLP (2)	6,365	nil
Total	**6,365**	**nil**

(1) During the year ended December 31, 2020, the Company paid professional fees of $6,000 (period ended December 31, 2019 - $nil) to Marrelli Support Services Inc. ("Marrelli Support"), an organization of which Carmelo Marrelli is President. Mr. Marrelli is the Chief Financial Officer ("CFO") of the Company. These services were incurred in the normal course of operations for general accounting and financial reporting matters. Included in the December 31, 2020 accounts payable and accrued liabilities is $6,000 (December 31, 2019 - $nil) due to Marrelli Support.

(2) During the year ended December 31, 2020, the Company also incurred expenditures of $19,663 (period ended December 31, 2019 - $nil) to MLT Aikins LLP for legal services (including disbursements). Tom Provost is a lawyer at MLT Aikins LLP and is the Company's legal counsel and Corporate Secretary. Included in the December 31, 2020 accounts payable and accrued liabilities is $6,854 (December 31, 2019 - $nil) due to MLT Aikins LLP.

In the private placement that closed on November 6, 2020, officers and directors, directly or indirectly, subscribed for 1,750,000 Units for $8,750.

Due to shareholders represents amounts that are due to shareholders of the Company from working capital advances and for operating expenses within the normal course of business. These amounts are unsecured, noninterest bearing and have no specific terms of repayment. These amounts are generally reimbursed in the regular course of business, and as such, any amounts are recorded as accounts payable and accrued liabilities. The total amount due to shareholders that is included in accounts payable and accrued liabilities as at December 31, 2020 is $2,055 (December 31, 2019 - $nil).

On October 8, 2019, the Company issued 1,000 common shares to the incorporator of the Company.

Financial Instruments

The Company's financial instruments consist of:

Description	December 31, 2020 $	December 31, 2019 $
Cash and cash equivalents	8,674	nil
Sales tax recoverable	2,290	nil
Amounts payable and other liabilities	21,909	1,000

The Company manages its exposure to a number of different financial risks arising from operations as well as from the use of financial instruments, including market risks (foreign currency exchange rate and interest rate), credit risk and liquidity risk, through its risk management strategy. The objective of the strategy is to support the delivery of the Company's financial targets while protecting its future financial security and flexibility. Financial risks are primarily managed and monitored through operating and financing activities. The Company does not use derivative financial instruments. The financial risks are evaluated regularly with due consideration to changes in key economic indicators and to up-to-date market information.

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

Financial risk

(a) Credit risk

Credit risk is the financial risk of non-performance of a contracted counter party. The Company's credit risk is primarily attributable to cash and cash equivalents. The Company reduces its credit risk by maintaining its cash with reputable financial institutions.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities as they come due. The Company's investment policy is to invest its excess cash in high grade investment securities with varying terms to maturity, selected with regard to the expected timing of expenditures for continuing operations. The Company monitors its liquidity position and budgets future expenditures, in order to ensure that it will have sufficient capital to satisfy liabilities as they come due.

As at December 31, 2020, the Company had current liabilities of $21,909 (December 31, 2019 - $1,000) and has cash of $8,674 (December 31, 2019 - $nil) to meet its current obligations. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity.

(c) Market risk

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has no significant risk to future cash flows from interest rate risk. The Company does not use derivative instruments to reduce its exposure to interest rate risk.

Capital Management

The Company considers its capital to be shareholders' deficiency which comprises share capital, shares to be issued and deficit, which as at December 31, 2020, totaled a deficit of $10,945 (December 31, 2019 – $1,000).

The Company's objective when managing capital is to maintain adequate levels of funding to support its exploration activities and to maintain corporate and administrative functions necessary to support operational activities.

The Company manages its capital structure in a manner that provides sufficient funding for operational activities. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurance that the Company will be able to continue raising equity capital in the future.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments, such as cash and other short-term guaranteed deposits, and all are held in major financial institutions.

There were no changes to the Company's approach to capital risk management during the period.

Share Capital

As of the date of this MD&A, the Company had 12,325,000 common shares, 2,999,000 warrants and 1,125,000 stock options issued and outstanding. Therefore, the Company had 16,449,000 common shares on a fully diluted basis.

Proposed Transactions

There are proposed transactions of a material nature being considered by the Company at the date of this MD&A to become a reporting issuer. The Company also continues to evaluate properties and corporate opportunities to advance its exploration, development and objectives.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Only investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment should undertake such investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. The Company's financial condition, results of operations and businesses are subject to certain risks, certain of which are described below (and elsewhere in this MD&A):

Additional Funding Requirements

The Company is reliant upon additional equity financing in order to continue its business and operations, because it is in the business of mineral exploration and at present does not derive any income from its mineral assets. There is no guarantee that future sources of funding will be available to the Company. If the Company is not able to raise additional equity funding in the future, it will be unable to carry out its business.

Commodity Price Volatility

The price of various commodities that the Company is exploring for can fluctuate drastically, and is beyond the Company's control. The Company is specifically concerned with the prices of precious and base metals and other minerals. While the Company would benefit from an increase in the value of precious and base metals and other minerals, a decrease in the value of precious and base metals and other minerals could also adversely affect it.

Title to Mineral Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed or impugned. Although the Company investigates its title to the mineral properties for which it holds an option or concessions or mineral leases or licences, there can be no assurance that the Company has valid title to such mineral properties or that its title thereto will not be challenged or impugned. For example, mineral properties sometimes contain claims or transfer histories that examiners cannot verify; and transfers under foreign law often are complex. The Company does not carry title insurance with respect to its mineral properties. A successful claim that the Company does not have title to a mineral property could cause the Company to lose its rights to mine that property, perhaps without compensation for its prior expenditures relating to the property.

Mineral Exploration

Mineral exploration involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. The Company has relied on and may continue to rely on consultants and others for mineral exploration and exploitation expertise. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of some properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining, or to upgrade existing infrastructure. There can be no assurance that the funds required to exploit any mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The economics of exploiting mineral reserves and resources discovered by the Company are affected by many factors, many outside the control of the Company, including the cost of operations, variations in the grade of ore mined and metals recovered, price fluctuations in the metal markets, costs of processing equipment, and other factors such as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. There can be no assurance that the Company's mineral exploration and exploitation activities will be successful.

Country Risk

The Company could be at risk regarding any political developments in the country in which it operates. At present, the Company is only active in Canada.

Uninsurable Risks

Mineral exploration activities involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could negatively affect the Company's profitability and financial position and the value of its common shares. The Company does not maintain insurance against environmental risks.

Environmental Regulation and Liability

The Company's activities are subject to laws and regulations controlling not only mineral exploration and exploitation activities themselves but also the possible effects of such activities upon the environment.

Environmental legislation may change and make the mining and processing of ore uneconomic or result in significant environmental or reclamation costs. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mineral exploitation activities, such as seepage from tailings disposal areas that could result in environmental pollution. A breach of environmental legislation may result in the imposition of fines and penalties or the suspension or closure of operations. In addition, certain types of operations require the submission of environmental impact statements and approval thereof by government authorities.

Environmental legislation is evolving in a manner that may mean stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their directors, officers and employees. Permits from a variety of regulatory authorities are required for many aspects of mineral exploitation activities, including closure and reclamation. Future environmental legislation could cause additional expense, capital expenditures, restrictions, liabilities and delays in the development of the Company's properties, the extent of which cannot be predicted. In the context of environmental permits, including the approval of closure and reclamation plans, the Company must comply with standards and laws and regulations that may entail costs and delays, depending on the nature of the activity to be permitted and how stringently the regulations are implemented by the permitting authority. The Company does not maintain environmental liability insurance.

Regulations and Permits

The Company's activities are subject to a wide variety of laws and regulations governing health and worker safety, employment standards, waste disposal, protection of the environment, protection of historic and archaeological sites, mine development and protection of endangered and protected species and other matters. The Company is required to have a wide variety of permits from governmental and regulatory authorities to carry out its activities. These permits relate to virtually every aspect of the Company's exploration and exploitation activities. Changes in these laws and regulations or changes in their enforcement or interpretation could result in changes in legal requirements or in the terms of the Company's permits that could have a significant adverse impact on the Company's existing or future operations or projects. Obtaining permits can be a complex, time-consuming process. There can be no assurance that the Company will be able to obtain the necessary permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with existing or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities.

Potential Dilution

The issue of common shares of the Company upon the exercise of the options and warrants will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional options and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's then current shareholders could also be diluted.

Management

The success of the Company is currently largely dependent on the performance of its management. Shareholders will be relying on the good faith, experience and judgment of the Company's management

and advisers in supervising and providing for the effective management of the business of the Company. The loss of the services of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its management or other qualified personnel required to operate its business. Failure to do so could have a materially adverse effect on the Company and its prospects.
Additionally, directors and officers of the Company may also serve as directors and/or officers of other public companies from time to time.

Consequently, such directors and officers will be dividing their time between their duties to the Company and their duties to their other reporting issuers.

The Company has not purchased management insurance, nor has it entered into non-competition and nondisclosure agreements with management and has no current plans to do so.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Recent Accounting Pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2020. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following amendments are effective for annual reporting periods beginning on or after January 1, 2020 and are required to be applied prospectively. The adoption of the following amendments had no impact on the Company's financial statements.

IAS 1 – Presentation of Financial Statements ("IAS 1") and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted.

BEYOND MINERALS INC.

INTERIM MANAGEMENT'S DISCUSSION AND

ANALYSIS – QUARTERLY HIGHLIGHTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021

Prepared by:

BEYOND MINERALS INC.

30th Floor – 360 Main Street,
Winnipeg, Manitoba, R3C 4G1

Discussion dated February 23, 2022

Introduction

The following Interim Management's Discussion & Analysis ("Interim MD&A") of Beyond Minerals Inc. ("Beyond" or the "Company") for the three and nine months ended September 30, 2021 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2020. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A. The primary office of Beyond is located at 30th Floor – 360 Main Street, Winnipeg, Manitoba, R3C 4G1.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual financial statements for the year ended December 31, 2020 and for the period from October 8, 2019 (date of incorporation) to December 31, 2019, together with the notes thereto, and unaudited condensed interim financial statements for the three and nine months ended September 30, 2021, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of February 23, 2022, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on SEDAR at **www.sedar.com**.

Cautionary Note Regarding Forward-Looking Information

This Interim MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Interim MD&A speak only as of the date of this Interim MD&A or as of the date specified in such statement. Such forward-looking statements includes, without limitation, statements with respect to the Company's expectations, strategies and plans for the Eastchester-Fabie-Trudeau Property, including the Company's planned exploration; the results of future exploration, estimated completion dates for certain milestones and the Company's plans with respect to the Eastchester Fabie-Trudeau Property; the costs and timing of future exploration and development; future financial or operating performance and condition of the Company and its business, operations and properties, including expectations regarding liquidity and capital structure; the IPO and the terms and anticipated timing thereof, including the anticipated Offering

Price and gross proceeds; the intended use of the net proceeds of the Offering; the adequacy of funds from the IPO to support the Company's business objectives, including with respect to its exploration, development and production activities; and the Company's proposed application to list the common shares of the Company on the Canadian Securities Exchange as of the day before the closing of the IPO and anticipated timing thereof.

Forward-looking statements are not a guarantee of future performance and is based upon a number of estimates and assumptions of 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 Interim MD&A or as of the date specified in such statement including, 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 Company's properties and assets; the timing and results of exploration and development programs; the geology of the Eastchester-Fabie-Trudeau Property being as described in the Technical Report; the accuracy of budgeted exploration, development, operational and administrative costs and expenditures; operating conditions being favourable such that the Company 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; and the Company's ability to acquire and retain key personnel.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance, or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. Such risks include, without limitation: the widespread impact of the novel coronavirus ("COVID-19") as a global pandemic and government responses thereto; natural disasters, geopolitical instability or other unforeseen events; mineral prices are volatile and may be lower than expected; mining operations are risky; resource exploration and development is a speculative business; the successful operation of exploration activities at the Eastchester-Fabie-Trudeau Property depend on the skills of the Company's management and teams; operations during mining cycle peaks are more expensive; title to the Eastchester-Fabie-Trudeau Property may be disputed; Aboriginal title claims may impact the Company's interest in the Eastchester-Fabie-Trudeau Property; the Company may fail to comply with the law or may fail to obtain or renew necessary permits and licenses; compliance with environmental regulations can be costly; social and environmental activism can negatively impact exploration, development and mining activities; the mining industry is intensely competitive; inadequate infrastructure may constrain mining operations; the Company may incur losses and experience negative operating cash flow for the foreseeable future; the Company may be subject to costly legal proceedings; the Company will incur increased costs as a result of complying with the reporting requirements, rules and regulations affecting public issuers; the Eastchester-Fabie-Trudeau Property is located in an underdeveloped rural area; the Company may not use the proceeds from the IPO as described in this Interim MD&A; the Company may not be able to obtain sufficient capital to pursue all of its intended exploration activities or continue on a going concern basis; the Company may be negatively impacted by changes to mining laws and regulations; and stock exchange listing is not certain.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risks and Uncertainties" section below and the "Risk Factors" section of the final long form prospectus in respect of the Offering (the "Prospectus") filed and dated February 23, 2022. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Interim MD&A.

All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company was incorporated on October 8, 2019, under the laws of Canada. The Company is a natural resource company engaged in the acquisition and exploration of mineral properties in Canada. To date, the Company has not generated significant revenues from operations.

The Company has no revenues, so its ability to ensure continuing operations is dependent on its completing the acquisition of its mineral property interests, the discovery of economically recoverable reserves, confirmation of its interest in the underlying mineral claims, and its ability to obtain necessary financing to complete the exploration activities, development, if they are proven successful, and future profitable production.

Beyond's goal is to deliver superior returns to shareholders by concentrating on the exploration of its existing properties and the acquisition of properties that have the potential to contain gold or silver. The Company currently plans to focus on its material properties, as set out below under "Mineral Property Interests".

The Company will continue to attempt to raise capital to meet its ongoing operating activities.

Outlook and Economic Conditions

The Company is a Canadian base and precious metal exploration company, focused on exploring its current property interests, and on acquisitions of other mineral exploration properties, should such acquisitions be consistent with its objectives and acquisition criteria. The Company currently has operations in the Province of Quebec, Canada. The Company's financial success will be dependent upon the extent to which it can make discoveries and on the economic viability of any such discoveries. The development of such assets may take years to complete and the resulting income, if any, is difficult to determine with any certainty. To date, the Company has not produced any revenues. The sales value of any minerals discovered by the Company is largely dependent upon factors beyond its control, such as the market value of the commodities produced.

There are significant uncertainties regarding the prices of base and precious metal and the availability of equity financing for the purposes of exploration and evaluation. The future performance of the Company is largely tied to the successful exploration, discovery and eventual development of its property interests, if they are proven successful, and other prospective business opportunities and the overall financial markets. Financial markets are likely to be volatile, reflecting ongoing concerns about the stability of the global economy. However, recently, equity markets in Canada have showed signs of improvement, with equities increasing significantly during this period. Strong equity markets are favourable conditions for completing a financing, public merger or acquisition transaction.

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 outbreak, material uncertainties may come into existence that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Global gold prices;
- Demand for gold and the ability to explore for gold;
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labour availability and supply lines;
- Availability of essential supplies, such as water and electricity;
- Purchasing power of the Canadian dollar; or
- Ability to obtain funding.

The Canadian government has not introduced measures which impede the activities of Beyond. Management believes the business will continue and accordingly, the current situation bears no impact on management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of Beyond in future periods. The impact on the financial results and condition of Beyond in future periods. Accordingly, in order to execute the Company's plans for the near term as outlined under the heading "Mineral Property Interests" and meet the Company's administrative overhead, it is required to complete a financing. See "Risks and Uncertainties".

Highlights

- On March 8, 2021, the Company entered into a Mineral Property Purchase Agreement with Reyna Silver Corp. (the "Vendor") setting out the terms and conditions upon which the Company acquired a 100% undivided interest in and to the 37 non-contiguous mining claims comprising Eastchester-Fabie-Trudeau polymetallic project (the "Eastchester-Fabie-Trudeau Property" or the "Property"), located approximately 35 kilometres northwest of Rouyn-Noranda, in the province of Quebec. Pursuant to the Purchase Agreement on March 12, 2021, the Company issued 1,000,000 common shares in the share capital of the Company valued at $50,000 to the Vendor and granted the Vendor a 1% net smelter return royalty on the Property pursuant to the terms and conditions of a Net Smelter Returns Royalty Agreement.

- On April 25, 2021, the Company issued 3,325,000 common shares of the Company as "flow-through shares" as defined in subsection 66(15) of the Income Tax Act (Canada) and section 359.1 of the Taxation Act (Québec) (the "Flow-Through Shares") at a price of $0.05 per share for gross proceeds of $166,250. Officers and directors, directly or indirectly, subscribed for 2,300,000 Flow-Through Shares for $115,000.

- On June 15, 2021, the Company closed a non-brokered private placement of 5,000,000 common shares of the Corporation at a price of $0.10 per share for aggregate gross proceeds of $500,000 (the "June 2021 Offering"). No officers or directors subscribed for common shares, directly or indirectly, under the June 2021 Offering.

- Pursuant to the incorporation of the Company, the board of directors of the Company appointed Mr. Craig Gibson as President and Chief Executive Officer of the Company pursuant to a consulting arrangement under which he was to be paid a fee of $15,000, inclusive of any applicable sales taxes (the "CEO Fee"), for his services to the Company as an independent contractor from the date of incorporation to the closing of a going public transaction by the Company (the "Services Term"), payable following completion of the $0.10 financing round completed on June 15, 2021 (the "Payment Target Date"). Following Mr. Gibson's appointment, the Company retained the services of Finalé Consulting Inc. ("FCI") to provide strategic advice to management of the Company on Canadian capital markets and opportunities in the junior mining exploration sector pursuant to a consulting arrangement under which the Company agreed to pay FCI $25,000, plus applicable sales taxes (the "FCI Fee" and together with the CEO Fee, the "Consulting Fees"), for its services to the Company as an independent contractor during the Services Term, payable following the Payment Target Date.

- On July 16, 2021, the Company entered into a consulting agreement with Breakaway Exploration Management Inc. to obtain consulting services of qualified geologists and other personnel including subcontractors to complete geological, mineral exploration and other technical consulting work (the "Services") pertaining to the Company's Eastchester-Fabie-Trudeau Property for an estimated cost of $13,275, plus applicable value added taxes. The scope of the Services is limited to the preparation of a technical report prepared according to the criteria of the Canadian Securities Administrators' National Instrument 43-101 Standards of Disclosure for Mineral Projects policy.

Events subsequent to September 30, 2021

- On November 1, 2021, the Company received the resignation of Mark Fedikow as a director of the Company, and appointed Mr. Fedikow as an advisor to the Board of Directors and management of the Company. The Company appointed Tom Provost to replace Mr. Fedikow as a director of the Company.

- On November 1, 2021, the Company appointed Craig Gibson, Wanda Cutler and Richard Patricio as members of the Company's audit committee.

- On November 1, 2021, the Company granted 1,125,000 stock options under the Stock Option Plan to directors, officers and consultants of the Company. The options vest immediately and are exercisable at an exercise price of $0.15 per share for a period of three years from the date of grant, expiring on November 1, 2024.

- On November 26, 2021, the Company announced the completion of a National Instrument 43-101 Standards of Disclosure for Mineral Projects technical report (the "Technical Report") with an effective date of August 31, 2021 and entitled "Technical Report on the Eastchester-Fabie-Trudeau Property, NTS Sheets 32D/06 and 32D/11, 48.46° N. Lat., 79.26 ° W. Long., for Beyond Minerals Inc." in respect of its 100% owned Property.

- On October 1, 2021, the Company entered into an engagement with Haywood Securities Inc. (the "Agent") in connection with the Company's proposed initial public offering of common shares of the Company by way of a long-form prospectus (the "IPO") and stock exchange listing, pursuant to which the Company filed a preliminary prospectus dated November 26, 2021 with the securities regulatory authorities in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario. This preliminary prospectus qualifies the distribution of 3,000,000 common shares of the Company at a price of $0.15 per share (the "Offering Price") for gross proceeds of $450,000.

  In consideration for its services, the Company has agreed to pay the Agent: (i) a cash commission equal to 7.5% of the gross proceeds raised through the IPO; (ii) issue the Agent a number of broker warrants equal to 7.5% of the aggregate number of common shares issued by the Company through the IPO, with an exercise price equal to the Offering Price for a term of 24 months from the closing of the IPO; (iii) pay the Agent a corporate finance fee of $25,000, of which $12,500 will be payable in cash and $12,500 will be payable by 83,333 common shares of the Company at a price equal to the Offering Price.

  In addition, the Company will pay expenses and fees of the Agent in connection with the IPO, of which $10,000 was advanced as a retainer.

The Company has also granted the Agent an option exercisable in whole or in part at the sole discretion of the Agent, at any time up to 48 hours prior to the closing of the IPO, to offer for sale to the public up to an additional 450,000 common shares of the Company at a price equal to the Offering Price.

The proceeds of the IPO will be used to fund exploration and development of the Company's mineral project, and for working capital and general corporate purposes.

The IPO will be subject to all regulatory approvals.

Trends

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Strong equity markets are favourable conditions for completing a public merger, financing or acquisition transaction. Apart from these and the risk factors noted under the heading "Risks and Uncertainties", and "Outlook and Economic Conditions", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

Off-Balance-Sheet Arrangements

As of the date of this Interim MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity, capital expenditures and capital resources that would be material to investors.

Mineral Property Interests

Technical information

Craig Gibson, a Director and officer of the Company, is a Qualified Person under the definition of National Instrument 43-101. Craig Gibson has approved the disclosure contained under the heading "Mineral Property Interests" and has verified the scientific and technical data contained herein.

The following table summarizes the Company's current exploration programs at the Eastchester-Fabie-Trudeau Property, and total estimated cost to complete each exploration program, and total expenditures incurred during the period presented.

Activities for the Nine Months Ended September 30, 2021	Spent (approx.)	Planned Fiscal Expenditures December 31, 2021 (approx.)
Acquisition costs – Mining claims	$ 50,000	$ 50,000
Eastchester/Fabie – Site inspection	$ 3,901	$ 3,901
Technical Report preparation	$ 9,300	$ 9,300
Total	**$ 63,201**	**$ 63,201**

The Property consists of 37 mineral titles in three separate blocks. Eastchester includes eight mineral titles covering 192.15 hectare ("ha"), Fabie includes 20 mineral titles covering 833.09 ha, and Trudeau includes nine mineral titles covering 359.63 ha. All mineral titles were acquired by map designation under the Mining Act (Québec) (the "Mining Act") and are recorded 100% to Beyond Minerals Inc. The Company obtained the Property through a transfer agreement with Reyna Silver Corp. on March 8, 2021, whereby 100% of the Property was acquired in exchange for 1,000,000 shares of the Company and a 1% net smelter returns production royalty. There are no other underlying royalties registered against the mineral titles that the Company is aware of.

Beyond intends to conduct the recommended exploration programs set forth in the Technical Report. A two-phase exploration program is recommended to identify, prioritize and test exploration targets on each of the three claim blocks with an emphasis of the Fabie block. Phase I of the proposed program consists of: surface work including data compilation and digitization, airborne MAG and TDEM geophysical surveys, prospecting and sampling on all three blocks and a soil geochemical survey over the existing grid and trenching and structural mapping at the Lac Fabie Nord and Fabie NW showings on the Fabie block. The Company expects to begin Phase I of the work program recommended pursuant to the Technical Report during the second quarter of 2022. The net proceeds of the Offering allocated to Phase I of the work program are expected to advance Phase I of the work program to completion, which is expected during the second quarter of 2022. The Technical Report recommends that, subject to the results of the Phase I work program, a Phase II drilling program be completed on the Fabie block. The Company plans to use available funds to fund a Phase II drilling program on the Fabie block in the event that the results of the Phase I exploration program warrant conducting same. The proposed expenditures, including 10% for contingencies, are estimated to cost in $155,320 for Phase I and $247,500 for Phase II, which is contingent upon positive results obtained in Phase I. Assuming both phases are fully completed, the total estimated cost is $402,820.

Based on the Company's working capital surplus of $520,624 on September 30, 2021 and the anticipated net proceeds of the Offering, the Company anticipates it will have sufficient funds for its exploration work requirements for the twelve months ended September 30, 2022. The major variables are expected to be the size, timing and results of the Company's exploration program and its ability to continue to access capital to fund its ongoing operations.

The following table summarizes the total estimated cost to complete the two-phase exploration program.

Phase	Work	#		Rate	Cost	Totals
Phase I						
Eastchester	Airborne	10	km @	$85	$850	
	Compilation & digitization	1	days @	$500	$500	
	Prospecting Geologist	1	days @	$1,250	$1,250	
	Prospecting Tech (2)	6	days @	$1,500	$9,000	
	Prospecting Rocks	30	samples @	$50	$1,500	
	Report	2	days @	$1,000	$2,000	
						$15,100
Trudeau	Airborne	10	km @	$85	$850	
	Compilation & digitization	1	days @	$500	$500	
	Prospecting Geologist	1	days @	$1,250	$1,250	
	Prospecting Tech (2)	6	days @	$1,500	$9,000	
	Prospecting Rocks	30	samples @	$50	$1,500	
	Report	2	days @	$1,000	$2,000	
						$15,100
Fabie	Airborne	210	km @	$85	$17,850	
	Compilation & digitization	2	days @	$500	$1,000	
	Refresh existing gird	15	km @	$750	$11,250	
	Soil geochemistry existing grid	200	samples @	$60	$12,000	
	Prospecting Geologist	2	days @	$1,250	$2,500	
	Prospecting Tech (2)	14	days @	$1,500	$21,000	
	Prospecting Rocks	70	samples @	$50	$3,500	
	Excavator	40	hours @	$200	$8,000	
	Trenching Geologist	10	days @	$1,250	$12,500	
	Trenching Tech (2)	8	days @	$750	$6,000	
	Rocks	60	samples @	$50	$3,000	
	Permit	1	permit @	$4,400	$4,400	
	Report	8	days @	$1,000	$8,000	
						$111,000
					Subtotal	**$141,200**
					Contingency	**$14,120**
					Total Phase I	**$155,320**
Phase II						
Fabie	Drilling	1500	m @	$108.00	$162,000.00	
	Drill Geologist	25	days @	$1,250.00	$31,250.00	
	Drill Tech (1)	20	days @	$750.00	$15,000.00	
	Core	300	samples @	$50.00	$15,000.00	
	Permit	1	permit @	$1,750.00	$1,750.00	
					Subtotal	**$225,000**
					Contingency	**$22,500**
					Total Phase II	**$247,500**

Most of the Company's tenures are in good standing until at least December 6, 2022.

NTS	Type	Block	No	Expiry	Area (Ha)	Excess Credit	Work Required	Fees Required	Municipality
32D11	CDC	Eastchester	2457314	14-Aug-23	43.02	$3,040.47	$1,200.00	$67.00	Rapide-Danseur
32D11	CDC	Eastchester	2457315	14-Aug-23	6.54	$4,195.47	$500.00	$34.25	Rapide-Danseur
32D11	CDC	Eastchester	2457316	14-Aug-23	29.42	$4,195.47	$1,200.00	$67.00	Rapide-Danseur
32D11	CDC	Eastchester	2457317	14-Aug-23	27.33	$4,195.47	$1,200.00	$67.00	Rapide-Danseur
32D11	CDC	Eastchester	2457318	14-Aug-23	36.31	$3,040.47	$1,200.00	$67.00	Rapide-Danseur
32D11	CDC	Eastchester	2457319	14-Aug-23	6.68	$4,195.47	$500.00	$34.25	Rapide-Danseur
32D11	CDC	Eastchester	2457320	14-Aug-23	22.45	$4,195.45	$500.00	$34.25	Rapide-Danseur
32D11	CDC	Eastchester	2457321	14-Aug-23	20.4	$4,195.44	$500.00	$34.25	Rapide-Danseur
					192.15	**$31,253.71**	**$6,800.00**	**$405.00**	
32D06	CDC	Fabie	2457306	14-Aug-23	57.14	$4,971.91	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2457307	14-Aug-23	57.14	$4,516.91	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2457308	14-Aug-23	57.14	$14,450.75	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2457309	14-Aug-23	57.14	$19,250.75	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2457310	14-Aug-23	43.99	$4,971.91	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2457311	14-Aug-23	15.93	$5,671.92	$500.00	$34.25	Rouyn-Noranda
32D06	CDC	Fabie	2457312	14-Aug-23	15.87	$13,743.57	$500.00	$34.25	Rouyn-Noranda
32D06	CDC	Fabie	2457313	14-Aug-23	15.89	$13,743.57	$500.00	$34.25	Rouyn-Noranda
32D06	CDC	Fabie	2507578	06-Dec-22	57.14	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507579	06-Dec-22	57.14	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507580	06-Dec-22	57.14	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507581	06-Dec-22	57.13	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507582	06-Dec-22	57.13	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507583	06-Dec-22	57.13	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507584	06-Dec-22	15.88	$0.00	$500.00	$34.25	Rouyn-Noranda
32D06	CDC	Fabie	2507585	06-Dec-22	15.9	$0.00	$500.00	$34.25	Rouyn-Noranda
32D06	CDC	Fabie	2507586	06-Dec-22	37.64	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507587	06-Dec-22	37.59	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507588	06-Dec-22	37.54	$0.00	$1,200.00	$67.00	Rouyn-Noranda
32D06	CDC	Fabie	2507589	06-Dec-22	25.49	$0.00	$1,200.00	$67.00	Rouyn-Noranda
					833.09	**$81,321.29**	**$20,500.00**	**$1,176.25**	
32D06	CDC	Trudeau	2454283	20-Jul-23	25.01	$1,963.62	$1,200.00	$67.00	Duparquet
32D06	CDC	Trudeau	2454284	20-Jul-23	20.74	$3,118.60	$500.00	$34.25	Duparquet
32D06	CDC	Trudeau	2454285	20-Jul-23	20.88	$3,118.60	$500.00	$34.25	Duparquet
32D06	CDC	Trudeau	2454286	20-Jul-23	21.04	$4,318.60	$500.00	$34.25	Duparquet
32D06	CDC	Trudeau	2454287	20-Jul-23	43.48	$1,963.60	$1,200.00	$67.00	Duparquet
32D06	CDC	Trudeau	2505040	19-Nov-22	57.12	$0.00	$1,200.00	$67.00	Duparquet
32D06	CDC	Trudeau	2505041	19-Nov-22	57.12	$0.00	$1,200.00	$67.00	Duparquet
32D06	CDC	Trudeau	2505042	19-Nov-22	57.12	$0.00	$1,200.00	$67.00	Duparquet
32D06	CDC	Trudeau	2505043	19-Nov-22	57.12	$0.00	$1,200.00	$67.00	Duparquet
					359.63	**$14,483.02**	**$8,700.00**	**$504.75**	

Financial Highlights

Financial Performance

Three Months Ended September 30, 2021, Compared with Three Months Ended September 30, 2020

Beyond's net loss totaled $53,842 for the three months ended September 30, 2021, with basic and diluted loss per share of $0.00. This compares with a net income of $48 with basic and diluted earnings per share of $0.05 for the three months ended September 30, 2020. The increase in net loss of $53,890 was principally because:

- During the three months ended September 30, 2021, professional fees increased by $40,629 compared to the three months ended September 30, 2020, due to the increased accounting and audit fees incurred during the three months ended September 30, 2021.

- During the three months ended September 30, 2021, exploration and evaluation expenditures increased by $13,201 compared to the three months ended September 30, 2020. This is due to exploration and evaluation expenditures incurred for the Property during the three months ended September 30, 2021. The Company incurred exploration and evaluation expenditures of $nil in the prior year period, as the Property was acquired in 2021.

- All other expenses related to general working capital purposes.

Nine Months Ended September 30, 2021, Compared with Nine Months Ended September 30, 2020

Beyond's net loss totaled $154,939 for the nine months ended September 30, 2021, with basic and diluted loss per share of $0.02. This compares with a net loss of $786 with basic and diluted loss per share of $0.79 for the nine months ended September 30, 2020. The increase of $154,153 was principally because:

- During the nine months ended September 30, 2021, professional fees increased by $50,989 compared to the nine months ended September 30, 2020, due to the increased accounting and audit fees incurred during the nine months ended September 30, 2021.

- During the nine months ended September 30, 2021, consulting fees increased by $40,000 compared to the nine months ended September 30, 2020. This is due to fees paid to the CEO and services received for strategic advice on Canadian capital markets and opportunities in the junior mining exploration sector, which occurred during the nine months ended September 30, 2021.

- During the nine months ended September 30, 2021, exploration and acquisition expenditures increased by $63,201 compared to the nine months ended September 30, 2020. This is due to the issuance of 1,000,000 common shares in the share capital of the Company valued at $50,000 to acquire a 100% undivided interest in and to the 37 non-contiguous mining claims comprising the Property, and exploration and evaluation expenditures incurred for the Property during the nine months ended September 30, 2021. The Company incurred exploration and evaluation expenditures of $nil in the prior year period, as the Property was acquired in 2021.

- All other expenses related to general working capital purposes.

Cash Flow

At September 30, 2021, the Company had cash of $550,108 compared to $8,674 at December 31, 2020. The increase in cash of $541,434 was a result of cash outflow in operating activities of $95,074 and cash inflow from financing activities of $636,508.

Operating activities were affected by net loss of $154,939, non-cash adjustments of $50,000 and non-cash working capital items of $9,865. Non-cash adjustments consisted of shares issued for non-cash consideration (acquisition of mining rights) of $50,000. Non-cash working capital balances consisted of an increase in accounts payable and accrued liabilities of $23,255 and offset by an increase in sales tax recoverable of $13,390.

Financing activities were affected by proceeds from issuance of flow-through shares of $158,750, proceeds from private placements of $500,000, and offset by share issuance costs of $22,242.

Liquidity and Financial Position

The activities of the Company, principally the acquisition, exploration and evaluation of mineral properties, are financed through equity offerings and the exercise of warrants or options. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The Company has no operating revenues and therefore must utilize its current cash reserves and other financing transactions to maintain its capacity to meet ongoing discretionary and committed exploration and operating activities.

At September 30, 2021, the Company had a working capital surplus of $520,624 (December 31, 2020 – working capital deficiency $10,945).

As at September 30, 2021, the Company has no debt. Its credit and interest rate risk is minimal and amounts payable and other liabilities are short term and non-interest bearing.

The Company's use of cash at present, and in the future will occur, principally in two areas, namely, funding of its general and administrative expenditures and funding of exploration on its mineral properties. Those investing activities include the cash components of the cost of acquiring and exploring its mineral claims. For fiscal 2022, the Company's expected operating expenses are estimated to be $16,750 per month for recurring administrative costs. The Company will continue to evaluate its exploration projects and currently estimates its exploration budget to be $402,820.

In connection with the IPO, the Company intends to use the net proceeds from the IPO (i) to fund exploration and development activities on the Eastchester-Fabie-Trudeau Property; (ii) to complete Phase I of the work program recommended pursuant to the Technical Report (see "Mineral Property Interests" above), (iii) to complete Phase II of the work program recommended pursuant to the Technical Report in the event that the results of the Phase I exploration program warrant conducting same (see "Mineral Property Interests" above); and (iv) for general and administrative purposes and working capital requirements, as indicated in the following table:

Principal Purposes	Funds to be Used(1)
Completing Phase I of the work program recommended pursuant to the Technical Report(2)	$155,320
Completing Phase II of the work program recommended pursuant to the Technical Report(2)(3)	$247,500

Principal Purposes	Funds to be Used(1)
General and administrative costs for 12 months following completion of the Offering	$201,000
Unallocated working capital(4)	$164,162(5)
Total	**$767,982**(5)

Notes:
(1) The Company intends to spend the funds available to it as stated in this Interim MD&A. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary.
(2) See "Mineral Property Interests" section above for a summary of the work to be undertaken and a breakdown of the estimated costs.
(3) The Phase II work program is contingent upon positive results being obtained from the Phase I work program on the Eastchester-Fabie-Trudeau Property.
(4) Unallocated capital with respect to the Eastchester-Fabie-Trudeau Property can be seen as an additional contingency to fund unforeseen developments requiring action.
(5) Assuming the Agent's Option is not exercised.

Upon completion of the Offering, the Company's anticipated general and administrative costs for the twelve months following completion of the Offering are outlined in the table below.

General and Administrative Costs	Available Funds
Accounting and audit fees	$25,000
Legal fees	$20,000
Insurance, bank charges and other office costs	$15,000
Management, consulting and administration fees(1)	$66,000
Marketing and promotion	$45,000
Transfer agent and regulatory fees	$30,000
Total	**$201,000**

Notes:
(1) The Company anticipates paying fees totalling $24,000 ($2,000 per month) to Dr. P. Craig Gibson (President and CEO) and $42,000 ($3,500 per month) to Marrelli Support Services Inc., for the services of Mr. Carmelo Marrelli (CFO), each a related party of the Company, as compensation for their services to the Company over the next 12 months pursuant to the terms of employment, consulting and/or management agreements to be negotiated and entered into following the closing of the Offering.

See the "Use of Proceeds" section of the Prospectus.

Unutilized net proceeds of the Offering, if any, will be invested by the Company in an interest-bearing account with a major Canadian bank and used for working capital requirements. While the Company intends to spend the net proceeds from the Offering as stated above, there may be circumstances where, for sound business reasons, funds may be re-allocated at the discretion of the Board or management. See "Risk Factors" section of the Prospectus. Subject to, and upon the completion of the Offering, the Company's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months.

Proceeds raised pursuant to the exercise of the Agent's Option, if any, are intended to be allocated to general and administrative purposes and working capital requirements.

The Company is an exploration stage company and has not generated cash flow from operations. As at September 30, 2021, the Company had negative cash flow from operating activities. The Company expects to continue to incur negative operating cash flow and losses for the foreseeable future. To the extent that the Company has negative operating cash flow in future periods, it will need to allocate a portion of its cash (including proceeds from the Offering) to fund such negative cash flow. If the Company experiences future negative cash flow, the Company may also be required to raise additional funds through the issuance of equity or debt securities. See "Risks and Uncertainties" section below.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers, excluding the Chief Financial Officer and the Corporate Secretary. Beyond was a party to the following transactions with related parties:

Consulting Fees	Three Months Ended September 30, 2021 $	Three Months Ended September 30, 2020 $	Nine Months Ended September 30, 2021 $	Nine Months Ended September 30, 2020 $
Craig Gibson (1)	nil	nil	15,000	nil
Finalé Consulting Inc. (2)	nil	nil	25,000	nil
Total	**nil**	**nil**	**40,000**	**nil**

Professional Fees	Three Months Ended September 30, 2021 $	Three Months Ended September 30, 2020 $	Nine Months Ended September 30, 2021 $	Nine Months Ended September 30, 2020 $
Marrelli Support Services Inc. (3)	5,006	nil	10,869	nil
MLT Aikins LLP (4)	26,233	nil	26,233	503
Total	**31,239**	**nil**	**37,102**	**503**

Share Issue Costs	Three Months Ended September 30, 2021 $	Three Months Ended September 30, 2020 $	Nine Months Ended September 30, 2021 $	Nine Months Ended September 30, 2020 $
MLT Aikins LLP (4)	nil	nil	22,242	nil
Total	**nil**	**nil**	**22,242**	**nil**

(1) During the three and nine months ended September 30, 2021, the Company accrued consulting fees of $nil and $15,000, respectively (three and nine months ended September 30, 2020 – $nil) to the Chief Executive Officer ('CEO") of the Company.

(2) During the three and nine months ended September 30, 2021, the Company accrued consulting fees of $nil and $25,000, respectively (three and nine months ended September 30, 2020 - $nil) to Finalé Consulting Inc. ("FCI"), an organization controlled by a shareholder that beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights

attached to all common shares of the Company. As at September 30, 2021, FCI is owed $250 (December 31, 2020 - $nil).

(3) During the three and nine months ended September 30, 2021, the Company paid or accrued professional fees of $5,006 and $10,869, respectively (three and nine months ended September 30, 2020 – $nil) to Marrelli Support Services Inc. ("Marrelli Support"), an organization of which Carmelo Marrelli is President. Mr. Marrelli is the Chief Financial Officer ("CFO") of the Company. These services were incurred in the normal course of operations for general accounting and financial reporting matters. Included in the September 30, 2021 accounts payable and accrued liabilities is $14,543 (December 31, 2020 - $6,000) due to Marrelli Support.

(4) During the three and nine months ended September 30, 2021, the Company also incurred expenditures of $26,233 and $48,475, respectively (three and nine months ended September 30, 2020 – $nil and $503, respectively) to MLT Aikins LLP for legal services, including disbursements. Tom Provost is a lawyer at MLT Aikins LLP and is the Company's legal counsel and Corporate Secretary. Included in the September 30, 2021 accounts payable and accrued liabilities is $21,121 (December 31, 2020 - $6,854) due to MLT Aikins LLP.

Of the Flow-Through Shares that were issued on April 14, 2021, officers and directors, directly or indirectly, subscribed for 2,300,000 Flow-Through Shares for gross proceeds of $115,000.

Due to shareholders represents amounts that are due to shareholders of the Company from working capital advances and for operating expenses within the normal course of business. These amounts are unsecured, noninterest bearing and have no specific terms of repayment. These amounts are generally reimbursed in the regular course of business, and as such, any amounts are recorded as accounts payable and accrued liabilities. The total amount due to shareholders that is included in accounts payable and accrued liabilities as at September 30, 2021 is $1,250 (December 31, 2020 - $2,055).

Commitments and Contingencies

Flow-through commitment

The Company is obligated to spend $166,250 by December 31, 2022. As at September 30, 2021, the Company had spent $13,201 as part of the flow-through funding agreement for shares issued on April 25, 2021. The flow-through agreements require the Company to renounce certain tax deductions for Canadian exploration expenditures incurred on the Company's mineral properties to flow-through participants. If the Company does not incur the required qualifying expenditures, it will be required to indemnify the holders of the flow-through shares for any related tax amounts that become payable by them as a result of the Company not meeting its expenditure commitments.

Environmental contingency

The Company's mining and exploration activities are subject to various government laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and generally becoming more restrictive. As of September 30, 2021, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

Share Capital

As of the date of this Interim MD&A, the Company had 12,325,000 common shares, 1,125,000 stock options and 2,999,000 warrants issued and outstanding. Therefore, the Company had 16,449,000 common shares on a fully diluted basis.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks and Uncertainties" in the Company's Annual MD&A for the fiscal year ended December 31, 2020, available on SEDAR at **www.sedar.com**.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim financial statements; and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited condensed interim financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

CERTIFICATE OF THE COMPANY

Dated: February 23, 2022

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 the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario.

"Craig Gibson"	*"Carmelo Marrelli"*
Craig Gibson President and Chief Executive Officer	Carmelo Marrelli Chief Financial Officer

On Behalf of the Board of Directors

"Richard Patricio"	*"James Campbell"*
Richard Patricio Director	James Campbell Director

CERTIFICATE OF THE PROMOTER

Dated: February 23, 2022

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 the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario.

"Craig Gibson"

Craig Gibson
President and Chief Executive Officer

CERTIFICATE OF THE AGENT

Dated: February 23, 2022

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 the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario.

HAYWOOD SECURITIES INC.

Per: *"Don Wong"*
Don Wong
Vice-President, Investment Banking

SCHEDULE "B"

CAPITALIZATION TABLES

Issued Capital

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**%of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	15,408,333	19,757,333	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	6,125,000	8,674,000	39.75%	43.90%
Total Public Float (A-B)	9,283,333	11,083,333	60.25%	56.10%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	2,025,000	2,525,000	13.14%	12.78%
Total Tradeable Float (A-C)	13,383,333	17,232,333	86.86%	87.22%

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	Nil	Nil
1,000 – 1,999 securities	Nil	Nil
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	28	9,283,333
TOTAL	**28**	**9,283,333**

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	Nil	Nil
1,000 – 1,999 securities	3	3,000
2,000 – 2,999 securities	1	2,000
3,000 – 3,999 securities	2	6,000
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	151	9,272,333
TOTAL	**157**	9,283,333

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	Nil	Nil
1,000 – 1,999 securities	Nil	Nil
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	9	6,125,000
TOTAL	**9**	6,125,000

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Warrants exercisable at $0.10 per share until November 6, 2025	2,999,000	2,999,000
Options exercisable at $0.15 per share until November 1, 2024	1,125,000	1,125,000
Broker Warrants exercisable at $0.15 per share until 24 month following the Closing Date	225,000	225,000

14.3 Provide details of any listed securities reserved for issuance that are not included in section 14.2.

Not applicable.

SCHEDULE "C"

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Beyond Minerals Inc., hereby applies for the listing of the above mentioned securities on the Canadian Securities Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Beyond Minerals Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Winnipeg, Manitoba this 6th day of April, 2022.

"Craig Gibson"	*"Carmelo Marrelli"*
Craig Gibson President and Chief Executive Officer	Carmelo Marrelli Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Tom Provost"	*"James Campbell"*
Tom Provost Director	James Campbell Director

PROMOTER

"Craig Gibson"

Craig Gibson
President and Chief Executive Officer