Mayo Lake MINERALS INC.

NOTICE OF ANNUAL & SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual & Special Meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of **MAYO LAKE MINERALS INC.** (the "**Company**") will be held at 110 Westhunt Drive, Unit 2, Carp, Ontario, on Wednesday, September 14, 2022 at the hour of 10:00am. (Eastern Time), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2021 and the auditor's reports thereon,

2. to elect the directors of the Company;

3. to appoint the auditor and authorize the directors to fix their remuneration;

4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the majority of the disinterested Shareholders, confirming, ratifying and approving the Company's Stock Option and to approve an increase to the maximum number of shares issuable thereunder, all as more specifically set out in the Management Information Circular (the "**Circular**") of the Company dated August 4, 2022;

5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the majority of the disinterested Shareholders, confirming, ratifying and approving the Company's RSU/DSU Plan and to approve an increase to the maximum number of shares issuable thereunder, all as more specifically set out in the Circular of the Company dated August 4, 2022;

6. to transact such further or other business as may properly come before the Meetings or any adjournment or postponement thereof.

The Circular contains the full text of the various resolutions to be presented and provides additional information relating to the subject matter. In order for the resolutions relating to the Stock Option and RSU/DSU Plans to become effective, they each require the approval of the majority of the disinterested Shareholders casting votes.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the Town of Carp, the shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the accompanying Management Information Circular dated August 4, 2022.

NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of common shares of the Company (the "**Non-Registered Holders**") and for registered shareholders. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, registered shareholders will receive a form of proxy and the Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of Meeting, the management information circular, the annual consolidated financial statements of the Company for the financial year ended December 31, 2021 and related management's discussion and analysis and other meeting materials (collectively the "**Meeting Materials**"), shareholders receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Company will not be adopting stratification procedures in relation to the use of notice-and access provisions.

Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online under the Company's profile at www.sedar.com on the website of TSX Trust Company, the Company's transfer agent and registrar, at https://docs.tsxtrust.com/2330. The Company has also posted all relevant documentation on its own dedicated website page at https://www.mayolakeminerals.com/annual-shareholders-meeting.html.

The Meeting Materials will remain posted on the TSX Trust Company's website at least until the date that is one year after the date the Meeting Materials were posted.

How to Obtain Paper Copies of the Meeting Materials

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the TSX Trust Company's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning notice-and-access, please contact the Company's transfer agent and registrar, TSX Trust Company, by calling toll free at 1-866-600-5869 or by email at TMXEInvestorServices@tmx.com. **Requests should be received before 4:00 p.m. (Eastern time) on Monday, September 5 in order to receive the Meeting Materials in advance of the Meeting.**

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedar.com.

DATED at Ottawa, Ontario on the 4th day of August, 2022.

By Order of the Board of Directors

MAYO LAKE MINERALS INC.

"Vern Rampton"

Dr. Vern Rampton
President, Chief Executive Officer
Chairman of the Board

110 Westhunt Drive, Unit 2,
Carp, Ontario, K0A 1L0

MANAGEMENT INFORMATION CIRCULAR
As of August 4, 2022

THIS MANAGEMENT INFORMATION CIRCULAR (the "CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF MAYO LAKE MINERALS INC. (the "**Company**"**)** of proxies to be used at the Annual and Special Meeting of Shareholders ("**Shareholders**") of the Company ("**Meeting"**) to be held at 110 Westhunt Drive Unit 2, Carp, Ontario, on Wednesday, September 14, 2022 at the hour of 10:00am and at any adjournment thereof for the purposes set forth in the enclosed notice of meeting ("**Notice**"). For the sake of clarity, in this Circular, use of the word "proxy" also includes the term Voting Instruction Form ("**VIF**") as determined by reference to the context therein. Except where otherwise indicated, the information herein is stated as **of August 4, 2022**. Please refer to the enclosed proxy or VIF for voting instructions.

COVID -19 PRECAUTIONS

In order to mitigate potential risks to the health and safety due to COVID-19, the Company's shareholders, employees, consultants, other stakeholders and the community, meeting participants are encouraged not to attend in person. Rather, participants are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference.

MEETING ACCESS VIA TELEPHONE:

Residents of the GTA can dial in at 416-343-2658; Access Code #5238327
Residing elsewhere in the country can dial in toll free at 1 866-440-8939; Access Code #5238327

Telephone participants can listen to the Meeting but under the rules will not be permitted to vote.

The Company reserves the right to take any further precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) changing the Meeting date and/or changing the means of holding the Meeting; and (ii) such other measures as may be recommended by public health authorities. Should any such changes to the Meeting format occur, the Company will announce any of these changes by way of news release, which will be filed under the Company's profile on SEDAR. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will not prepare or mail an amended Circular, Notice of Meeting or related proxy.

NOTICE-AND-ACCESS

The Company has decided to use the notice-and-access ("**Notice-and-Access**") rules provided under NI 54-101 for the delivery of the Meeting Materials to holders of Common Shares who appear on the records maintained by the Company's registrar and transfer agent as registered holders of Common Shares ("**Registered Shareholders**") and beneficial owners of Common Shares (the "**Non-Registered Holders**") for the Meeting. The Notice-and-Access method of delivery of Meeting Materials allows the Company to deliver the Meeting Materials over the internet in accordance with the Notice-and-Access rules adopted by the Ontario Securities Commission under NI 54-101.

Registered Shareholders will receive a form of proxy and Non-Registered Holders will receive a voting instruction form, enabling them to vote at the Meeting. However, instead of a paper copy of the Meeting Materials, shareholders receive only a notice with information on the date, location and purpose of the Meeting, as well as information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. Materials can be viewed online under the Company's profile at www.sedar.com or on the website of TSX Trust Company, the Company's transfer agent and registrar, at https://docs.tsxtrust.com/2330.The Meeting Materials will remain posted on the TSX Trust Company's website at least until the date that is one year after the date the Meeting Materials were posted. The Company will not be adopting stratification procedures in relation to the use of Notice-and-Access provisions.

Shareholders may always request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the TSX Trust Company's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please contact TSX Trust Company, the Company's transfer agent and registrar, by calling toll free at **1-866-600-5869** or by email at **TMXEInvestorServices@tmx.com.**

Requests should be received by Monday, September 5, 2022 in order to receive the Meeting Materials in advance of the Meeting date.

APPOINTMENT AND REVOCATION OF PROXIES

A Registered Shareholder may vote in person at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. In order to appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy accompanying this Management Information Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

The purpose of a form of proxy is to designate persons who will vote on the shareholder's behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Company. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO**

BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY. A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the Company's transfer agent and registrar, TSX Trust Company (the "**Transfer Agent**"), not later than 10:00 a.m. (Eastern time) on Monday, September 12, 2022 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

Proxies may be deposited with the Transfer Agent using one of the following methods:

By Mail or Hand Delivery:	TSX Trust Company Suite 301 100 Adelaide Street West Toronto, Ontario M5H 4H1
By Fax:	416-595-9593
By Internet:	www.voteproxyonline.com You will need to provide your 12 digit control number (located on the form of proxy accompanying this Management Information Circular).

A Registered Shareholder attending the Meeting has the right to vote in person and, if he or she does so, his or her form of proxy is nullified with respect to the matters such person votes upon at the Meeting and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: (a) by depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof at, or by transmitting by telephone or electronic means, a revocation signed, subject to the Business Corporations Act (Ontario), by electronic signature, to (i) the registered office of the Company, located at Unit 2, 110 Westhunt Drive, Carp, Ontario, K0A 1L0, at any time prior to 5:00 p.m. (Eastern time) on the last business day preceding the day of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and, if a Registered Shareholder specifies a choice with respect to any matter to be acted upon at the meeting, the Common Shares represented by the proxy shall be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be voted for the election of directors, for the appointment of auditors and the authorization of the directors to fix their remuneration and for each item of special business, as stated elsewhere in this Management Information Circular.

The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his judgment may determine. At the time of printing this Management Information Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders of the Company do not hold Common Shares in their own name. Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting. Common Shares beneficially owned by a Non-Registered Holder are registered either: (i) in the name of an intermediary (an "**Intermediary**") with whom the Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) (each a "**Clearing Agency**") of which the Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the Registered Shareholders and would appear as such on the list maintained by the Transfer Agent. Non-Registered Holders do not appear on the list of the Registered Shareholders maintained by the Transfer Agent.

Distribution of Meeting Materials to Non-Registered Holders

In accordance with the requirements of NI 54-101, the Company has distributed copies of the Meeting Materials to the Clearing Agencies and Intermediaries for onward distribution to Non-Registered Holders as well as directly to NOBOs (as defined below).

Non-Registered Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Company or its agent has sent the Meeting Materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the Common Shares on your behalf.

The Company's OBOs can expect to be contacted by their Intermediary. The Company does not intend to pay for Intermediaries to deliver the Meeting Materials to OBOs and it is the responsibility of such Intermediaries to ensure delivery of the Meeting Materials to their OBOs.

Voting by Non-Registered Holders

The Common Shares held by Non-Registered Holders can only be voted or withheld from voting at the direction of the Non-Registered Holder. Without specific instructions, Intermediaries or Clearing Agencies are prohibited from voting Common Shares on behalf of Non-Registered Holders. Therefore, each Non-Registered Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

The various Intermediaries have their own mailing procedures and provide their own return instructions to Non-Registered Holders, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.

Non-Registered Holders will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common

Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

Voting Instruction Form. In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form (a "**VIF**"). If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the VIF must be completed, signed and returned in accordance with the directions on the form.

or,

Form of Proxy. Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must complete and sign the form of proxy and in accordance with the directions on the form.

Voting by Non-Registered Holders at the Meeting

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary or a Clearing Agency, a Non-Registered Holder may attend the Meeting as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder and vote such Common Shares as a proxyholder. A Non-Registered Holder who wishes to attend the Meeting and to vote their Common Shares as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder, should (a) if they received a VIF, follow the directions indicated on the VIF; or (b) if they received a form of proxy strike out the names of the persons named in the form of proxy and insert the Non-Registered Holder's or its nominees name in the blank space provided. Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those instructions regarding when and where the VIF or the form of proxy is to be delivered.

All references to shareholders in the Meeting Materials are to Registered Shareholders as set forth on the list of registered shareholders of the Company as maintained by the Transfer Agent, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Description of Share Capital

The Company is authorized to issue an unlimited number of Common Shares. Each Common Share entitles the holder of record thereof to one vote per Common Share at all meetings of the Shareholders. As at the close of business on August 4, 2022 a total of 92,537,897 Common Shares were outstanding.

Ownership of Securities of the Company

As of August 4, 2022 to the knowledge of the Company’s directors and executive officers, as of the date hereof, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares other than as set forth below:

Name	Common Shares #	% Outstanding Common Shares
Vern Rampton [(1)]	14,000,000	15.1%
Auropean Ventures Inc. [(2)]	9,455,342	10.2%

Notes:

(1) Dr. Rampton, President and CEO of the Company holds these shares directly and also indirectly through Rampton Resource Group Inc., his personal operating company, of which he is the sole director and officer.

(2) Dr. Rampton holds approximately 1,735,000 common shares or 21.5% of Auropean Ventures Inc.

The remaining directors and officers collectively own or control, directly or indirectly, a total of 10,240,349 Common Shares, representing approximately 11.1% of the outstanding Common Shares.

Record Date

The directors of the Company have fixed August 4, 2022 as the record date (**Record Date**) for the determination of the Shareholders entitled to receive notice of the Meeting. Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE DIRECTORS

There was no indebtedness of any director or officer or employee, former directors, executive officers or employees to, or guaranteed or supported by, the Company or any subsidiary thereof either pursuant to an employee stock purchase program or any other programs of the Company or a subsidiary or otherwise during the financial year of the Company ended December 31, 2021

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out under the heading "*Particulars of Matters to be Acted Upon*" below, no person who has been a director or an officer of the Company at any time since the beginning of its last completed financial year or any associate of any such director or officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting, except as disclosed in this Circular.

FINANCIAL STATEMENTS

The audited financial statements and report of the auditor and related Management's Discussion and Analysis 2021 may be found on the Company's website at www.mayolakeminerals.com. Additional information may be obtained upon request from the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors of the Company (the "**Board**"), the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice.

1. RECEIPT OF FINANCIAL STATEMENTS

The Chairman of the Meeting will present to Shareholders the audited financial statements for the year ended December 31, 2021 and the auditor's report thereon at the meeting. Receipt at the Meeting of the auditor's reports and the audited financial statements will not constitute approval or disproval of any matters referred to therein.

2. ELECTION OF DIRECTORS

The Board currently consists of five directors to be elected annually. At the Meeting, five directors will be nominated by management for election as directors of the Company for the ensuing year. The following table states the names of the persons nominated by management for election as directors, any offices with the Company currently held by them, their principal occupations or employment, the period or periods of service as directors of the Company and the approximate number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised as of the date hereof.

Name, province or state and country of residence and position, if any, held in the Corporation	**Principal Occupation**	**Served as Director of the Corporation since**	**Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present(1)**	**Percentage of Voting Shares Owned or Controlled**
Vern Rampton, Ph.D.(2)(4)(5) P.Eng. Carp, ON President, CEO & Director	Geologist and Corporate Executive; President & CEO Mayo Lake Minerals Inc.	Sept 7, 2011	14,000,000	15.1%
Jeffrey Ackert, B.Sc.(2)(3)(5) Ottawa, ON Director	Geologist; President & CEO Cascade Copper Corp., British Columbia.	Sept 7, 2011	1,120,000	1.2%
Gregory LeBlanc, B.A.(2)(3), M.A.(2) Carp, ON Director	Real estate developer; President of Carp Retirement Properties Inc.	Sept 7, 2011	2,308,099	2.3%
Lee Bowles(3)(4) Toronto, ON Director	President, Ironstone Capital; Corporate Strategic Planning	Dec. 5, 2017	2,567,000	2.7%
Tyrell Sutherland(5) Ottawa, ON Director	VP Exploration, Mayo Lake Minerals Inc.	April 29, 2021	4,080,000	4.4%

Notes:

(1) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective nominees individually.
(2) Member of the Audit Committee.
(3) Member of the Compensation Committee.
(4) Member of the Corporate Governance & Disclosure Committee
(5) Member of the Corporate Social Responsibility Committee

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED THAT HIS OR HER COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. Management has no reason to believe that any of the nominees will be unable to serve as a director but if a nominee is for any reason unavailable to serve as a director, proxies in favour of management will be voted in favour of the remaining nominees and may be voted for a substitute nominee unless the Shareholder has specified in the proxy that his or her Common Shares are to be withheld from voting in respect of the election of directors.

Cease Trade Orders or Bankruptcies

No proposed director:

(a) is, as at the date of the Circular, or has been, within 10 years before the date of the Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that,

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

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

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

(c) has, within the 10 years before the date of the Circular, become bankrupt, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver or trustee appointed to hold the assets of the proposed director.

Penalties and Sanctions

No proposed director has been subject to:

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

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

3. APPOINTMENT OF AUDITOR

Grant Thornton LLP, the former auditors of the Company, resigned as the auditors of the Corporation effective March 17, 2022. The Board appointed Jones & O'Connell LLP, Chartered Professional Accountants, as auditors of the Company effective March 17, 2022, to fill the vacancy created thereby.

Shareholders are being asked to confirm the actions of the Board and appoint Jones & O'Connell LLP, Chartered Professional Accountants as auditors of the Company to hold office until the next annual meeting of shareholders. Grant Thornton LLP were first appointed as the auditors of the Company on March 19, 2018.

UNLESS THE SHAREHOLDER DIRECTS THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN CONNECTION WITH THE CONFIRMATION AND APPOINTMENT OF AUDITORS, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE FOR THE APPOINTMENT OF JONES & O'CONNELL, CHARTERED PROFESSIONAL ACCOUNTANTS AS THE AUDITORS OF THE COMPANY UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION.

In accordance with the provisions of National Instrument 51-102 – *Continuous Disclosure Obligations*, attached to this Management Information Circular as Appendix "B", is the requisite reporting package, including the notice of the Company to Grant Thornton LLP and Jones & O'Connell, Chartered Professional Accountants stating that there are no reportable events and the letters of each of Grant Thornton LLP and Jones & O'Connell LLP, Chartered Professional Accountants to the Alberta Securities Commission, the British Columbia Securities Commission, the Ontario Securities Commission, the Nova Scotia Securities Commission, the Manitoba Securities Commission and the Office of the Superintendent of Securities – Government of Yukon – Department of Community Services.

4. STOCK OPTION AND RESTRICTED & DEFERRED SHARE UNIT PLAN APPROVAL

In order for the Stock Option Plan and the RSU/DSU Plan Resolutions (as defined below) to be effective, they must be approved by the affirmative vote of a majority of the votes cast in respect thereof by disinterested Shareholders of the Company present in person or represented by proxy at the Meeting. It is the intention of the persons named in the enclosed proxy, in the absence of instructions to the contrary, to vote FOR the resolutions approving the increase of shares reserved for issuance under the plans.

THE FORMS OF PROXY RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR EACH OF THE RESOLUTIONS UNLESS A SHAREHOLDER HAS SPECIFIED THAT HIS OR HER COMMON SHARES ARE TO BE VOTED AGAINST A RESOLUTION.

Stock Option Plan

The Company has adopted an incentive stock option plan (the "**Stock Option Plan"**) for officers, directors, employees and consultants of the Company. The Stock Option Plan was approved at the last annual and special meeting of the Company on August 24, 2021. The Stock Option Plan provides for the issuance of stock options to acquire up to 10% of the Company's issued and outstanding capital as at the date of grant, subject to standard anti-dilution adjustment. This is a "rolling plan" as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. At no time will more than 10% of the outstanding Common Shares be subject to grant under the Stock Option Plan. If a stock option expires, is exercised or otherwise terminates for any reason, the number of Common Shares of the Company in respect of that expired, exercised or terminated stock option shall again be available for the purpose of the Stock Option Plan. The principal features of the Stock Option Plan are described in more detail below (see "*Statement of Executive Compensation – Long Term Compensation*"). The text of the Stock Option Plan is posted on the company's website at https://www.mayolakeminerals.com/annual-shareholders-meeting.html.

At this Meeting, Shareholders of the Company will be asked to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution of the disinterested Shareholders, in the form set out below (the "**Stock Option Plan Resolution"**), subject to such amendments, variations or additions as may be approved at the Meeting, approving the continuity of the plan and increasing the number of shares available to the equivalent of 9,253,788 Common Shares.

STOCK OPTION PLAN RESOLUTION

"**BE IT RESOLVED AS AN ORDINARY RESOLUTION OF THE MAJORITY OF THE MINORITY SHAREHOLDERS THAT: The Stock Option Plan of the Company as set forth on the Company's website at** https://www.mayolakeminerals.com/annual-shareholders-meeting.html **is hereby confirmed and approved and that more particularly, the number of shares reserved for issuance thereunder shall increase as the Company's issued and outstanding share capital increases to a limit of no more than 10% of the outstanding Common shares.**

RSU/DSU Plan

The Company maintains a Restricted Share Unit and Deferred Share Unit Compensation Plan (the "**RSU/DSU Plan"**). It was approved at the last annual and special meeting of the Company on December 4, 2018. The Company introduced the plan to bring the Company's compensation policies in line with trends in industry compensation practice, which includes a move towards performance based restricted share units ("**RSUs"**) and deferred share units ("**DSUs"**), and to preserve the working capital of the Company by paying directors, officers and other qualifying participants compensation in the form of share-based awards as opposed to cash. Under the RSU/DSU Plan, no cash settlements will be made, as settlement will be in the form of Common Shares of the Company only.

RSUs are performance-based share units which are granted to participants in the RSU/DSU Plan based on criteria as determined by the Board or Granting Authority (as defined in the RSU/DSU Plan). The RSUs are paid out to the participant at no later than three years from the year the RSUs were granted. Non-vested RSUs are forfeited if the participant voluntarily ceases employment with the Company. RSUs provide the Company with a more transparent and objective tool for rewarding performance or compensating participants, while providing the participant with a defined incentive award.

The RSU/DSU Plan also makes provision for the use of DSUs for payment of directors' fees. A DSU is a notional share that has the same value as one share of the Company as at the grant date. Under the RSU/DSU Plan, directors may choose, with the consent of the Company, to take all or part of their fees in DSUs. DSUs are paid out to directors as Common Shares in the Company when they retire from the Board. A retiring director can defer the payout of his/her DSUs to the year following his/her departure from the Company. The use of DSUs has the advantage of encouraging higher levels of share ownership by the directors, thereby aligning their interests more closely with that of the Company while also preserving cash for the Company.

Subject to the adjustment provisions provided for in the RSU/DSU Plan and the applicable rules and regulations of all regulatory authorities to which the Company is subject (including any stock exchange), the total number of common shares of the Company reserved for issuance pursuant to the RSU/DSU Plan and the Stock Option Plan shall not exceed 20% of the issued and outstanding Common Shares as at the date of Shareholder approval.

Unlike the Stock Option Plan, if an outstanding award under the RSU/DSU Plan for any reason expires or is terminated or is cancelled without having been exercised or settled in full, the Common Shares will not be available for re-issuance under the RSU/DSU Plan unless appropriate Shareholder approval has been received. The above is a summary of the general provisions of the RSU/DSU Plan. The full text of the RSU/DSU Plan is posted on the Company's website at https://www.mayolakeminerals.com/annual-shareholders-meeting.html.

At this Meeting, Shareholders of the Company will be asked to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution of the disinterested Shareholders, in the form set out below, approving the continuity of the RSU/DSU Plan.

RSU/DSU PLAN RESOLUTION

"BE IT RESOLVED AS AN ORDINARY RESOLUTION OF THE MAJORITY OF THE MINORITY SHAREHOLDERS THAT: "The RSU/DSU Plan of the Company as set forth on the Company's website at https://www.mayolakeminerals.com/annual-shareholders-meeting.html is hereby confirmed and approved and that more particularly, the total number of Common shares of the Company reserved for issuance pursuant to the RSU/DSU Plan and the Stock Option Plan together shall not exceed 20% of the issued and outstanding Common shares cited in this Management Information Circular dated August 4, 2022; therefore being 18,507,579.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

For the purposes of this Circular, a Named Executive Officer ("**NEO"**) of the Company means:

(a) a chief executive officer ("**CEO"**) of the Company;
(b) a chief financial officer ("**CFO"**) of the Company;

Compensation Discussion and Analysis

The following Statement of Executive Compensation is prepared in accordance with Form 51-102F6 of National Instrument 51-102. The purpose of this Statement of Executive Compensation is to provide disclosure of all compensation earned by directors and certain executive officers in connection with their position as an officer of or consultant to the Company.

For a complete understanding of the executive compensation program, this Compensation Discussion and Analysis should be read in conjunction with the Summary Compensation Table and other executive compensation-related disclosure included below.

The Board administers certain duties relating to executive compensation. The Board has during 2018, effected a compensation Committee to assist it in its duties here. To attract and retain top talent, fixed compensation is generally targeted at levels comparable to market peers and performance recognition occurs through the delivery of variable short and longer-term incentive compensation.

NEOs do not automatically receive any particular award based on the Board's determination of the overall performance of the Company, but rather the determination establishes the background for the Board's subsequent review of the NEOs' individual performance and compensation.

Objectives of the Compensation Program

The objectives of the Company's executive compensation program are:

- to attract and retain executives who can help the Company achieve its objectives;
- to align the interests of the executives with the interests of the shareholders;
- to be competitive with the companies with whom the Company competes for talent; and
- to reward individual contributions in light of overall business results.

Elements of Executive Compensation

The allocation of compensation value to these different compensation elements is not based on a formula, but rather is intended generally to reflect market practices and realities as well as the Board's discretionary assessment of an executive officer's past contribution and ability to contribute to future short and long-term business results of the Company.

Base Compensation

Base compensation is designed to provide income certainty and to attract and retain executives. Base compensation for NEOs is reviewed annually by the Board and is based on individual performance, the scope of the executive's role within the Company's and retention considerations.

Short-term Rewards and Incentives

Annual cash bonuses are a short-term incentive that are intended to reward executive officers for their yearly individual contribution and performance of personal objectives in the context of overall annual corporate performance. The amount is not pre-established and is at the discretion of the Board.

Mid to Long-term Rewards and Incentives

The Company has adopted the Stock Option Plan and the RSU/DSU Plan pursuant to which stock options, RSUs and DSUs may be granted to directors, officers, employees and consultants as a reward for exceptional services, as a supplement to cash remuneration as well as to serve as a long-term incentive.

The Stock Option Plan and RSU/DSU Plan are an integral component of the Company's total compensation program in terms of attracting and retaining key employees and enhancing Shareholder value by aligning the interests of executives and employees with the growth and profitability of the Company. The longer-term focus of the Stock Option Plan and RSU/DSU Plan complements and balances the short-term elements of the compensation policies of the Company.

Pursuant to both plans, the Board may, on the recommendation of the Compensation Committee, grant from time to time to directors, officers, employees and consultants' options to purchase Common Shares, and/or RSUs and DSUs that entitle holders to receive Common Shares upon vesting conditions being satisfied. In determining the number of options, RSUs and DSUs to be granted to the eligible persons, the Compensation Committee considers the amount, terms and vesting levels of existing options, RSUs and DSUs held by the eligible persons and also the number remaining available for grant by the Company in the future to attract and retain qualified key individuals.

Stock Option Plan

In order to ensure the alignment of employees with the Company's long-term interests, the Company currently has in place a rolling Stock Option Plan and the Board, on the recommendation of the Compensation Committee, may periodically grant employees, directors and other eligible participants stock options under such Stock Option Plan. In determining whether and how many new options will be granted, the Company does not use any formal objectives, criteria or analyses in reaching such determinations; however, consideration is given to the amount and terms of outstanding options. As a junior exploration company, qualitative measures of the Company's performance have been favoured over quantitative measures. The Compensation Committee has considered qualitative measures such as work effort, exploration activities, project advancement, property acquisitions and achievement of certain target goals and milestones in evaluating performance and considers the compensation which comparable companies make available to their directors, officers and employees. Under the Stock Option Plan, options to acquire common shares in the capital of the Company may be awarded by the Board to directors, officers and employees of, and service providers and consultants to, the Company. The exercise price of options granted in accordance with the Stock Option Plan must not be lower than the closing price for the Company's Common Shares as quoted on an exchange on the last business day prior to the date granted less any discount permitted provided that the minimum exercise price shall not be less than $0.05 per share. Options granted under the Plan are non-assignable and exercisable in the sole discretion of the option holder. The Board is authorized to determine the expiry dates of stock option grants. No financial assistance is provided by the Company to purchase the Common Shares of option holders.

Options granted under the Stock Option Plan may include provisions regarding vesting. In addition, options granted under the plan include provisions regarding the effect of an employee's termination and the effect of a service provider's cessation of service, as applicable. Where an employee resigns, retires or is discharged with or without cause, any unexercised options held by such employee terminate on the earlier of the expiry of the period specified in the applicable stock option agreement (typically a period of 30 days after the event) and the date on which the options granted to such employee expire. In the event that the option holder is a service provider to the Company and such service provider ceases to provide services to the Company, any unexercised options terminate on the earlier of the expiry of the period specified in the applicable service provider's stock option agreement (typically a period of 60 days after the event) and the date on which the options granted to such service provider expire.

The Stock Option Plan provides the Board with the discretion to terminate or amend the plan in any respect; provided however, that the Board will not, without the approval of the Shareholders of the Company and any stock exchange or quotation system upon which the Company's common shares are listed or quoted, amend the plan or any option in any manner that requires Shareholder approval under applicable law or the rules or policies of any stock exchange or quotation system upon which the Company's Common Shares are listed or quoted. Notwithstanding the foregoing, no such termination or amendment may, without the consent of a Stock Option Plan participant, in any manner adversely affect his rights under any option previously granted under the plan.

RSU/DSU Plan

RSUs are performance-based share units which will be granted to participants in the RSU/DSU Plan based on criteria as determined by the Board or the Granting Authority. The share units are paid out to the participant at no later than three years from the year in which the RSUs were granted. Non-vested RSUs are forfeited if the participant voluntarily leaves his or her employment with the Company. RSUs provide the Company with a more transparent and objective tool for rewarding performance, while providing the participant with a specifically defined incentive award.

The RSU/DSU Plan also makes provision for the use of DSUs for payment of directors' fees. A DSU is a notional share that has the same value as one share of the Company as at the grant date. Under the proposed RSU/DSU Plan, directors may choose, with the consent of the Company, to take all or part of their fees in DSUs. DSUs are paid out to directors as Common Shares in the Company when they retire from the Board. A retiring director can defer the payout of his/her DSUs to the year following his/her departure from the Company. The use of DSUs has the advantage of encouraging higher levels of share ownership by directors, thereby aligning their interests more closely with that of the Company while preserving cash for the Company. Under the RSU/DSU Plan, awards may be granted to any non-employee director, officer, employee or consultant, or any of its designated affiliates. A Participant (as defined under the RSU/DSU Plan) is an eligible person to whom an award has been granted under the RSU/DSU Plan.

Risks Associated with Compensation Policies and Practices

The oversight and administration of the Company's executive compensation program requires the Board to consider risks associated with the Company's compensation policies and practices. 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. Practices that are designed to avoid inappropriate or excessive risks include (i) financial controls that provide limits and authorities in areas such as capital and operating expenditures to mitigate risk-taking that could affect compensation, (ii) balancing base salary and variable compensation elements, (iii) spreading compensation across short and long-term programs and, and (iv) vesting of stock options and RSUs over a period of years.

Other Compensation

Executive officers may receive cash bonuses based on performance; however, no cash bonus has ever been paid by the Company to date. In addition, the Company is in process of determining an objective mean to determine cash-rated bonuses and incentive for its officers and key employees, which will also have the payment and timing of such payments governed by its cash flow requirements.

The Role of the Board in Determining Compensation

The Board approves, or recommends for approval, all compensation to be awarded to the NEOs based on recommendations from senior management as well as the Compensation Committee. The Board may direct the Compensation Committee and management to gather information on its behalf, and provide initial analysis and commentary. The Board reviews this material along with other information received from any external advisors which may be retained in its deliberations before considering or making decisions. The Board has full discretion to adopt or alter management recommendations.

The Role of Management

Management has direct involvement in and knowledge of the business goals, strategies, experiences and performance of the Company. The Chief Executive Officer makes recommendations to the Board and the Compensation Committee as the case may be regarding the amount and type of compensation awards for other members of executive management. The Chief Executive Officer does not engage in discussions with the Board regarding his own compensation.

Corporate and Individual Performance

The Board exercises its discretion and uses judgment in making compensation determinations. The Board’s assessment of the overall business performance of the Company, including corporate performance against strategy (both quantitative and qualitative) and business circumstances, provides the context for individual executive officer evaluations for all direct compensation awards.

Summary Compensation Table

The table below sets forth information concerning the compensation paid, awarded or earned by each of the former and current NEOs for services rendered in all capacities to the Company during the three most recently completed financial year ends.

Name and Position	Year	Fees (1) $	Other Cash Compensation	Total $
Vern Rampton * President & CEO *(Rampton Resource Group Inc)*	2021 2020 2019	$51,000 $51,000 $99,600	Nil Nil Nil	$51,000 $51,000 $99,600
Andre Rancourt, CFO Appointed March 2019	2021 2020 2019	$10,650 $2,250 $2,750	Nil Nil Nil	$10,650 $2,250 $2,750

**Tyrell Sutherland VP Exploration (*Sans Peur Exploration Services Inc*.)	2021 2020 2019	$48,000 $48,000 $65,000	Nil Nil Nil	$48,000 $48,000 $65,000

*The President & CEO provides his management services plus all applicable expenses, disbursements and HST through his wholly-owned corporation, Rampton Resource Group Inc (‘**RRG**’).
The VP provides his management services plus all applicable expenses, disbursements and HST through his wholly owned corporation, Sans Peur Exploration Services Inc. (‘Sans Peur’**).

Compensation Securities Via Share Based Derivatives

The following table sets out the Restricted Share Units awarded in 2019, 2020 and 2021 for each current CEO and Director and its fair value at the time of the grant.

Award Date	**Recipient**	**RSUs**	**Valuation**
10-Mar-20	Rampton Resource Group (Vern Rampton)	150,000	$10,650
	Sans Peur Exploration Services (Tyrell Sutherland)	150,000	$10,650
	Lee Bowles	50,000	$3,550
10-Apr-20	Rampton Resource Group Inc. (Vern Rampton)	255,000	$18,105
	Sans Peur Exploration Services (Tyrell Sutherland)	240,000	$17,040
1-Jul-20	Rampton Resource Group (Vern Rampton)	255,000	$18,105
	Sans Peur Exploration Services (Tyrell Sutherland)	240,000	$17,040
4-Jan-21	Rampton Resource Group (Vern Rampton)	255,000	$18,105
	Sans Peur Exploration Services (Tyrell Sutherland)	240,000	$17,040
	Andre Rancourt	50,000	$3,550
21-Apr-21	Vern Rampton	350,000	$24,850
	Tyrell Sutherland	250,000	$17,750
	Andre Rancourt	75,000	$5,325
2-Jul-21	Rampton Resource Group (Vern Rampton)	255,000	$20,400
	Sans Peur Exploration Services (Tyrell Sutherland)	240,000	$19,200
	Andre Rancourt	40,250	$3,220

The following table sets out the Deferred Share Units awarded in 2019,2020 and 2021 for each current Director who is not a NEO at its fair value.

Date	Grantee	DSUs	Valuation
10-Mar-20	Lee Bowles	75,000	$5,325
	Jeff Ackert	75,000	$5,325
	Greg LeBlanc	75,000	$5,325
21-Apr-21	Lee Bowles	100,00	$7,100
	Jeff Ackert	100,000	$7,100
	Greg LeBlanc	100,000	$7,100

The following table sets out the incentive Stock Options, RSUs and DSUs outstanding as at August 4, 2022 for each officer & director. The DSUs have accumulated since the original approval of the RSU/DSU Plan in 2017.

Grantee (Beneficial Owner)	Options[1]	# RSUs[2]	DSUs (2)
Vern Rampton, CEO, President & Chairman	750,000	Nil	
Tyrell Sutherland, VP Exploration	600,000	Nil	
Andre Rancourt, CFO	300,000	Nil	
Greg Leblanc, Director	300,000	Nil	350,000
Jeff Ackert, Director	300,000	Nil	300,000
Lee Bowles, Director	300,000	Nil	250,000

[1]1/3 of Options vested Aug 1, 2022; 1/3 vest on each of August 2023 & 2024; [2] Vest on retirement

Employment and Consulting Agreements

The Company's contracts with RRG and Sans Peur provide for a payment equivalent of 18 months compensation upon termination without should it be terminated without cause and lump sum payments equivalent to 24 months compensation should a change in control event occur, irrespective of whether the services under the agreements were continued subsequent to the change in control. In addition to providing Vern Rampton's services to the Company, RRG also, under a separate agreement, provides for office and storage space plus office operating costs and secretarial, accounting and book-keeping services.

Other than as described below, there is no current contract, agreement, plan or arrangement between the Company and any NEO under which a NEO is entitled to receive any payment whatsoever from the Company in the event of

(i) the resignation, or any other termination of the NEO's employment with the Company;
(ii) a change of control of the Company; or
(iii) a change in the NEO's responsibilities following a change in control.

Pension Plan Benefits

There are no pension plan benefits in place for the NEOs.

Termination and Change of Control Benefits

Compensation plans with NEOs resulting from the termination of employment of such NEOs or a change of control of the Company are described under "Employment and Consulting Agreements" above.

CURRENT SECURITIES AUTHORIZED FOR ISSUANCE UNDER COMPENSATION PLANS

The following table sets forth information with respect to the Company's compensation plans under which securities of the Company in accordance with all plans previously approved by the Shareholders

Plan	Limit on Total Shares Available for Future Issuance as approved by Shareholders at the 2020 AGM (1)
Stock Option	7,603,118
RSU/DSU	7,603,118

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 (*Disclosure of Corporate Governance Practices*) ("**NI 58-101**") requires the Company to disclose its corporate governance practices by providing in the Circular the disclosure required by Form 58-101F2. NI 58-101 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been completely adopted. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and expands its operations.

Board of Directors

The Board is currently composed of five (5) directors. The Board has chosen to follow the dictates of Form 58-101F1, which suggests that the Board of every listed company should be constituted with a majority of individuals who qualify as "independent" directors under Multilateral Instrument 52-110 ("**MI 52-110**)". This instrument provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. "Material relationship" is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. Of the proposed nominees, Vern Rampton and Tyrell Sutherland are "insiders" or "company management directors" and accordingly are not considered to be "independent".

The remaining proposed directors are considered by the Board to be "independent", within the meaning of MI 52-110. In assessing Form 58-101F1 and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

Meetings of Independent Directors

Currently, the Board is satisfied that it will exercise its responsibilities for independent oversight of management through separate meetings of the independent directors and through committee meetings of independent directors. To enhance the Board's ability to act independently of management, the Board: (i) may meet in the absence of members of management and the related directors; or (ii) may excuse such persons from all or a portion of any meeting where appropriate.

Mandate of the Board of Directors

The Board is responsible for supervising the management of the business and affairs. The Board has responsibility for and will actively participate in the following matters: (i) adoption of a strategic planning process and approval of any strategic plans; (ii) identification of the principal risks relative to the Company's business implementation of appropriate systems to manage such risks; (iii) succession planning, including supervising the training and monitoring of the Company's senior management; (iv) adoption and implementation of the Company's communications policy; (v) overseeing the integrity of the Company's internal controls and management information systems; (vi) ensuring the Board and its members are available to senior management of the Company for the purpose of assisting the Company to respond to opportunities, risks and other developments as necessary from time to time; (vii) ensuring the code of business conduct and ethics is reviewed and, if considered appropriate, revised periodically; (viii) ensuring a documents retention policy is established; and (ix) ensuring the corporate governance practices policy is reviewed and, if considered appropriate, revised periodically.

Decisions Requiring Board Approval

Certain matters must by law or by the by-laws and articles of the Company (**By-Laws and Articles**) be approved by the Board. In addition, management is required to obtain Board approval for any significant new venture which is outside the Company's ordinary course of business, for any extraordinary expenditure and, for any material transaction.

Board Committees

The Board has constituted four committees as follows: an Audit Committee, a Compensation Committee, a Corporate Governance & Disclosure Committee and a Corporate Social Responsibility Committee (CSR Committee. In addition, the Board has not delegated other matters to a committee and deals with such matters as a "Committee as a Whole".

The following persons are currently members of the Board's various committees:

COMMITTEE	CHAIR	MEMBERS
Audit	Greg LeBlanc	Jeff Ackert, Vern Rampton
Compensation	Greg LeBlanc	Jeff Ackert, Lee Bowles
Governance and Disclosure	Jeff Ackert	Vern Rampton, Lee Bowles
CSR	Tyrell Sutherland	Vern Rampton, Jeff Ackert

Audit Committee

The Audit Committee is composed of three directors as named above, of which the majority are "independent". The composition and operation of the Audit Committee is described in the next section titled "Audit Committee Information Required in The Information Circular of a Venture Issuer".

Compensation Committee

The Compensation Committee shall be composed of not less than three directors, all of whom shall be "independent". The Compensation Committee is responsible for: (i) reviewing and approving corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance in light of those corporate goals and objectives, and determining (or making recommendations to the Board with respect to the CEO's compensation level (ii) making recommendations with respect to non-CEO officer and director compensation, incentive-compensation plans and (iii) reviewing disclosure information

Corporate Governance & Disclosure Committee

The Corporate Governance Committee is composed of not less than three directors, the majority of whom shall be "independent". The mandate of the Corporate Governance Committee includes: (i) reviewing and developing specific matters of corporate governance as they may pertain to the Board, including the effectiveness of the Company's system of corporate governance with respect to the discharge of the Company's obligations to its shareholders, customers and employees, other stakeholders and the public and reporting and making recommendations to the Board with respect thereto; (ii) reviewing with the Chairman of the Board, on a regular basis but not less frequently than annually, the role and conduct of the Board and its committees and the methods and processes by which the Board of Directors fulfills its duties and responsibilities, including the number and content of meetings; an annual schedule of issues to be presented to the Board and its committees at their meetings; material which is to be provided to directors generally and with respect to meetings of the Board of Directors and its committees; resources available to directors; and the communication process between the Board of Directors and management; (iii) assisting the Chairman of the Board in reviewing at least annually the composition, needs and performance of the Board, establishing the qualifications for members of the Board, determining the skills, expertise and experience required of directors and developing an appropriate succession plan for directors; (iv) assisting the Chairman of the Board in establishing criteria for the selection of directors and procedures for identifying possible nominees who meet these criteria; retaining any search firm engaged to assist in identifying director candidates, and retaining outside counsel and any other advisors as deemed appropriate; approving related fees and retention terms; (v) assisting the Chairman of the Board in reviewing and assessing the qualifications of proposed appointments or elections to the Board; (vi) submitting to the Board for consideration and decision, the persons to be nominated for election as directors at the annual meeting of shareholders, or to be appointed to fill vacancies between annual meetings; (vii) ensuring management develops an education program for new members of the Board and an education program for all members of the Board; (viii) assisting the Disclosure Committee in establishing a communication and disclosure policy for the Company that addresses continuous and period disclosure, how the Company interacts with analysts and the public and how the Company can avoid selective disclosure; (ix) developing a code of business conduct and ethics that governs the Company, directors, officers and employees; (x) making recommendations relative to the composition of the various committees of the Board; reviewing and recommending committee slates annually and recommending additional committee members to fill vacancies as needed; (xi) monitoring and reviewing all of the foregoing regularly and making changes to same as circumstances require. The Corporate Governance Committee is also responsible for regularly assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors. The committee is also responsible for reviewing and making recommendations to the Board with respect to the Company's communication and disclosure policies, the implementation of the internal publication and dissemination of the Company's disclosure policies, and the reviewing of draft press releases prior to their final approval and release.

Corporate & Social Responsibility (CSR) Committee

The CSR Committee (which may be composed of directors, officers and senior employees of the Company) is responsible for reviewing and making recommendations to the Board with respect to: sustainable development, environmental, health and safety policies, principles, practices and processes, including: (i) current and future regulatory issues relating to sustainable development, environmental, health and safety; and (ii) corporate social responsibility ("**CSR**") performance at all of the Company's projects and properties and in all communities in which the Company operates.

Meetings of Committees

Meetings of committees are held at such time and on such day as the Chair of the committee may determine. Notice of meetings of each committee is to be given to each member not less than 48 hours before the time when the meeting is to be held. A quorum for a meeting of a committee is a majority of the members. The members elect one Chair of each committee. If the Chair is not present at a meeting of the committee, the members present at the meetings may select one of their members to preside.

Orientation and Continuing Education

The Corporate Governance Committee is responsible for proposing new nominees to the Board, and for providing an orientation and education program for new Board recruits and continuing education for Board members. It is responsible for orienting and educating its members. New recruits to the Board will receive a full program of orientation and education, including the following:

- (i) background on the business and operations of the Company;
- (ii) copies of the Articles and By-laws of the Company;
- (iii) information relative to recent Board and shareholder proceedings;
- (iv) copies of policy and corporate practice statements; and
- (v) information relative to applicable corporate, securities and exchange requirements.

It is the personal responsibility of each director to become familiar and monitor the above listed items as they may change over time. The Company's officers are available to assist with this process.

Ethical Business Conduct

The Company has developed a formal code of ethical business conduct (the "**Code**"), which is designed to assist the Company's directors, officers and employees better understand their expectations and responsibilities in the discharge of their duties. The Code provides a general framework of how to approach, resolve and report the ethical and legal issues encountered by the Company's directors, officers and employees in carrying out their business functions.

As articulated in the Code, directors, officers and employees of the Company are expected to act with the utmost integrity in all of their affairs which might impact the Company.
The Company also has in place a Whistleblower Policy, which contains procedures that allow employees of the Company to confidentially and anonymously submit their concerns without fear of retaliation to the Chair of the Audit Committee (or such other applicable officer of the Company) regarding questionable conduct, accounting, internal accounting controls, or auditing matters.

The Whistleblower Policy is designed and intended to encourage reporting of wrongdoing by the Company's employees. The Whistleblower Policy is expressly referenced in the Code. The Company's Code, Whistleblower Policy and Disclosure Policy are reproduced and discussed in the Company's Employee Handbook which is, together with the Company's Safety Health Environmental and Community Relations Manual, provided to each employee upon joining the Company.

Compensation
The Compensation Committee determines the compensation for the directors and CEO of the Company. The Company is in the process of developing a program to determine incentive and compensation and bonuses in a quantitative manner.

AUDIT COMMITTEE INFORMATION

The Company adheres to Multilateral Instrument 52-110 ("**MI 52-110**") which requires that certain information regarding the Audit Committee of a "venture issuer" (as that term is defined in MI 52-110) be included in the management information circular sent to Shareholders in connection with the issuer's annual meeting. The full text of the charter of the Company's Audit Committee is attached hereto as Appendix "A".

Composition of the Audit Committee

The Audit Committee members are currently Greg LeBlanc (Chair), Vern Rampton and Jeff Ackert, each of whom is a director and financially literate. Messrs. LeBlanc and Ackert are each independent in accordance with MI 52-110.

Audit Committee Oversight

Since the commencement of the Company, the Board has in all cases adopted recommendations of the Audit Committee to nominate or compensate an external auditor.

Relevant Education and Experience

The following is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member.

Audit Chair; Greg LeBlanc, Director – Mr. Leblanc, B.A., M.A., has over 35 years' experience in the currency and financial industry sectors. He began his career on the money market desk at the Bank of

Canada in 1973. At RBC he was named a Vice-President in 1996, holding this position until he retired in 2009. He specialized in commodity and currency trading during his tenure with these investment dealers. He also is the principal of real estate development companies and holds positions on the boards of several quasi-governmental institutions.

Vern Rampton, President & CEO, Director – Dr. Rampton is an experienced businessman and has been executive of numerous private companies and partnerships in the mining, agricultural and real estate sectors. From 1984 until 2009 he was President and CEO for the financial direction and guidance of publicly-listed Kinbauri Gold Corp.**;** for a period of time, he was also the Acting CFO. He was also President and CEO of Carube Resources Inc., which he founded in 2011. In 2015, it became a public company, Carube Copper Corp., through a merger and he remained as President and CEO through 2016.

Jeff Ackert, Director – Mr. Ackert began his career as a regional geologist with St. Joe Minerals, Bond Gold Canada and LAC Minerals in the 1980s. In 1990 he became mine geologist at LAC Minerals' Golden Patricia Mine (Barrick Gold Corp after 1994) where he specialized in production and exploration. In 1996 he was appointed VP Exploration for Orezone Resources Inc. focusing on West Africa. Mr. Ackert was a senior officer of publicly listed C3 Metals from 2012 to 2022 and after leaving C3 was recently appointed President & CEO of Cascade Copper Corp. with operations in British Columbia.

Audit Fees

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditors of the Company for professional services rendered with respect to the two most recently completed fiscal years and to date in 2022.

Time Period	Prospectus Related Fees ($)	Audit and Audit-Related Fees (1) ($)	Tax Fees (3) ($)	All Other Fees (3) ($)
Year ended December 31, 2020		$32,100		
Year ended December 31, 2021	$74,365	$30,000		
Year to date (July 2022)	nil	Nil	nil	$16,050

1)Audit and Audit Related Fees – aggregate fees billed for professional services rendered by the auditors for the audit of the annual financial statements, services provided in connection with statutory and regulatory filings, and review of quarterly financial statements and documents 2) 2021 Fees are related to the Company's first quarter and the Preliminary Prospectus filed in July 1621

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

The management knows of no matters to come before the Meeting other than as set forth in the Notice. **However, if other matters which are not known to the management should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the persons voting the proxy.**

GENERAL

The contents and the sending of the Notice and this Circular to each Shareholder entitled thereto, each director of the Company, the auditor of the Company and, where required, all applicable securities regulatory authorities have been approved by the Board.

Effective at Ottawa, Ontario, on the 4th day of August, 2022.

ON BEHALF OF THE BOARD

____

Vern Rampton
President and CEO

APPENDIX A

AUDIT COMMITTEE CHARTER

Purpose of the Committee

The purpose of the Audit Committee (the "**Committee**") of the Board of Directors of Mayo Lake Minerals Inc. (the "**Corporation**") is to provide an open avenue of communication between management, the Corporation's independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of financial reporting and disclosure practices;
- the Corporation's compliance with legal and regulatory requirements related to financial reporting; the independence and performance of the Corporation's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Corporation's articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Corporation. The quorum for a meeting of the Committee is comprised of a majority of the Committee members. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Corporation's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with International Financial Reporting Standards (IFRS). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Corporation's financial statements and to provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material aspects, the financial position, results of operations and cash flows of the Corporation in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Corporation's financial statements, preparing or issuing an auditor's report or performing other audit, review or attestation services for the Corporation; and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of the oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

Authority and Responsibility

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Corporation's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of the Corporation's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Corporation's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Corporation, including consideration of the independent auditor's judgment about the quality and appropriateness of the Corporation's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Corporation by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Corporation and all non-audit work performed for the Corporation by the independent auditor.
11. Establish and review the Corporation's procedures for the:
    - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
    - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors as the expense of the Corporation.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of National Instrument 52-110, the Ontario *Business Corporations Act* and the articles of the Company.

Approved by Resolution of the Board dated October 20, 2017

APPENDIX "B"

CHANGE OF AUDITOR PACKAGE

Please see attached.

MAYO LAKE MINERALS INC.
NOTICE OF CHANGE OF AUDITORS
PURSUANT TO NATIONAL INSTRUMENT 51-102 ("**NI 51-102**")

March 17, 2022

TO: JONES & O'CONNELL LLP

AND TO: GRANT THONTON LLP

AND TO: Alberta Securities Commission
British Columbia Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Office of the Superintendent of Securities – Government of Yukon – Department of Community Services

Dear Sirs/Mesdames:

Re: Notice Regarding Proposed Change of Auditor Pursuant to NI 51-102

Notice is hereby given that on March 17, 2022, the Board of Directors of Mayo Lake Minerals Inc. (the "**Company**") determined:

1. to accept the resignation of Grant Thornton LLP (the "**Former Auditor**"), as auditor of the Company; and

2. to engage Jones & O'Connell LLP (the "**Successor Auditor**"), as auditor of the Company.

The Former Auditor's issued a report on the Company's financial statements for December 31, 2020.

The contents of this Notice and the resignation of the Former Auditor and the proposed appointment of the Successor Auditor were approved by the Audit Committee and the Board of Directors of the Company.

DATED at Toronto, Ontario this 17th day of March, 2022.

BY ORDER OF THE BOARD OF DIRECTORS OF
MAYO LAKE MINERALS INC.

Dr. Vern Rampton
President and Chief Executive Officer

Jones & O'Connell LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

43 Church Street, Suite 500 + P.O. Box 1237 + St. Catharines, ON + L2R 7A7
phone 905.688.4842 fax 905.688.1746
www.jonesoconnell.ca

March 21, 2022

Alberta Securities Commission
British Columbia Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Office of the Superintendent of Securities – Government of Yukon – Department of Community Services

Dear Sirs/Mesdames:

Re: Mayo Lake Minerals Inc. (the "Company")
Change of Auditor of Reporting Issuer

We acknowledge receipt of a Notice of Change of Auditor (the "**Notice**") dated March 17, 2022 delivered to us by the Company in respect of the change of auditor of the Company.

Pursuant to National Instrument 51-102 of the Canadian Securities Administrators, please accept this letter as confirmation by Jones & O'Connell LLP that we have reviewed the Notice and, based on our knowledge as at the time of receipt of the Notice, we agree with each of the statements therein, other than we are not in a position to agree or disagree with the Company's statement that there were no reportable events, as that term is defined in NI 51-102, which have occurred prior to March 21, 2022.

I trust the foregoing is satisfactory.

Yours very truly,

Jones & O'Connell LLP

Jones & O'Connell LLP
Chartered Professional Accountants
Licensed Public Accountants

cc: Board of Directors of Mayo Lake Minerals Inc.

Grant Thornton LLP
11th Floor
200 King Street West, Box 11
Toronto, ON
M5H 3T4

T +1 416 366 0100
F +1 416 360 4949

March 18, 2022

To: Alberta Securities Commission
British Columbia Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Office of the Superintendent of Securities (Yukon Territory)

Re: Notice of Change of Auditor – Mayo Lake Minerals Inc.

We have reviewed the information contained in the Notice of Change of Auditor of Mayo Lake Minerals Inc. dated March 17, 2022 (the "Notice"), which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

Based on our knowledge of such information at this time, we agree with the statements made in the Notice.

Yours sincerely,
Grant Thornton LLP

Grant Thornton LLP

Chartered Professional Accountants, Licensed Public Accountants
Toronto, Ontario

Financial Statements

Mayo Lake Minerals Inc.

December 31, 2021 and 2020

Contents

Jones & O'Connell LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

43 Church Street, Suite 500 + P.O. Box 1237 + St. Catharines, ON + L2R 7A7
phone 905.688.4842 fax 905.688.1746
www.jonesoconnell.ca

Independent Auditor's Report

To the Shareholders of Mayo Lake Minerals Inc.

Opinion

We have audited the financial statements of **Mayo Lake Minerals Inc.** ("the Company"), which comprise the statement of financial position as at December 31, 2021 and the statement of loss and comprehensive loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Emphasis of Matter - Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which indicates that the company had a net loss of $485,246 for the year (2020 - $368,861), had not yet achieved profitable operations, has accumulated losses of $2,756,870 (2020 - $2,271,624) and expects to incur future losses in the development of its business, As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Matter

The financial statements of **Mayo Lake Minerals Inc.** as at and for the year ended December 31, 2020, were audited by another licensed public accountant, who expressed an unmodified opinion on those statements on June 3, 2021.

Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for other information. Other information comprises the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions. Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report. We have nothing to report in this regard.

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

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

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

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

To the Shareholders of Mayo Lake Minerals Inc. (Continued)

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Wayne O'Connell.

Jones & O'Connell LLP

Jones & O'Connell LLP
Chartered Professional Accountants
Licensed Public Accountants
St. Catharines, Ontario
April 28, 2022

Jones & O’Connell LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Mayo Lake Minerals Inc.
Statements of Financial Position

(Expressed in Canadian dollars) As at	December 31, 2021	December 31, 2020
Assets		
Current		
Cash and cash equivalents	**$ 1,104,056**	$ 35,335
Share subscription receivable	**-**	5,000
Sales tax receivable	**50,782**	29,590
Prepaid expenses	**90,413**	206,708
Total current assets	**1,245,251**	276,633
Property, plant and equipment	**-**	183
Mineral exploration and evaluation assets (Note 6)	**4,637,516**	4,207,097
Total assets	**$ 5,882,767**	$ 4,483,913
Liabilities		
Current		
Accounts payable and accrued liabilities	**$ 349,976**	$ 509,756
Flow through share premium liability (Note 7)	**188,630**	-
Notes payable (Note 8)	**-**	61,934
Total current liabilities	**538,606**	571,690
Government assistance (Note 9)	**60,000**	60,000
Long-term note payable (Note 8)	**26,500**	-
Long-term due to related parties (Note 10)	**218,821**	153,099
Total long-term liabilities	**305,321**	213,099
Total liabilities	**843,927**	784,789
Shareholders' equity		
Capital stock (Note 11)	**$ 6,991,925**	5,708,740
Warrants (Note 11)	**651,566**	255,708
Contributed surplus	**152,220**	6,300
Accumulated deficit	**(2,756,871)**	(2,271,624)
Total shareholders' equity	**5,038,840**	3,699,124
Total liabilities and shareholders' equity	**$ 5,882,767**	$ 4,483,913

Going concern (Note 2)
Commitments (Note 15)
Subsequent events (Note 16)

Approved on behalf of the Board

Original Signed

Dr. Vern Rampton Director *Greg LeBlanc* Director

See accompanying notes to the financial statements

Mayo Lake Minerals Inc.
Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

December 31,	2021	2020
Expenses		
General and administration	**$ 161,030**	$ 148,608
Investor relations and promotion	**44,688**	38,706
Legal and regulatory	**44,166**	23,359
Professional fees	**89,640**	33,500
Amortization of property, plant and equipment	**183**	67
RSU-DSU compensation (Note 11)	**203,415**	148,630
Interest and bank charges	**504**	599
Interest on promissory notes and demand notes	**9,959**	27,804
Interest discounting expenses	**4,097**	-
Accretion expense	**4,529**	3,718
	562,211	424,991
Other Income		
Fair value adjustment on promissory note (Note 10)	**(12,721)**	(31,079)
Flow through premium recovery (Note 7)	**(64,243)**	(25,051)
	(76,964)	(56,130)
Net loss and comprehensive loss	**$ (485,247)**	$ (368,861)
Weighted average number of common shares	**74,147,561**	61,104,802
Basic and diluted loss per share	**(0.007)**	(0.003)

See accompanying notes to the financial statements

Mayo Lake Minerals Inc.
Statements of Changes in Equity
(Expressed in Canadian dollars)

	Capital stock		Reserves			
	Shares	Amount	Warrant reserves	Contributed Surplus	Accumulated Deficit	Total
Balance, December 31, 2019	**55,258,020**	**$ 4,704,924**	**$ 456,835**	**$ 203,367**	**$(2,104,330)**	**$ 3,260,796**
Private placements, net of issuance costs	3,516,700	231,256	153,903	-	-	385,159
Warrants exercised	6,147,565	628,430	(355,030)	-	-	273,400
RSU-DSU payments (Note 11)	-	-	-	148,630	-	148,630
RSUs issuance of shares	2,030,000	144,130	-	(144,130)	-	-
Stock option expiration	-		-	(201,567)	201,567	-
Net loss and comprehensive loss	-	-	-	-	(368,861)	(368,861)
Balance, December 31, 2020	**66,952,285**	**$ 5,708,740**	**$ 255,708**	**$ 6,300**	**$(2,271,624)**	**$ 3,699,124**
Private placements, net of issuance costs	10,257,651	691,065	318,428	-	-	1,009,493
Initial public offering, net of issuance costs	8,291,041	396,400	215,656	-	-	612,056
RSU-DSU payments (Note 11)	-	-	-	203,414	-	203,414
RSU issuance of shares	2,660,250	195,720	-	(195,720)	-	-
Warrants expired	-	-	(138,226)	138,226	-	-
Net loss and comprehensive loss	-	-	-	-	(485,247)	**(485,247)**
Balance, December 31, 2021	**88,161,227**	**$ 6,991,925**	**$ 651,566**	**$ 152,220**	**$(2,756,871)**	**$ 5,038,840**

See accompanying notes to the financial statements

Mayo Lake Minerals Inc.
Statements of Cash Flows

(Expressed in Canadian dollars)

Year ended December 31	2021	2020
Cash flows from operating activities		
Net loss	**$ (485,247)**	$ (368,861)
Items not affecting cash:		
RSU DSU compensation	**203,415**	148,630
Amortization	**183**	67
Fair value adjustment on promissory note	**(12,721)**	(31,079)
Accretion expense	**4,529**	3,718
Flow-through premium recovery	**(64,243)**	(25,051)
Interest	**4,097**	16,439
Change in non-cash working capital items:		
Prepaid expenses	**116,295**	(2,510)
Subscription receivable	**5,000**	(5,000)
Sales tax receivable	**(21,192)**	(27,116)
Grant receivable	**-**	7,710
Accounts payable and accrued liabilities	**104,720**	(30,900)
Flow through premium payable	**188,630**	-
Net cash used in operating activities	**43,466**	(313,953)
Cash flows used in investing activities:		
Exploration and evaluation expenditures	**(430,419)**	(332,913)
Net cash used in investing activities	**(430,419)**	(332,913)
Cash flows from financing activities:		
Issuances of related party promissory notes	**150,000**	145,600
Repayments of related party promissory notes	**(49,209)**	(177,235)
Repayment of demand notes	**(55,503)**	(24,357)
Issuance of long term note payable	**25,000**	-
Government assistance received	**-**	60,000
Issuance of capital stock, net (Note 11)	**1,385,386**	678,127
Net cash from financing activities	**1,455,674**	682,135
Increase in cash and cash equivalents	**1,068,721**	35,269
Cash and cash equivalents, beginning of period	**35,335**	66
Cash and cash equivalents, end of period	**$ 1,104,056**	$ 35,335
Non-Cash Transactions:		
Settlement of accounts payable and accrued liabilities through issuance of capital stock (Note 11)	**$ 163,500**	-
Settlement of related party promissory notes through issuance of capital stock (Note 11)	$ **147,000**	-

See accompanying notes to the financial statements

1. Nature of business

Mayo Lake Minerals Inc. (referred to herein as the "Company") is an exploration stage junior mining company that was incorporated on September 7, 2011 under the laws of Ontario, Canada. The Company is engaged in the identification, evaluation and exploration of mineral properties in Yukon, Canada. The Company has not yet determined whether any of its properties contain mineral resources that are economically recoverable. The recoverability of any amounts recorded for mineral exploration properties and deferred exploration expenditures is dependent upon the discovery of economically recoverable resources, the ability of the Company to obtain necessary financing to complete the development of these resources and upon attaining future profitable production from the properties or sufficient proceeds from disposition of the properties.

The Company became a reporting issuer on December 15, 2021 with its registered office at 110 Westhunt Drive, Unit 2, Carp (Ottawa), Ontario, Canada.

2. Going concern

The Company is an exploration stage company. At present, its operations do not generate cash flow. The Company incurred a net loss of $485,247 during the year ended December 31, 2021 (December 31, 2020 - $368,861). As of December 31, 2021, its accumulated deficit was $2,756,871 (December 31, 2020 - $2,271,624) and its working capital stood at $706,645 (December 31, 2020 - deficiency of $295,057). The Company completed an equity financing of both common share and flow through units on December 30, 2021 to facilitate a public listing on a recognized Canadian stock exchange. A total of $943,155 flow through were included in the financing and will more than suffice for completion of the Company's planned 2022 exploration.

The ability of the Company to recover the costs it has incurred to date on exploration and evaluation is dependent upon it being able to identify a commercial ore body, finance further exploration and development costs and to resolve any environmental, regulatory, and other constraints which may hinder the successful development of its assets.

The Company's ability to continue as a going concern is dependent on its capacity to obtain adequate financing on reasonable terms from lenders, shareholders and other investors in order to develop its assets and to carry on profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to do so in the future which could lead to a potential inability to meet future obligations. These factors indicate the existence of material uncertainty which may cast significant doubt on its ability to continue as a going concern. After reviewing the current cash position and having considered the Company's dependency on raising funds in the short and long term, the Company has adopted the going concern basis in preparing its financial statements.

The accompanying financial statements do not include any adjustments relating to the recoverability of assets and to the reclassification of asset and liability amounts that might be necessary should the Company be unable to continue its operations. Such adjustments could be material.

3. Basis of presentation, critical accounting, judgements and key estimation uncertainties

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) as issued at January 1, 2020.

These financial statements were approved by the Board of Directors on April 28, 2022.

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information is expressed in Canadian dollars unless otherwise stated and have been rounded to the nearest dollar.

Critical accounting estimates and judgments and key estimation uncertainties

The preparation of the financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes may differ from these estimates. Revisions to accounting estimates, or changes to judgments, are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

Significant assumptions that management has made about current unknowns, the future, and other sources of uncertainty, could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made.

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year and include by are not limited to, the following:

> *Share-based payments and share purchase warrants* - The fair value of share-based payments and compensation is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices from similar types of companies, changes in subject input assumptions can materially affect the fair value estimate. The Black Scholes model incorporated inputs such as the risk-free rate, volatility by reference to comparable companies, estimated life and forfeiture rate.

Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the following:

> *Recoverability of mineral exploration and evaluation assets* – The assessment of impairment of mineral exploration and evaluation assets requires judgment to determine whether indicators of impairment exist including factors such as, the period for which the Company has the right to explore, expected renewals of exploration rights, whether substantive expenditures on further exploration and evaluation of mineral property interests are budgeted and results of exploration activities up to the reporting date. The Company has determined that there are no indicators of impairment.
>
> *Deferred Taxes* – Until such time as the Company has certainty as to future profits, deferred tax assets and liabilities are not recognized.

4. Significant accounting policies

Cash and cash equivalents

Cash and cash equivalents include cash on hand, demand deposits with financial institutions and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value. For cash flow statement presentation purposes, cash and cash equivalents includes bank overdrafts.

Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any provision for impairment in value. Cost includes the purchase price, any directly attributable costs of bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, and the present value of the estimated costs of decommissioning and restoration, if applicable. Costs relating to major upgrades are included in the carrying amount if it is probable that future economic benefits associated with the expenditure will flow to the Company.

Depreciation on property and equipment is recognized on a declining balance basis to write down the cost or valuation less estimated residual value of equipment. Depreciation on leaseholds is recognized on the straight-line basis over the term of the lease, which is 5 years. The rates generally applicable are:

Computer equipment is depreciated on a declining balance basis of 30%.

Exploration and evaluation assets

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures (E&E) are recognized and capitalized. Evaluation of asset costs are only capitalized upon the legal right to explore a property has been acquired. E&E include such costs as acquisition costs, fees and taxes to maintain assets, materials used, surveying costs, drilling costs and payments made to contractors. Costs not directly attributable to E&E activities, including general administrative overhead costs, are expensed in the period in which they occur.

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

Management groups mineral claims that are contiguous and specific to an area encompassing the same prospective minerals into one area of interest and assigns a name to this mineral property or project. Each named mineral property is considered an area of interest and a cash generating unit ("CGU").

Exploration and evaluation assets shall be assessed for impairment when facts and circumstances suggest that the carrying amount of a project may exceed its recoverable amount. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). The Company estimates the recoverable amount of each project, on the basis of areas of interest.

Although not an exhaustive list, one or more of the following facts and circumstances indicate that a specific project should be tested for impairment:

- The period for which the entity has the right to explore in the specific area has expired during the financial statement period or will expire in the near future and is not expected to be renewed.
- Substantive expenditures on further exploration for, and evaluation of, mineral resources in the specific area is neither budgeted nor planned.
- Exploration for and evaluation of mineral resources in the specific area has not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.

4. Significant accounting policies (continued)

- Sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or sale.

Recoverable amount is the higher of fair value less disposal costs and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Financial instruments

Financial assets and financial liabilities are initially recognized at fair value and their subsequent measurement is dependent on their classification as described below. Their classification depends on the purpose for which the financial instruments were acquired or issued, their characteristics and the Company's designation of such instruments. The following summarizes the Company's classifications and measurements of financial instruments:

<u>Measurement</u>	<u>Classification</u>
Financial assets	
Cash and cash equivalents	Amortized cost
Financial liabilities	
Accounts payable and accruals	Amortized cost
Demand notes payable	Amortized cost
Long-term note payable	Amortized cost
Due to related parties	Amortized cost

Financial assets at amortized cost
A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, and is not designated as FVTPL. Financial assets classified as amortized cost are measured subsequent to initial recognition at amortized cost using the effective interest method. Cash and cash equivalents are classified as and measured at amortized cost.

Financial liabilities
Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in net earnings when the liabilities are derecognized as well as through the amortization process. Borrowing liabilities are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date. Accounts payable and accrued liabilities are classified as and measured at amortized cost

Financial instruments that are measured at fair value subsequent to initial recognition are grouped into a hierarchy based on the degree to which the fair value is observable as follows: Level 1 fair value measurements are quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 fair value measurements are those derived from inputs other than quoted prices included within 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 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Impairment of financial assets
A loss allowance for expected credit losses is recognized in OCI for financial assets measured at amortized cost. At each balance sheet date, on a forward-looking basis, the Company assesses the expected credit losses associated with its financial assets carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The impairment model does not apply to investments in equity instruments.

4. Significant accounting policies (continued)

Financial instruments (continued)

The expected credit losses are required to be measured through a loss allowance at an amount equal to the 12-month expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date) or full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument). A loss allowance for full lifetime expected credit losses is required for a financial instrument if the credit risk of that financial instrument has increased significantly since initial recognition.

Derecognition of financial assets and liabilities
A financial asset is derecognized when either the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party. If neither the rights to receive cash flows from the asset have expired nor the Company has transferred its rights to receive cash flows from the asset, the Company will assess whether it has relinquished control of the asset or not. If the Company does not control the asset then derecognition is appropriate.

A financial liability is derecognized when the associated obligation is discharged or canceled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in net earnings.

Share-based payments

Share-based payments are equity settled awards that are measured at fair value at the date of grant and recognized, over the vesting period based on the Company's estimate of awards that are expected to vest, along with a corresponding increase in equity. Compensation costs are presented separately in the statement of loss and comprehensive loss. The Company has three share-based compensation plans: The Share Option Plan, Deferred Share Unit ('**DSU**') Plan and Restricted Share Unit ('**RSU**') Plan, as noted below, and as further discussed in Note 10 of these consolidated financial statements.

Share Option Plan
Stock options are equity-settled share-based compensation awards. The fair value of stock options at the grant date is estimated using the Black-Scholes option pricing model. Compensation expense is recognized over the stock option vesting period based on the number of units estimated to vest. Vesting periods range from immediate to five years. This expense is recognized as share-based compensation expense with a corresponding increase in contributed surplus. When options are exercised, the proceeds received by the Company, together with the amount in contributed surplus, are credited to common shares.

Restricted Share Unit Plan and Deferred Share Unit Plan
The purpose of the RSU and DSU Plans ('**Plans**') is to advance the interests of the Company by encouraging management, employees, consultants and independent directors to receive equity-based compensation and incentives, thereby (i) increasing the proprietary interests of such persons in the Company, (ii) aligning the interests of such persons with the interests of the Company's shareholders generally, (iii) encouraging such persons to remain associated with the Company, and (iv) furnishing such persons with additional incentives in their efforts on behalf of the Company. The Board also contemplates that through the Plans, the Company will be better able to compete for and retain the services of the individuals needed for the continued growth and success of the Company.

Restricted Share Units ('**RSUs**') are granted to contractors, consultants, employees and management to compensate them for their individual performance and are intended to supplement stock option awards in this specific respect and as a means of reducing the cash payable for their services. The goal of such grants is to more closely tie awards to individual performance based on established performance criteria. RSUs are granted on a certain date and contain a provision specifying a vesting date, which is the date on which they automatically convert for an equivalent number of common shares.

4. Significant accounting policies (continued)

Share-based payments (continued)

Deferred Share Units (‘**DSUs**’) are granted as a means of reducing the cash payable to directors for their services. In so doing, the interests of directors will become more closely aligned with those of the Company and its shareholders. The DSUs are subject on grant to certain terms and conditions set out in a Deferred Share Unit Notice of Grant that also determines the vesting conditions.

RSUs and DSUs are measured at the fair value of the shares at the date of the grant as they are settled through the issuance of shares upon vesting. The Company’s compensation expense is recognized upon vesting at a pre-determined vesting date based on the number of units estimated to vest at each date.

Flow through shares

Under Canadian income tax legislation, a company is permitted to issue flow through shares whereby the Company agrees to incur qualifying expenditures and renounce the related income tax deductions to the investors. Common shares issued on a flow-through basis typically include a premium over the market price of the Company’s common shares that is associated with the tax benefits of the flow-through share. The Company estimates the proportion of proceeds attributable to the flow-through premium as the excess of the subscription price over the market value of the shares and records this value as a liability at issuance.

Deferred income tax related to the temporary differences created by the renouncement of flow-through share tax benefits to subscribers are recorded on a pro-rata basis when the qualified expenditures are incurred. This can occur either before or after the formal renunciation of expenditures is filed with tax authorities. When the qualified expenditures are incurred, the tax value of the renunciation is recorded on a pro-rata basis as a deferred income tax liability with a corresponding charge to income tax expense in the consolidated statements of operations and comprehensive loss. If unrecognized deferred tax assets exist, deferred tax liabilities recorded upon incurring the qualified expenditures are offset with a deferred tax recovery recorded in the consolidated statements of operations and comprehensive loss. Additionally, as qualified expenditures are incurred, the Company recognizes a pro-rata reduction of the flow-through premium liability as other income in the consolidated statements of operations and comprehensive loss.

Provision for decommissioning and restoration

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Environmental rehabilitation
Provisions for environmental rehabilitation are made in respect of the estimated future costs of closure and restoration and for environmental rehabilitation costs (which include the dismantling and demolition of infrastructure, removal of residual materials and remediation of disturbed areas) in the accounting period when the related environmental disturbance occurs. The provision is discounted using a pre tax rate, and the unwinding of the discount is included in finance costs. At the time of establishing the provision, a corresponding asset is capitalized and is depreciated over future production from the mining property to which it relates. The provision is reviewed on an annual basis for changes in cost estimates, discount rates and operating lives. The Company has not recognized a provision for environmental rehabilitation.

4. Significant accounting policies (continued)

Income taxes

The Company does not have taxable profits and no current income tax is due.

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit, and are accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of the related asset or liability in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and increased or reduced to the extent that it is probable, or no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at tax rates that are expected to apply in the period in which the liability is settled or the asset realized based on tax rates that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax is recognized as an expense or income in the profit or loss, except when they relate to items credited or debited directly to equity, in which case the tax is also recognized directly in equity, or where they arise from the initial accounting in a business combination.

Government assistance
Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

Segment reporting
The Company has identified its operating segments based on the internal reports that are reviewed and used by executive management (collectively, the Chief Operating Decision Maker, or "CODM)" in assessing performance and in determining the allocation of resources. These measures include operating expenditures, expenditures on exploration and development, plant and equipment, non-current assets and total debt, if any.

The Company operates under a single geographic segment engaged in mineral exploration and development in the Yukon region of Canada. Financial information is reported to the CODM on at least a monthly basis. As the operations comprise a single segment, amounts disclosed in the consolidated financial statements also represent segment amounts.

Standards adopted in the year

New standards, amendments and interpretations adopted in the current year have not been disclosed as they did not have a material impact to the Company's financial statements.

5. Recent account pronouncements

Certain pronouncements have been issued by the IASB that are mandatory for accounting periods after December 31, 2021. There are currently no such pronouncements that are expected to have a significant impact on the Company financial statements upon adoptions.

6. Mineral exploration and evaluation assets

A summary of the changes in exploration and evaluation assets is presented below for the years ending December 31, 2020 and December 31, 2021.

	Anderson-Davidson	Edmonton	Cascade	Carlin-Roop	Trail-Minto	Total
Balance, December 31, 2019	**$ 1,822,393**	**$ 460,588**	**$ 59,584**	**$ 990,346**	**$ 541,272**	**$ 3,874,183**
Expenditures:						
Claim fees	-	-	-	1,495	-	1,495
Exploration	334	282	(77)	331,163	(283)	331,419
Balance, December 31, 2020	**$ 1,822,727**	**$ 460,870**	**$ 59,507**	**$ 1,323,004**	**$ 540,989**	**$ 4,207,097**
Expenditures:						
Claim fees	-	-	4,200	-	4,095	8,295
Exploration	60,088	28	-	362,008	-	422,124
Balance, December 31, 2021	**$ 1,882,815**	**$ 460,898**	**$ 63,707**	**$ 1,685,012**	**$ 545,084**	**$ 4,637,516**

Yukon Property Acquisitions

The Company entered into binding letter agreements with Auropean Ventures Inc. (Auropean), a related company, in December of 2011 (amended in July 2014) for the acquisition of the Anderson, Davidson and Edmonton Creek claim groups and in February 2012 for the acquisition of the Roop and Trail-Minto claim groups and April 2012 for the Carlin claim group. Auropean retained a 2.75% net smelter return royalty (NSR) on the Anderson, Roop and Trail-Minto claim groups and a 2.5% NSR on the Davidson and Edmonton and Carlin claim groups. The NSRs are subject to a 1% buyback.

All of the NSR buybacks are applicable at any time up to commercial production. Any full 1% NSR can be bought back for $1M if gold is at $1,000 per ounce or less; $2 million if gold is at $3,000 per ounce or more with a sliding scale between $1,000 and $3,000 per ounce. A buyback can be exercised in increments of 0.5%.

7. Flow through share premium liability

As of December 31	2021	2020
Opening balance as of January 1	**$ -**	$ -
Issuance of flow through shares	**252,873**	25,051
Renunciation	**-**	(25,051)
Flow through premium recovery	**(64,243)**	**-**
Closing balance	**$ 188,630**	$ -

8. Notes payable

The promissory notes issued in 2020 are payable upon demand and bear interest at 12% per annum calculated monthly.

The Company issued a promissory note in the amount of $25,000 on September 2, 2021 bearing interest at the rate of 1.5% per month. Both the principal and interest are due and payable on March 30, 2023. The note may be prepaid at the option of the Company.

As of December 31	2021	2020
Opening balance	**$ 61,934**	$ 86,291
Issuance of notes	**25,000**	-
Repayments of notes	**(55,503)**	(28,854)
Accrued interest	**1,500**	4,497
Accretion expenses unwinding	**(6,431)**	**-**
Closing balance	**$ 26,500**	$ 61,934

As of December 31	2021	2020
Current	**-**	61,934
Long-term	**25,000**	-
Accrued interest	**1,500**	-
Total	**$ 26,500**	$ 61,934

Interest of $4,547 (2020 - $8,540) on the promissory notes was expensed during the year.

9. Government assistance

As of December 31	2021	2020
Long-term	**$ 60,000**	$ 60,000
Total	**$ 60,000**	$ 60,000

On July 23, 2020, the Company received the Canadian Emergency Business Account (CEBA) in the amount of $40,000. On December 22, 2020, the Company received the CEBA top-up in the amount of $20,000. CEBA is a government program providing interest-free loans to small businesses, repaying the balance of the loan on or before December 31, 2023 will result in loan forgiveness of 33 percent (up to $20,000).

10. Related party transactions and key management compensation

The Company has contracts for management and geological services provided by key management, namely officers, administrators and directors of the Company through companies controlled or influenced by management. In addition, key management or their related companies may hold positions in other entities that result in them having control or significant influence over the financial or operating policies of these entities. Transactions are recorded at the fair value as agreed between all parties.

As of December 31	2021	2020
Opening balance	**$ 153,099**	$ 184,421
Issuance of notes	**251,000**	145,600
Repayments of notes	**(164,937)**	(166,000)
Accrued interest	**4,684**	16,439
Fair value adjustment	**(25,025)**	(31,079)
Accretion	**-**	3,718
Closing balance	**$ 218,821**	$ 153,099

As of December 31	2021	2020
Current	**$ -**	$ -
Long-term (repayable in 2023)	**218,821**	153,099
Total	**$ 218,821**	$ 153,099

- During the year, promissory notes to insiders totalling $145,000 was effectively repaid through the placement of Units the parties in question (see Note 11 (vii) and (viii)).

- Ironstone Capital Corporation (ICC), a corporation providing financial consulting services to the Company, was prepaid for the completion of an expected corporate transaction leading to a public listing through the award of 1,840,000 units (one share plus one-half warrant) on August 25, 2017. The shares and warrants were issued directly to its principal, who became a director of the company on December 4, 2017. These Units were valued at $198,000 (December 31, 2020 - $198,000). The warrants have since lapsed.
  The transaction was terminated unexpectedly by a third party in late 2017 and consequently the units are being held in escrow until ICC fulfill its contractual obligations, specifically the completion of a corporate transaction by the Company in the near future. The completion of a public listing that is anticipated before the end of April, 2022 will fulfill these obligations. In late 2021, it was determined that the Company would need to compensate ICC a further $59,400 upon its fulfilling its contractual obligations.

- On June 18, 2021 the Company issued a series of promissory notes totalling $101,000 to certain members of the management team in lieu of payment for services rendered. The principal and interest on the notes are due on June 30, 2023 and bear interest at the rate of 6% per annum.

- Auropean Ventures Inc. is an insider and from time to time provides credit to the Company.

- The President and CEO through his wholly owned corporation and the Company's administrator provide similar services to Auropean Ventures Inc. ('**Auropean**')

- The President & CEO and two directors of the Company are also the sole directors of Auropean.

- On November 12, 2021, the directors passed a resolution approving the borrowing of up to $150,000 from Auropean at a rate of 18% per annum.

- Interest expensed on the amounts due to related parties during the year ended December 31, 2021 totalled $5,412 (December 31, 2020 - $19,265).

10. Related party transactions and key management compensation (continued)

Related Parties	2021 Compensation					2021 Year-End Outstanding			
	Fees	RSUs/DSUs[1] Awarded		Options Awarded		RSUs/DSUs[1]	Options[1]	Notes & Interests	Payables[2]
		#	Award Value	#	Value[1]	#	#		
Rampton Resource Group President and CEO services	$51,000	860,000	$63,355	-	-	-	-	$30,969	$4,803
Rampton Resource Group Offices services, accounting and secretarial[3]	$67,929	180,000	$12,780	-	-	-	-	-	$6,061
Sans Peur Exploration VP-Exploration Services	$48,000	730,000	$53,990	-	-	-	-	$30,969	$22,725
Administrator/Proprietorship Investors relations and other professional services	$45,000	725,000	$53,500	-	-	-	-	$10,323	-
André Rancourt CPA, C.A. CFO services	$10,650	165,250	$12,095	-	-	-	-	-	$3,475
Irwin Lowy LLP Legal Services	$121,886	-	-	-	-	-	-	-	$139,407
Ironstone Capital Corp. Financial Services	$79,400	-	-	-	-	-	-	$6,194	$27,597
Director Jeff Ackert	-	100,000	$7,100	-	-	300,000	-	-	-
Lee Bowles Director	-	100,000	$7,100	-	-	250,000	-	-	-
Director Greg Leblanc	-	100,000	$7,100	-	-	350,000	-	-	-

Related Parties	2020 Compensation					2020 Year-End Outstanding			
	Fees	RSUs/DSUs[1] Awarded		Options Awarded		RSUs/DSUs[1]	Options	Notes & Interests	Payables[2]
		#	Award Value	#	Value[1]	#	#		
Rampton Resource Group President and CEO services	$51,000	660,000	$46,860	-	-	-	-	-	$143,243
Rampton Resource Group Offices services, accounting and secretarial[4]	$59,151	90,000	$6,390	-	-	-	-	-	-
Sans Peur Exploration VP-Exploration Services	$48,000	630,000	$44,730	-	-	-	-	-	$158,000
Administrator/Proprietorship Investors relations and other professional services	$25,565	600,000	$42,600	-	-	-	-	-	$56,937
André Rancourt CPA, C.A. CFO services	$2,250	-	-	-	-	-	-	-	$1,750
Irwin Lowy LLP Legal Services	$16,383	-	-	-	-	-	-	-	$43,205
Ironstone Capital Corp. Financial Services	$22,500	-	-	-	-	-	-	-	$25,000
Director Jeff Ackert	-	75,000	$5,325	-	-	200,000	-	-	-
Lee Bowles Director	-	125,000	$8,875	-	-	150,000	-	-	-
Director Greg Leblanc	-	75,000	$5,325	-	-	250,000	-	-	-

1. RSU and DSU being in lieu of cash compensation are valued at the fair value at the date of grant.
2. Includes HST.

11. Capital stock

Share capital	Number of Shares	Amount
Balance, December 31, 2019	55,258,020	$ 4,704,924
Private placement – warrant exercise (i)	6,147,565	628,430
Issuance of shares for restricted stock units (ii) (iii)	2,030,000	144,130
Private placement – flow-through (iv)	1,666,700	114,838
Private placement – common (v)	1,550,000	110,874
Private placement – flow-through (vi)	300,000	21,264
Issuance costs	-	(15,720)
Balance, December 31, 2020	**66,952,285**	**$ 5,708,740**
Private placement – common (vii)	2,947,000	197,122
Private placement – common (viii)	1,958,500	131,174
Private placement – flow-through (ix)	963,400	60,673
Private placement – common (x)	2,080,000	143,958
Issuance of shares for restricted stock units (xi)	1,900,000	134,900
Private placement – flow-through (xii)	2,248,751	168,412
Private placement – common (xiii)	60,000	5,100
Initial Public Offering – common (xiv)	2,003,340	191,002
Initial Public Offering – flow-through (xv)	6,287,701	588,267
Issuance of restricted share stock units (xvi)	760,250	60,820
Issuance costs		(398,244)
Balance, December 31, 2021	**88,161,227**	**$ 6,991,925**

i) On January 10, 2020, the directors approved amendments to warrants in good standing such that the exercise price was reduced from $0.12 and $0.15 to $0.05 for warrants expiring up to January 31, 2020. Subsequently, they extended the expiry date of the reduction in price to December 31, 2020. Any warrants not exercised by December 31, 2020, expired at their previous expiry date.

Furthermore, on March 10, 2020 the directors authorized the establishment of a 'Warrant Pool' managed by the Company under which those parties who surrender their existing warrants to the Warrant Pool, would receive one common share purchase warrant exercisable at $0.15 per share for every two warrants so surrendered with an expiry date of two years from the date of such surrender.

During fiscal 2020, a total of 6,147,565 warrants and broker warrants were exercised for total of $307,828 and a corresponding account value of $344,162, included were 103,635 warrants attached to the brokers warrants.

During fiscal 2020 the Company issued 1,004, 133 warrants exercisable into one whole common shares @ $0.15 per warrant as compensation to certain parties who surrendered their warrants to a Warrant Pool established by the Company.so that other parties could elect to exercise the surrendered warrants. Under the Black Scholes model, the new warrants were valued at $23,559.

The Company had 6,043,930 warrants exercised throughout 2020 for total proceeds of $307,828 and a corresponding account value of $344,162. A total of 6,147,565 were exercised The Company also issued 1,004,133 warrants to those shareholders who had surrendered their warrants to the warrant pool. These warrants were valued at $23,559 by the Black Scholes valuation model.

ii) On March 10, 2020, the directors approved the issuance of 590,000 RSUs to certain officers, contractors and employees vesting on June 30, 2020. On June 30, 2020, the Company issued 590,000 common shares upon the vesting of 590,000 RSUs.

11. Capital stock (continued)

iii) On April 10, 2020, the directors approved certain contractual provisions whereby the President & CEO, the VP Exploration and the Corporate Administrator would receive one half of their monthly compensation in RSUs in lieu of cash for a total of 720,000 RSUs every six months. On June 30, 2020, the Company issued 720,000 common shares pursuant to the vesting of 720,000 contractual RSUs and on December 31, 2020, the Company issued 720,000 common shares pursuant to the vesting of 720,000 contractual RSUs granted for the second half of the fiscal year.

iv) On October 13, 2020, the Company closed the first tranche of a Flow Through Private Placement for 1,666,700 Flow Through Units at $0.12, totalling $200,004. Each Unit consists of one flow through share and one common share purchase warrant. Each whole warrant is exercisable into one common share at $0.15 per share for a period of 30 months from listing date. The 1,666,000 warrants were valued at $59,858 using the Black Scholes valuation model, the inputs of which are disclosed below. The Company recognized a flow through liability of $21,308.

In conjunction with the offering, the Company paid finder's fees of $14,000 and granted 116,669 Broker Unit Warrants in relation to the flow through share offering. Each Broker Unit Warrant vested immediately and is exercisable at a price of $0.12 for a period of 30 months from listing date. The Broker Unit Warrants were valued at $4,000 using Black-Scholes valuation model, the inputs of which are disclosed below.

v) On December 23, 2020, the Company closed a Common Share Private Placement with European consisting of 1,550,000 Units at $0.10 per Common Share Unit, totalling $155,000. Each Unit consists of one common share and one common share purchase warrant. Each whole warrant is exercisable into one common share at $0.15 per share for a period of 30 months from listing date. The 1,550,000 warrants were valued at $44,626 using the Black-Scholes valuation model the inputs of which are disclosed below.

vi) On December 31, 2020, the Company closed the final tranche of a Flow Through Placement for 300,000 Flow Through Units at $0.12 per flow through share totalling $36,000. Each Unit consists of one common share and one common share purchase warrant. Each whole warrant is exercisable into one flow through share at $0.15 per share for a period of 30 months from listing date. The 300,000 warrants were valued at $10,992 using the Black-Scholes valuation model the inputs of which are disclosed below. The Company recognized a flow through liability of $3,743.

vii) On March 24, 2021, the Company closed a Common Share Private Placement for 2,947,000 Units at $0.10 per Unit for total proceeds of $294,700. Each Unit consists of one common share and one warrant exercisable at $0.15 into one common share for a period of 30 months from a public listing. The warrants were valued at $97,578 using the Black-Scholes valuation model, the inputs of which are disclosed below. A placement with one related party resulted in the reduction of related party debt of $100,000.

viii) On April 30, 2021, the Company closed a Common Share Private Placement for 1,958,500 Units at $0.10 per Unit for total proceeds of $194,950. Each Unit consists of one common share and one warrant exercisable at $0.15 into one common share for a period of 30 months from a public listing. The warrants were valued at $63,776 using the Black-Scholes valuation model, the inputs of which are disclosed below. Placements with five related parties resulted in the reduction of related party debt of $184,950 (payables - $149,950 and note - $35,000).

ix) On April 30, 2021, the Company closed a Flow Through Private Placement for 963,400 Units at $0.12 per Unit for total proceeds of $115,608. Each Unit consists of one common share and one warrant exercisable at $0.15 into one common share for a period of 30 months from a public listing. The warrants were valued at $35,205 using the Black-Scholes valuation model, the inputs of which are disclosed below. The Company recognized a flow through liability of $19,268. Placement with two related parties resulted in the reduction of related party debt of $39,000.

In conjunction with the offering, the Company paid finder's fees of $1,751 and granted 14,588 Broker Unit Warrants in relation to the flow through share offering. Each Broker Unit Warrant vested immediately and is exercisable at a price of $0.12 for a period of 30 months from listing date. The Broker Unit Warrants were valued at $462 using Black-Scholes valuation model, the inputs of which are disclosed below.

11. Capital stock (continued)

x) On June 18, 2021, the Company closed a Common Share Private Placement for 2,080,000 Units at $0.10 per Unit for total proceeds of $208,000. Each Unit consists of one common share and one warrant exercisable at $0.15 into one common share for a period of 30 months from a public listing. The warrants were valued at $64,042 using the Black-Scholes valuation model, the inputs of which are disclosed below.

xi) On April 30, 2021, the Company issued 1,130,000 common shares upon the vesting of an equal number of RSUs and on July 2, 2021, the Company issued 770,000 common shares upon the vesting of an equal number of RSUs.

xii) On September 30, 2021, the Company closed a Flow Through Private Placement for 2,248,751 Flow Through Units at $0.12, totalling $269,850. Each Unit consists of one flow through share and one half common share purchase warrant. Each whole warrant is exercisable into one common share at $0.15 per share for a period of 30 months from listing date. The 1,124,375 warrants were valued at $53,838 using the Black Scholes valuation model, the inputs of which are disclosed below. The Company recognized a flow through liability of $44,975.

In conjunction with the offering, the Company paid finder's fees of $10,500 and granted 87,500 Broker Unit Warrants in relation to the flow through share offering. Each Broker Unit Warrant vested immediately and is exercisable at a price of $0.12 for a period of 30 months from listing date. The Broker Unit Warrants were valued at $2,625 using Black-Scholes valuation model, the inputs of which are disclosed below.

xiii) On September 30, 2021, the Company closed a Common Share Private Placement for 60,000 Units at $0.10 per Unit for total proceeds of $6,000. Each Unit consists of one common share and one half warrant exercisable at $0.15 into one common share for a period of 30 months from a public listing. The warrants were valued at $900 using the Black-Scholes valuation model, the inputs of which are disclosed below.

xiv) On December 30, 2021, the Company closed the first tranche of its Initial Public Offering for 6,287,701 Flow Through Units at $0.15, totalling $943,155. Each Unit consists of one flow through share and one half common share purchase warrant. Each whole warrant is exercisable into one common share at $0.20 per share for expiring on December 30, 2024. The 3,143,853 warrants were valued at $153,377 using the Black Scholes valuation model, the inputs of which are disclosed below. The Company recognized a flow through liability of $188,631.

In conjunction with the offering, the Company paid finder's fees of $57,500 and granted 352,919 Broker Unit Warrants in relation to the flow through share offering. Each Broker Unit Warrant vested immediately and is exercisable at a price of $0.15 Expiring December 30, 2024. The Broker Unit Warrants were valued at $12,882 using Black-Scholes valuation model, the inputs of which are disclosed below.

xv) On December 30, 2021, the Company closed the first tranche of its Initial Public Offering for 2,003,340 Common Share Units at $0.12, totalling $240,401. Each Unit consists of one common share and one half common share purchase warrant. Each whole warrant is exercisable into one common share at $0.18 per share for expiring on December 30, 2024. The 1,001,670 warrants were valued at $48,867 using the Black Scholes valuation model, the inputs of which are disclosed below. Placement with a related party resulted in the reduction of related party debt of $12,000.

In conjunction with the offering, the Company paid finder's fees of $1,750 and granted 14,584 Broker Unit Warrants in relation to the flow through share offering. Each Broker Unit Warrant vested immediately and is exercisable at a price of $0.12 Expiring December 30, 2024. The Broker Unit Warrants were valued at $532 using Black-Scholes valuation model, the inputs of which are disclosed below.

xvi) On December 30, 2021, the Company issued 760,250 common shares upon the vesting of an equal number of RSUs.

11. Capital stock (continued)

Warrants	Number of Warrants		Amount
Balance, December 31, 2019	8,468,399	$	456,835
Warrant exercise (i)	(6,043,930)		(355,030)
Granted – to shareholders who surrendered to warrant pool (i)	1,004,133		23,558
Granted – private placements common (v)	1,550,000		44,626
Granted – private placement flow-through (iv, vi)	1,966,700		70,850
Granted – Broker Unit Warrants (iv)	116,669		4,000
Balance, December 31, 2020	**7,061,971**	**$**	**255,708**
Granted – private placement (vii)	2,947,000		97,578
Granted – private placement common (viii)	1,949,500		63,776
Granted – private placement flow-through (ix)	963,400		35,205
Granted – broker unit warrants (ix)	14,588		462
Granted – private placement common (x)	2,080,000		64,042
Granted – private placement flow-through (xiii)	1,124,375		53,838
Granted – broker unit warrants (xii)	87,500		2,625
Granted – private placement common (xiii)	30,000		900
Warrant expiration	(2,525,234)		(138,226)
Granted – Initial public offering – flow-through (xiv)	3,143,853		153,377
Granted – Initial public offering – Common (xv)	1,001,670		48,867
Granted – Initial public offering – Broker unit warrants (xiv) and (xv)	367,503		13,414
Balance, December 31, 2021	**18,246,126**	**$**	**651,566**

Warrants Exercisable and Outstanding at December 31, 2020		**Exercise Price**	**Expiry date**
	212,500	$0.15	April 16, 2021*
	1,640,000	$0.15	April 30, 2021*
	100,000	$0.15	May 1, 2021*
	501,334	$0.15	December 31, 2021*
	533,193	$0.15	March 30, 2023
	410,800	$0.15	July 30, 2023
	40,625	$0.15	December 30, 2023
	3,435,450	$0.15	30 months after listing
Total	**6,873,902**		

Broker Unit Warrants Exercisable and Outstanding at December 31, 2020		**Exercise Price**	**Expiry date**
	71,400	$0.12	April 30, 2021*
	116,669	$0.12	30 months after listing
Total	**188,069**		

11. Capital stock (continued)

Warrants Exercisable and Outstanding at December 31, 2021	Exercise Price	Expiry date
533,193	$0.15	March 30, 2023
410,800	$0.15	July 30, 2023
40,625	$0.15	December 30, 2023
12,529,725	$0.15	30 months after listing
1,001,670	$0.18	December 30, 2024
3,143,853	$0.20	December 30, 2024
Total 17,659,866		

Broker Unit Warrants Exercisable and Outstanding at December 31, 2021	Exercise Price	Expiry date
218,757	$0.12	30 months after listing
14,584	$0.12	December 30, 2024
352,919	$0.15	December 30, 2024
Total 586,260		

* All warrants scheduled to expire prior to December 30, 2020, April 30, 2021, May 1, 2021 and December 31, 2021 expired without exercise on their respective expiry date.

The following summarizes the assumptions used in the valuation of the warrants.

	December 31, 2021	December 31, 2020
Risk-free interest rate	0.37% - 1.18%	0.20%
Volatility based on comparable companies	105.56% - 117.02%	97-99%
Expected dividend	0%	0%
Forfeiture	0%	0%
Expected option life	2.5 to 3 years	2.5 years

Stock options

The Company's stock option plan is available to its directors, officers, employees and service providers. The number of options available is a maximum of 10% of the total number of issued and outstanding common shares. All issuances, including the vesting and exercise periods, are approved by the Board
.

	Number of Options	Exercise price	Amount
Balance, December 31, 2019	2,100,000	$0.10	$ 201,567
Expired	(2,100,000)	$0.10	$ (201,567)
Balance, December 31, 2020	-	-	-
Balance, December 31, 2021	**-**	**-**	**$ -**

Restricted share unit / Deferred share unit plan ("RSU / DSU plan")
The plan provides for granting of RSUs and DSUs for the purpose of advancing the interests of the Company through motivation, attraction and retention of employees, consultants and non-employee directors by granting equity-based compensation incentives, in addition to the Company's stock option plan. The number of shares reserved for issuance for the RSU/DSU plan and the stock option plan combined shall not exceed 20% of the issued and outstanding common shares on the date of adoption.

Under the RSU/DSU plan, no cash settlements are made as settlement is in common shares only. In 2017, the shareholders of the Company approved that the common shares reserved for RSU/DSU plan be 5,000,000. Under the terms of the RSU/DSU plan, the number of common shares issued and issuable to insiders within a one-year period shall not exceed 10% of the issued and outstanding common shares; and to any one insider within one year shall not exceed 5% of the issued and outstanding common shares. The maximum grant within a one-year period to any one participant shall not exceed 5% of the total issued and outstanding common shares.

Restricted share units
RSUs are used to compensate participants for their individual performance-based services achievements and corporate performance, and they are intended to supplement stock option awards. The Company determines the fair market value and the vesting schedule of RSUs at the time of grant. The settlement date shall be no later than the third anniversary of the date of grant and all payments in respect of the vested units shall be paid in full before the end of the same calendar year. Non-vested RSUs are forfeited if the participant voluntarily leaves employment with the Company. Upon vesting of the RSUs the shares are issued from treasury.

Deferred share units
DSUs are used as a means of reducing the cash payable by the Company for amounts owing to non-employee directors. A DSU is a notional share that has a fair market value as determined by the Company at the grant date. DSUs are paid out to directors as common shares when they retire from the Board, which is estimated to be 5 years.

	Number of Units	**Value per unit**	**Grant Amount**
Balance, December 31, 2019	**375,000**	**$0.06**	**$22,500**
RSUs granted (ii)	2,030,000	$0.07	144,130
RSUs issued (ii)	(2,030,000)	$0.07	(144,130)
DSUs granted (ii)	225,000	$0.07	4,500
Balance, December 31, 2020	**600,000**	**$0.07**	**$27,000**
RSUs granted (ii)	2,660,250	$0.07	195,720
RSUs issued (ii)	(2,660,250)	$0.07	(195,720)
DSUs granted (ii)	300,000	$0.07	21,300
Balance, December 31, 2021	**900,000**	**$0.07**	**$48,300**

During the year ended December 30, 2021, the Company recognized $195,720 (2020 - $148,630) as RSU-DSU payments expense for DSUs and RSUs granted and vested during the periods. The fair values of the units were based on fair value of the shares.

12. Income taxes

A reconciliation of income taxes at the rates expected to apply when the asset is realized of approximately 26.5% (2020 - 26.5%) with the reported taxes is as follows:

		2021		2020
Loss before income taxes	$	(485,247)	$	(368,861)
Expected income tax recovery		(128,590)		(97,748)
Non-deductible expenses		38,571		35,396
Adjustment to prior year filings		-		(7,244)
Benefit of tax assets not recognized		150,079		69,596
Provision for current income taxes	$	-	$	-

The Company has the following tax effected net deductible temporary differences for which no deferred tax asset has been recognized:

		2021		2020
Deferred tax assets (liabilities)				
Non-capital losses	$	812,903	$	642,508
Share issue costs		84,428		
Accounting basis of exploration and evaluation assets in excess of tax basis		(250,000)		(180,881)

Recognition of deferred tax assets for unused tax losses and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. The amounts recognized above offset the tax liability created by the renunciation the tax benefits related to flow-through shares. The balance of the deferred tax asset has not been recognized in the financial statements.

13. Capital management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company considers its capital to be shareholders' equity, which is comprised of share capital, reserves and deficit in the amount of $5,038,840 as of December 31, 2021 (December 31, 2020 - $3,699,124).

The Company's objective when managing capital is to obtain adequate levels of funding to support its exploration activities, to obtain corporate and administrative functions necessary to support organizational functioning and obtain sufficient funding to further the identification and development of precious metals deposits. The Company raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements and supplemented with debt as necessary. There can be no assurance that the Company will be able to continue raising equity capital in this manner.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management in the year.

14. Financial instruments and risk management

Fair value

The carrying values of the Company's financial instruments approximate their fair values due to the short-term maturity of these financial instruments.

Credit risk

Credit risk is the risk of potential loss to the Company if a counter party to a financial instrument fails to meet its payment obligations. The Company is exposed to credit risk with respect to its cash and other receivables.

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due.

The Company's liquidity and operating results may be adversely affected if its access to capital markets is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company has historically generated cash flow from its financing activities. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined in Note 11. As at December 31, 2021, the Company's current liabilities which comprise accounts payable and flow through liabilities total $538,606. The Company will require additional funding to maintain corporate and administrative functions and to fund its continuing exploration activities and commitments.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity prices. The Company is not exposed to any significant interest rate risk volatility or exchange rate volatility.

15. Commitments

On April 1, 2017, the Company entered into a financial services consulting agreement with Ironstone Capital Corp. (ICC), a company controlled by a director, to assist in obtaining a public listing together with enabling equity and/or debt financings. Upon completion of any financing transaction leading to a public listing, the Company is required to pay ICC a maximum of 3% of the value of the Company's outstanding shares prior to any completed financing transaction plus 1% of its post transaction value. The first portion of the cash compensation is to be paid when the parties agree it is expected under reasonable circumstances that the transaction will be completed. In addition, ICC is paid $2,500 every 45 days for the duration of the contract.

As of December 31, 2021, the Company had pre-paid ICC a total of $198,000 as per the aforementioned contractual agreement. The $198,000 was paid to ICC on September 17, 2017, on the expected completion of a transaction leading to a public listing. Subsequently, the third party to the proposed reverse takeover transaction unexpectedly withdrew from the transaction. As a result, the parties agreed that the remaining $59,400 due to ICC would be suspended and paid upon the fulfillment of the aforementioned contractual obligations. In addition, the parties agreed that the 1,840,000 Units that ICC's principal purchased during the Company's September 14, 2017 private placement of Units had a value of $198,000 and would be escrowed and only released upon the fulfillment of the aforementioned contractual obligations of ICC.

The payment to ICC has been partially recognized against share capital on closing of the first tranche of the IPO and will be fully recognized against share capital in 2022 upon finalization of the IPO, as disclosed in Note 10.

16. Subsequent events

On March 15, the Company closed the second tranche of its IPO Placement. In summary, between the two tranches the Company issued an aggregate of 6,287,701 flow-through units ("FT Units") at a price of $0.15 per FT Unit (the "FT Unit Offering Price") and 4,640,373 Units at $0.12 for aggregate gross proceeds of $1,500,000, the maximum offering under the Prospectus. Stephen Avenue Securities Inc. (the "Agent") acted as agent on a commercially reasonable efforts basis in respect of the Offering.

On March 17 the directors passed a resolution replacing Grant Thornton LLP as auditors of the Company with Jones & O'Connell LLP as their successors.

On March 21, 2022 the company issued a press release announcing ground exploration results from its summer 2021 exploration program including a high grade grab sample measuring 3,994g Ag/t, 3.28g Au/t, 2.01% Pb.

On March 21, 2022 the directors passed a resolution approving a private placement of any combination of common share units (‘**CS Units’**) and flow through units (‘**FT Units’**) up to $500,000. Each CS Unit to be comprised of one common share (a "Common Share") and one-half Common Share purchase warrant ("CS Warrant"). Each whole CS Warrant is exercisable into one Common Share at a price of $0.18 per Common Share for a period of 36 months from the closing date. In the event of multiple closings, the day of the final closing will be the Closing Date of record. Each FT Unit to be comprised of one flow-through share in the capital of the Company (a "FT Share") and one-half purchase warrant (a "Warrant"). Each whole Warrant is exercisable into one Common Share at a price of $0.24 for a period of 36 months from the closing date. Each FT Share will be issued as a "flow-through share" within the meaning of the Income Tax Act (Canada) (the "Tax Act").

17. Comparative figures

Certain comparable figures have been reclassified to conform with the current presentation.

MAYO LAKE MINERALS INC: MANAGEMENT DISCUSSION AND ANALYSIS FOR THE FISCAL YEARS ENDING DECEMBER 31, 2020 AND 2021

INTRODUCTION

Note To Reader; This MD&A has been amended only for the purpose of inserting the date of April 29, 2022 below. The following provides management's discussion and analysis of results of operations and financial condition for the fiscal years ended December 31, 2021 and 2020. Management's discussion and analysis (MD&A) was prepared by Mayo Lake Minerals Inc. (Mayo or the Company) management and approved by the Board of Directors on April 29, 2022.

This MD&A should be read in conjunction with the Company's annual financial statements for the years ended December 31, 2021 and 2020, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are presented in Canadian dollars unless otherwise indicated. The financial statements include all of the assets, liabilities and expenses of Mayo.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document may contain or refer to certain forward-looking statements relating but not limited to the Company's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, the failure to obtain sufficient funding for operating, capital and exploration requirements and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. Potential shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. MLM undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.

NATURE OF OPERATIONS AND DESCRIPTION OF BUSINESS

Mayo is an exploration stage junior mining company engaged in the identification, acquisition, evaluation and exploration of mineral properties in the Yukon, Canada. The Company has not determined whether its properties contain mineral resources that are economically recoverable. It is focused on exploring and developing its gold and silver prospective properties located in the Mayo Lake District of the Yukon. The recoverability of amounts recorded for mineral exploration properties and deferred exploration expenditures is dependent upon the discovery of economically recoverable resources, the ability of the Company to obtain the necessary financing to complete the development of these resources and attaining future profitable production from the properties or sufficient proceeds from disposition of the properties.

The Company closed a private placement with some of its accredited shareholders on September 30, 2021 for $275,850, which will allow it to complete a drill program at the Carlin-Roop Silver Project by mid- October before operations were restricted by winter weather.

In July, the Company filed a preliminary prospectus (Prospectus) with the Ontario Securities Commission (OSC) in respect to the issue and sale of units of the Company for minimum gross proceeds of $750,000 (Minimum Offering) and maximum gross proceeds of $1,500,000 (Maximum Offering) plus a listing application on the Canadian Stock Exchange (CSE). It subsequently received a receipt for the prospectus from the OSC and response from both agencies regarding certain matters of issue. On October 5, 2021, the Company filed a revised Prospectus for a Minimum Offering of $650,000 and a Maximum Offering of $1,500,000. On November 8, 2021, the Company received conditional approval for a listing on the CSE subject to final receipt of a Prospectus, completion of any outstanding CSE documentation and payment of fees, and closing of the Initial Public Offering. On November 22, 2021 the Company filed a restated Prospectus. On December 15, it received a final receipt of the Prospectus from the OSC. On December 30, 2021 the Company closed a first tranche of the Initial Public Offering, namely $943,155.for 6,287,701 flow through (FT) Units and $240,401 for 2,003,340 common share (CS) units. Subsequently, on March 15, 2022 it closed a further $316,444 for 2,637,033 CS units, completely filling the Maximum Offering of $1,500,000 at that time.

The principal purposes for the combined available working capital on September 30, 2021 and the funds being raised under the Maximum Offerings, exclusive of the Cost of the Offering and Broker Fees; are as follows:

Property	Principle Purpose	Estimated amount to be expended
Carlin- Roop Silver Project	Drilling (1400m)	$284,200
	Drilling Samples (1400)	$77,000
	Trenching	$47,500
	Trench Access Trail	$4,700
	Trench Samples	$12,500
	Ip-Resistivity Surveys	$52,000
	Rock- Prospecting	$2,201
	Geochemical – Soil Survey Grids	$58,660
	Geochemical – Soil Survey Recon	$21,000
	Contingency (10%)	$56,076
	Total Carlin-Roop	**$615,737**
Anderson-Davidson	Soil Sampling	$39,000
	IP Survey	$33,000
	Total Anderson-Davidson	**$72,000**
Trail-Minto	**Soil Sampling**	**$88,500**
Edmonton	**SGH Survey**	**$10,500**
Cascade	**Soil sampling**	**$16,500**
	Total Exploration	**$803,237**
Overhead (General and Administration)		**$220,000**
Ironstone Payment		**$59,400**
Unallocated Working Capital		**$238,165**

Some modifications were made to the allocation of exploration funds subsequent to realized exploration results and interpretation in early 2022. The proposed exploration still focusses on the Carlin-Roop property. Proposed exploration and its costs as estimated in April, 2022 are presented in “*Summary of Planned Exploration for 2022*”.

Yukon Property Acquisitions

The Company entered into binding letter agreements with Auropean Ventures Inc. (Auropean), a related company, in December of 2011 (amended in July 2014) for the acquisition of the Anderson, Davidson and Edmonton Creek claim groups comprising 881 claims and totalling 184 square kilometres. Initial consideration included a total of $720,000 in cash and 180,000 common shares of the Company valued at $18,000. On the first and second anniversary of the letter agreements, the Company completed additional payments totalling 6,480,000 common shares of the Company valued at $648,000 in lieu of previously agreed cash payments, share issuances and exploration expenditure commitments. The vendor retained a 2.75% net smelter return royalty (NSR) on the Anderson claim group and a 2.5% NSR on the Davidson and Edmonton claim groups. The NSRs are subject to a 1% buyback.

The Company also entered into binding letter agreements with Auropean in February 2012 (amended in July 2014) for the acquisition of the Roop and Trail-Minto claim groups comprising 608 claims. Initial consideration paid included $50,000 cash, 300,000 shares of the Company valued at $30,000 and the assumption of demand note payable in the amount of $100,000. This demand note bore interest at 12% per annum and was payable on demand after a three-month term. The Company agreed to provide a further 5,040,000 shares of the Company valued at $504,000 in lieu of previously agreed future cash payments, share issuances and exploration expenditure commitments. Auropean retained a 2.75% NSR royalty on the Trail-Minto claim group and a 2.5% NSR on the on the Roop claim group, which are both subject to a 1% buyback.

The Company entered into a binding letter agreement with Auropean in April 2012 (amended in July 2014) for the acquisition of the Carlin claim group comprising 185 claims. Initial consideration paid included $50,000 in the form of a promissory note and 100,000 common shares of the Company. On the first and second anniversary of the purchase agreement, the Company provided an additional 1,440,000 shares of the Company valued at $144,000 in lieu of previously agreed cash payments, share issuances and exploration expenditure commitments. Auropean retains a 2.5% NSR royalty on the property, which is subject to a 1% buyback.

All of the NSR buybacks are applicable at any time up to commercial production. Any full 1% NSR can be bought back for $1 million if gold is at $1,000 per ounce or less; $2 million if gold is at $3,000 per ounce or more with a sliding scale between $1,000 and $3,000 per ounce. A buyback can be exercised in increments of 0.5%.

Following the initial acquisitions, claims were added and deleted according to the value potential of areas underlying claims and the amount of assessment work (qualified exploration costs under the Yukon Mining Act) available to maintain the claims in good standing.

Property Details

Carlin-Roop consists of two adjacent claim groups. The Company melded these two into one claim group totalling 190 claims in 2017. Originally Roop was comprised of 378 claims and Carlin 185 claims. A further 32 claims were added to Carlin within the common Area of Interest. In 2014 and 2015 a total of 405 claims lapsed. A total of 190 claims, totalling 37.5 sq. km. in area, were in good standing at the end of 2016. Application of assessment work completed in 2017, 2018 and 2019 will leave 186 Carlin-Roop claims, totalling 36.3 sq. km. in area, in good standing until April, 2024.

Anderson-Davidson is a combination of two claim groups totalling 881 claims that were staked separately in 2011. Two claims were disqualified from the original application for registration. In 2015, 4 claims were added, 73 claims lapsed and the two claim groups were melded together. At the end of 2016, 605 claims were in good standing. During 2017, a further 22 claims were added, bringing the total to 627 claims, totalling 129.4 sq. km. in area. Assessment work was applied during 2017 to extend the claims until 2022.

Trail-Minto consisted of 284 claims at the end of 2013; initially 230 claims were purchased from the vendor, subsequently 54 claims were added in the common Area of Interest. A total of 105 claims lapsed prior to the end of 2017 and 5 claims were added in 2019. Assessment work and payments in lieu applied in 2018, 2019 and 2020 has resulted in 184 claims; totalling 37.1 sq. km. in area, being in good standing until September, 2022.

Edmonton was originally comprised of 205 claims, but because of geographic separation, 52 claims were sectioned off into the **Cascade** claim group. In 2015, 58 claims lapsed leaving Edmonton with 95 claims. Between 2017 and

2019, a further 19 Edmonton claims lapsed leaving Edmonton with 76 claims, totalling 19.5 sq. km. in area, which after applications of assessments from 2012 through 2017 kept them in good standing until April, 2022. They have been extended through July, 2022.

Cascade has been left with 52 claims totaling 10.5 sq. km. in area, which are in good standing until July, 2022 after application of assessment work from 2012 through 2019 and extensions from Covid-19 pandemic.

Title to Properties

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee property title which may be subject to non-compliance with regulatory requirements or aboriginal land claims or affected by undetected defects.

Geology and Mineralization of the Mayo Lake Area

Regional geology shows metamorphosed Upper Proterozoic to Lower Cambrian Hyland Group sediments in contact with younger Devonian to early Carboniferous metasedimentary units of the Ern Group and Keno Hill Quartzite along a major thrust fault, the Robert Service Thrust. Mid-Triassic mafic sills and greenstones are common within the younger units but are rarely encountered in other units. All units have been affected by the Tombstone Thrust and intruded by the Mid-Cretaceous Age Tombstone Plutonic Suite, which host several gold deposits, such as the Eagle Project at Dublin Gulch with resources of 6.3 million ounces of gold at a grade of 0.66g Au/t including reserves of 2.7 million ounces of gold at a grade of 0.67 g Au/t. All the claim groups lie within the Tombstone Plutonic Belt.

The dominant structural features in the area are a pair of imbricated thrust sheets. The Robert Service Thrust (RST) and the Tombstone Thrust Sheet (TTS), which collectively have transported the Selwyn Basin sediments over 150 kilometres to the northeast. The RST Sheet is marked by many internal thrusts, subsequent folds and faults and a strong penetrative structural fabric imparted by the later underlying TTS. The magnetics on all properties clearly show this structural complexity. The complicated structural history has resulted in much of the terrain being fertile for mineralization and mineral deposits.

Mineralization within the Tintina Gold Belt is primarily the result of intrusion related gold systems. These large felsic epizonal systems result in variable deposits that on the surface may appear unrelated. Proximal mineralization associated with Tombstone intrusives are sheeted gold veins or stockworks within the rim or immediately adjacent to Tombstone Suite plutons. Deposits such as Dublin Gulch, Brewery Creek and Fort Knox are examples of this type of mineralization. The numerous significant gold anomalies surrounding the Roaring Fork Stock on MLM's Trail-Minto claim group could also indicate a sheeted-vein stockwork type of mineralization.

Thick sequence of sediments in the Tombstone Plutonic Belt have resulted from thrusting and stacking of sediment sequences during mountain building and erosion. This environment is favourable for intrusion-related and orogenic mineral deposits. The Pogo Mine (4.9M oz Au at 12.45g Au/t) in Alaska is an example of a high grade orogenic deposit lying within Yukon-Tanana Terrace. Numerous projects within the Tombstone Belt to the south of Mayo Lake represent the mesothermal phase of orogenic mineralization, including Gold Strike's Plateau Project (numerous high-grade intersections including drill intersections of 13.3g Au/t over 17.5m and 12.5g Au/t over 20.7m) and Golden Predator's 3 Aces (81.5 g Au/t over 5.6m; 50.4g Au/t over 8m; 58.8g Au/t over 4.6m). Much of the geochemical and geophysical data collected and compiled on Anderson-Davidson, Trail-Minto, Edmonton and Cascade claim groups points to magmas and fluids moving through tectonized rocks from intrusions. The recently drilled gold occurrence on the Anderson-Davidson claim group likely corresponds to this orogenic type of mineralization.

Silver Mines at Keno Hill (282M oz Ag mined; 1.2M t at 805g Ag/t resources) are unique in that they are mesothermal silver-base metal deposits with a projected metal source being a buried intrusion. Investigations on the Carlin-Roop Property indicate it has a similar geologic history to those mines at Keno Hill.

Exploration Property Descriptions

A description of the geology, mineralization and MLM's exploration for each claim group is provided below. See "*Planned Exploration and Evaluation 2021-2022"* and "*Mineral Exploration Properties and Deferred Exploration Expenditures"* for additional details.

Carlin-Roop Claim Group

Carlin-Roop, which is the amalgamation of two contiguous claim groups, is composed of 190 contiguous quartz claims covering an area of 36.3 square kilometres. The claim groups cover the eastern reaches of the Gustavus Range, which is bisected east to west by the Granite-Keystone Creek valley. Peaks are generally rounded with steep drop-offs or cliffs at the lips of valleys. It lies within the Keno Hill Silver District (KHSD).

Granite Creek was historically prospected for placer potential. Beginning in 2013, a placer operation has been active and pockets containing up to 300 ounces of gold have been mined. Many of the tributaries to Granite Creek have been staked for additional placer potential. The placer operation on Granite Creek can be accessed by a road originating in Keno.

The claim group has been subjected to multiple glaciations. The youngest glaciation was confined to the trunk valleys occupied by Mayo Lake and the lower part of Granite Creek. Its limits are well marked by lateral moraines and lateral meltwater channel. Above this glacial limit, the ice was probably cold-based, resulting in minimal erosion except within part of the Granite Creek valley where most of the terrain is now covered by variable thicknesses of till. In the core of the valley the glaciers transported rock debris and mineral material in a westerly direction. Outcrop is uncommon, mostly along scarps on the edge of glacial valleys. Soil development is immature and extensively cryoturbated.

Carlin-Roop is underlain by Keno Hill Quartzite (KHQ) interlayered with minor andesitic volcanics and intruded by Triassic gabbros silts and plugs (Greenstones) and the Cretaceous Roop Lakes Stock. A contact metamorphic aureole extends up to 4 kilometres away from the Stock, impacting most units underlying the property.

Airborne magnetics were flown over the large area covered by the two claim groups in 2012. Magnetic patterns clearly showed the Roop Lake Stock and mafic plugs, the Stocks alteration halo and a broad NW trending mag low on the west side of the Roop Lake Stock. A NW trending anticline parallel the mag low with most of the area being underlain by the KHQ and Greenstones. The airborne magnetics defines numerous parallel breaks and terminations in the magnetics. These lineations are related to fracturing and folding patterns, induced by the Tombstone Thrust.

MLM completed soil sampling at various scales on the property in 2012, 2014, 2016 and 2017. It delineated several geochemical targets. The geochemistry and a follow-up SGH survey has indicated potential for Au bearing veins, copper of unknown provenance and for Keno Hill type Ag ± Pb ± Zn veins. At the northern extremity an Au and Ag target plus a copper target have been defined by soil sampling and SGH. In the southern area soil sampling has indication Au and Ag potential at two localities; some Ag pathfinders indicate a potential for a KHSM silver mineralization in the east-central part of the property. In the western part of the property, highly anomalous Ag, Zn, Pb Sb and As are present over two segments of soil anomaly totaling 1000m in length. One has a length of 600m (Carlin West occurrence) and trends WSW. It in turn is cut by liners trending ESE, with the same elements paralleling this trend. This situation is similar to that in the central KHSD where Ag fault veins are focused along the Tombstone-related fractures and faults.

In 2018, a ground magnetics survey was completed over parts of the 600m long soil anomaly to confirm and refine the position of the soil anomaly s projected by the airborne magnetics. In 2019, IP-Resistivity survey across the soil anomaly indicated 15m wide high silica, mineralized zone, crossing the axis of the Ag soil anomaly, the Carlin West occurrence.

In late October of 2020, a short drill program, 2 holes totalling 205m, was completed, but was terminated prior to achieving its objectives due to severe weather. The first hole was drilled to 127.5m depth at an inclination of 45º and intersected a greenstone unit (Greenstone) below the Keno Hill Quartzite (KHQ) at 93.5m downhole. A second hole was drilled to 75.4m depth at an inclination of 60º and bottomed in KHQ. The Greenstone is secondary to the KHQ in acting as a host to Keno Hill Style Mineralization (KHSM). Nevertheless, a classic KHS breccia, which yielded values of 6.9 g Ag/t over 1.85m, including 12.8g Ag/t over 0.85m, was intersected within the Greenstone. These breccias generally increase in widths and grades by orders of magnitude when intersected within the KHQ. Structural measurements indicate that this breccia likely intersects the KHQ 5-10m above where it cored into the Greenstone. New intervals of KHSM from the two hole collars to 20m downhole drilled through interbedded graphitic schist and quartzite. Assays from many prospective quartz vein and breccia intervals in this new zone assayed to 2.65m at 64.4 g Ag/t from 16.1m, including 0.85m at 124.4g Ag/t from 18m in the second hole; and 0.5m at 18.3g Ag/t from 21.5m and 1.0m at 33.7g Ag/t from 82.5m in the first hole. Structural measurements from the first hole indicate that the drilling did not intercept the 15m wide IP-Resistivity anomaly.

Exploration 2021. During July,2021, a prospecting and soil sampling program was completed to define and confirm drill targets in the vicinity of the Carlin West silver occurrence. Results received September, 2021, defined two strong Ag in soil zones trending parallel to regional structural lineations. Four grab samples assayed 72, 197, 199 and 562g Au Eq/t along this trend. In some sectors of the Keno Hill silver district, silver ore can be found in similarly trending vein-faults along this trend. In the vicinity of the Carlin West silver occurrence, two grab samples assayed 4,311 Ag Eq/t and 737g Ag Eq/t along Ag in soil anomalies at obtuse angles to the regional trend.

In October of 2021, two diamond drill holes, totalling 310.8m, were completed on the Carlin West Ag in soil anomaly some 150m along strike from those holes drilled in 2020. The 2021 holes were drilled from the northeast edge of the broad geochem anomaly here, whereas the 2020 holes were drilled from the southwest edge of the broad geochem anomaly. In both cases the diamond drill holes encountered greenstone (Greenstone) before intersecting the central 15m wide near-surface target as identified by an IP-Resistivity survey. The Greenstone was not anticipated to be present at an anticipated 30m depth in the central area. the primary target within the KHQ, the preferred host for high grade KHSM. The first hole was drilled to 203.1m depth at an inclination of 45º and intersected graphic schist to a depth of 15.05m, KHQ between 15.05 and 54.20m, Greenstone between 54.20 and 107.7m and interbedded schist and KHQ between 107.7 and 203.1m. The second hole was drilled to 117m depth at an inclination of 60º and intersected KHQ continuing layers of graphitic schist, sandstone and Greenstone to 44.6m; Greenstone between 44.6 and 67.0m; and interlayered KHQ and graphitic schist from 67.0 to 117.5m depth. Most notable was the 1.8m long intercept of a fractured quartz vein in the first hole. This zone was intercepted within the soil anomaly, but well outside the expected prime target associated with the 15m wide IP-Resistivity anomaly. Results from the two diamond drill holes are pending and anticipated in late May.

Carlin-Roop explorations expenditures 2011-2021

Year	Exploration Expenditures	
2012	Airborne geophysics, soil geochemistry, geology	$214,671
2013	Geology	$10,572
2014	Soil geochemistry	$17,685
2015	Geology	$2,023
2016	Soil geochemistry, SGH survey	$21,395
2017	Soil geochemistry, SGH survey	$21,959
2018	Ground magnetic survey , environmental	$30,052
2019	Mechanical probing, IR-Resistivity survey	$13,036
2020	Diamond drilling	$331,163
2021	Soil geochemistry, diamond drilling	$362,008

Note. Geology includes the synthesis and interpretation of various exploration works for economic evaluation and planning of future exploration.

All claims are all in good standing until 2023.

Planned 2022 Exploration. A total of 1,470m of diamond drilling is planned for drill targets identified by soil sampling at Carlin West through to 2021 plus those to be identified by detailed soil sampling, 30m by 30m grids in 2022 at Carlin West.
Some trenching is contemplated across higher grade Ag in soil anomalies here. Prospecting is to be completed over the Carlin West and adjacent areas.

Reconnaissance soil sampling will be completed on ground to the south and southwest of Carlin West.

Anderson-Davidson Claim Group
Anderson-Davidson is comprised of 627 contiguous quartz claims covering an area of 129.4 square kilometres, near the community of Mayo, Yukon. The claim group is over 30 kilometres long and covers the highlands south of Mayo Lake where several placer operations actively recover gold from creeks draining the highlands. Access to Anderson-Davidson is provided by a seasonal road connecting placer operations on Davidson Creek to the all-weather Mayo Lake Road. A pre-existing, four-wheel drive track runs east-west through the center of the claim group. Anderson-Davidson is also accessible from Mayo Lake and via helicopter from the airport in Mayo.

The area has been subjected to multiple glaciations. The surface cover is a mixture of colluvium and till. Rock exposure is less than 5 percent. During an older glaciation, the uplands were covered by glacial ice which was probably cold-based with the transport of rock and debris being minimal.

The Anderson-Davidson claim group is underlain by phyllites, schists and carbonates of the Hyland Group, occasionally intruded by felsic dykes. Most stratigraphy has bedding parallel or sub-parallel to foliation, which dips shallowly generally southeast except where modified by small scale isoclinal folding.

Anderson-Davidson has a long history of placer mining. Currently Davidson Creek is being mined during the summer, whereas Anderson Creek and another locale, Dawn Gulch are operated sporadically. During Operation Keno several creeks draining the north part of the property were sampled, yielding up to 275,000 ppm Au in heavy mineral concentrates. Samples from the Yukon's regional stream geochemistry are sparse but confirmed the presence of gold on the eastern part of the property. The property has similarities to that of the Plateau Project, some 40 km to the southwest, where Newmont is required to spend $53M to earn a 75% interest in the project.

High resolution airborne magnetic completed in 2012 identified numerous magnetic linears associated with broad magnetic trends that were interpreted as having the potential for precious metal veining; and magnetic lows indicating alteration zones and igneous intrusions with associated precious metal that have potential for polymetallic deposits.

MLM delineated numerous areas of anomalous gold from ridge and spur sampling in 2012. Further testing of one promising area by MLM delineated the Anderson Gold Trend, a 10-kilometre-long zone of elevated and anomalous Au-As-Sb values. Three gold-in-soil anomalies, with zones more than 50 ppb Au for greater than 200m of strike length within trends of elevated Au up to 2 kilometres long were identified within the Anderson Gold Trend in 2013 to 2015. Significant sections of these soil anomalies contain greater than 100 ppb Au with others up to 500 ppb. A trench excavated at the Anderson-Owl Occurrence yielded anomalous gold in soil samples and a grab sample that assayed 3.5 g Au/t. These targets remain open along strike in up to three directions, in some cases following or crossing untested topographic depressions. Many geochemical targets remain to be tested, both within and outside of the Anderson Gold Trend.

On the Davidson claims, stream sediment and soil sampling has identified a number of gold anomalies ranging from 400m to 1500m in length with associated Sb and As halos. One Au target was verified with a SGH survey. Some of the grids need extending to better determine the probable bedrock source of the Davidson Creek placers.

On the Anderson claims, a 2017 scout reverse circulation (RC) drilling campaign tested the Anderson-Owl anomaly, within the Anderson Gold Trend and intersected a gold-bearing system in drift covered bedrock; this in spite of the fact that the soil anomaly had been displaced by surficial processes. In total, 640m was drilled in 8 RCHs on two separate fences 50m apart. The newly discovered bedrock vein gold system had two mineralized structures, which correlated across both fences. The quartz sulfide vein structures had significant Au+As+Sb+Hg and contained abundant stibnite-arsenopyrite-pyrite mineralization associated with quartz veins and silica-cemented breccia.

One structure (Alpha) yielded 0.77g Au/t over 6.1m, including 0.90 g Au/t over 3.1m, from the bedrock-drift interface 4.6m down-hole in RCH MLM17-005; and 0.55 g Au/t over 3.0m from 3.1m down hole in RCH MLM17-006. Gold grades were highest at the bedrock – drift interface. The structure appears continuous for at least 50m between holes. The width and grade of the Alpha structure could not be determined because of the drill entering into the structure at the bedrock interface. The higher grades of gold at the top of the holes suggest that gold grades could increase in the undrilled part of the structure. A second structure was intersected by RCHs MLM17-002, 003, 005, 006 and 007 and yielded grades averaging about 0.14g Au/t over intervals of between 1.5m to 7.6m, at an average depth of 70m.

Exploration 2021. During July, 2021, IP-Resistivity profiles were completed, running across the strike of the Au in soil anomaly defining the Anderson-Owl gold anomaly. These profiles appeared to define two parallel steeply dipping zones, suggestive of mineralization.

A total of 331 soil samples over approximately 4 square kms, were collected in the vicinity of the Norman Au in soil anomaly. Results in early 2022 showed two significant Au in soil anomalies. The first zone had a length of 200+ m and trended SW. It had gold values of 25 and 55 pb and associated As, Sb and Bi anomalies. It was cut-off at the south edge of the soil grid. The second zone had a length of 500m and trends north-west. Gold values range between 10 and 45 ppb.

The Owl-Anderson, Norman and Steep Creek Au in soil anomalies plus the restricted geophysical magnetic character associated with these anomalies appear to be confined within a 500m wide zone within the broader Anderson Gold Belt.

Anderson-Davidson explorations expenditures 2011-2021

Year	Exploration Expenditures	Total Expenditures
2011	Geology	$1,380
2012	Airborne geophysics, soil geochemistry, environmental	$270,185
2013	Soil geochemistry, geology	$38,694
2014	Soil geochemistry	$67,621
2015	Soil geochemistry, SGH survey	$60,026
2016	SGH survey	$6,616
2017	RC drilling, soil geochemistry	$273,078
2018	Geology , environmental, community	$18,942
2019, 2020	Geology	$934
2021	Ground IP and resistivity survey, soil geochemistry	$60,088

Note. Geology includes the synthesis and interpretation of various exploration works for economic evaluation and planning of future exploration.

Annual minimum assessment work requirement in 2022, $62,700.

2022 Planned Exploration. In 2022, the Company plans to define and refine Au in soil anomalies within the Anderson Gold Belt 500m wide prospective zone with further soil sampling, IP-Resistivity surveys and prospecting. It is anticipated that at least 4 or 5 well defined zones will be defined as diamond drill targets for 2023.

Trail-Minto Claim Group

Trail-Minto is currently composed of 184 contiguous quartz claims covering an area of 36.5 square kilometres. Access to Trail-Minto is provided by two pre-existing seasonal roads that cut across the northern and southern edges of the claim group. The roads connect to the Silver Trail Highway, 2.5 kilometres east of the property. Two past producing placer operations are present on creeks draining the property.

Trail-Minto is over 15 kilometres long and covers the highlands west of Silver Trail and south of Mount Haldane. The uplands within Trail-Minto are covered by a mixture of colluvium and till. Outcrop is sparse on the property, rarely exceeding 5 per cent. Trail Minto has been subjected to multiple glaciations but lies beyond the western limit of the most recent glaciation. Due to the elevation of the upland, ice was probably cold-based and transport of rock and debris was minimal. However, some of the upland's surface may be covered by patches of stratified glaciofluvial sediments and/or fluvial sediments formed through periglacial slope processes.

Trail-Minto is underlain by phyllites, schists and carbonates of the Hyland Group metasediments, occasionally intruded by felsic and mafic plugs and dykes. Most stratigraphy has bedding parallel or sub-parallel to foliation, which generally dips shallowly southeast except where modified by small scale isoclinal folding. The Roaring Fork Stock underlies the south part of the Trail-Minto.

Airborne magnetics flown by MLM in 2012, delineated patterns that were indicative of (i) an underlying N-S oriented intrusion or alteration related to the same intrusion in the southern two-thirds of the property and (ii) a broader E-W oriented buried intrusion in the northern one-third of the property. Magnetic lineations primarily paralleled or are oblique to the major oblong magnetic anomalies. The N-S oriented pattern relates to the Roaring Fork Stock and the E-W pattern probably relates to a buried intrusion as witnessed by small mafic and granodiorite plugs outcropping in this area. A ground magnetic survey completed in 2018 confirmed that a major magnetic low traversed the west flank of the Roaring Creek Stock with adjacent small lows in the surrounding area showing greater magnetism.

Reconnaissance-type soil sampling completed by MLM in 2012 and 2015 outlined a number of WNW trending Au+As+Sb anomalies in the northern part of the property. Soil sampling completed in 2012, 2015 and 2016 over the southern part of the property adjacent to the Roaring Fork Stock and its buried projections is characterized by Au in soil anomalies that generally have a N-S orientation with some obliquely-oriented variations. Contours for other elements seem to define patterns that reflect the presence of the Roaring Fork Stock, alteration of the Stock and adjacent wallrock mineralization. The gold mineralization appears to have been transported and precipitated along faults and joints within the Roaring Fork Stock and the adjacent altered wallrock; the mineralization, faults and joints being in part induced by the Roaring Fork Stock. Gold mineralization is expected to be intrusion related, such as at Victoria Gold's Eagle deposit, or structurally controlled intrusion related mesothermal or epithermal gold bearing veins and stockworks.

A ground magnetic survey completed in 2018 confirmed the magnetic low crossing the west flank of the Roaring Fork Stock and some accessory small mag lows imposing on the surrounding areas in an area where limited soil sampling indicates a high potential for gold mineralization. In 2019 a shallow penetrating IP-Resistivity line identified the contact between the Roaring Fork Stock and adjacent schistose rock. Probing and some geochemical analysis, also in 2019, delineated some gold in soil anomalies that appear correlated with linear gold in soil anomalies.

Trail-Minto exploration expenditures 2011-2021

Year	Exploration Expenditures	Total Expenditures
2012	Airborne geophysics, soil geochemistry	$121,654
2013 - 2014	Geology	$6,483
2015	Soil geochemistry	$30,817
2016	Soil geochemistry	$25,869
2017	Geology, soil geochemistry	$6,912
2018	Ground magnetic survey	$20,874
2019 - 2020	Mechanical probing, IP and Resistivity	$21,735
2021	Payment in lieu	$4,095

Note. Geology includes the synthesis and interpretation of various exploration works for economic evaluation and planning of future exploration.

Annual minimum assessment requirements 2022, $42,900.

Exploration plans 2022. A large area over the Roaring Fork Stock (RFS) will be sampled for determination of multielement, including Au, content in soils. Funds will be allotted to sampling grids that would cover (1) an area at the south end of the property where no grid sampling has been previously completed, mainly because of difficult seasonal access, (2) a large area known to be underlain by the RFS and adjacent altered and fractured rock, which shows favorable magnetics and soil sampling results and (3) a third area at the south end of the RFS, adjacent to a road transecting Trail-Minto. The Company is planning to trench Au in soil anomalies that it has delineated within, and adjacent to, theRoaring Fork Stock. This will determine priority targets for subsequent drilling in 2023 and beyond.

Edmonton Claim Group

The Edmonton claim group is composed of 76 contiguous quartz claims covering an area of 19.5 square kilometres near the eastern arm of Mayo Lake. Access is primarily by helicopter. The claim group is also accessible from Mayo Lake. It is bordered to the west by Edmonton Creek, a historically active placer creek. Other creeks that drain to the east are shown to have been placer mined in the past.

The surface cover at Edmonton is a mixture of colluvium and till. The youngest glaciation affecting Edmonton, was confined to the valley occupied by Mayo Lake. This valley was filled with westward fast-flowing ice that scoured its bottoms and sides. The youngest glacial limits are marked by moraines. Small ice-dammed ponds are present along the periphery of this moraine system. The highest part of uplands was probably covered by older cold-based glacial ice during an older glaciation, transport of rock and debris being minimal.

Edmonton is underlain by the Robert Service Thrust (RST), which is a broad structure containing a complex intermingling of Keno Hill Quartzites and Hyland Group metasediments intruded by competent gabbroic rocks. Local prominences on the plateau that Edmonton covers correspond to gabbro stocks. The thrust limit of the RST is mapped as a surface trace on Edmonton, when it is more likely a series of multiple sub-horizontal faults. The rocks have also been intensively strained during Tombstone thrusting.

Airborne magnetics was flown over the property in 2012. It delineated a large geophysical anomaly in the southern part of the claim group with one boundary that is marked by elevated gold in soil values. This large anomaly is interpreted to be a buried stock or alteration zone of unknown provenance. The true extent and nature of gold in rock source has yet to be determined. Other magnetic lineations clearly showed faults and fractures that are common within the Tombstone strain zone.

Reconnaissance geochemical soil sampling was completed in 2012. It was followed by definition geochemical soil sampling was completed in stages in 2014, 2015, 2017, the later being reported in 2018. It delineated an E-W

trending Au anomaly along the northern edge of the large mag low. Other gold and base metal soil anomalies are also evident. A thorough interpretation of the geophysical, geochemical and glacial history of the data was completed in 2019. It became evident that base metal anomalies formed a ring around the large mag low in the southern part of the property. Slightly elevated, variably trending Au anomalies were present in the centre of the mag low. A strong multi-element anomaly trended to the northeast from the mag low. The geochem anomalies were commonly parallel to geophysical linears suggestive of fractures and faulting related to the Tombstone thrusting. The pattern of geochem anomalies and geophysical suggests that base metal mineralization along the flanks of the mag low and Au mineralization within and along the north flank of the mag low reflect fluids from different magmas.
Edmonton explorations expenditures 2011-2021.

Year	Exploration Expenditures	Total Expenditures
2011	Geophysics	$20,734
2012	Soil geochemistry, geology, environmental	$23,857
2013	Geology	$15,451
2014	Soil geochemistry, geology	$30,066
2015	Soil geochemistry	$19,988
2016	Soil geochemistry	$7,108
2017	Soil geochemistry	$12,597
2018	Geology	$18,421
2019	Soil geochemistry, geology	$11,534
2020	Geology	$282

Note. Geology includes the synthesis and interpretation of various exploration works for economic evaluation and planning of future exploration.

Annual assessment requirements in 2022, $6,600.

Planned exploration 2022. The Company will continue to investigate possible mineralization that may well be related to buried an intrusive(s) and related deformation, alteration and mineralization under the large magnetic low. It will complete a SGH sampling program on a 150 m square grid supplemented by prospecting in order to define trenching and drill targets.

Cascade Claim Group

The Cascade claim group is composed of 52 contiguous quartz claims covering an area of 10.5 square kilometres near Mayo Lake. Cascade covers a moderately sloping prominence overlooking a former producing placer creek draining into the Nelson Arm of Mayo Lake. The claim group is also accessible from Mayo Lake, which has a boat launch at its west end. An old road leading from the lake crosses the south part of Cascade.

The surface cover is a mixture of colluvium and till. Cascade has been subjected to multiple glaciations. The ice was probably cold-based due to the elevation of the upland, and transport of rock and debris was minimal.

The property is underlain by the Robert Service Thrust (RST), which is sub-horizontal. It includes a complex intermingling of Hyland Group Metasediments intruded by competent gabbroic rocks and amphibolite dykes. Rock was also intensely strained during the subsequent Tombstone thrusting.

Geophysics flown in 2012 by MLM suggests that the surface trace of the RST is folded around the nose of the Mayo Lake Antiform on or adjacent to the property. This structurally complex zone has good potential to host mineralized structures. Reconnaissance sampling suggests the presence of a gold in soil anomaly, with the most anomalous sample yielding 2.25 g Au/t.

Definition sampling in 2017 has delineated five gold in soil anomalies. The anomalies are all open in at least one direction. Two anomalies have associated element anomalies suggesting a felsic intrusive or skarn-type provenance. The other Au anomalies have element associations suggesting intrusion related or orogenic-type provenances for the gold; two of them have strong As and Sb associations. In 2018, MLM reanalyzed soil samples for Au by fire assay to confirm previous Au in soil anomalies defined by INAA and ICP-MS after acid digestion techniques because of the possibility that gold values may have been negated or muted where graphite was present in the soil. The results did not indicate any obvious affects from the graphite or any other soil component. Further definition sampling in 2020 around the exterior of the original soils grid extended those anomalies along the east part of the grid. A new grid in the south part of the property delineated one E-W trending gold in soil anomaly.

Cascade exploration expenditures 2011-2021

Year	Exploration Expenditures	Total Expenditures
2012	Soil geochemistry, geology	$20,164
2013	Geology, soil geochemistry	$9,452
2014	Soil geochemistry	$54
2015	Soil geochemistry	$570
2017	Soil geochemistry geology	$15,078
2018	Geology, soil geochemistry	$2,315
2019	Soil geochemistry	$8,880
2021	Cash in lieu	$4.200

.Note. Geology includes the synthesis and interpretation of various exploration works for economic evaluation and planning of future exploration.

Assessment requirements in 2022, $4,000

Planned Exploration 2022. The Company intends to conduct more detailed soil sampling to define potential gold mineralization in areas where reconnaissance soil sampling and airborne magnetics indicate good potential for gold mineralization, mainly to the east and north part of the claim group. Soil sampling will also cover those parts of Cascade showing Au and Ag gold in soils anomalies.

All technical information, including costs and costs estimates of programs within this document has been reviewed and approved by Dr. Vern Rampton, P. Eng. in his capacity as a qualified person as defined under NI 43-101.

SELECTED ANNUAL INFORMATION

The following tables contain selected annual financial information for the fiscal years ended December 31, 2021, 2020, and 2019.

Revenue, expenses, losses, dividends for 2019, 2020, 2021.

	2021 ($)	**2020 ($)**	**2019 ($)**
Revenue	0	0	0
Total expenses	562,211	424,991	527,348
Other income	76,964	56,130	0
Net loss for year	485,247	368,861	527,348
Loss per share - diluted	0.007	0.003	0.011
Cash dividend per share	Nil	Nil	Nil

Total expenses varied from year to year primarily because variation in activities related toy in budgeting, financing, supervision of exploration activities and planning for a public listing. For more detail see "Annual general and administration expenses: 2019, 2020 and 2021".

Annual general and administrative expenses: 2019, 2020 and 2021 net of other income.

Category	2021 ($)	2020 ($)	2019 ($)	Increase ($) (Decrease) 2021-2020	Increase ($) (Decrease) 2020-2019
Investor relations and Promotion	44,688	38,706	76,016	5,982	(37,310)
Professional; legal, audit, accounting, regulatory	133,806	56,859	60,351	76,947	(3,492)
General and administrative	161,030	148,608	236,128	12,422	(87,520)
Interest expense and bank charges	10,463	28,402	30,513	(17,939)	(2,111)
Fair value adjustment on promissory note	(12,721)	(31,079)	-	18,358	(31,079)
Share based payments	203,415	148,630	144,600	54,785	4,030
Other expenses or income	(55,434)	(21,265)	(20,260)	(34,169)	(1,005)
Total overhead expenses net of other income	**485,247**	**368,861**	**527,348**	**116,386**	**(158,487)**

The net decrease in overhead expenses net of other income between 2020 and 2019 of $158,487 was primarily due to a decrease in General and administration costs and Investors Relations and promotions expenses, resulting from management receiving one-half of their compensation in RSUs in 2020; RSUs received in 2019 were for bonuses. More costs were incurred in 2019 due to corporate planning and fund raising in anticipation of a public transaction. A fair value adjustment of $31,079 on promissory notes also reduced the total overhead in 2020.

The net increase in overhead expenses net of other income between 2021 and 2020 of $116,386 was primarily due to increased Professional fees ($76,947) and General and Administrative ($12,422) relating to preparation of a prospectus and application for a listing that was initiated in 2021. Interest expenses were also down by $17,939 in 2021. This was offset by a reduction of the Fair value adjustment on the promissory notes of $18,358. Share based payments, RSU compensation plus bonuses, was $54,785 higher in 2021.

OVERALL PERFORMANCE AND RESULTS OF EXPLORATION

Deferred Expenditures: Mining Properties and Exploration and Evaluation

Deferred Expenditures: mining properties (purchase, staking, and claim maintenance fees) and exploration and evaluation by MLM on its claim groups between acquisition in 2011 through December 31, 2021 was $4,637,516 of which $2,397,590 is attributable to mining properties and $2,239,926 to exploration and evaluation. The later sum excludes the sum of $100,732, which was the total sum recovered from government grants.

Deferred Expenditures: September 1, 2011 through December 31, 2021.

Expenditure Period	Mineral Properties	Exploration and Evaluation
September 1 2011 — December 31, 2016	$2,353,537	$1,028,790
January 1 — December 31, 2017	$26,893	$322,456
January 1 — December 31, 2018	$3,180	$79,351
January 1 — December 31, 2019	$4,190	$55,786
January 1 — December 31, 2020	$1,495	$331,419
January 1 — December 31, 2021	$8,295	$422,124

The majority of the mining property expenditures predating 2015 are related to the acquisition of the properties, whereas those covering January 1, 2015 through December 31, 2021 are related to renewal of claims.

Of the $1,028,790 spent on exploration prior to 2017, $382,267 was spent on airborne magnetics, $405,407 on soil geochemistry and $241,116 on geology (includes integration of other categories of exploration into the geology). Between January 1, 2017 and December 31, 2020, $331,418 was spent on diamond drilling, $242,586 was spent on RC drilling, $28,343 on trenching, $114,318 on geochemistry and geophysics, $47,360 on geology and $13,354 on environmental and community affairs. In 2021, $314,414 was spent on diamond drilling, $61,064 on geochemistry, $34,900 on geophysics and $11,746 on geology.

The variability in yearly exploration expenditures is largely related to the availability of funds to meet Mayo's exploration objectives. These funds were primarily expended on exploring those areas having the highest potential for minerals in order to add value and maintain the claims in good standing.

Details of exploration and evaluation expenditures for 2021.

Work performed	**Anderson-Davidson**	**Trail-Minto**	**Carlin-Roop**	**Edmonton**	**Cascade**	**Total**
	$	$	$	$	$	$
Geology	-	-	11,746		-	**11,746**
Geochemical	25,188	-	35,848	28	-	**61,064**
Geophysics	34,900	-	-	-	-	**34,900**
Line Cutting	-	-	-	-	-	-
Trenching and Probing	-	-	-	-	-	**-**
Drilling	-	-	314,414	-	-	**314,414**
Environmental	-	-	-	-	-	-
Community Social Development	-	-	-	-	-	-
Totals	**60,088**	**-**	**362.008**	**28**	**-**	**422,124**

Details of exploration and evaluation expenditures for 2020.						
Work performed	**Anderson-Davidson**	**Trail-Minto**	**Carlin-Roop**	**Edmonton**	**Cascade**	**Total**
	$	$	$	$	$	$
Geology	900	-	40	195	40	**1,174**
Geochemical	(566)	(283)	(164)	88	(119)	**(1,044)**
Geophysics	-	-	-	-	-	**-**
Line Cutting	-	-	-	-	-	-
Trenching and Probing	-	-	-	-	-	**-**
Drilling	-	-	331,288	-	-	**331,288**
Environmental	-	-	-	-	-	-
Community Social Development	-	-	-	-	-	-
Totals	**334**	**(283)**	**334,164**	**283**	**(79)**	**331,419**

Results of exploration and evaluation

Of the $753,543 spent on exploration in 2020 and 2021, $686,172 was spent on Carlin-Roop. Sixty thousand dollars ($60,000) spent at Anderson Davidson in 2021 was the only other significant exploration cost on the Company's properties during 2020 and 2021.

Carlin Roop

In 2021, A total of $35,848 was expended on prospecting and geochemical soil sampling and analysis in the vicinity of the Carlin West silver occurrence. A total of 320m was drilled at Carlin-Roop in 2021 at a cost of $314,414. Results are pending and anticipated in late May, 2022. Review and interpretation of the data collected by Mayo during the 2020 diamond drill program cost $11,746.

In 2020 $331,164 was spent on a diamond drilling program, targeting its Carlin West silver occurrence. The first hole was drilled to 127.5m depth and intersected a greenstone unit (Greenstone) below the Keno Hill Quartzite (KHQ) at 93.5m downhole. The second hole was drilled to 75.4m depth and bottomed in KHQ. The Greenstone is secondary to KHQ in acting as a host to Keno Hill Style Mineralization (KHSM). Nevertheless, a classic KHS breccia, which yielded values of 6.9 g Ag/t over 1.85m, including 12.8g Ag/t over 0.85m, was intersected within the Greenstone. These breccias generally increase in widths and grades by orders of magnitude when intersected within the KHQ. Structural measurements indicate that this breccia likely intersects the KHQ 5-10m above where it cored into the Greenstone. Intervals of KHSM from surface down to 20m downhole in the two holes intersected interbedded graphitic schist and quartzite. Intervals assayed 2.65m at 64.4 g Ag/t from 16.1m, including 0.85m at 124.4g Ag/t from 18m in the second hole; and 0.5m at 18.3g Ag/t from 21.5m. and 1.0m at 33.7g Ag/t from 82.5m in the first hole.

Anderson-Davidson

During 2021, IP-Resistivity profiles were completed at a cost of $34,900 running across the strike of the Au in soil anomaly defining the Anderson-Owl gold anomaly. These profiles appeared to define two parallel steeply dipping zones, suggestive of mineralization. A total of 331 soil samples at a cost of $25,199 were collected in the vicinity of the Norman Au in soil anomaly covering approximately 4 square kms. Results in early 2022 showed two significant Au in soil anomalies. The first zone had a length of 200+ m and trended SW. It had gold values of 25 and 55 pb and associated As, Sb and Bi anomalies. It was cut-off at the south edge of the soil grid. The second zone had a length of 500m and trends north-west. Gold values range between 10 and 45 ppb.

During 2020, a total of $900 was spent reviewing results from previous programs and $566 was deducted from Anderson-Davison's geochemical expenditure because of a recovery from the Yukon Worker's Compensation Health and Safety Board.

Trail-Minto
In 2020, a total of $288 was deducted from Trail;-Minto's geochemical expenses due to a recovery from the Yukon Worker's Compensation Health and Safety Board..

Edmonton.
In 2020 and 2021 expenditures were negligible, a total of $283 in 2020 and $28 in 2021.

Cascade
In 2020, $119 were deducted from geochemical expenses because of a recovery from the Yukon Worker's Compensation Health and Safety Board.

Summary of Planned exploration for 2022

Exploration will be focused on the silver prospect at Carlin West within the Carlin-Roop. A total of 1,470m of diamond drilling is anticipated, Exploration of the other projects are structured to refine and define drill targets. It is anticipated that a total of 5 to 7 well defined drill targets will be defined within the Anderson Gold Belt.
The proposed exploration and costs for 2022 are set out in table below

Summary of Proposed Exploration and Estimated Costs for 2022

Carlin-Roop	
Reconnaissance Geochem - 161 samples	$23,055
Geochem Surveys - 627 samples	$71,176
Prospecting - 107 rocks	$17,794
Drilling - 1,470 m; assays - 882	$424,974
Contingency	$107,400
Total	**$644,399**
Anderson Davidson	
Reconnaissance Geochem - 131 samples	$53,795
Geochem Surveys - 511 samples	$16,920
Prospecting - 88 rocks	$4,230
IP Survey	$35,000
Contingency	$21,989
Total	**$131,934**
Trail-Minto	
Reconnaissance Geochem - 138 samples	$28,355
Geochem Surveys - 536 samples	$22,560
Prospecting - 92 rocks	$5,640
Trenching - 550m; assays - 150	$23,750
Contingency	$16,061
Total	**$96,366**
Edmonton	
Geochem Surveys - 196 samples	$14,816
Prospecting - 35 rocks	$3,704
Contingency	$3,704
Total	**$22,224**
Cascade	
SGH Survey - 98 samples	$7,720
Prospecting - 17 rocks	$1,930
Contingency	$1,930
Total	$11,580
Total	**$906,503**

Results of Operations

SUMMARY OF QUARTERLY FINANCIAL PERFORMANCE

Financial results on quarterly basis: Q1 2020 through Q4 2021.

Category	2021 Q4 $	2021 Q3 $	2021 Q2$	2021 Q1 $	2020 Q4 $	2020 Q3 $	2020 Q2 $	2020 Q1 $
Revenue	-	-	-	-	-	-	-	-
Expenses net of income:								
Investor relations and Promotion	13,214	8,530	12,206	10,738	12,756	6,527	6,277	13,146
Professional; legal, audit, accounting, regulatory	59,485	9,442	59,931	4,946	39,455	5,052	884	11,468
General and administrative	36,435	46,431	45,076	33,091	32,597	36,279	38,802	40,930
Fair value adjustment on promissory note	(12,721)	-	-	-	(31,079)	-	-	-
Interest expense and bank	4,339	3,083	1,024	2,017	7,287	6,146	7,193	7,776
Share based compensation	62,744	1,924	138,748	-	148,630	-	-	-
Other income	(61,188)	1,853	(644)	4,543	(21,318)	16	18	19
Total expenses net of income	102,308	71,263	256,341	55,335	188,328	54,020	53,174	73,339
Net loss	102,308	71,263	256,341	55,335	188,328	54,020	53,174	73,339

The very high expenses recorded for 2020 Q4 and Q2 2021 are largely due to higher Professional; legal, audit, accounting and regulatory fees and Share based compensation, partially offset in 2020 Q4 by a negative, other income and Fair value adjustment on promissory notes. The higher Professional fees in 2020 Q4 and 2021 Q2 are primary the results of irregular invoicing by lawyers and auditors. Increases and variation in Share based compensation for different quarters is due to the irregular timing in awarding and vesting of RSUs awarded for compensation and bonuses.

The quarterly norm for total quarterly expenses net of income is between ~ $53,100 and $73,400 based on the results for 2020 Q1-Q3, 2021 Q1 and 2021 Q3.

Small variations in Investor relations and promotion can be attributed to the number of trade shows attended and to the timing of fund raising. As indicated previously, variation in Professional fees are largely due to irregular invoicing by the Professionals (lawyers and auditors). Higher General and administrative costs in 2021 Q2 and Q3 relate to activities in support of fund raising, planning for going public and preparation of a prospectus and listing application. Fair value adjustments on promissory notes are an accounting exercise that is booked during the last quarter of a year. Interest expenses are related to the amount of loans outstanding, being much reduced in 2021 from 2020. Share based compensation costs vary dramatically due to the timing of RSU awards and vesting. Other income was significantly high in the Q4s of both years due to flow through premium recoveries.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2021, the Company held cash of $1,104,056 (December 31, 2020 - $35,335) and had a working capital of $706,645 (December 31, 2020 – deficiency of $295,057). Between 2018 and 2021, due to a lack of sufficient equity financing, the Company financed parts of operating expenses, property costs and exploration costs through promissory notes and deferral of insider consulting fees. In 2021, most funding was the result of private placements and the IPO raise.

Financing Activity 2021

On March 24, 2021, the Company closed a Common Share Private Placement for 2,947,000 Units at $0.10 per Unit for total proceeds of $294,700. Each Unit consists of one common share and one warrant exercisable at $0.15 into one common share for a period of 30 months from a public listing. The warrants were valued at $97,578 using the Black-Scholes valuation model. A placement with one related party resulted in the reduction of related party debt of $100,000.

On April 30, 2021, the Company closed a Common Share Private Placement for 1,958,500 Units at $0.10 per Unit for total proceeds of $194,950. Each Unit consists of one common share and one warrant exercisable at $0.15 into one common share for a period of 30 months from a public listing. The warrants were valued at $63,776 using the Black-Scholes valuation model. Placements with five related parties resulted in the reduction of related party debt of $184,950 (payables - $149,950 and note - $35,000).

On April 30, 2021, the Company closed a Flow Through Private Placement for 963,400 Units at $0.12 per Unit for total proceeds of $115,608. Each Unit consists of one common share and one warrant exercisable at $0.15 into one common share for a period of 30 months from a public listing. The warrants were valued at $35,205 using the Black-Scholes valuation model. The Company recognized a flow through liability of $19,268. Placement with two related parties resulted in the reduction of related party debt of $39,000.

In conjunction with the offering, the Company paid finder's fees of $1,751 and granted 114,588 Broker Unit Warrants in relation to the flow through share offering. Each Broker Unit Warrant vested immediately and is exercisable at a price of $0.12 for a period of 30 months from listing date. The Broker Unit Warrants were valued at $462 using Black-Scholes valuation model.

On June 18, 2021, the Company closed a Common Share Private Placement for 2,080,000 Units at $0.10 per Unit for total proceeds of $208,000. Each Unit consists of one common share and one warrant exercisable at $0.15 into one common share for a period of 30 months from a public listing. The warrants were valued at $64,042 using the Black-Scholes valuation model.

On September 30, 2021 the Company closed on 60,000 Common Share (CS) units for $6,000 and 2,248,751 Flow Through (FT) units for $269,850. The CS units consist of one common share and one-half of a warrant with each full warrant being exercisable into a common share at a price of $0.12 for a period of 30 months from a public listing The FT units consist of one flow through share and one half of a warrant with each warrant being exercisable into a at a price of $0.15. The Company recognized a flow through liability of $44,975. A finder's fee of $10,500 and 87,500 broker warrants were issued in concert with the FT placement. Each warrant is exercisable into a common share at a price of $0.10 for a period of 30 months from a public listing. All warrants are subject to an acceleration clause that is triggered by the average price of the shares on any recognized Canadian exchange being $0.25 or more for 10 consecutive days subsequent to a period of six months from the warrant's issuance.

On December 30, 2021, the Company closed the first tranche of the flow through (FT) component of its Initial Public Offering for 6,287,701 FTh Units at $0.15, totalling $943,155. Each FT Unit consists of one FT share and one half common share purchase warrant. Each whole warrant is exercisable into one common share at $0.20 per share for expiring on December 30, 2024. The 3,143,853 warrants were valued at $153,377 using the Black Scholes valuation model. The Company recognized a flow through liability of $188,631.

In conjunction with the FT component offering, the Company paid finder's fees of $57,500 and granted 352,919 Broker Unit Warrants in relation to the FT share offering. Each Broker Unit Warrant vested immediately and is exercisable at a price of $0.15 Expiring December 30, 2024. The Broker Unit Warrants were valued at $12,882 using Black-Scholes.

On December 30, 2021, the Company also closed the first tranche of the Common share (CS) component of its Initial Public Offering for 2,003,340 CS Units at $0.12, totalling $240,401. Each CS Unit consists of one common share and one half common share purchase warrant. Each whole warrant is exercisable into one common share at $0.18 per share for expiring on December 30, 2024. The 1,001,670 warrants were valued at $48,867 using the Black Scholes valuation model. Placement with related party resulted in the reduction of related party debt of $12,000.

In conjunction with the CS component offering, the Company paid finder's fees of $1,750 and granted 14,584 Broker Unit Warrants in relation to the CS offering. Each Broker Unit Warrant vested immediately and is exercisable at a price of $0.12 Expiring December 30, 2024. The Broker Unit Warrants were valued at $532 using Black-Scholes valuation model.

Financing Activity 2020

On January 10, 2020, the directors approved an amendment to warrants in good standing such that the exercise price was reduced from $0.12 and $0.15 to $0.05 for the period ending January 31, 2020. Subsequently through a series of resolutions they extended the expiry date of the reduction in price to December 31, 2020. Furthermore, on March 10, 2020 the directors authorized the establishment of a 'Warrant Pool' managed by the Company under which those parties who surrender their existing warrants to the Warrant Pool, would receive one common share purchase warrant exercisable at $0.15 per share for every two warrants so surrendered; with an expiry date of two years from the date of such surrender.

The Company closed on special warrant exercise for a total of $307,378 (6,043,930 warrants) throughout 2020. The Company also issued 1,004,133 warrants to those shareholders, who had surrendered their warrants to the warrant pool. These warrants were valued at $23,559 using the Black-Scholes valuation model.

On October 13, 2020, the Company closed the first tranche of a Flow Through Placement for 1,666,000 Flow Through Units at $0.12, totalling $200,004. Each Unit consists of one flow through share and one common share purchase warrant. Each whole warrant is exercisable into one common share at $0.15 per share for a period of 30 months from listing date. The 1,666,000 warrants were valued at $59,585 using the Black-Scholes valuation model. The Company recognized a flow through liability of $21,308.

In conjunction with the offering, the Company paid finder's fees of $14,000 and granted 116,669 Broker Unit Warrants in relation to the flow through share offering. Each Broker Unit Warrant vested immediately and is exercisable at a price of $0.15 for a period of 30 months from listing date. The Broker Unit Warrants were valued at $4,000 using the Black-Scholes valuation model.

On October 15, 2020, the directors passed a resolution approving the borrowing of up to $190,000 from Auropean via a promissory note at 3% per annum. As the promissory note was issued at a below then market rate a fair value adjustment of $31,079 was recorded at inception. The adjustment was determined by reference to a market rate of interest of 12% and the duration of the note. At December 31, 2020 the Company owed Auropean $145,600 on said note and $34,860 in accrued interests (2019 - $16,275) (from previous and current notes).

On December 23, 2020, the Company closed a private placement with Auropean Ventures Inc. consisting of a Common Share Unit placement for 1,550,000 Units at $0.10 per Common Share Unit totalling $155,000. Each Unit consists of one common share and one common share purchase warrant. Each whole warrant is exercisable into one common share at $0.15 per share for a period of 30 months from listing date. The 1,550,000 warrants were valued at $44,626 using the Black-Scholes valuation model.

On December 31, 2020, the Company closed the final tranche of a Flow Through Placement for 30,000 Flow Through Units at $0.12 per flow through share totalling $36,000. Each Unit consists of one common share and one common share purchase warrant. Each whole warrant is exercisable into one flow through share at $0.15 per share for a period of 30 months from listing date. The 30,000 warrants were valued at $10,992 using the Black-Scholes valuation model. The Company recognized a flow through liability of $3,743.

The Company received government assistance in the form of CEBA loan for $60,000. The loan bears no interest until December 31, 2023 upon which the term of repayment of the outstanding amount will be determined. Repayment of the loan before December 31, 2023 will result in a loan forgiveness of $19,800.

OUTSTANDING SHARE DATA

	Dec. 31, 2021	Dec. 31, 2020	Dec. 31, 2019
Common Shares	88,161,227	66,961,285	55,258,020
Warrants	17,659,866	6,873,902	8,248,109
Broker Unit Warrants	586,260	188,069	220,290
Options	-	-	2,100,000
RSU-DSU Awards	900,000	600,000	375,000
Fully Diluted	107,307,353	74,623,256	66,201,419

Warrants Exercisable and Outstanding at December 31, 2021	Exercise Price	Expiry date
533,193	$0.15	March 30, 2023
410,800	$0.15	July 30, 2023
40,625	$0.15	December 30, 2023
12,529,725	$0.15	30 months after listing
1,001,670	$0.18	December 30, 2024
3,143,853	$0.20	December 30, 2024
Total 17,659,866		

Broker Unit Warrants Exercisable and Outstanding at December 31, 2021	Exercise Price	Expiry date
218,757	$0.12	30 months after listing
14,584	$0.12	December 30, 2024
352,919	$0.15	December 30, 2024
Total 586,260		

Warrants Exercisable and Outstanding at December 31, 2020	Exercise Price	Expiry date
212,500	$0.15	April 16, 2021
1,640,000	$0.15	April 30, 2021
100,000	$0.15	May 1, 2021
501,334	$0.15	December 31, 2021
533,193	$0.15	March 30, 2023
410,800	$0.15	July 30, 2023
40,625	$0.15	December 30, 2023
3,435,450	$0.15	30 months after listing
Total 6,873,902		

Broker Unit Warrants Exercisable and Outstanding at December 31, 2020	Exercise Price	Expiry date
71,400	$0.12	April 30, 2021
116,669	$0.12	30 months after listing
Total 188,069		

SUBSEQUENT EVENTS

On January 11, 2022 the Company renounced the following expenditures to FT Investors via form T101A: $115,608 re the March FT Placement and $269,850.08 re the September FT Placement.

On February 2, 2022 the Company (VR) renounced the amount of $943,155.15 raised in the IPO using the Lookback rule under FT ID 21-50191-6.

On March 15, the Company closed the second tranche of its IPO Placement. In summary, between the two tranches the Company issued an aggregate of 6,287,701 flow-through units of the Company ("FT Units") at a price of $0.15 per FT Unit (the "FT Unit Offering Price") and 4,640,373 Units, for aggregate gross proceeds of $1,500,000, the maximum offering under the Prospectus. Stephen Avenue Securities Inc. (the "Agent") acted as agent on a commercially reasonable efforts basis in respect of the Offering.

On March 17 the directors passed a resolution replacing Grant Thornton LLP as auditors of the Company with Jones & O'Connell LLP as their successors.

On March 21, 2022 the directors passed a resolution approving a private placement of any combination of CS Units at and FT Units up to $500,000. Each CS Unit will be comprised of one common share (a "Common Share") and one-half Common Share purchase warrant ("CS Warrant"). Each whole CS Warrant is exercisable into one Common Share at a price of $0.18 per Common Share for a period of 36 months from the closing date. In the event of multiple closings, the day of the final closing will be the Closing Date of record. Each FT Unit will be comprised of one flow-through share in the capital of the Company (a "FT Share") and one-half purchase warrant (a "Warrant"). Each whole Warrant is exercisable into one Common Share at a price of $0.24 for a period of 36 months from the closing date. Each FT Share will be issued as a "flow-through share" within the meaning of the Income Tax Act (Canada) (the "Tax Act").

RELATED PARTY TRANSACTIONS

The Company has contracts for management and geological services provided by key management, namely officers, administrators and directors of the Company and companies controlled or influenced by management. In addition, key management or their related companies may hold positions in other entities that result in them having control or significant influence over the financial or operating policies of these entities. Transactions are recorded at the fair value as agreed between all parties.

- The President's and CEO's wholly-owned corporation provides the Company under separate contracts with: (i) the provision of senior management, President, CEO and geological services; and (ii) the provision of office and storage space in addition to secretarial, accounting and bookkeeping services. The President or his corporation provides credit to the Company from time to time.
- The Vice President Exploration provides geological and management services, VP Exploration to the Company through his wholly owned corporation. Fees charged also include reimbursable costs incurred.
- The Secretary's law firm provides legal and securities advice and services to the Company. He also has provided credit to the Company through a separate corporation in the past.
- The Administrator's proprietorship provides investors relations, legal, and other professional services to the Company.
- An employee of the President's wholly owned corporation provides the Company with bookkeeping, secretarial and office services.
- Interest expensed on the amounts due to related parties during 2021 totalled $5,412 (2020 - $19,265).
- Ironstone Capital Corporation (ICC) a corporation providing financial consulting services to the Company related to the completion of an expected corporate transaction leading to a public listing. However, the transaction was terminated unexpectedly by a third party and consequently the prepayment of $198,000 (2019 - $198,000) is being held in escrow until the completion of the IPO the Company is planning for the future. ICC was paid separately $20,000 (2020 - $22,500) for its services. The controlling shareholder of ICC became a director of the Company in December 2017.
- European Ventures Inc. is a controlling shareholder of the Company and from time to time provides credit to the Company. The president and CEO through his wholly owned corporation and the Company's administrator provide similar services to European. In addition the President and two directors of the Company are also the sole directors of European. In addition the President is a controlling shareholder and has provided significant funds by way of credit to European.
- In January 2019, Big River Mineral Exploration Inc. (BRME), an indigenous corporation, began providing exploration and related services under contract to the Company. The Company's Vice President Exploration holds influence over the BRME by way of his position as an officer in BRME. Contracts are negotiated between BRME and the Company with full consideration of fair competitive prices.

Related Parties	2021 Compensation					2021 Year-End Outstanding			
	Fees	RSUs/DSUs[1] Awarded		Options Awarded		RSUs/DSUs[1]	Options[1]	Notes & Interests	Payables[2]
		#	Award Value	#	Value[1]	#	#		
Rampton Resource Group President and CEO services	$51,000	860,000	$63,355	-	-	-	-	$30,969	$4,803
Rampton Resource Group Offices services, accounting and secretarial[3]	$67,929	180,000	$12,780	-	-	-	-	-	$6,061
Sans Peur Exploration VP-Exploration Services	$48,000	730,000	$53,990	-	-	-	-	$30,969	$22,725
Administrator/Proprietorship Investors relations and other professional services	$45,000	725,000	$53,500	-	-	-	-	$10,323	-
André Rancourt CPA, C.A. CFO services	$10,650	165,250	$12,095	-	-	-	-	-	$3,475
Irwin Lowy LLP Legal Services	$121,886	-	-	-	-	-	-	-	$139,407
Ironstone Capital Corp. Financial Services	$79,400	-	-	-	-	-	-	$6,194	$27,597
Director Jeff Ackert	-	100,000	$7,100	-	-	300,000	-	-	-
Lee Bowles Director	-	100,000	$7,100	-	-	250,000	-	-	-
Director Greg Leblanc	-	100,000	$7,100	-	-	350,000	-	-	-

Related Parties	2020 Compensation					2020 Year-End Outstanding			
	Fees	RSUs/DSUs[1] Awarded		Options Awarded		RSUs/DSUs[1]	Options	Notes & Interests	Payables[2]
		#	Award Value	#	Value[1]	#	#		
Rampton Resources Group President and CEO services	$51,000	660,000	$46,860	-	-	-	-	-	$143,243
Rampton Resources Group Offices services, accounting and secretarial	$59,151	90,000	$6,390	-	-	-	-	-	-
Sans Peur Exploration VP-Exploration Services	$48,000	630,000	$44,730	-	-	-	-	-	$158,000
Administrator/Proprietorship Investors relations and other professional services	$25,565	600,000	$42,600	-	-	-	-	-	$56,937
André Rancourt CPA, C.A. CFO services	$2,250	-	-	-	-	-	-	-	$1,750
Irwin Lowy LLP Legal Services	$16,383	-	-	-	-	-	-	-	$43,205
Ironstone Capital Corp. Financial Services	$22,500	-	-	-	-	-	-	-	$25,000
Director Jeff Ackert	-	75,000	$5,325	-	-	200,000	-	-	-
Lee Bowles Director	-	125,000	$8,875	-	-	150,000	-	-	-
Director Greg Leblanc	-	75,000	$5,325	-	-	250,000	-	-	-

1. RSU and DSU being in lieu of cash compensation are valued at the fair value at the date of grant.
2. Includes HST.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative instrument obligations, or with respect to any obligations under a variable interest entity arrangement.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and cash equivalents, accounts payable and accrued liabilities, demand notes payable, long-term note payable and due to related parties. Details relating to financial instruments and risk management are disclosed in note 14 to the annual consolidated financial statements for the years ended December 31, 2021 and 2020.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements and disclosures in the notes thereto. These estimates and assumptions are based on management's best knowledge of current events and actions that the Company may undertake in the future. Actual results may differ from those estimates.

The most significant items requiring the use of management estimates and valuation assumptions are related to the recoverable value of mineral exploration properties and deferred exploration expenditures; the valuation of all liability and equity instruments including flow-through share premiums, warrants, compensation options and stock options; and, the ability of the Company to continue as a going concern. Details with respect to critical accounting estimates, judgments and estimation uncertainties are disclosed in note 4 to the annual consolidated financial statements for the years ended December 31, 2021 and 2020.

NEW ACCOUNTING STANDARDS

New and revised accounting standards

The Company did not adopt any new standards within the year ended December 31, 2021.

COVID-19 Outbreak

The current global uncertainty with respect to the spread of COVID-19, the rapidly evolving nature of the pandemic and local and international developments related thereto and its effect on the broader global economy and capital markets may have a negative effect on the Company and the advancement of its projects. While the precise impact of the COVID-19 outbreak on the Company remains unknown, rapid spread of COVID-19 and declaration of the outbreak as a global pandemic has resulted in travel advisories and restrictions, certain restrictions on business operations, social distancing precautions and restrictions on group gatherings which are having direct and indirect impacts on businesses in Canada and around the world and could result in travel bans, closure of assay labs, work delays, difficulties for contractors and employees getting to site, and diversion of management attention all of which in turn could have a negative impact on development of the its projects and the Company generally. The immediate outlook is a lessening in the effects on the Company from the pandemic as the restrictions on activities due to it continue to ease. The spread of COVID-19 may continue to have a material adverse effect on global economic activity and could result in volatility and disruption to global supply chains and the financial and capital markets, which could affect the business, financial condition, results of operations and other factors relevant to the Company, including its ability to raise additional financing and on the price of gold and silver.

Provided the current availability of labour and supplies is not materially affected by new developments respecting COVID-19 or responses thereto, the Company expects that its personnel will be able to carry out activities and complete the work program without significant delays or increases in costs. However, there can be no assurances that the COVID-19 pandemic will not result in the Company having inadequate access to required skilled labour and qualified personnel, which could have an adverse impact on the Company's business, financial performance and financial condition.

The Company has and will continue to take measures recommended by Health Canada and applicable regulatory bodies, as appropriate. To date, the Company has an optional a "work from home policy" for its executive officers and keys employees. It has also reduced travel and transitioned to virtual meetings where feasible. At this point, the extent to which COVID- 19 will or may impact the Company is low, however it is still possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

CORPORATE AND BUSINESS RISK

The Company is engaged in the business of acquiring and exploring mineral properties in the hope of locating economic deposits of gold deposits. The Company's property interests are in the exploration stage only and are without a known economic mineral deposit. Accordingly, there is little likelihood that the Company will realize any profits in the short to medium term. Any profitability in the future from the Company's business will be dependent upon locating an economic mineral deposit, which itself is subject to numerous risk factors. Furthermore, there can be no assurance, even if an economic deposit of minerals is located, that it can be commercially mined. The exploration and development of mineral deposits involves a high degree of financial risk over a significant period of time which even a combination of careful evaluation, experience and knowledge of management may not eliminate risk. While the discovery of ore-bearing structures may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current business relationships or exploration programs of the Company will result in profitable commercial mining operations. The profitability of operations will be, in part, directly related to the cost and success of exploration programs on its properties which may be affected by a number of factors. Substantial expenditures are required to establish reserves sufficient to commercially mine and to construct, complete and install mining and processing facilities in those properties that are actually mined and developed.

Economic Risk

The prices of copper, gold, silver and other metals fluctuate. The future direction of the price of any metal or mineral will depend on numerous factors beyond the Company's control, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of commodities, and therefore on the economic viability of the Company's properties, cannot accurately be predicted. As the Company is only at the exploration stage, it is not yet possible for it to adopt specific strategies for controlling the impact of fluctuations in the price of the commodities for which it explores.

Management; Dependence on Key Personnel, Contractors and Service Providers

Shareholders of the Company rely on the good faith, experience and judgment of the Company's management and advisors in supervising and providing for the effective management of the business and the operations of the Company and in selecting and developing new investment and expansion opportunities. The Company may need to recruit additional qualified contractors and service providers to supplement existing management. The Company will be dependent on a relatively small number of key persons, the loss of any one of whom could have an adverse effect on the Company.

Industry Conditions

The exploration and development of mineral deposits involve significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a deposit may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves, to develop processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration and development programs planned by the Company or its joint venture partners will result in a profitable commercial operation.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as commodity prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, 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.

Mining operations generally involve a high degree of risk. The Company's operations will be subject to all the hazards and risks normally encountered in the exploration and development of minerals, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of mines and other producing facilities, damage to life or property, environmental damage and possible legal liability.

Value of Common Shares

The value of the Company's common shares could be subject to significant fluctuations in response to variations in quarterly and annual operating results, the success of the Company's business strategy, competition or other applicable regulations which may affect the business of the Company and other factors plus general market conditions beyond the direct control of the Company.

Competition

There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company competes with other interests, many of which have greater financial resources than it has, for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Additional Funding and Financing Risk

Additional funds will be required for future exploration and development. The source of future funds available to the Company is through the sale of additional equity capital or borrowing of funds. There is no assurance that such funding will be available to the Company. Furthermore, even if such financing is successfully completed, there can be no assurance that it will be obtained on terms favourable to the Company or will provide the Company with sufficient funds to meet its objectives, which may adversely affect the Company's business and financial position. In addition, any future equity financings by the Company may result in substantial dilution for existing shareholders.

Environmental Risk

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes to environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties in which the Company holds interests that have been caused by previous or existing owners or operators.

Title to Property

Although the Company has taken reasonable measures to ensure proper title to its properties' mineral rights, there is no guarantee that the mineral rights to all of its properties will not be challenged or impugned. Third parties may have valid claims underlying portions of the Company's interests.

Uninsured Hazards

The Company may not always be able or may choose not to obtain insurance for many of the risks that it faces. In the course of exploration, development and production of mineral properties, several risks and, in particular, unexpected or unusual geological or operating conditions, may occur. It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in an increase in costs and a decline in the value of the Company's securities.

The Company is currently not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. The Company may periodically evaluate the cost and coverage of the insurance that is available against certain environmental risks to determine if it would be appropriate to obtain such insurance.

Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate the Company's available funds or could exceed the available funds that the Company has and result in bankruptcy. Should the Company be unable to fully fund the remedial cost of an environmental problem, it might be required to enter into interim compliance measures pending completion of the required remedy.

Conflicts of Interest

Certain directors and officers of the Company also serve as directors or officers of other companies involved in natural resource exploration, development and production. Consequently, there exists the possibility that such directors will be in a position of conflict of interest. Any decision made by such directors involving the Company are made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a material conflict of interest.

Political Risk

The Company's properties or business operations may be exposed to various degrees of political, economic and other risks and uncertainties. The Company's operations and investments may be affected by local political and economic developments, including expropriation, nationalization, invalidation of governmental orders, permits or agreements pertaining to property rights, political unrest, labour disputes, limitations on repatriation of earnings, limitations on foreign ownership, inability to obtain or delays in obtaining necessary exploration or mining permits, opposition to exploration and mining from local, environmental or other non-governmental organizations, government participation, royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations, taxation and changes in laws, regulations or policies as well as bylaws and policies of Canada affecting foreign trade, investment and taxation.

Permits, Licences and Approvals

The operations of the Company may require licences and permits from various governmental authorities or permits from surface right landowners. The Company believes it holds or is in the process of obtaining all necessary licences and permits to carry on the activities which it is currently conducting under applicable laws and regulations.

Such licences and permits are subject to changes in regulations and in various operating circumstances. There can be no guarantee that the Company will be able to obtain all necessary licences and permits that may be required to maintain its exploration activities, construct mines or other facilities and commence operations of any of their exploration properties.

In addition, if the Company proceeds to production on any exploration property, it must obtain and comply with permits and licences which may contain specific conditions concerning operating procedures, water use, the discharge of various materials into or on land, air or water, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that the Company will be able to obtain such permits and licences or that it will be able to comply with any such conditions.

Community Risks

In addition to mineral tenure and environmental permitting, the Company attempts to engage local communities where it explores. Communities may respond differently to exploration and mineral development activities from region to region. Increasingly the exploration sector is required to engage in social contracts with local residents, communities and surface land owners. Factors affecting social acceptance of exploration are variable and can be unpredictable over time. Local opinions can change rapidly about exploration activities and opinions may not be related to the activity of the Company although its ability to enter an area and conduct its programs may be affected by shifts in perception.

Regulatory Matters

The Company's business is subject to various federal, provincial and local laws governing prospecting and development, taxes, labour standards and occupational health, mine safety, toxic substances, environmental protection and other matters. Exploration and development are also subject to various federal, provincial, state and local laws and regulations relating to the protection of the environment.

These laws impose high standards on the mining industry to monitor the discharge of waste water and report the results of such monitoring to regulatory authorities, to reduce or eliminate certain effects on or into land, water or air, to progressively rehabilitate mine properties, to manage hazardous wastes and materials and to reduce the risk of worker accidents. A violation of these laws may result in the imposition of substantial fines and other penalties.

Mineral Price Fluctuations

The marketability of any mineral is subject to numerous factors beyond the control of the Company. The price of minerals can experience volatile and significant movements over short periods of time. Factors impacting price include, but are not limited to, demand for the particular mineral, political and economic conditions and production levels and costs of production in other areas or countries.

CORPORATE INFORMATION

Officers and Directors

Vern Rampton, P. Eng., Ph.D. — Chief Executive Officer, President and Director
Andre Rancourt, CPA, C.A. --- Chief Financial Officer
Tyrell Sutherland, M.Sc., P. Geo. — Vice-President, Exploration and Director
Chris Irwin, BA, LL.B — Corporate Secretary

Jeffrey Ackert, BSc. — Independent Director
Gregory LeBlanc, B.A, M.A. — Independent Director
Lee Bowles —Independent Director

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Phone: (613) 836-2594

Independent Auditor

Jones & O'Connell LLP, St. Catharines, Canada

Corporate Legal Counsel

Irwin Lowy LLP, Toronto, Canada

Corporate Banker

The Bank of Nova Scotia, Kanata (Ottawa), Canada