FORM 2A

LISTING STATEMENT

Hi-View Resources Inc.

(the "Issuer")

JANUARY 24, 2022

NOTE TO READER

This Listing Statement contains a copy of the prospectus of Hi-View Resources Inc. (the "**Issuer**") dated January 14, 2022 (the "**Prospectus**"). Certain sections of the Canadian Securities Exchange (the "**Exchange**") form of Listing Statement have been included following the Prospectus to provide additional disclosure on the Issuer required by the Exchange.

TABLE OF CONTENTS

TABLE OF CONCORDANCE

Information Required by Form 2A Listing Statement	**Corresponding Item(s) in the Prospectus**	**Prospectus Page #**
Corporate Structure	Corporate Structure	9
General Development of the Business	Description and General Development of the Business of the Company Ket 28 Property	9-12
Narrative Description of the Business		12-59
Selected Consolidated Financial Information	Selected Financial Information and Management's Discussion and Analysis	61
Management's Discussion and Analysis		
Description of the Securities	Description of Securities Distributed	61-62
Market for Securities	N/A	
Consolidated Capitalization	Consolidated Capitalization	62-63
Options to Purchase Securities	Options to Purchase Securities	63-65
Escrowed Securities	Escrowed Securities and Resale Restrictions	66
Principal Shareholders	Principal Shareholders	66-67
Directors and Officers	Directors and Executive Officers	67-72
Capitalization	N/A	N/A (See attached Schedule B to this Form 2A)
Executive Compensation	Executive Compensation	72-75
Indebtedness of Directors and Executive Officers	Indebtedness of Directors and Executive Officers	75
Risk Factors	Risk Factors	81-87
Promoters	Promoters	87-88
Legal Proceedings	Legal Proceedings and Regulatory Action	88
Interest of Management and Others in Material Transactions	Interest of Management and Others in Material Transactions	88
Auditors, Transfer Agents and Registrars	Auditors, Transfer Agents, and Registrars	88

Information Required by Form 2A Listing Statement	**Corresponding Item(s) in the Prospectus**	**Prospectus Page #**
Material Contracts	Material Contracts	88-89
Interest of Experts	Experts and Interests of Experts	89
Other Material Facts	Other Material Facts	90
Financial Statements	Schedule A – Hi-View Resources Inc. Audited Financial Statements for the period from July 7, 2021 (Date of Formation) to September 30, 2021	Schedule A
	Schedule B – Hi-View Resources Inc. Management's Discussion and Analysis for the period from July 7, 2021 (Date of Formation) to September 30, 2021	Schedule B
	Schedule C – Audit Committee Charter of Hi-View Resources Inc.	Schedule C

SCHEDULE A

Long Form Prospectus dated January 14, 2022.

See attached.

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

*The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws, and except pursuant to an exemption from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, a U.S. Person (as that term is defined in Regulation S under the U.S. Securities Act). This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the account of benefit of, any U.S Persons.*

PROSPECTUS

NEW ISSUE **JANUARY 14, 2022**

HI-VIEW RESOURCES INC.

4,950,000 Units issuable upon deemed exercise of 4,950,000 outstanding Special Unit Warrants

3,443,000 Common Shares issuable upon deemed exercise of 3,443,000 outstanding Special Share Warrants

This prospectus (the "**Prospectus**") is being filed by Hi-View Resources Inc. ("**Hi-View**" or the "**Company**") with the securities regulatory authorities in the provinces of British Columbia, Alberta, and Ontario to qualify the distribution of the following securities: (a) 4,950,000 units ("**Units**") of the Company, each consisting of one common share in the capital of the Company (a "**Common Share**") and one Common Share purchase warrant (a "**Warrant**"), issuable for no additional consideration, upon the deemed exercise of 4,950,000 issued and outstanding special unit warrants (the "**Special Unit Warrants**"); and (b) 3,443,000 Common Shares, issuable for no additional consideration, upon the deemed exercise of 3,443,000 issued and outstanding special share warrants (the "**Special Share Warrants**").

The Special Unit Warrants and Special Share Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the Units or Common Shares upon exercise or deemed exercise of the Special Unit Warrants or Special Share Warrants.

The Special Unit Warrants were issued by the Company on September 28, 2021 on a non-brokered private placement basis to purchasers in certain provinces of Canada pursuant to prospectus exemptions under applicable securities legislation and in jurisdictions outside of Canada in compliance with the laws applicable to each subscriber, respectively (the "**Special Unit Warrant Financing**"). The Company issued an aggregate of 4,950,000 Special Unit Warrants at an issue price of $0.05 per Special Unit Warrant for aggregate gross proceeds of $247,500. Each Special Unit Warrant entitles the holder thereof to acquire, without payment of any additional consideration, one Unit and will automatically convert on the date that is the earlier of (i) the date that is four months and a day following the issue date of the Special Unit Warrants, and (ii) the third business day after receipt for a final prospectus qualifying the distribution of the Units to be issued upon deemed conversion of the Special Unit Warrants. Each Unit consists of one Common Share and one Warrant. Each Warrant entitles the holder thereof to acquire one Common Share (a "**Warrant Share**") at a price of $0.10 per Warrant Share until September 30, 2023. The proceeds raised by the Company from the Special Unit Warrant Financing were immediately available to the Company and not subject to any escrow conditions.

The Special Share Warrants were issued by the Company on October 21, 2021 and October 27, 2021 on a non-brokered private placement basis to purchasers in certain provinces of Canada pursuant to prospectus exemptions under applicable securities legislation and in jurisdictions outside of Canada in compliance with the laws applicable to each subscriber, respectively (the “**Special Share Warrant Financing**”). The Company issued an aggregate of 3,443,000 Special Share Warrants at an issue price of $0.10 per Special Share Warrant for aggregate gross proceeds of $344,300. Each Special Share Warrant entitles the holder thereof to acquire, without payment of any additional consideration, one Common Share and will automatically convert on the date that is the earlier of (i) the date that is four months and a day following the issue date of the Special Share Warrants, and (ii) the third business day after receipt for a final prospectus qualifying the distribution of the Common Shares to be issued upon the conversion of the Special Share Warrants. In connection with the Special Share Warrant Financing, the Company issued an aggregate of 120,000 finder’s warrants (the “**Finder’s Warrants**”) to certain arm’s-length finders. Each Finders Warrant entitles the holder thereof to acquire one Common Share (a “**Finder’s Warrant Share**”) at an exercise price of $0.10 per Finder’s Warrant Share until September 30, 2023. **This Prospectus qualifies the distribution of any Finder’s Warrants Shares issued prior to February 28, 2022**. The proceeds raised by the Company from the Special Share Warrant Financing were immediately available to the Company and not subject to any escrow conditions.

There is no market through which any of the securities distributed under this Prospectus may be sold and purchasers may not be able to resell such securities acquired hereunder. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. See “*Risk Factors*”.

Concurrently with the filing of this Prospectus, the Company intends to apply to the Canadian Securities Exchange (the “**CSE**”) for the listing of the Common Shares. The CSE has not approved the listing of the Common Shares. Listing is subject to the Company fulfilling all the requirements of the CSE, including meeting all minimum listing requirements. There is no guarantee that the CSE will provide approval for the listing of the Common Shares. The Common Shares have not been listed or quoted on any stock exchange or market.

An investment in Common Shares of the Company is highly speculative due to various factors, including the nature and stage of development of the business of the Company. An investment in these securities should only be made by persons who can afford the total loss of their investment. See “*Risk Factors*”.

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

Prospective investors are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding, or disposing of Common Shares, Warrants, or Warrant Shares including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires Common Shares, Warrants, or Warrant Shares.

Prospective investors should rely only on the information contained in this Prospectus. Readers should assume that the information appearing in this Prospectus is accurate only as of its date, regardless of its time of delivery. The Company’s business, financial condition, results of operations and prospects may have changed since that date.

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

Unless otherwise noted, all currency amounts in this Prospectus are stated in Canadian dollars.

Hi-View Resources Inc.
Suite 170 – 422 Richards Street
Vancouver, B.C. V6B 2Z4
Phone: 604-377-8994

TABLE OF CONTENTS

TABLE OF EXHIBITS

GLOSSARY OF TERMS

The following is a glossary of certain defined terms used frequently throughout this Prospectus:

"$"	unless otherwise noted all dollar amounts are considered to be in Canadian currency.
"**0722 Agreement**"	means the option agreement dated November 16, 2009 between 0722161 B.C. Ltd and Grizzly.
"**1313**"	has the meaning set forth in "*Corporate Structure - Amalgamation*."
"**1313 Shares**"	has the meaning set forth in "*Corporate Structure - Amalgamation*."
"Administrator"	has the meaning set forth in "*Options to Purchase Securities - Terms of the Plan - Administration."*
"Affiliate"	means a company that is affiliated with another company as described below: A company is an "Affiliate" of another company if: (a) one of them is the subsidiary of the other; or (b) each of them is controlled by the same Person. A company is "controlled" by a Person if: (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person; and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company. A Person beneficially owns securities that are beneficially owned by: (a) a Company controlled by that Person; or (c) an Affiliate of that Person; or (d) an Affiliate of any Company controlled by that Person.
"**ALS Chemex Laboratories**" or "**ALS**"	has the meaning set forth in "*Ket 28 Property - Exploration – 2009-2020 Surface Sampling*"
"**Amalgamation**"	has the meaning set forth in "*Corporate Structure – Description of the Business*."
"**Amalgamation Agreement**"	has the meaning set forth in "*Corporate Structure – Amalgamation.*"
"**APEX Geoscience Ltd**." or "**APEX**"	has the meaning set forth in "*Ket 28 Property – Drilling – 2014 Core Re-Sampling Program"*
"**Applicable Laws**"	means any applicable Canadian or foreign federal, provincial, state or local statute, regulation, rule, by-law, ordinance, order, policy or consent, including the common law, as well as any other enactment, treaty, official directive or guideline issued by a Governmental Authority and the terms and conditions of any permit, licence or similar document or approval issued by a Governmental Authority, and shall also include any order, judgment, decree, injunction, ruling, award or declaration, or other decision of whatsoever nature of a court, administrative or quasi-judicial tribunal, an arbitrator or arbitration panel or a Governmental Authority of competent jurisdiction that is not subject to appeal or that has not been appealed within the requisite time thereof.
"**Audit Committee**"	means the audit committee of the Company.
"**Audit Committee Charter**"	means the Audit Committee's charter, attached hereto as Schedule C.
"**B.C.**"	means the Province of British Columbia
"**BCBCA**"	means the *Business Corporations Act* (British Columbia).
"**Board**"	means the board of directors of the Company.
"Claims"	means the sixteen (16) contiguous mineral claims that are the subject of the Ket 28 Property Option Agreement. The claims that comprise the Property cover an area of 3,432 hectares in south-central British Columbia in the Greenwood District along the Canada – USA international boundary between Osoyoos and Grand Forks.

"**Commencement of Commercial Production**"	means (i) if a mill is located on the Ket 28 Property, the last day of a period of 30 consecutive days during which, for not less than 20 days, the mill processed ore from the Ket 28 Property at the rate of at least 50% of its rated capacity; or (ii) if a mill is not located on the Ket 28 Property, the last day of a period of 15 consecutive business days during which ore has been shipped from the Ket 28 Property for the purpose of earning revenues.
"Committee"	has the meaning set forth in "*Options to Purchase Securities - Terms of the Plan - Administration.*"
"Common Shares"	means one or more common shares in the capital of the Company.
"**Company**"	means Hi-View Resources Inc.
"**Continuing Party**"	has the meaning set forth in "*Description and General Development of the Business of the Company - History*."
"**Crown NSR**"	means that 3.0% net smelter return royalty arising and payable on some of the Ket 28 Property to Kinross Gold Corporation (as successor in interest to Crown Resources Corporation) pursuant to the Crown NSR Agreement up to a maximum amount payable of USD$5,000,000.
"**Crown NSR Agreement**"	means the option agreement dated May 5, 1994 between Crown Resources Corporation and Bob Miller pursuant to which the Crown NSR was created and is payable.
"**Defaulting Party**"	has the meaning set forth in "*Description and General Development of the Business of the Company - History*."
"Directors"	means the directors of the Company.
"**DRS**"	means the Direct Registration System.
"**Electromagnetic**" or "**EM**"	has the meaning set forth in "*Ket 28 Property – Interpretation and Conclusions*."
"**Encumbrances**"	means any pledge, lien, restriction, charge, security agreement, lease, conditional sale, title retention agreement, mortgage, encumbrance, assignment by way of or in effect as security, or any other security interest, and any option or adverse claim, of any kind or character whatsoever.
"Escrow Agent"	means Odyssey Trust Company.
"Escrow Agreement"	has the meaning set forth in "*Escrowed Securities and Resale Restrictions.*"
"**Escrow Securities**"	has the meaning set forth in "*Escrowed Securities and Resale Restrictions.*"
"Exchange" or **"CSE"**	means the Canadian Securities Exchange, operated by CNSX Markets Inc.
"**Exploration Expenditures**"	means any and all expenditures and costs of any kind incurred by the Company during the Option Period in the conduct of Mining Operations in respect of the Ket 28 Property, including expenditures incurred on Studies and the Operator's Fee, and such Exploration Expenditures shall be deemed to have been incurred upon the date of payment of same; provided, however, that Exploration Expenditures shall not include legal costs to prepare the Ket 28 Property Option Agreement, nor implement any of the transactions contemplated therein, nor to acquire additional mineral properties, nor for any general, administrative or head office expenses of the Company (except that, in the case of employees assigned or partially assigned to Mining Operations, a reasonable proportion of their salary and benefits shall qualify as Exploration Expenditure that directly relates to their time spent).
"**Finder's Warrant**"	has the meaning set forth on the face page of this Prospectus.
"**Finder's Warrant Share**"	has the meaning set forth on the face page of this Prospectus.
"**Form 43-101F**"	means Form 43-1011 Technical Report
"**Form 51-102F6**"	has the meaning set forth in "*Executive Compensation*."
"**Former Hi-View**"	has the meaning set forth in "*Corporate Structure - Amalgamation*."

"**Former Hi-View Shares**"	has the meaning set forth in "*Corporate Structure - Amalgamation*."
"**Good To Date**"	has the meaning set forth in "*Ket 28 Property – Project Description, Location and Access - Title to Claims*"
"**Governmental Authority**"	means all applicable federal, provincial or state and municipal agencies, boards, tribunals, ministries and departments, both Canadian and foreign.
"**Grizzly**"	means Grizzly Discoveries Inc.
"**Heavy Mineral Concentrate**" or "**HMC**"	has the meaning set forth in "*Ket 28 Property – Interpretation and Conclusions.*"
"**ICC**"	has the meaning set forth in "*Corporate Structure - Amalgamation*."
"**IFRS**"	means the International Financial Reporting Standards.
"**Joint Venture**"	has the meaning set forth in "*Description and General Development of the Business of the Company - History*."
"**Joint Venture Agreement**"	has the meaning set forth in "*Description and General Development of the Business of the Company - History*."
"**JV Operator**"	has the meaning set forth in "*Description and General Development of the Business of the Company - History*."
"Ket 28 Property" or **"Property"**	means the Ket 28 Property is comprised of 16 contiguous mineral claims covering an area of 3,432 hectares and is the subject of the Ket 28 Property Option Agreement.
"**Ket 28 Property Option**"	has the meaning set forth in "*Description and General Development of the Business of the Company - History*."
"**Ket 28 Property Option Agreement**"	means the agreement between the Company and Grizzly dated July 27, 2021, granting the Company an option to acquire a 60% interest in the Ket 28 Property, subject to a production royalty of 3.0% of net smelter returns.
"**Listing**"	means the listing of the Common Shares on the CSE.
"**Listing Date**"	means the date on which the Common Shares are listed for trading on the CSE.
"**MD&A**"	means management's discussion and analysis
"**Mathiesen Management Agreement**"	has the meaning set forth in "*Executive Compensation - Employment, Consulting and Management Agreements*."
"**Milne Management Agreement**"	has the meaning set forth in "*Executive Compensation - Employment, Consulting and Management Agreements*."
"**Mining Operations**"	includes every kind of work done on or in respect of the Ket 28 Property or the products therefrom and, without limiting the generality of the foregoing, includes the work of assessment, geophysical, geochemical and geological surveys, studies and mapping, investigating, drilling, designing, examining, equipping, improving, surveying, shaft sinking, raising, cross-cutting and drifting, searching for, digging, trucking, sampling, working and procuring minerals, ores and metals, surveying and bringing any mining claims to lease or patent, and doing all other work usually considered to be prospecting, exploration, development and/or mining work.
"**Mineworks**"	has the meaning set forth in "*Ket 28 Property - Project Description, Location and Access - Title to Claims*"
"**Named Executive Officers**" or "**NEOs**"	has the meaning set forth in "*Executive Compensation - Compensation of Named Executive Officers*."
"**Nomad**"	has the meaning set forth in "*Directors and Executive Officers – Corporate Cease Trade Orders.*"
"**Notice of Work**" or "**NOW**"	has the meaning set forth in "*Ket 28 Property – Project Description, Location and Access - Environmental Liabilities, Permitting and Significant Factors*"
"**Net Smelter Returns**"	means the actual proceeds received from any mint, smelter or other purchaser from the sale of bullion, concentrates or ores produced from the Ket 28 Property and sold, after

	deducting from such proceeds the following charges paid by the NSR Royalty obligor: (a) all smelter, refinery, or other charges relating to the treatment of products derived from the Ket 28 Property (including costs for representation); (b) all charges for transporting and handling products derived from the Ket 28 Property; (c) all insurance costs relating to the transportation and treatment of products derived from the Ket 28 Property; and (d) any other charges relating to the marketing of products derived from the Ket 28 Property.
"**NI 43-101**"	means National Instrument 43-101 *Standards of Disclosure for Mineral Projects*.
"**NI 43-101CP**"	means Companion Policy 43-101CP to NI 43-101.
"**NI 52-110**"	means National Instrument 52-110 *Audit Committees.*
"**Nickel and Cobalt Rights**"	means all permits, licenses and other documents of title, including replacement or substitute forms of documents of title, by virtue of which the holder is entitled to explore for, develop, produce, mine, recover, remove or dispose of nickel and cobalt from on or within the lands comprising the Claims.
"NSR Royalty"	means the 2.0% net smelter return royalty payable on the Ket 28 Property to the Defaulting Party in accordance with the terms and conditions of the NSR Royalty Agreement.
"**NSR Royalty Agreement**"	has the meaning set forth in "*Description and General Development of the Business of the Company - History*."
"**Operator's Fee**"	means a charge equal to the aggregate of 10% of the items of Exploration Expenditures, that have been incurred and paid.
"**Option**"	means the options issued pursuant to the Option Plan.
"Option Certificate"	has the meaning set forth in "*Options to Purchase Securities - Terms of the Plan - Exercise Price*."
"**Option Period**"	means the period of time from the date of the Ket 28 Property Option Agreement to the date that the Company exercises the Ket 28 Option or that the Ket 28 Option and Ket 28 Property Option Agreement otherwise terminates, all pursuant to the terms thereof.
"Option Plan"	has the meaning set forth in "*Options to Purchase Securities.*"
"**Permitted Encumbrances**"	means (a) the Crown NSR and Crown NSR Agreement; (b) the 0722 Agreement; (c) easements, rights of way, servitude and similar rights in land including, but not limited to, rights of way and servitude for highways and other roads, railways, sewers, drains, gas and oil pipelines, gas and water mains, electric power, telephone, telegraph or cable television conduits, poles, wires and cables which are not material; (d) the right reserved to or vested in any Governmental Authority by the terms of any lease, licence, grant or permit forming part of the Ket 28 Property, or by any statutory provision, to terminate any such lease, licence, grant or permit or to require annual or other periodic payments as a condition of the continuance of them, as well as all other reservations, limitations, provisos and conditions in any original grant from Governmental Authorities; (e) the right of any Governmental Authority to levy taxes on minerals or the revenue therefrom and governmental restrictions on production rates on the operation of a mine on the Ket 28 Property, as well as all other rights vested in any Governmental Authority to control or regulate the Ket 28 Property pursuant to Applicable Laws; (f) any liens, charges or other Encumbrances: (i) for taxes, assessments or governmental charges; (ii) incurred, created and granted in the ordinary course of business to a public utility or Governmental Authority in connection with operations conducted with respect to the Ket 28 Property, but only to the extent those liens relate to costs for which payment is not due; and (iii) any other rights or Encumbrances consented to in writing by the Company or granted by the Company.
"Person"	is to be broadly interpreted and includes an individual, a partnership, a corporation, a trust, a joint venture, any Governmental Authority or any incorporated or unincorporated entity or association of any nature, and the executors, administrators or other legal representatives of an individual in such capacity.

"**Promoter**"	has the meaning ascribed thereto in section 1(1) of the *Securities Act* (British Columbia).
"Prospectus"	means this prospectus and any appendices, schedules or attachments hereto.
"**Qualified Person**" or "**QP**" or the "**Author**"	means Mr. Douglas Turnbull, H.B.Sc., P.Geo (B.C.), the author of the Technical Report.
"**Saskatchewan Research Council Geoanalytical Laboratories**" or "**SRC**"	has the meaning set forth in "*Ket 28 Property - Exploration – 2009-2020 Surface Sampling*"
"**SEDAR**"	means the System for Electronic Document Analysis and Retrieval maintained by the Canadian Securities Administrators
"**Special Unit Warrant**"	has the meaning set forth on the face page of this Prospectus.
"**Special Unit Warrant Exercise**"	means the deemed exercise of the Special Unit Warrants into Units on the date that is the earlier of (i) the date that is four months and a day following the issue date of the Special Unit Warrants, and (ii) the third business day after receipt for a final prospectus qualifying the distribution of the Units to be issued upon conversion of the Special Unit Warrants.
"**Special Unit Warrant Financing**"	has the meaning set forth on the face page of this Prospectus.
"**Special Share Warrant**"	has the meaning set forth on the face page of this Prospectus.
"**Special Share Warrant Exercise**"	means the deemed exercise of the Special Share Warrants into Common Shares on the date that is the earlier of (i) the date that is four months and a day following the issue date of the Special Share Warrants, and (ii) the third business day after receipt for a final prospectus qualifying the distribution of the Common Shares to be issued upon the conversion of the Special Unit Warrants.
"**Special Share Warrant Financing**"	has the meaning set forth on the face page of this Prospectus.
"**Stock Option Plan**"	means the incentive stock option plan of the Company.
"**Studies**"	means any and all studies pertaining to the Ket 28 Property, including all: (a) geological, resource, reserve, mining and product quality studies; and (b) socio-economic, environmental, transportation, infrastructure, power, market and financial studies.
"Technical Report"	means the NI 43-101 compliant technical report entitled "NI 43-101 Technical Report on the KET28 Property, South-Central British Columbia, Canada," with an effective date of November 8, 2021, and prepared by Douglas Trumbull, P.Geo, the Qualified Person.
"Term"	has the meaning set forth in "*Options to Purchase Securities - Terms of the Plan - Maximum Term of Options.*"
"Transfer Agent"	means Odyssey Trust Company.
"**TSL Laboratories Inc**" or "**TSL**"	has the meaning set forth in "*Ket 28 Property – Drilling – 2020 Drill Program"*
"**U.S. Securities Act**"	means the United States Securities Act of 1933, as amended.
"**Unit**"	has the meaning set forth on the face page of this Prospectus.
"**United States**" or "**U.S.**"	means the United States of America, its territories or its possessions, any state of the United States or the District of Columbia.
"**Warrant**"	has the meaning set forth on the face page of this Prospectus.
"**Warrant Share**"	has the meaning set forth on the face page of this Prospectus.

NOTE REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains "forward-looking statements" which may include, but are not limited to, statements with respect to the future financial or operating performance of the Company and its mineral projects (including its option to acquire an interest in the Ket 28 Property, located in south-central British Columbia), the future price of gold, silver, copper or other metal prices, the estimation of mineral resources, the realization of mineral resource estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements expressed or implied by the forward-looking statements to differ materially from those anticipated in such statements. Such factors include, among others: general business, economic, competitive, political and social uncertainties; global economic events arising from the COVID-19 outbreak; the actual results of current exploration activities and actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; changes in labour costs and other costs of equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses, insurrection or ward; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; and, the factors discussed in the section entitled "*Risk Factors*" in this Prospectus. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward- looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this Prospectus and, unless otherwise required by applicable securities laws, the Company disclaims any obligation to update any forward- looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

PROSPECTUS SUMMARY

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

<table>
<tr><td>The Company</td><td>The Company was formed on July 7, 2021, as a result of the amalgamation of 1313811 B.C. Ltd. and Hi-View Resources Inc. pursuant to the provisions of the Business Corporations Act (British Columbia) (“BCBCA”). The Company was formed to acquire, explore and develop mining claims in North America. The Company has entered into the Ket 28 Property Option Agreement pursuant to which it has agreed to purchase a 60% interest in the Ket 28 Property. See “Description and General Development of the Business of the Company.”</td></tr>
<tr><td>Business of the Company</td><td>The principal business of the Company is the exploration and, if warranted, development of natural resource properties. See “Description and General Development of the Business of the Company.”</td></tr>
<tr><td>Principal Property</td><td>The Company’s principal property is the Ket 28 Property, located in south-central British Columbia in the Greenwood District along the Canada – USA international boundary between Osoyoos and Grand Forks. The Ket 28 Property consists of 16 contiguous mineral claims that cover an area of 3,432 hectares (8,480 acres). See “Description and General Development of the Business of the Company” and “Ket 28 Property.”</td></tr>
<tr><td>Listing</td><td>Concurrently with the filing of this Prospectus, the Company intends to apply to the CSE for the listing of the Common Shares. The CSE has not approved the listing of the Common Shares. Listing is subject to the Company fulfilling all the requirements of the CSE, including meeting all minimum listing requirements.</td></tr>
<tr><td>Use of Available Funds:</td><td>The estimated funds available to the Company as of December 31, 2021 are $552,401. The expected principal purposes for which the available funds will be used are described below:
<table>
<tr><th>Use of Available Funds</th><th></th></tr>
<tr><td>Estimated balance of regulatory fees related to the filing of a long form prospectus and listing on the CSE</td><td>$11,000</td></tr>
<tr><td>Estimated balance of legal, accounting, geologist and other expenses related to the Technical Report and to the filing of a long form prospectus and listing on the CSE</td><td>$98,000</td></tr>
<tr><td>Cash payment pursuant to the Ket 28 Property Option Agreement</td><td>$15,000</td></tr>
<tr><td>Phase 1 of the exploration of the Ket 28 Property, as recommended in the Technical Report(1)</td><td>$100,000</td></tr>
<tr><td>Estimated general and administrative costs for next 12 months(2)</td><td>$120,000</td></tr>
<tr><td>Unallocated working capital</td><td>$208,401</td></tr>
<tr><td><u>TOTAL:</u></td><td><u>$552,401</u></td></tr>
</table>
Notes:
(1) See “Ket 28 Property.”
(2) Comprised of: (i) management fees ($60,000), (ii) regulatory fees ($16,000), (iii) transfer agent fees ($6,000), (iv) legal and accounting fees ($26,000), (v) office rent ($5,000), (vi) miscellaneous ($7,000).</td></tr>
<tr><td>Directors, Officers and Senior Management</td><td>• Howard Milne – President, Chief Executive Officer, and Director
• Steve Mathiesen – Chief Financial Officer, Corporate Secretary, and Director
• James Place – Director</td></tr>
</table>

	• Emily Sewell - Director See "*Directors and Executive Officers.*"
Summary Financial Information	The following tables set forth selected financial information with respect to the financial operations of the Company from formation on July 7, 2021 to September 30, 2021, which information has been derived from the reviewed financial statements of the Company and should be read in conjunction with such financial statements and related notes and MD&A that are included elsewhere in this Prospectus. All financial statements of the Company are prepared in accordance with IFRS.

	For the period from July 7, 2021 (date of formation) to September 30, 2021 (audited)
Statement of Operations Data	
Total Revenues	Nil
Total Expenses	$36,866
Net Loss	($36,866)
Net Loss per Common Share (basic and diluted)	($0.01)
Balance Sheet Data	
Total Assets	$263,643
Total Liabilities	$18,233
Deficit	($36,866)
Shareholder Equity	$245,410
Weighted Average of Common Shares Outstanding	2,542,056

See "*Selected Financial Information and Management's Discussion and Analysis.*"

Risk Factors:	The Company faces various risks related to health epidemics, pandemics and similar outbreaks, including COVID-19, which may have material adverse effects on its business, financial position, results of operations and/or cash flows. The Company has limited operating history and no history of earnings. Resource exploration and development is a speculative business, characterized by a number of significant risks. The Company may not be able to obtain mining equipment or other resources required for mineral exploration on a timely basis or at a reasonable cost. The Company has negative operating cash flow and has incurred losses since its founding. There is no assurance that the Company can obtain further financing when it is required. See "*Risk Factors*" and "*Note Regarding Forward-Looking Information*."

CORPORATE STRUCTURE

Description of the Business

The Company was created as a result of the amalgamation of 1313811 B.C. Ltd and Hi-View Resources Inc. pursuant to the provisions of BCBCA on July 7, 2021 (the "**Amalgamation**"). The business office of the Company is located at Suite 1270-422 Richards Street, Vancouver, B.C. V6B 2Z4, and the registered and records office of the Company is located at Suite 1500 – 1055 West Georgia Street, PO Box 11117, Vancouver, B.C. V6E 4N7.

The Company is currently not a reporting issuer in any jurisdiction and the Common Shares are not listed or posted for trading on any stock exchange.

Amalgamation

The Amalgamation was completed pursuant to the terms and conditions of an amalgamation agreement (the "**Amalgamation Agreement**") dated July 7, 2021, between 1313811 B.C. Ltd. ("**1313**"), Hi-View Resources Inc. ("**Former Hi-View**"), and Intensity Capital Corp. ("**ICC**"). The Amalgamation Agreement contemplates that ICC formed 1313 for the purposes of raising funds from ICC and then to subsequently amalgamate with Former Hi-View. In accordance with the Amalgamation Agreement, each holder of common shares in the capital of 1313 ("**1313 Shares**") and Former Hi-View ("**Former Hi-View Shares**") received one Common Share in exchange for each 1313 Share or Former Hi-View Share held by such holder, and the 1313 Shares and Former Hi-View Shares were cancelled. On completion of the Amalgamation the Company issued a total of 3,200,000 Common Shares.

Following the completion of the Amalgamation 1313 and Former Hi-View amalgamated and formed one company (being the Company) and each of 1313 and Former Hi-View ceased to exist as entities. Further, the property of each of 1313 and Former Hi-View continued as the property of the Company and the Company continued to be liable for the obligations of each of 1313 and Former Hi-View.

Intercorporate Relationships

The Company has no subsidiaries.

DESCRIPTION AND GENERAL DEVELOPMENT OF THE BUSINESS OF THE COMPANY

The Company's principal business is the acquisition, exploration and development of mineral resource properties. Its objective is to locate, define and ultimately develop economic mineral deposits. Currently, the Company is focused on the exploration and development of the Ket 28 Property located in south-central British Columbia. If the Company loses or abandons its interest in the Ket 28 Property, the Company will endeavour to acquire another mineral property of merit.

History

The Company has completed private seed equity capital equity financing, raising aggregate gross proceeds of approximately $591,800 as follows: (i) on September 28, 2021, the Company issued 4,950,000 Special Unit Warrants at an issue price of $0.05 per Special Unit Warrant for aggregate gross proceeds of $247,500; (ii) on October 21, 2021 the Company issued 1,955,000 Special Share Warrants at an issue price of $0.10 per Special Share Warrant for aggregate gross proceeds of $195,500; and (iii) on October 27, 2021 the Company issued 1,488,000 Special Share Warrants at an issue price of $0.10 per Special Share Warrant for aggregate gross proceeds of $148,800.

Option Agreement

Pursuant to the Ket 28 Property Option Agreement, Grizzly has granted an exclusive option to the Company to acquire a (i) 60% legal interest in the Property, and (ii) a 60% legal and beneficial interest in the Nickel and Cobalt Rights, free and clear of all liens, charges, encumbrances, claims, rights or interests of any other person, subject to the Permitted Encumbrances and the NSR Royalty (the "**Ket 28 Option**"). Grizzly is at arm's length to the Company.

Pursuant to the Ket 28 Property Option Agreement, in in order to exercise the Ket 28 Option, the Company must (i) make cash payments in the aggregate sum of $500,000 to Grizzly, (ii) complete Exploration Expenditures in the aggregate sum of $1,100,000 on the Ket 28 Property, and (iii) issue Grizzly 800,000 Common Shares, as follows:

DATE	COMMON SHARES	CASH	EXPENDITURES
July 27, 2021	-	$5,000 (paid)	-
Listing Date	200,000(1)	$15,000(1)	-
December 31, 2022	-	-	$100,000(1)
1st Anniversary of Listing Date	120,000	$50,000	-
2nd Anniversary of Listing Date	120,000	$100,000	$200,000
3rd Anniversary of Listing Date	120,000	$110,000	$200,000
4th Anniversary of Listing Date	120,000	$110,000	$200,000
5th Anniversary of Listing Date	120,000	$110,000	$400,000
TOTAL:	**800,000 Common Shares**	**$500,000 Cash**	**$1,100,000 Expenditures**

Notes:
(1) The requirements of the Company to complete these payments and expenditures are firm commitments.

Exploration Expenditures made by the Company in excess of the Exploration Expenditures required within a specific time payment period shall automatically count towards Exploration Expenditures in the subsequent payment period. Further, if the Company fails to incur the full amount of the Exploration Expenditures within the above specific payment period, the Company nevertheless will be deemed to have satisfied the Exploration Expenditure requirements if the Company, within thirty (30) days, pays Grizzly an amount equal to the difference between the actual Exploration Expenditures funded by the Company and the amount that ought to have been incurred for that payment period.

Upon the Company delivering Grizzly a notice confirming the satisfaction set out in the table above, together with a final statement of Exploration Expenditures, the Option will be deemed to be exercised and:

- Grizzly shall take all actions and do all things necessary or desirable to effect a transfer of a 60% interest in the Ket 28 Property, subject to the NSR Royalty and the Permitted Encumbrances, to the Company; and

- the Company and Grizzly shall execute and deliver a joint venture agreement (the "**Joint Venture Agreement**"), incorporating the terms and conditions set forth in Schedule B to the Ket 28 Property Option Agreement.

Pursuant to the Joint Venture Agreement, the Company and Grizzly will form a joint venture (the "**Joint Venture**") with the purpose of the development and mining of any commercially exploitable ore body on the Ket 28 Property. The Company will have a 75% interest in the Joint Venture and Grizzly will hold a 25% interest in the Joint Venture, and all budgets, costs, expenditures and charges to the Joint Venture will be made on that basis. At the outset of the Joint Venture, the Company will deemed to have contributed $1,100,000 to the Joint Venture and Grizzly will deemed to have contributed $3,666,666.67 to the Joint Venture.

The Company shall be the initial operator of the Joint Venture (the "**JV Operator**") and will continue to be the JV Operator as long at its participating interest in the Joint Venture is at least 50%, unless the Company resigns as JV Operator, is removed for default, or is subject to an insolvency event. The JV Operator will have all rights, duties and obligations which are usually and customarily given to, necessary, or requisite for the operation of a mining joint venture, so as to be able to carry on its role as the operator of the Joint Venture, including the exploration and development of the Ket 28 Property and bringing the Ket 28 Property into commercial production.

The JV Operator shall also have the right to propose programs for exploration, and to requisition expenditures from the Company and Grizzly based on their respective participating interests in the Joint Venture from time to time. Payment of requisitioned amounts shall be made within thirty (30) days of the requisition. Either the Company or Grizzly may decline to pay its proportionate share of the expenditures requisitioned by the JV Operator. If such party (the "**Defaulting Party**") fails to pay its share of the requisitioned expenditures, and the other party (the "**Continuing Party**") contributes the Defaulting Party's share, the parties respective participating interests in the Joint Venture shall be calculated using the following formula:

Participating interest of a party = (A x 100)/B

Where:

A = total of all requisitioned amounts paid by the Defaulting Party plus its deemed initial contribution

B = total of all requisitioned amounts paid by the Defaulting Party and the Continuing Party plus the total deemed contribution by each party

Upon a Defaulting Party's participating interest reaching 10% the Joint Venture shall terminate, 100% of the participating interest shall vest in the Continuing Party, and the Defaulting Party shall transfer its interest in the Ket 28 Property to the Continuing Party. In such event, the Defaulting Party shall be entitled to the NSR Royalty and the Defaulting Party and Continuing Party shall enter into a net smelter return royalty agreement (the "**NSR Royalty Agreement**").

Pursuant to the NSR Royalty Agreement, the NSR Royalty is payable upon the Commencement of Commercial Production. The NSR Royalty shall be the amount of money equal to 2% of Net Smelter Returns. The NSR Royalty Agreement caps payments thereunder to US$3,500,000, and upon full payment thereof the NSR Royalty will terminate.

Future Plans

The company plans to conduct exploration on the Ket 28 Property which exploration efforts may follow some of the recommendations made in the Technical Report.

Trends

As a junior mining issuer, the Company is highly subject to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

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

Competitive Conditions

The Company is a grassroots mineral exploration company. The mineral exploration industry is competitive, with many companies competing for the limited number of precious and base metals acquisition and exploration opportunities that are economic under current or foreseeable metals prices, as well as for available. See "*Risk Factors*".

Government Regulation

Mining operations and exploration activities in Canada are subject to various federal, provincial and local laws and regulations which govern prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters.

The Company believes that it is and will continue to be in compliance in all material respects with applicable statutes and the regulations passed in Canada. There are no current orders or directions relating to the Company with respect to the foregoing laws and regulations.

Environmental Regulation

The various federal, provincial, and local laws and regulations governing protection of the environment are amended often and are becoming more restrictive. The Company's policy is to conduct its business in a way that safeguards public health and the environment. The Company believes that its operations are conducted in material compliance with applicable environmental laws and regulations.

Since its formation, the Company has not had any environmental incidents or non-compliance with any applicable environmental laws or regulations. The Company estimates that it will not incur material capital expenditures for environmental control facilities during the current fiscal year.

KET 28 PROPERTY

Overview

The Company is engaged in the business of the acquisition, exploration, and development of mineral resource properties. The Company's sole mineral property interest is the Ket 28 Option on the Ket 28 Property located in the Greenwood Mining Division in south-central British Columbia.

Current Technical Report

Unless otherwise stated, the following disclosure relating to the Ket 28 Property has been summarized, compiled or extracted from the Technical Report prepared by Mr. Douglas Turnbull, H.B.Sc., P.Geo (B.C.). Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Technical Report.

The Author is fully independent of Hi-View and is a "Qualified Person" as defined in NI 43-101. The Author has been involved in all aspects of mineral exploration for precious and base metal mineral projects in Canada and internationally. The Technical Report is dated effective November 8, 2021.

The Technical Report is available for inspection during regular business hours at the Company's registered office at 1500-1055 West Georgia Street, Vancouver, B.C. V6E 4N7. The Technical Report may also be reviewed under the Company's profile on the SEDAR website at www.sedar.com.

Project Description, Location and Access

The Ket 28 Property is located in south-central B.C. and lies along the Canada – United States of America border, approximately 5 kilometres (km) southeast of the town of Rock Creek, B.C., and 22 km to the east of Osoyoos, B.C. The Ket 28 Property consists of 16 contiguous mineral claims that cover an area of 3,432 hectares (8,480 acres).

From Highway 3, access to the Property is provided by numerous roads and trails. From Rock Creek, travel 15 km west along Highway 3 and turn south along Bridesville Road. From Osoyoos, travel 36 km east along Highway 3 and then south along Bridesville Road for 2.5 km. The Rock Creek-Bridesville Road transects the Property from the northwest to the southeast portion of the Property.

Title to Claims

The Claims are owned 80% by Grizzly and 20% by Mr. Donald Rippon, a principal of Mineworks Ventures Inc. (“**Mineworks**”). Grizzly and Mineworks own the metallic mineral rights to the Claims, as shown in Figure 1 and listed in Table 1.

Table 1 Ket 28 Claims

Tenure Number	Claim Name	Owner (%)	Area (ha)	Good to Date	Status	Map Number
520530		Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	296.53	2023-01-31	Good	082E
520553		Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	381.32	2023-01-31	Good	082E
520555	RCJV 800	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	84.74	2023-01-31	Good	082E
520599	RCJV 900	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	84.72	2023-01-31	Good	082E
520603	RCJV 1000	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	21.18	2023-01-31	Good	082E
530070	KET WEST	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	211.84	2023-01-31	Good	082E
537221	KET 1000	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	169.47	2023-01-31	Good	082E
541061	RCJV-07-1000	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	529.73	2023-01-31	Good	082E
541062	RCJV-07-2000	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	127.14	2023-01-31	Good	082E
541063	RCJV-07-3000	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	508.50	2023-01-31	Good	082E
541065	RCJV-07-4000	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	233.09	2023-01-31	Good	082E
541067	RCJV-07-5000	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	233.10	2023-01-31	Good	082E
541068	RCJV-07-6000	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	127.14	2023-01-31	Good	082E
541070	RCJV-07-7000	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	63.57	2023-01-31	Good	082E
541072	RCJV-07-8000	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	296.56	2023-01-31	Good	082E
592110	RC 2008 - EAST	Grizzly Discoveries Inc. (80%); Rippon, Donald (20%)	63.56	2023-01-31	Good	082E

In B.C., a mineral claim has a set expiry date (the “**Good To Date**”), and in order to maintain the claim beyond that expiry date, the recorded holder must, on or before the expiry date, register either exploration and development work that was performed on the claim, or a payment in lieu of exploration and development. Only work described in the Mineral Tenure Act Regulation is acceptable for registration as assessment credit (British Columbia Ministry of Energy and Mines, 2017).

In B.C., the Mineral Claim work requirement is:

- $5 per hectare for each of the first and second anniversary years;
- $10 per hectare for each of the third and fourth anniversary years;
- $15 per hectare for each of the fifth and sixth anniversary years; and
- $20 per hectare for each of the subsequent anniversary years.

Royalties and Agreements

Please see section “*Description and General Development of the Business of the Company*” above for an overview of the royalties and agreements to which the Ket 28 Property is subject.

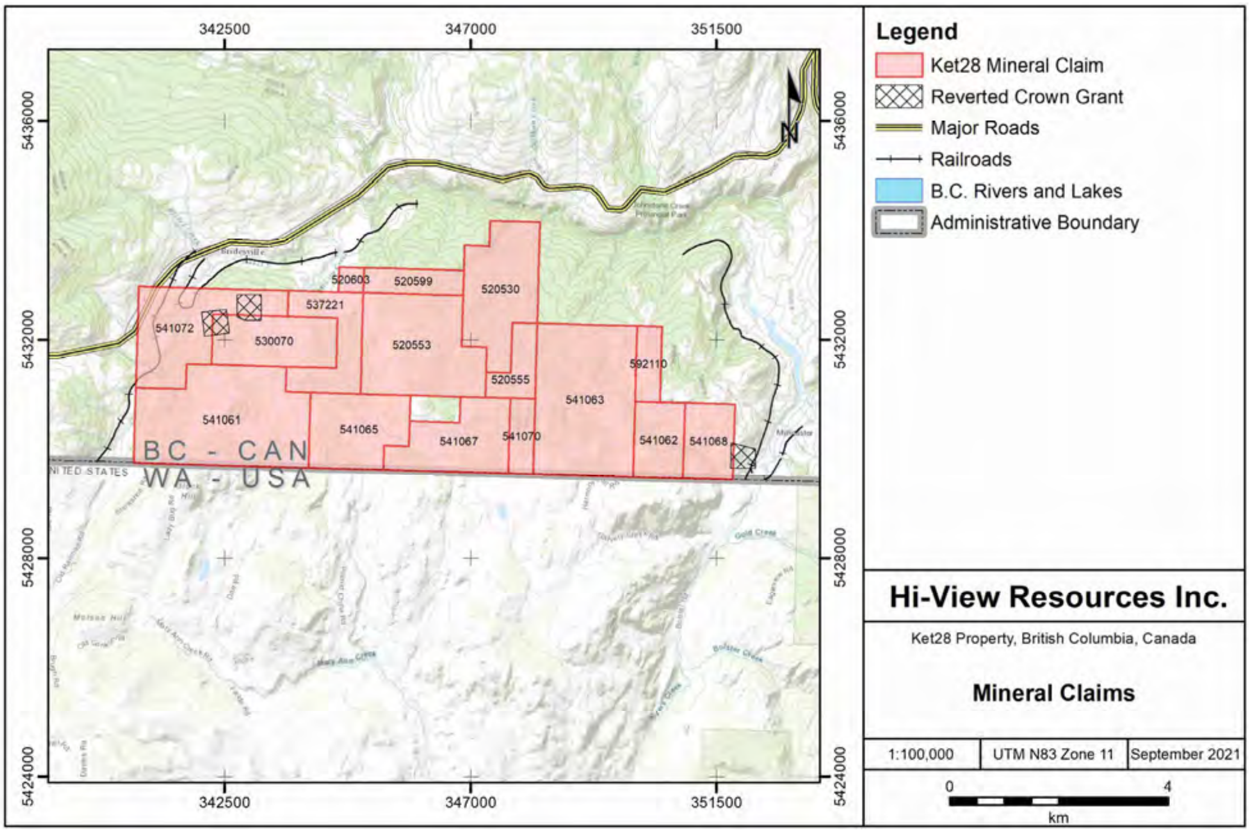
Environmental Liabilities, Permitting and Significant Factors

A permit under the *Mines Act* is required for exploration activities involving any work on a claim that disturbs the surface by any mechanical means including drilling, trenching, excavating, blasting, construction or demolishment of a camp or access, induced polarization surveys using exposed electrodes and site reclamation (e.g., drilling). The application and subsequent permit are called a “Notice of Work” (a “**NOW**”).

The current Multi-Year Area Based NOW permit for the Property covers the completion of 25 drill sites with sumps, as well as 3.0 km of new exploration trail, and is valid until July 31, 2024. All of the drill pads and exploration trail from the 2020 drill program have been reclaimed.

The Author is not aware of any environmental liabilities to which the Property is subject. There are no other significant factors or risks that the Author is aware of that would affect access, title or the ability to perform work on the Property.

Figure 1 Claims Map, Ket 28 Property



History

Within the Ket 28 Property, and in the vicinity of the Ket 28 showing, numerous old workings exist including shafts, adits and prospecting pits primarily targeting gold and base metals. Historical exploration within the Property has led to the identification of five zones of mineralization, including: Rock (Lapin Barite), Ket27, Ket 28, Dan and the International prospect (situated on the southeastern edge of the Property). The bulk of modern precious metal exploration was completed by Crownex Resources (1989-1990), Gold City Resources and Phoenix Gold Resources (1993-1994), Gold City Resources, Phoenix Gold Resources and Orion International Mining Corp. (1995-1996). Historical exploration has consisted of geological mapping, geochemical sampling, geophysical surveying and drilling. The locations of the historical drill collars are illustrated in. Based on a review of historical assessment reports, prior to 2009 it is estimated that 64 drillholes (RC, Core, Percussion) have been completed on the Ket 28 Property by various operators.

Geological Setting, Mineralization

The Ket 28 Property lies within the western half of the Boundary District of southern B.C. and northern Washington State. The Boundary district is a highly mineralized area straddling the Canada - USA border. The district is centered on the Kettle River in south-central B.C. and the northeastern portion of Okanagan County and the northern portion of Ferry County in northeast Washington State and includes the historical Republic, Belcher, Rossland and Greenwood mining camps (Figure 2). Total reported gold production from the Republic, Belcher and Greenwood camps alone exceeds 6.68 million ounces of gold and 26.8 million ounces of silver. With the addition of the historical production from the Rossland camp, which has reported production of 2.78 million ounces of gold and 3.54 million ounces of silver, the total reported historical production for the district is more than 9.46 million ounces of gold and 30.3 million ounces of silver (see Tables 2a and 2c in Dufresne and Banas, 2013; Schroeter et al., 1989; Lasmanis, 1996; Schroeter and Pinsent, 2000; Höy and Dunne, 2001; Schroeter, 2003; Schroeter and Pardy, 2004; Wolff et al., 2010).

The Ket 28 Property is situated within the Omineca belt of the Quesnellia terrane, which accreted to North America during the mid-Jurassic. The oldest rocks exposed in the area are Proterozoic to Paleozoic North American metamorphic basement rocks of the Grand Forks complex, found east of the Property and of the Okanagan complex (Monashee Gneiss), found just west of the Property. Post accretion, during the Eocene, these core complexes were most likely uplifted. They are separated from the overlying, younger rocks by low-angle normal (detachment) faults related to an extensional event that yielded a series of prominent fault bounded grabens including the Okanagan, Rock Creek, Toroda, Republic and Rossland grabens (Figure 3). The Ket 28 Property is situated within the southern extent of the Rock Creek Graben.

The oldest accreted rocks in the area are mid to late Paleozoic volcanic rocks and sedimentary rocks of the Knob Hill Group and Attwood Group. On the Property the Knob Hill and Attwood Group rocks are undivided and collectively termed the Anarchist Group. The Knob Hill Group is Permo-Carboniferous, possibly as old as Devonian in age and is comprised of rocks dominantly of volcanic affinity, with mainly greenstones and massive and banded metacherts, along with lesser amounts of quartz chlorite schist, amphibolitic schists and gneisses, related intrusives, and argillite and limestone bands. The rocks have been affected by deformation and metamorphism causing recrystallization and the development of foliation. Unconformably overlying the Knob Hill rocks are sediments and volcanics of the Permian Attwood Group that consist mainly of sedimentary rocks including black argillite, sharpstone conglomerate, greywacke, limestone lenses and lesser metavolcanic units. Throughout the region, ultramafic rocks of the Mount Roberts Formation are found in discrete areas generally in spatial association with thrust and other fault zones. These groups are significantly folded, overturned and faulted. In the Republic area, splays or imbrications of the Chesaw thrust fault comprise several separate belts of serpentinite, listwanite and metagabbro and may have several local names in the Property area such as the Lind Creek, Mount Attwood and No. 7 faults (Dufresne and Banas, 2013).

Figure 2 Structural setting of the Boundary District

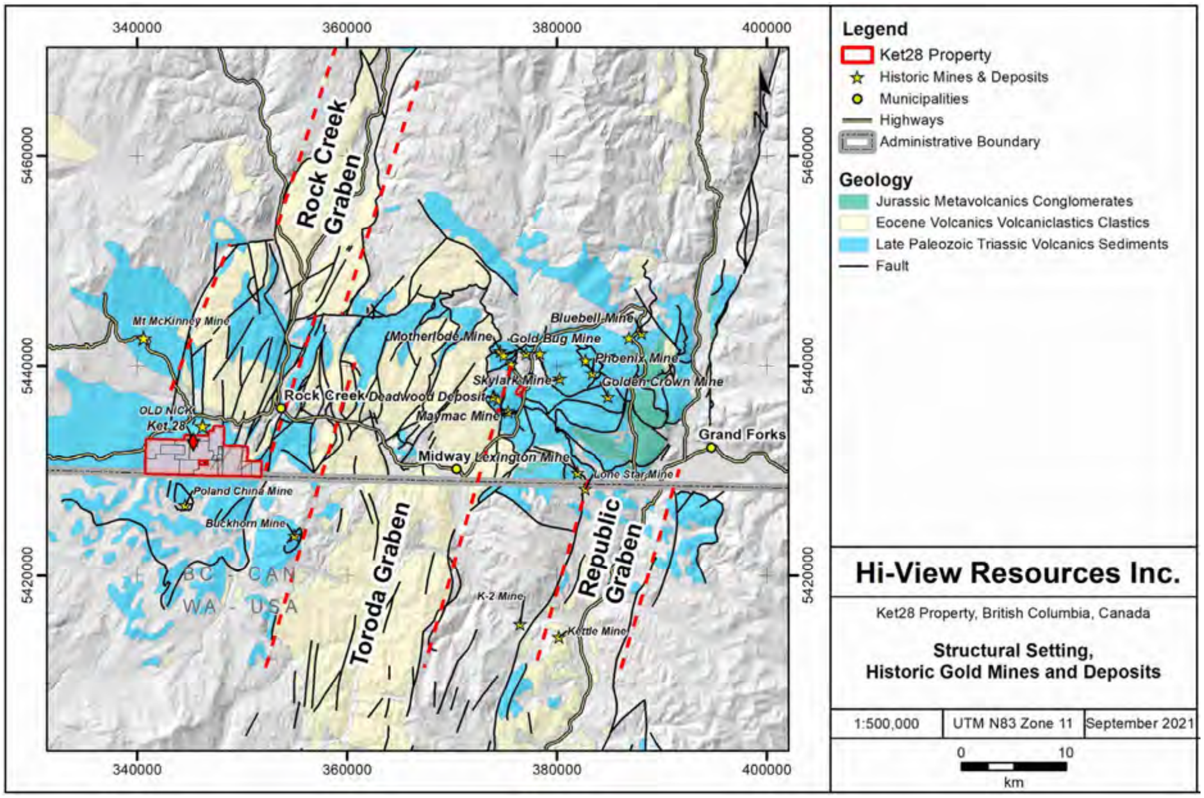
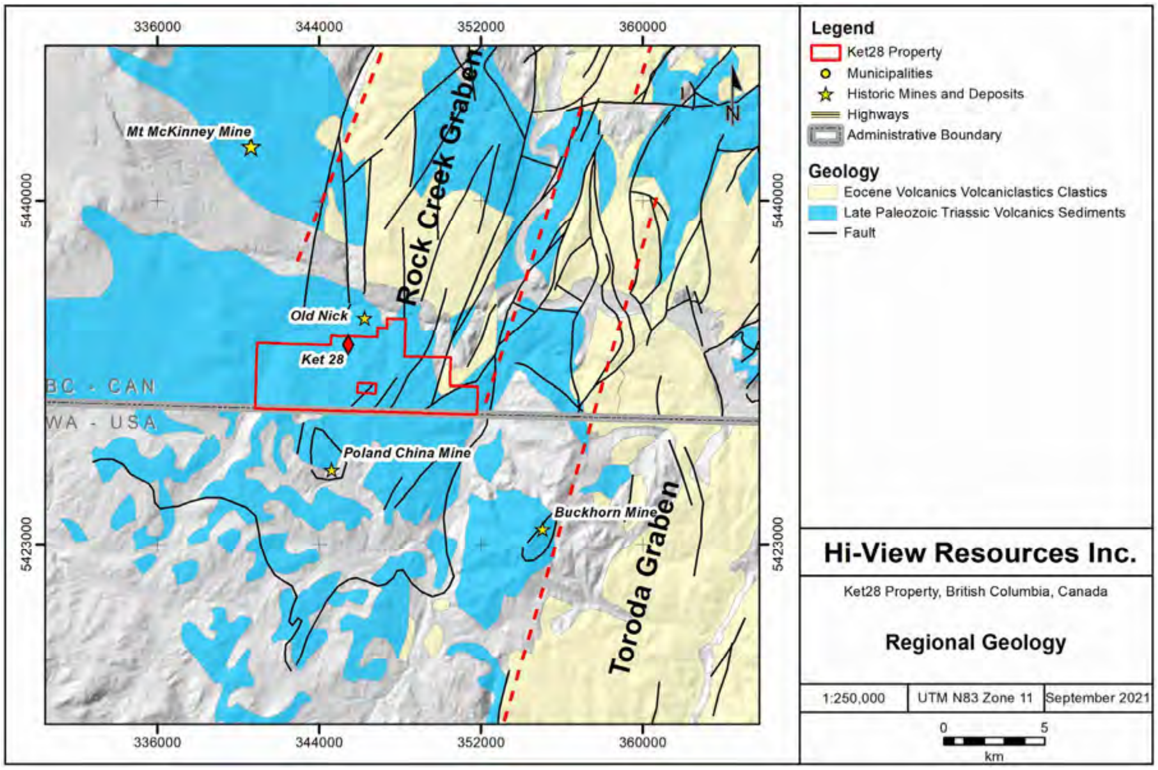


Figure 3 Regional geology of the Property area



The local geology of the Ket 28 Property is dominated by a metasedimentary and metavolcanic sequence of rocks belonging to the Permo-Triassic aged Anarchist Group. These rocks typically include greenstone, chlorite greenschist and argillite (Figure 4). The greenstones are found to be massive, layered or porphyritic, and are mildly to highly foliated. Regional chlorite retrograde alteration is pervasive, propylitic alteration is common and is usually associated with a mineral assemblage consisting of quartz and calcite. Magnetite and hematite are widespread and are locally very abundant. Locally disseminated hematite imparts a distinctive grey tone to the massive greenstones. The protoliths of the greenstones are likely volcanic flows, tuffs and porphyries of andesitic to basaltic composition (O'Brien and Britten, 1997). In the area of the Ket 28 Showing, lithologies mainly consist of highly deformed and altered Paleozoic Anarchist Formation volcanic (mafic) and sedimentary rocks, including massive brownish white to pale green quartzite which contains 2-15% sulphides (mainly pyrite). The quartzite is highly fractured and silicified and contains minor serpentinite. These quartzite and serpentinite units are also host the Old Nick nickel ore body which occurs approximately 800 m to the north of the Property boundary (Figure 3).

North-south, north-east and north-west faulting is present in the area. The north trending faults form the edges of the Rock Creek graben system and control the structural fabric of the Property area (Walton, 2003). A north-south trending fault zone is interpreted by previous explorers to dissect the Property just to the west of the Ket 28 Showing. Within and adjacent to this north-south trending fault zone, argillites, siltstone, cherts and metavolcanics are highly foliated and locally fractured. To the west of this north-south trending fault zone, dark green to black greenstones with minor disseminated magnetite appear to be the predominant rock type. To the east propylitic greenstones predominate with locally abundant magnetite outcrop (Miller, 1997).

The western portion of the Property is comprised of metasediments and metavolcanics including greenstone, amphibolite, calcsilicates and paragneiss of the Anarchist Group, and intruded by Nelson intrusions including diorite, quartz diorite and granodiorite and a number of hypabyssal porphyritic Eocene Coryell intrusions (Figure 4). Alteration tends to be reflected by the presence of garnets, silicification, clays, limonite, hematite, chlorite and graphite. Associated sulphides include pyrite, chalcopyrite, galena and sphalerite (Meredith, 1992).

Figure 4 Property geology. A detailed geological legend is presented on the following page in Table 2.

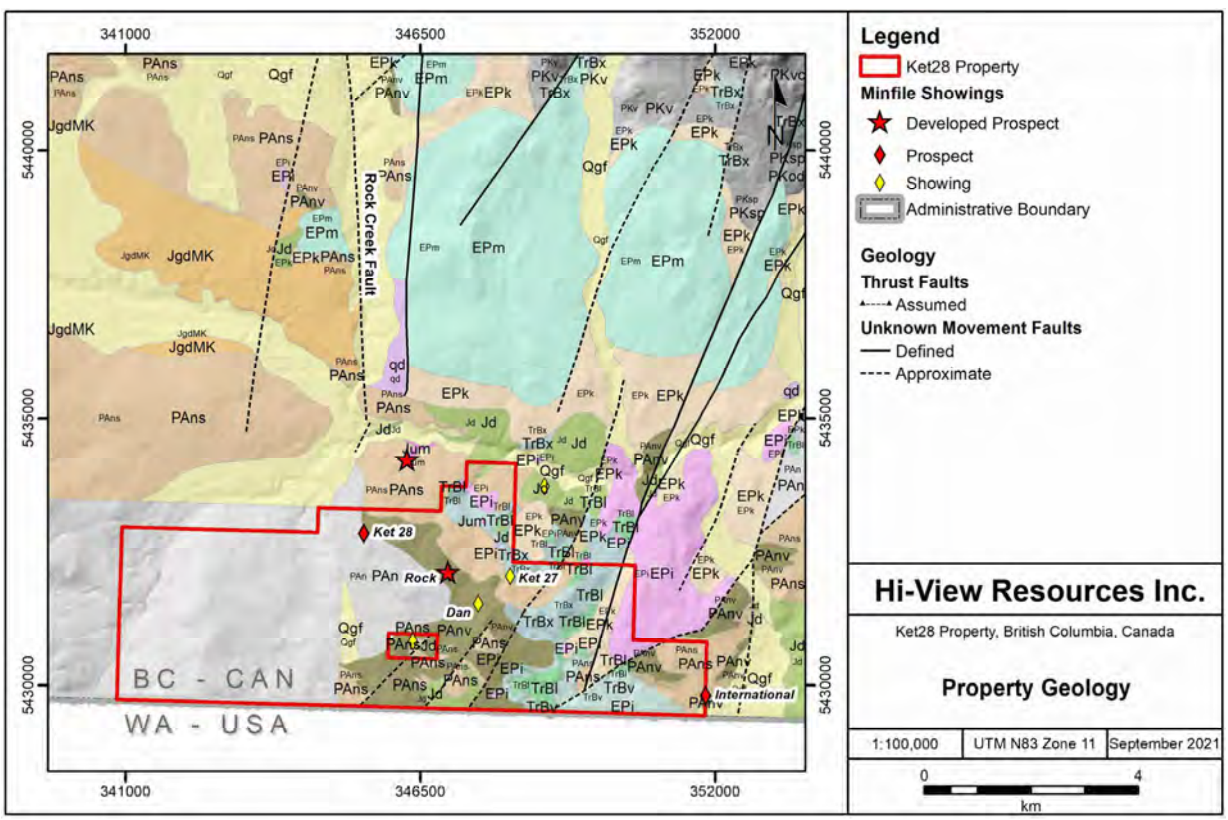


Table 2 Ket 28 Property geological legend for Figure 4.

Quaternary	
Qgf	Glacio-fluvial deposits
Eocene	
Penticton Group	
EPi	Coryell Intrusions: K-spar megacrystic granite, quartz monzonite
EPm	Marron Formation: Andesite, trachyandesite, pyroxene-feldspar porphyry, sodic trachyte, minor phonolite and rhomb porphyry: lavas, minor intrusions, tuffs and volcanic sandstone
EPk	White feldspathic and lithic sandstone and siltstone, arkose, arkosic conglomerate
EPs	Stratiform Units - Volcaniclastic and arkosic sediments (Kettle River fm); Flows of andesite, trachyte and phonlite (Marron fm).
Cretaceous	
Nelson Plutonic Rocks	
JgdMK	coarse biotite granodiorite with amphibolite xenoliths; feldspar porphyritic granodiorite; minor pegmatite and aplite
JgdMB	Grey, medium to coarse equigranular granodiorite
qd	Grey equigranular granodiorite
Jgr	Granite or granodiorite
Jd	Medium to coarse diorite to gabbro, pegmatitic diorite, fine grained chills, may be related to Nelson Intrusions
Jum	Pyroxenite, feldspar-pyroxenite, melanogabbro, serpentinite, talc and soapstone; may contain magnetite and chlorite seams
Jurassic	
Lexington Intrusions	
qfp	Pyroxenite, hornblende-pyroxenite, peridotite, serpentinite
Triassic	
Brooklyn Formation	
TrBv	Fragmental greenstone and related microdiorite
TrBl	Limestone, calcareous sandstone and conglomerate, minor skarn
TrBx	Chert breccia, minor tuff, tuffaceous sandstone, and maroon and green limestone cobble conglomerate
Age Unknown	
?Prog	Orthogneiss: grey biotite-feldspar-quartz diorite to granodiorite gneiss, pink to grey, coarse grained K-spar augen gneiss; unfoliated leucogranite
Carboniferous or Permian	
Knob Hill Group	
PK	Undivided
PKc	Chert, grey argillite, siliceous greenstone and minor limestone
PKvc	Interbedded PKv and PKc
PKv	Greenstone, pillow lava and breccia, amphibolite and minor limestone
PKsp	Serpentinite and listwanite
PKsd	Interbeded PKod and PKsp
PKod	Old Diorite (Greenland Gabbro) complex-coarse to fine grained hornblende diorite laced with felspathic veinlets
Paleozoic (Exact Age Undetermined)	
Anarchist Schist	
PAn	Undivided: Metasediments or metavolcanics
PAns	Predominantly metasediments: quartzite (metachert), argillaceous quartzite, black quartz-chlorite schist and phyllite, graphitic meta-argillite; minor limestone and greenstone
PAnv	Predominantly metavolcanic: aphanitic, massive to schistose greenstone, breccia, green quartz-chlorite-epidote+/-sericite; minor quartzite and argillaceous metasediments
PAnd	"Mighty White Dolomite" fine to medium, equigranular white dolomite, minor dark grey-green chloritic dykes and chlorite-epidote skarn

The Ket 28 Showing, located in the north central region of the Property (Figure 4), is underlain by Carboniferous to Permian Anarchist Group (amphibolite, greenstone, quartzite, chert, chlorite schist and minor marble) rocks (B.C. Minfile 082ESW210). The Anarchist Group is intruded by Middle Jurassic-Cretaceous Nelson plugs, dykes and sills including biotite granodiorite, quartz diorite and granite. The Ket 28 Showing is a northwest trending zone of gold mineralization which has been identified over a strike length of greater than 500 m, a width of approximately 100 m, with multiple near flat lying zones intersected from surface to a depth of approximately 200 m. The northwestern end of the Ket 28 showing is also proximal to a major N-S break in the airborne magnetic data and interpreted N-S structure that corresponds to the projected southern extent of the Rock Creek Fault. The Ket 28 mineralization and associated alteration and veining is fault controlled and superimposed on Anarchist Group metavolcanic and metasedimentary rocks. Mineralization occurs in discontinuous pods of matrix supported, brecciated quartz veins with pyrite along the fault zone. In addition, pyrite, hematite and magnesite occur with silicification and bleaching alteration in the greenstone and diorite. Local abundant magnetite and pyrrhotite occur above the gold mineralization near the diorite (B.C. Minfile 082ESW210). A RC drillhole yielded 8.91 g/t Au over 6.1 m (B.C. Minfile 082ESW210; Miller and Kushner, 1991) and later diamond drilling intersected 3.35 m core length of 52.22 g/t Au (B.C. Minfile 082ESW210). Drilling by Grizzly in 2009 and 2010 returned up to 2.77 g/t Au over 11 m core length and 8.75 g/t Au over 3 m core length, including 11.90 g/t Au over 2 m core length. Significant results from drilling completed in 2020 at the Ket 28 Showing include 0.92/gt Au over 14 m core length, including 4.53 g/t Au over 2m from drillhole, 20KT14 and 0.48 g/t Au over 11.84 m core length, including 3.6 g/t Au over 1 m from drillhole 20KT13. Other key intersections include 1.59 g/t Au over 17.8 m core length, including 7.37 g/t Au over 3.08 m from drillhole 20KT02 and 0.77 g/t Au over 31 m core length, including 1.42 g/t Au over 11.5 m from drillhole 20KT04.

The style of gold mineralization at the Property has been compared to the skarn mineralization observed at the Buckhorn Mine located 13 km southeast of the claim block (Miller and Kushner, 1991). However, mineralization at the Property may or may not be related to skarn processes, as it appears to be structurally controlled and could be related to Mesozoic or Tertiary epithermal/hydrothermal processes and alteration.

Southeast of the Ket 28 Showing, the Rock (Lapine Barite), Dan and Ket27 showings are found within similar geology as Ket 28 (Figure 4). The Rock is a developed prospect which is a high-grade barite horizon within Anarchist metasediments (B.C. Minfile 082ESW256). At the Dan showing, two rock samples from serpentinite assayed 1.355% nickel (Ni) and 0.052% chromium (Cr), and 1.380% Ni and 0.048% Cr (B.C. Minfile 082ESW168; Kushner, 1992). Minor magnesite skarn and lenses of barite also occur at the Dan showing. The Ket27 showing is a mineralized shear zone, striking 065º and dipping 75º southeast, hosting vuggy quartz-calcite cemented argillite breccia with trace sulphides (pyrite, chalcopyrite and galena) (B.C. Minfile 082ESW201). A trench sampling program in 1991 returned 4 g/t Au and 0.39% copper (Cu) from 1.6 m chip sample 91KT27:D89R (B.C. Minfile 082ESW201; Kushner, 1992).

The International (L.1877S) prospect located on the southeastern edge of the claim block, is hosted in Carboniferous to Permian Anarchist Group rocks consisting of argillite, quartzite, limestone and greenstone (B.C. Minfile 082ESW227). South of the area, a small granite stock related to the Nelson intrusion is host to a large 0.5 to 2 m wide quartz vein mineralized with pyrite and marcasite (B.C. Minfile 082ESW227). Smaller (20 to 75 cm wide) quartz veins are found within the metasediments of the Anarchist group and contain pyrite and galena. Chip sampling was completed over 75 cm of a quartz vein found in an abandoned adit. One sample, taken from the center of the vein yielded 6.07 g/t Au, 39.8 g/t silver (Ag) and 0.18% lead (Pb) while another sample near the edge of the vein yielded 6.07 g/t Au and 37.4 g/t Ag (B.C. Minfile 082ESW227; Kregosky, 1984).

Deposit Types

Given the variety and complex geology and structural settings observed, the Property has demonstrated potential to host a number of styles of mineralization. The Ket 28 Property is being explored for skarn, mesothermal vein type, intrusion related and porphyry and related epithermal style mineralization. Brecciated quartz veins with gold mineralization and quartz veins with associated gold, silver and lead mineralization are observed at the Ket 28 Showing and the International prospect (situated on the southeastern border of the Property), respectively. Mineralization at the Ket 28 Showing is hosted on the northwestern edge of a 2 km x 2 km wide magnetics anomaly, with chlorite, sericite, and epidote alteration observed in drill core. Breccia bodies, mineralized quartz veins and alteration assemblages with epidote, chlorite and sericite may suggest the presence of a nearby porphyry system.

These deposit types are summarized in the following sub-paragraphs. The information on the types of deposits being explored for at the Property has been sourced and compiled from Ash and Alldrick (1996), Caron (2005; 2006d), Church (1986), Dufresne and Banas (2013), Fifarek et al. (1996), Gelber (2000), Hedenquist et al. (2000), Höy and Dunne (2001), Huakan International Mining Inc. (2005), Kinross Gold Corporation (2012), Lasmanis (1996), Muessig (1967), Nixon (2002), Nixon and Archibald (2002), Panteleyev (1996a,b), Ray (1995; 1998), Seraphim et al. (1995), Sillitoe (2010), Tschauder (1986; 1989), Wolff et al. (2010) and B.C. Minfile 082ESE020

Skarn (Copper, Gold)

Skarns form as a result of alteration of country-rocks (typically carbonate) by high temperature, mildly acidic fluids of magmatic origin. These fluids dissolve carbonates thereby forming space for development of calc-silicate mineral assemblages. Formation fluids are typically low-CO_2 and saline (10-50 wt% NaCl). The depth and temperature for the formation of skarn deposits is variable, ranging from one to several kilometres depth and 400-700°C respectively.

Most economic skarns are classified as calcic exoskarns. Exoskarns form as a result of replacement of the country rock, as opposed to the endoskarn which forms within the intrusive body providing the formation fluids. Development of the exoskarn occurs predominantly where the main fluid flow is outwards from the intrusion. These economic calcic exoskarns may be enriched in iron (Fe), Cu, Ag, lead (Pb), molybdenum (Mo), tungsten (W), tin (Sn), Au, arsenic (As), uranium (U), rare earth elements (REE), fluorine (F) and boron (B). Furthermore, ore minerals present in calcic exoskarn deposits are: Scheelite ($CaWO_4$), Wolframite ($Fe,MnWO_4$), Cassiterite (SnO_2), Magnetite (Fe_3O_4), Base metal sulphides (ie: FeS_2, $Fe_{1-x}S$, $CuFeS_2$), and Au.

The igneous events associated with skarn deposits may include sills, dikes, or stocks of varying compositions. Deposits may form as disseminated grains within the host rock, irregular lenses, tabular ore bodies, or localized along fractures, folds, faults and sill-dike margins. The most common tectonic setting gold - copper skarns occur are where Andean-type plutons intrude older continental-margin carbonate sequences. However, in B.C, these gold-copper skarns have been found to be associated with oceanic island arc plutonism. Also specific to B.C. is the age of these gold copper skarns, which typically finds them to be Early-Middle Jurassic in age (Ray, 1995; 1998).

Jurassic-Cretaceous intrusive activity into limestone and limey sediments is the source of several of the gold and copper-gold skarn deposits found within the Boundary District. Typically, these deposits are hosted within the Triassic Brooklyn Formation. Examples of this type of deposit include the Buckhorn Mountain Mine near Chesaw, Washington, the historic Phoenix deposit 6 km east of Greenwood, and the Motherlode Sunset and Greyhound deposits 3 km west of Greenwood. Historic production from Phoenix is 27 million tonnes at 0.9% Cu and 1.12 g/t Au and from Motherlode is 4.2 million tonnes at 0.8% Cu and 1.3 g/t Au (Church, 1986).

Mesothermal Quartz Veins with Gold (+Silver, Lead, Zinc) including Serpentinite Association

Mesothermal quartz vein hosted gold deposits are formed within deep transcrustal fault zones in response to terrane collision. These transcrustal fault zones occur at depths of 6 to 12 km in the brittle-ductile transition zone at pressures between 1 to 3 kilobars and temperatures from 200 º to 400 ºC. Gold bearing mesothermal veins appear to form after compression and transpression events related to accretion of oceanic terranes during the post-Middle Jurassic, such as the collision of terranes in the Cordilleran Orogen of Western Canada (Ash & Alldrick, 1996). These major structures act as conduits for CO_2-H_2O-rich (5-30 mol% CO_2), low salinity (<3 wt% NaCl) aqueous fluids, with high Au, Ag, As (+/- antimony (Sb), tellurium (Te), W, Mo) and low Cu, Pb, zinc (Zn) metal contents. Gold is deposited at crustal levels within and near the brittle-ductile transition zone with deposition caused by sulphidation (the loss of H_2S due to pyrite deposition) primarily as a result of fluid-wallrock reactions.

In more competent lithologies, tabular fissure veins are the primary deposit form. In contrast, less competent lithologies tend to form veinlets and stringers which form stockworks as the primary deposit form. Mineralized splays typically show the most complex structure, with evidence for multiple episodes of veining and deformation. Structurally, rocks under these conditions deform plastically when strained slowly, but fracture brittlely during rapid deformation, such as during seismogenic fault slippage (i.e., shear zones at these depths display both brittle and ductile deformation features). Often, the largest concentrations Au are found near the intersection of quartz veins with serpentinized or ultramafic rocks. Serpentinite bodies can also be used to delineate favourable regional structures (Ash and Alldrick, 1996).

Mesothermal quartz veins hosting gold-silver mineralization in the region are often related to the Cretaceous-Jurassic Nelson intrusives. Veins may be found within the intrusives or within the adjacent country rock. Examples include historic Camp McKinney, gold bearing quartz veins, hosted primarily by the Permo-Triassic Anarchist Group greenstones, quartzite, chert and limestone. Past production at historic Camp McKinney was 124,452 tonnes at an average grade of 20.39 g/t Au (with minor lead, zinc and silver). This production was primarily from one near vertical quartz vein, with an average thickness of about one metre and mined over a strike length of approximately 750 m (B.C. Minfile 082ESW020).

A number of gold deposits within the Boundary District are associated with massive sulphide and/or quartz/calcite veins within structurally emplaced serpentinite bodies along regional fault zones. Known ore bodies have traditionally been small, but often very high grade. On the Lexington - Lonestar property, located to the 30 km to the east of the Property, Merit Mining Corp. released a NI 43-101 compliant Indicated Resource of 329,000 tonnes grading 8.3 g/t Au and 1.3% Cu or 11.3 g/t Au equivalent, at a cut-off of 6 g/t Au equivalent for the Grenoble Zone (Huakan International Mining Inc., 2005). Mineralization on the Athelstan-Jackpot and Golden Crown properties southeast of Phoenix (partially on the consolidated Grizzly property Overlander claim block), the Snowshoe property west of Phoenix, the California mine near Republic and the Morning Star mine near Danville are similarly associated with serpentinite.

Epithermal Quartz Veins and Gold along Eocene Structures (Low Sulphidation Epithermal Gold-Silver)

Epithermal quartz veins occur at depths varying from surficial to approximately one kilometre and can be formed during any age. These deposits can be hosted by volcanic or sedimentary sequences and may also occur in orogenic terranes. Thus, this deposit may be hosted by varying lithologies which implies that there is a low genetic relationship to the country rock. An important characteristic of the country rock however is its permeability because this will have a major effect on fluid flow. Low sulphidation epithermal deposits are most commonly found in younger geological units due to difficulties in preservation, making Archean deposits extremely rare. Low sulphidation is derived from near-neutral, bisulfide-bearing fluids sourced by groundwater circulation. Alteration is characterized by a Quartz-Adularia-Carbonate-Sericite assemblage. Epithermal quartz veins are commonly associated with rhyolitic rock and form approximately one million years after the magmatic system has finished. High Ag/Au ratios with variable concentrations of Cu, and anomalous Mo, W, Mn, F and Se are typical of low sulphidation epithermal deposits. Mineralization is marked by open-space filling ore textures and is generally associated with volcanic-related hydrothermal to geothermal systems. The ore minerals present in this deposit are Pyrite (FeS_2), Electrum (Au, Ag), Au, Ag, Chalcopyrite ($CuFeS_2$), Sphalerite ((Zn, Fe)S), Galena (PbS) and Argentite (Ag_2S) (Panteleyev, 1996a,b).

South of the Property, the Republic district in Washington State has produced more than 3.5 million ounces of gold, at an average grade of close to 17 g/t Au from Eocene-aged low sulphidation epithermal veins as of today (Lasmanis, 1996; Wolff et al., 2010). The veins formed in a hot spring environment before the deposition of the Oligocene Klondike Mountain Formation and after deposition of the Sanpoil (Marron) volcanics (Tschauder, 1986, 1989; Muessig, 1967). Erosion has taken place on many areas of the Klondike Mountain Formation, exposing or removing the paleosurface; however, a number of the Republic deposits are blind deposits beneath post mineral sediments of the Klondike Mountain Formation. In the Republic district, mineralization extends to depths up to 500 m and can reach a maximum length of 180 m. The contact of the Sanpoil volcanics hosts the region's epithermal veins grading into stockwork zones capped by silicified breccias with disseminated pyrite and low grade gold values. Gold and sulphide mineralization is also associated with both high and low angle Tertiary faults. A number of epithermal deposits have been discovered in the Republic and Curlew areas (i.e., Golden Eagle, Kettle, K2, Emanuel Creek, Emanuel North (Fifarek et al., 1996; Gelber, 2000; Kinross Gold Corp., 2012). The Emanuel Creek vein near Curlew is a 'blind' vein discovery, under an average 1,250 ft of post- mineral cover, with grades of up to 1.3 oz/t Au over widths in excess of 100 ft (Kinross Gold Corp., 2003).

Jurassic Alkalic Intrusives with Copper, Gold, Silver and/or Platinum Group Element Mineralization

Alkalic-type deposits are a form of low sulphidation epithermal deposits that are typically associated with alkali intrusive/extrusive complexes. The veins and mineralized breccias are characterized by Quartz-Fluorite-Carbonate-Adularia-Roscoelite assemblages, with minor sericitic or roscoelitic wallrock alteration. The ore found in Alkalic-type deposits commonly have low Ag/Au ratios with anomalous concentrations of base metals, Sb, Hg, F, Ba, and locally platinum group elements. Ore minerals include Electrum (Au, Ag), Au-Ag-Tellurides and base metal sulphides. In addition to these ore minerals, the occurrence of fluorite, roscoelite and tellurides are distinctive of this particular deposit. Roscoelite, if present, is important to this typical deposit as it is a strong gold indicator mineral. Telluride-bearing vein and breccia systems develop late in the history of alkali intrusive complexes, and ore fluids are low temperature (<200 °C) and low salinity (0-10 wt% NaCl). Furthermore, these intrusives are broadly related to subduction and the fluids often contain significant content of gases such as CO_2.

Copper-gold and copper-silver-gold-PGE (platinum group element) mineralization is hosted within Jurassic-aged alkalic intrusives in the Boundary District, where there is a strong spatial association between Jurassic thrust faults and alkalic intrusions. Grizzly's Sappho property hosts an example of this style of mineralization represented by a low-grade copper-gold-silver-PGE-molybdenum porphyry system hosted in a Jurassic quartz feldspar porphyry intrusion (Dufresne and Banas, 2013). Near the town of Midway, B.C., 25 km east of the Ket 28 Property, the Sappho showings are host to Jurassic aged syenite and pyroxenite with massive to semi-massive chalcopyrite-magnetite-pyrite and PGE mineralization with associated gold and silver (Caron, 2005; Nixon, 2002; Nixon and Archibald, 2002; Dufresne and Banas, 2013). Near Rossland, 5.5 million tonnes of ore grading 16 g/t Au has been produced from 20 veins located in an area of approximately 1200 by 600 m. These veins are related to the Jurassic aged Rossland monzonite, described as parallel, en echelon, gold bearing massive pyrrhotite-pyrite- chalcopyrite and quartz veins (Höy and Dunne, 2001). Gold bearing massive sulphide veins on the Golden Crown property near Phoenix and at the Wild Rose zone on the Wild Rose property have similarities to Rossland style veins (Caron, 2006d).

Porphyry-style Deposit

Porphyry systems are generally described as relatively deep, (paleodepth of approximately 1 km - 6 km) low grade, and high tonnage deposits composed of mineralization sourced from fluid-rich porphyry intrusive rocks. These magmas typically form during active subduction or in post-subduction environments underneath of volcanic arcs and are classified based generative magma chemistries ranging from alkalic to calc-alkalic systems. Alkaline porphyry systems are typically more Cu-Au rich and calc-alkaline porphyries are more Cu-Mo rich that follows the classic porphyry system model.

Alteration halos surrounding porphyry deposits can extend up to several kms away from the porphyry center and are characteristic of this deposit type. Alteration in porphyry systems is governed by the temperature and pH of the fluids as they migrate away from the porphyry center. Alteration within and immediately around the porphyry intrusive is potassic alteration with potassium feldspar, shreddy biotite, and actinolite alteration of the country rocks and the host porphyry where the system is at the maximum pressure and temperature. As the fluids migrate away from the porphyry center, they cool and form alteration assemblages dominated by sericite and sericite-chlorite alteration. The outer portions of the porphyry system often show chlorite-epidote-carbonate (propylitic) extending kms away from the mineralized porphyry center. As the system collapses and shuts down, meteoric waters will form argillic alteration on the surface. Fluids that migrate to the surface will generally become more acidic due the change in pressure and advanced argillic alteration and lithocap environment will form above the porphyry intrusion.

Mineralization in porphyry systems is generally low-grade Cu-Mo-Au mineralization hosted in veins, veinlets, and breccias generated from fluids released from the porphyry intrusion. Primary mineralization can consist of bornite, chalcopyrite and molybdenite. Systems that have been subject to erosion can experience supergene enrichment where the sulphide ore minerals are changed to Cu oxides such as malachite, azurite and chrysocolla.

Porphyry and epithermal deposits are genetically linked to evolving fluids and heat released from rising plumes of crystalizing magma, typically generated in and around active subduction or post-subduction environments. The temperature and pH of these fluids evolve as they migrate away from the intrusive center, giving rise to the characteristic alteration, textures, and mineralization observed in porphyry and epithermal systems (Hedenquist et al., 2000, Sillitoe, 2010).

Exploration

Hi-View has not completed any surface exploration at the Property. Exploration completed by Grizzly from 2009 to 2020 has included rock, soil and heavy mineral concentrate (HMC) stream sediment sampling and heli-borne and ground geophysical surveying and drilling. A large portion of the following information on Grizzly's 2009 to 2011 surface exploration programs has been sourced from Dufresne and Banas (2013) and Dufresne and Schoeman (2014). The Author has reviewed these sources and consider them to contain all the relevant information regarding the exploration programs conducted in the Property area from 2009 to 2011. A summary of the exploration excluding drilling completed by Grizzly from 2009 to 2011 is presented in Table 3.

Table 3 Ket 28 Grizzly Resources Inc. exploration summary

KET 28 Claim Group	2009	2010	2011	2020	Total
Rock Samples	84	157	204	7	452
Soil Samples	-	-	396	-	396
HMC Samples	-	1	6	-	7
Magnetic (Mag) Line Km's	27.9	-	-	-	27.9
HLEM Line Km's	4.23	-	13	-	17.23
IP Line Km's	-	-	12.8	-	12.8

2009-2020 Surface Sampling

From 2009 to 2020, Grizzly collected a total of 452 rock samples, 396 soil samples and 7 HMC stream sediment samples in the Ket 28 Property area (Table 3). The results of the surface sampling conducted from 2009 to 2020 are illustrated in (Figure 5 and Figure 6). During 2009, 84 rock samples were collected throughout the central-northern portion of the claim block near the Ket 28 Showing (Figure 5; Table 4). Seven samples yielded values greater than 1 g/t Au up to a maximum of 53.2 g/t Au. Rock grab sample 09BMP095 was collected from a historical trench at the Ket 28 target area and consisted of quartzite with disseminated pyrite and yielded values of 53.2 g/t Au and 15.7 g/t Ag. Roughly 3.3 km southeast of the Ket 28 Showing, road cut sampling yielded up to 0.335 g/t Au, with follow-up sampling in 2010 returning 0.575 g/t Au in the same road cut, as well as 1.69 g/t Au from a metasediment outcrop situated approximately 1.67 km east of the road cut.

In 2010, one HMC stream sediment sample was collected from a stream on the northern portion of the claim block which yielded one grain of visible gold. A total of 157 rock samples were collected from the eastern half of the claim block in the eastern Ket 28 area to follow-up some of the airborne geophysical anomalies identified in the 2009 survey. Sample 10DCP101 was collected from a metasediment outcrop in the southeast region of the claim block and returned 1.69 g/t Au.

Exploration in 2011 consisted of soil sampling at the Ket 28 Showing and HMC and rock sampling in the eastern half of the Property. Five HMC samples collected in the southeast corner of the claim block in the Ket East area all yielded visible gold grains with the one sample returning 12 grains of visible gold. Additional HMC sampling at the northeast edge of the claim block yielded two samples with 36 and 40 grains of visible gold (Figure 5 and Figure 6).

Table 4 Ket 28 rock sampling significant results (from Dufresne and Banas, 2013)

Sample	Showing/ Area	Easting (N83Z11)	Northing (N83Z11)	Au (ppm)	Ag (ppm)
09BMP021	Ket 28	345586	5432560	5.800	-
09BMP022	Ket 28	345569	5432581	1.645	-
09BMP095	Ket 28	345445	5432800	53.200	15.7
09BMP096	Ket 28	345428	5432824	3.710	-
09BMP097	Ket 28	345428	5432824	2.280	-
09BMP098	Ket 28	345428	5432824	4.280	-
09SDP021	Ket 28	345419	5432795	1.825	-
10DCP101	Ket East	349551	5430043	1.690	-

During 2011, a total of 396 soil samples were collected over an area measuring approximately 1.2 km by 1 km encompassing the Ket 28 Showing. Geochemical results delineated a weak northwest-southeast trending zone of anomalous gold with five soil samples returning greater than 50 ppb Au to a maximum of 106 ppb Au. The anomalous, northwest trending Au-in-soil trend is coincident with the Ket 28 EM anomaly and gold mineralization encountered in drilling. Rock samples collected along the grid also returned several anomalous samples over the Au-in-soil trend. The gold in soil anomaly extends over 800 m along strike and correlates with known historical workings and anomalous rock samples. It was noted that the soils in the area are poorly developed; significant domestic animal activity (i.e., cattle farming) in the area could have impacted the quality of the soil.

Rock and soil samples collected from 2009 to 2011 were sent to ALS Chemex Laboratories ("**ALS**") in North Vancouver, B.C. for preparation and analysis. All HMC stream samples were sent to the Saskatchewan Research Council Geoanalytical Laboratories ("**SRC**") in Saskatoon, Saskatchewan, for preparation and analysis.

During 2020, a total of 7 rock samples were collected from outcrops and historical trench workings in the Ket East area and near the eastern Property border. Sample 20SLP033, a rock grab sample of breccia with calcium carbonate veining collected in the Ket East area of the Property returned 580 ppb Au, 1.12 ppm Ag and 76.7 ppm As. Sample

20SLP035 was collected from a historical trench working approximately 200 m to the northwest of 20SLP033 and returned 110 ppb Au, 0.61 ppm Ag and 41 ppm As. The 2020 rock samples were sent to SRC for preparation and analysis.

Figure 5 Exploration overview of the Ket 28 Property showing geochemical results of soil, rock and HMC stream sediment samples.

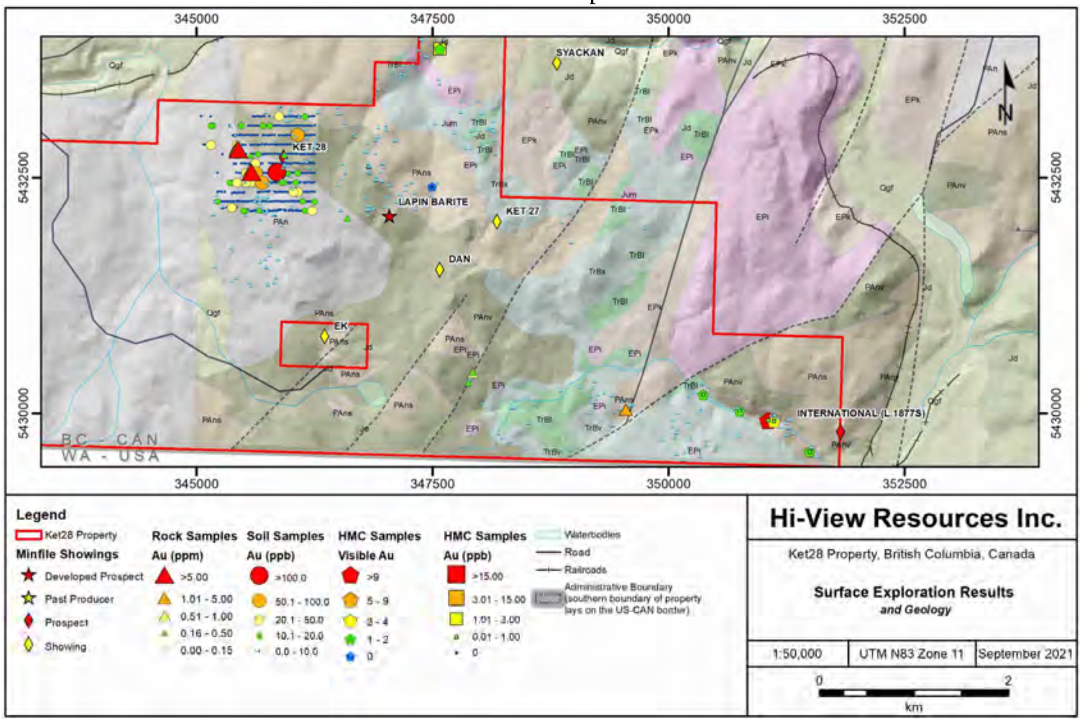
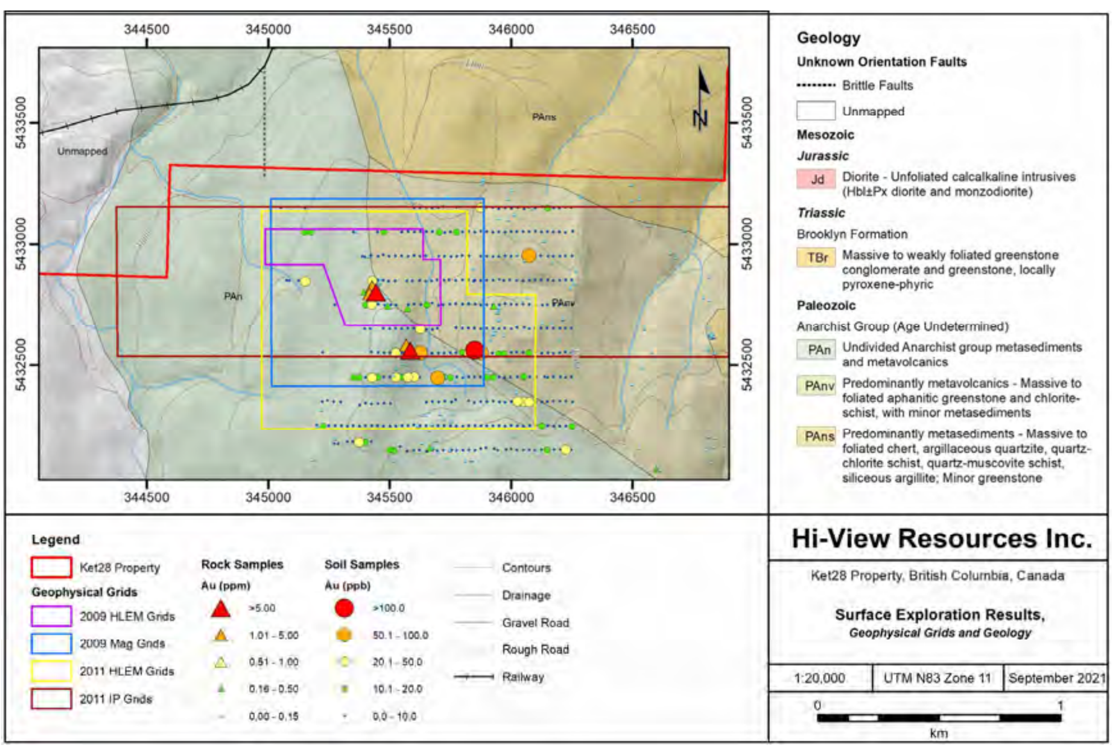


Figure 6 Geochemical results of soil and rock samples and locations of geophysical survey grids, Ket 28 Showing



2009 Heli-Borne Geophysical Survey

A heli-borne geophysical survey was flown over the Property from August 10-20, 2009. At the time, the survey was referred to as the Greenwood Extension Survey and covered an area of 233.8 km^2, totalling 1,611.3 line-km. The Greenwood Extension Survey was an extension to a previous heli-borne geophysical survey completed by Grizzly over the eastern half of Grizzly's consolidated Greenwood Property in June 2008. The heli-borne survey was completed by Aeroquest International on behalf of Grizzly. The survey flight lines were orientated east-west (90°/270°) with a 150 m line spacing and tie lines oriented north-south at 1.5 km line spacings. The heli-borne geophysical survey measured conductivity and magnetics with an AeroTEM III-time domain electromagnetic (EM) system which was employed in conjunction with a high-sensitivity Geometrics G-823A caesium vapour magnetometer. It was attached to a Eurocopter AS350B2 "A-Star" helicopter, provided by VIH Helicopters Ltd. The nominal ground clearance of the magnetometer was 84 m and the average speed of the helicopter was 75 km/h. The EM data was acquired as a high-density data stream which translates to a geophysical reading every 1.5 to 2.5 seconds along the flight path. Data verification and quality control included a comparison of the acquired GPS data with the flight plan, verification of the RMS and base station magnetometer data and then importing the data into Oasis Montaj (Geosoft) for final quality assurance/quality control (QA/QC) and production of preliminary and final EM, magnetic and flight path maps (Brown, 2008; Garrie, 2009; Dufresne and Banas, 2009 a,b; 2013).

The geophysical survey identified several EM and magnetic features that relate to certain geological formations and structural features that have aided in the geological mapping throughout the Property. Several ovoid magnetic features were identified near the Ket 28 Showing and to the east of Ket 28 Showing to Rock Creek (Figure 7). Some of the priority EM anomalies are associated with isolated magnetic anomalies underlain by Anarchist and Brooklyn formation rocks in the Ket 28 Showing area (Figure 8).

Based upon the airborne survey, a number of both the Nelson and Coryell related intrusions can appear as either magnetic high or magnetic low anomalies. The magnetic lows are interpreted to be either the result of alteration (destruction of magnetite) or polarity shifts related to the age of the intrusion (and where the earth's magnetic field was at the time of intrusion). Mapping in the region shows that the Nelson aged intrusions are primarily very weakly foliated and altered and the Coryell intrusion are primarily fresh and appear unaltered. It should be noted that much of the Republic epithermal gold mineralization has been related to the thermal event and hydrothermal activity associated with the Eocene intrusive and volcanic event that has given rise to the Coryell Intrusions and associated volcanics in the Marron Formation.

Figure 7 Soil, rock and HMC stream sediment geochemical results on TMI

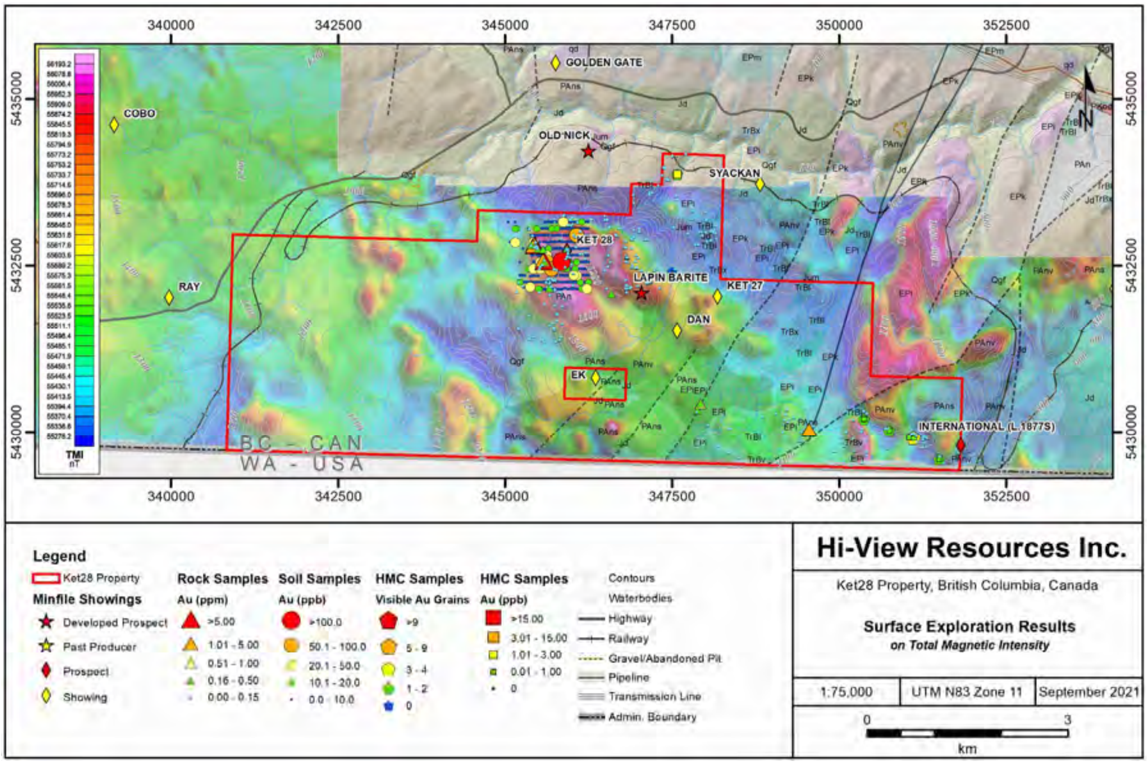
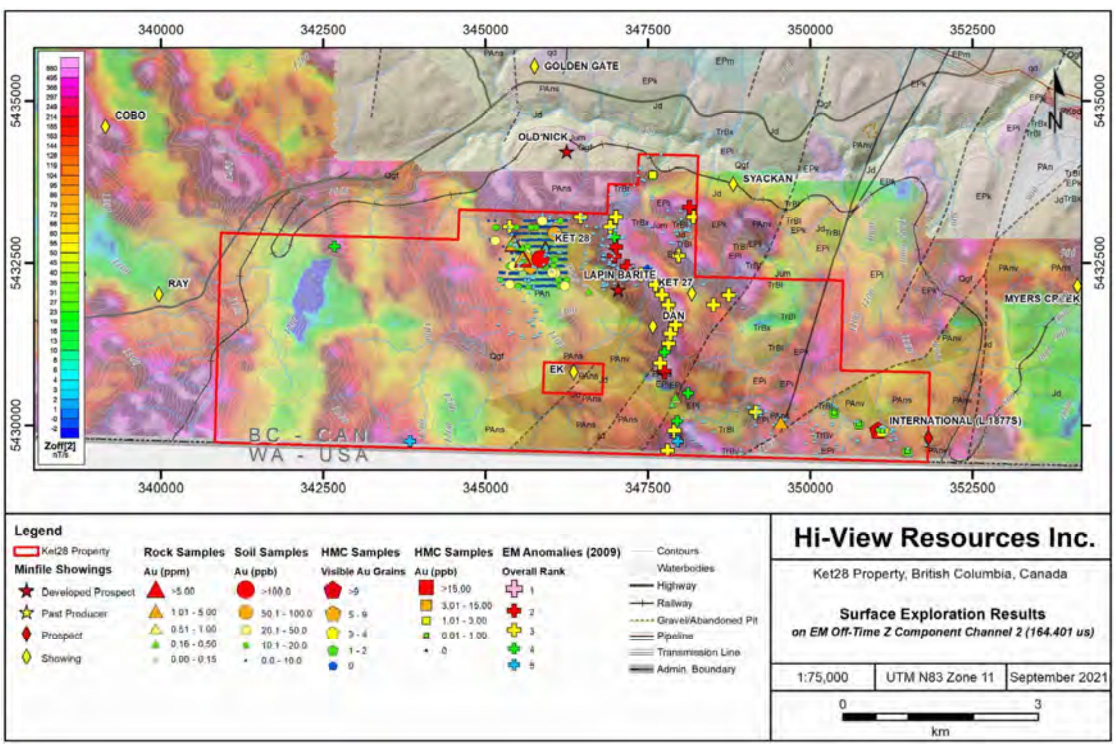


Figure 8 Soil, rock and HMC stream sediment geochemical results on Electromagnetic (EM) Airborne Geophysics, Off-Time Z Component Channel 2 (164.401 us).



The Ket 28 Showing occurs at the northwest edge of a large 2 km x 2 km magnetic anomaly (Figure 7 and Figure 8). The magnetic high anomaly is bisected by a NW trending low in the gridded Total Magnetic Intensity (TMI) magnetic data coincident with the northwest trending zone of gold mineralization encountered in drilling at the Ket 28 Showing. The western edge of the magnetic anomaly is coincident with an interpreted north-south structure and projected southern extent of the Rock Creek Fault. The surface rocks and rocks intersected in drill programs at the prospect do not explain this large magnetic anomaly. Dufresne and Banas (2013) suggest that this magnetic feature is related to a buried intrusion; however, it is unclear if the gold mineralization at Ket 28 is related to this feature. A similar magnetic anomaly related to an intrusion is observed at the Buckhorn skarn gold deposit, located approximately 13 km to the southeast of the Property.

2009 and 2011 Ground Geophysical Surveys

The north portion of the Property, including the Ket 28 Showing, was the focus of ground geophysical surveys in 2009 and 2011. In 2009, Horizontal Loop Electromagnetic (HLEM) and magnetic surveys were completed over the Ket 28 Showing to investigate the subsurface in and around the historical drilling and to refine drill targets (Figure 6, Figure 9, Figure 10, Figure 11 and Figure 12). The magnetics survey was oriented east-west with lines spaced 25 to 50 m apart with a total of 27.9 line-km completed. In 2009, the HLEM survey covered the main Ket 28 Showing area and extended north toward an airborne EM anomaly. A total of eight lines spaced 50 m apart and oriented east-west were surveyed, totalling 3.5 line-km.

At the Ket 28 Showing, gold mineralization is present on the northwest edge of a large magnetic feature which Dufresne and Banas (2013) interpreted as a buried magnetic intrusion at depth. The ground magnetics and HLEM surveys indicate that the Ket 28 gold zone is likely structurally controlled. It is spatially associated with a northwest trending structure visible as a magnetic low lineament and as a distinct to weak northwest trending HLEM out of phase low, resulting in a best fit calculated conductivity high. Where these features overlap, a magnetic low is present and may represent alteration and magnetite destruction. Along the strike of the northwest magnetic feature and to the northwest of the main mineralized zone the lineament is coincident with a distinct northwest trending intense EM anomaly (Figure 7, Figure 9, Figure 10, Figure 11 , and Figure 12). Drilling by Grizzly has confirmed that this anomaly is caused by a highly deformed and sheared graphitic schist. Dufresne and Banas (2013) suggest that the main northwest-oriented lineament may become diffuse to the southeast of the Ket 28 area and may be offset with apparent left lateral fault movement. Historical drilling has intersected gold mineralization in and around some these structures to the south and southeast of the main Ket 28 zone.

Figure 9 TMI EM ground geophysical results showing soil and rock geochemistry (Au) and drill collar locations, Ket 28 Showing

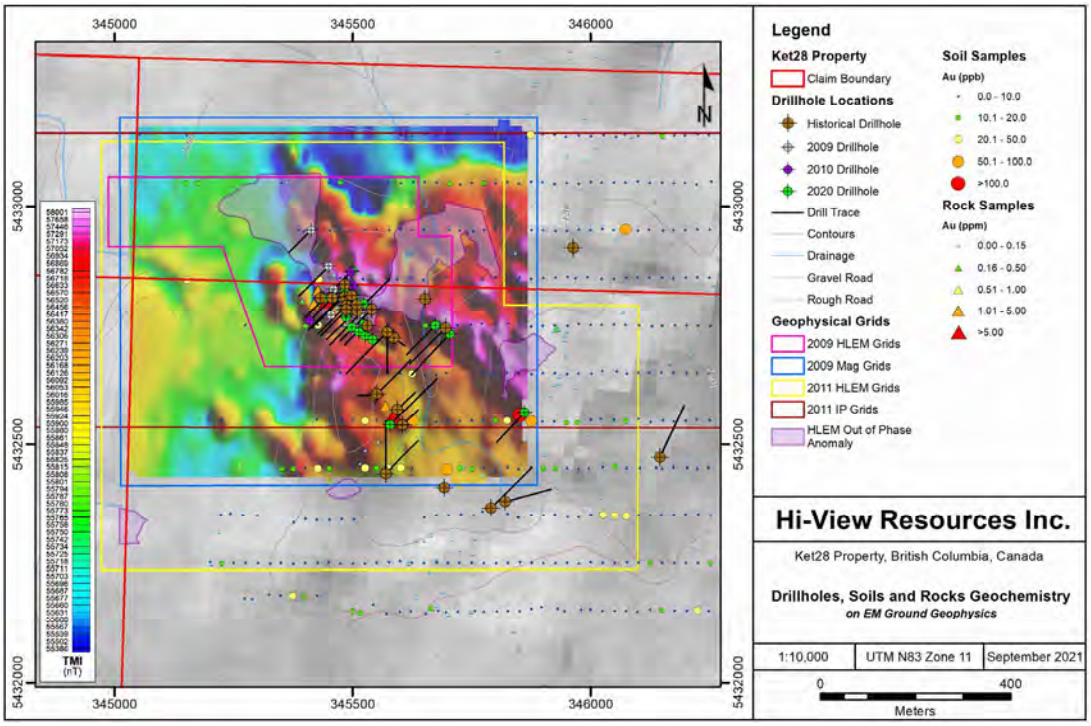


Figure 10 HLEM Out of Phase ground geophysical results showing soil and rock geochemistry (Au), drill collar locations and heli-borne magnetics

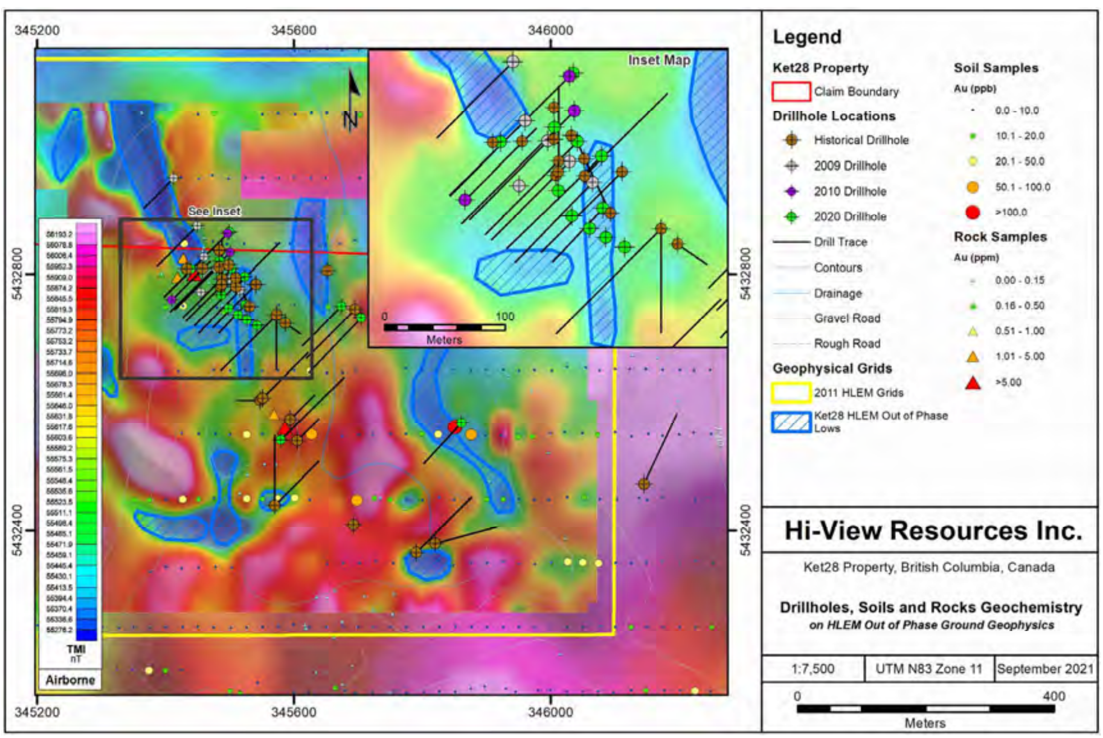


Figure 11 Deep IP Chargeability ground geophysical results showing soil and rock geochemistry (Au), drill collar locations and heli-borne magnetics

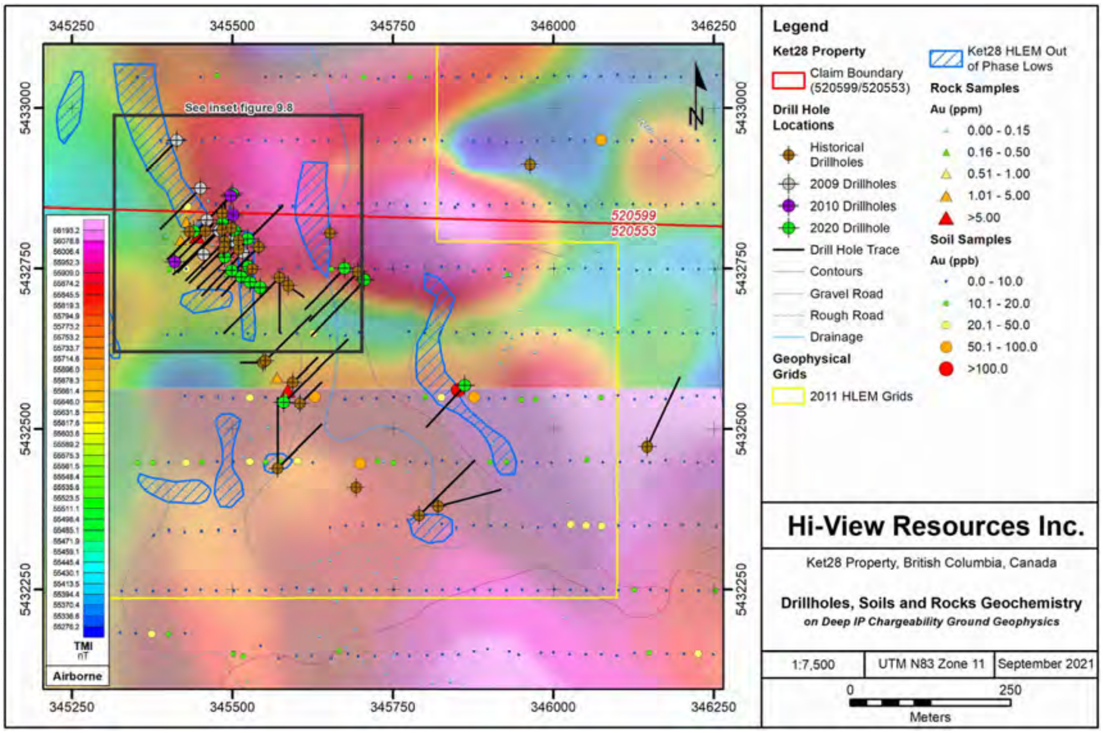
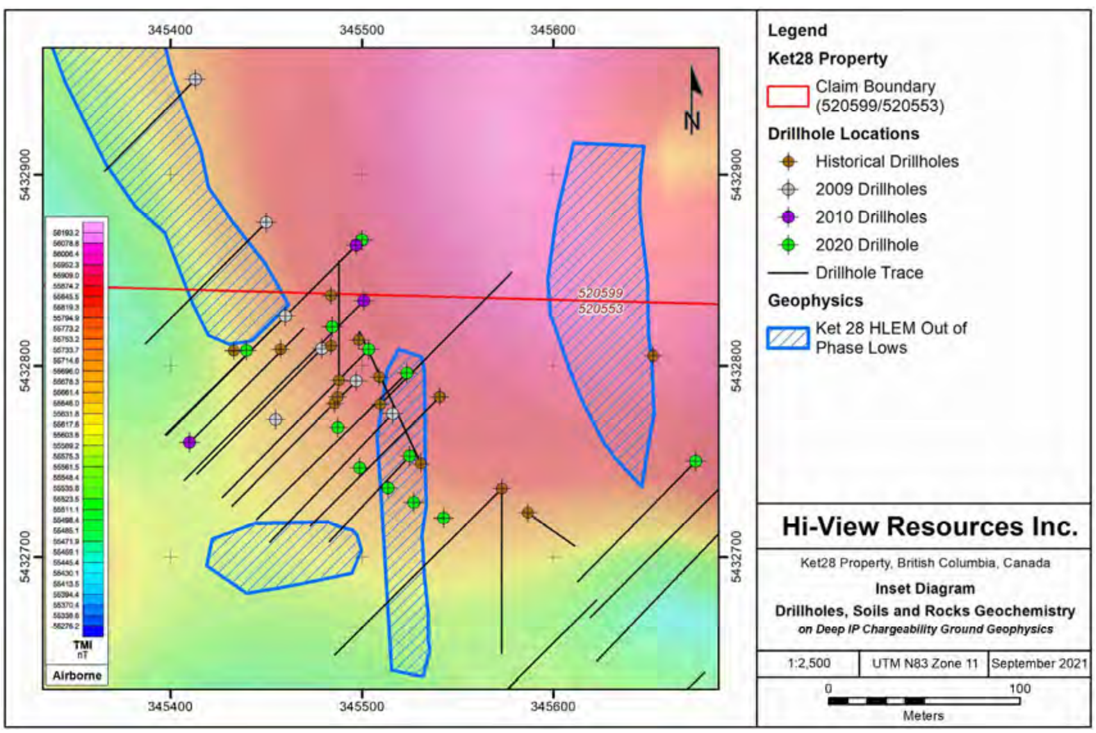


Figure 12 Deep IP Chargeability ground geophysical results showing soil and rock geochemistry (Au), drill collar locations and heli-borne magnetics
(inset figure)



In 2011, an IP survey consisting of 6 lines arranged as a three-dimensional (3D) array stretching east to west across and centered over the Ket 28 area was completed by Peter Walcott and Associates (Walcott, 2013). The lines were spaced at 50 and 100 m and totalled 13.8 line-km. In addition, the 2009 HLEM survey coverage was extended to the south of the Ket 28 showing with an additional 8 lines spaced 50 m apart. Additionally, the two southernmost lines from the 2009 HLEM survey were extended further east. A total of 8.3 line-km of HLEM surveying were completed in 2011.

The IP survey yielded shallow chargeability anomalies that roughly correspond to conductivity anomalies identified by the HLEM survey. In addition, the IP survey identified a couple of deep chargeability anomalies to the east - northeast of the main Ket 28 gold zone on the north side of the Ket 28 northwest trending structure visible in the magnetic and HLEM data (Figure 10, Figure 11, Figure 12). The southern chargeability anomaly is within the large 2 km by 2 km airborne magnetic anomaly but near the northwest edge of the anomaly. The second deep IP anomaly is spatially coincident with the edge of the deep airborne magnetic feature (Figure 10, Figure 11, Figure 12). Both the deep IP anomalies and the 2 km x 2 km magnetic anomaly are worth further investigation.

Drilling

Hi-View has yet to conduct any drilling at the Ket 28 Property. A summary of the drill programs and drill core re-sampling programs conducted by Grizzly is presented in this section. A large portion of the following information on the 2009 and 2010 drill programs and the 2014 historical core re-sampling program has been sourced from Dufresne and Banas (2013) and Dufresne and Schoeman (2014), respectively.

Grizzly has completed 27 drillholes, totalling 3,719.2 m, at the Property in three separate drill programs from 2009 to 2020 (Table 5). In 2009, a total of 9 holes (1,048 m) were completed to test geophysical anomalies and interpreted structures delineated by ground magnetic and heli-borne EM geophysical surveys. In 2010, three follow up drillholes, totalling 696 m, were completed at the Ket 28 Showing. The holes were designed to test the depth and plunge of gold mineralization identified in the 2009 drill program. In 2014, Grizzly completed a drill core re-sampling program on drillhole 09KT09 at the Ket 28 Showing to assess the graphite potential of the Property. In 2020, 15 drillholes, totalling 1,976 m, were completed to further test the Ket 28 gold zone. Significant gold results from Grizzly's drill programs at the Ket 28 Property are presented in Table 6. The drill collar locations and gold results are illustrated in Figure 13, Figure 14.

Table 5 Grizzly's Ket 28 drillhole collars

Drillhole	Easting (N83Z11)	Northing (N83Z11)	Elevation (m)	Azimuth (°)	Dip (°)	Depth (m)
09KT01	345479	5432809	1183	225	-45	131
09KT02	345479	5432809	1183	225	-60	140
09KT03	345460	5432826	1182	225	-45	125
09KT04	345460	5432826	1182	225	-60	140
09KT05	345455	5432772	1189	225	-90	30
09KT06	345497	5432792	1186	225	-45	129
09KT07	345516	5432775	1191	225	-45	132
09KT08	345450	5432875	1177	225	-45	126
09KT09	345413	5432950	1160	225	-45	95
10KT01	345497	5432863	1177	225	-55	245
10KT02	345501	5432834	1182	225	-60	251
10KT03	345410	5432760	1179	45	-65	200
20KT001	345504	5432809	1183	225	-50	176
20KT002	345524	5432796	1187	224	-50	170
20KT003	345525	5432753	1194	220	-50	92
20KT004	345488	5432768	1189	n.a.	-90	112

Drillhole	Easting (N83Z11)	Northing (N83Z11)	Elevation (m)	Azimuth (°)	Dip (°)	Depth (m)
20KT005	345485	5432820	1180	n.a.	-90	110
20KT006	345499	5432747	1195	n.a.	-90	107
20KT007	345514	5432736	1197	n.a.	-90	131
20KT008	345527	5432729	1197	n.a.	-90	128
20KT009	345440	5432808	1178	n.a.	-90	110
20KT010	345674	5432750	1173	224	-45	125
20KT011	345705	5432732	1181	223	-45	175
20KT012	345862	5432568	1208	222	-50	150
20KT013	345580	5432541	1213	45	-45	200
20KT014	345543	5432720	1199	n.a.	-90	96
20KT015	345500	5432866	1174	n.a.	-90	94
Total						**3719.2**

Table 6 Summary of drill results from drill programs completed by Grizzly from 2009 to 2020.

Drillhole	Target/ Zone	From (m)	To (m)	Interval *(m)	Au (g/t)
09KT01	Upper 1	20.26	27	6.74	0.69
	Mid 1 & 2	63	74	11	2.77
	- including	65	69	4	3.62
09KT02	Upper 1	11.5	17.5	6	1.19
	Mid 1	52.45	54	1.55	6.09
	Deep 1	117	120	3	8.75
	- including	118	120	2	11.9
09KT03	Upper 1	20	24	4	2.8
	- including	22.3	24	1.7	5.68
	Mid 1	49	62.5	13.5	1.02
	- including	49	50.5	1.5	4.28
09KT04	Mid 1	67.5	70.9	3.4	0.9
	- including	70.5	70.9	0.4	4.11
	Mid 2	94.5	97.5	3	1.13
	- including	94.5	96	1.5	1.59
	Deep 1	125	127	2	1.43
09KT05	No significant assays				
09KT06	Ket 28	6	7.5	1.5	1.04
	Upper 1	28.2	29	0.8	1.57
09KT07	No significant assays				
09KT08	Mid 1	63	75	12	0.77
	- including	63	67.5	4.5	2.07
	- including	63	65	2	3.81
	Ket 28 Z3?	108	109.5	1.5	1.45
09KT09	No significant assays				
10KT01	Deep 1	104.5	110.5	6	0.22
	- and	155.73	189.5	35	0.08
	- and	178.5	183.97	5.47	0.28
10KT02	Mid 1 & 2	64	175.5	111.5	0.21
	- including	64	118.9	54.9	0.36
	Mid 1 & 2	71.5	96	24.5	0.68
	- including	72.5	75.65	3.15	1
	- including	85.65	96	10.35	1.19
	- including	85.65	87	1.35	6.98
10KT03	Mid 2 & Deep 1	87	124	37	0.1

Drillhole	Target/ Zone	From (m)	To (m)	Interval* (m)	Au (g/t)
20KT03	Mid 2	73	80.5	7.5	0.1
20KT04	Upper 1	1	8.9	7.9	0.63
	- including	5	6	1	2.22
	Mid 1 & 2	54.5	85.5	31	0.77
	- including	61	72.5	11.5	1.42
	- and	80	84	4	1.16
	Deep 1	94	111.5	17.5	0.11
20KT05	Mid 1	41	46.5	5.5	0.24
	Mid 2	78.6	83	4.4	0.12
	Deep 1	93.5	97	3.5	0.25
20KT06	Upper 1	36.3	38	1.7	2.47
	Mid 1 & 2	70.5	93.4	22.9	0.66
	- including	79.5	82.5	3	1.38
20KT07	Upper 1 & 2	25.5	29.5	4	0.49
	- and	39.5	45.5	6	0.31
	Mid 1 & 2	81.5	94	12.5	0.2
	- including	89.2	92.5	3.3	1.45
	- and	93.5	97	3.5	0.25
	Deep 1	104.5	115.37	10.87	0.09
	- including	126	130	4	0.32
20KT08	Mid 1	65	65.85	0.85	1.44
	Deep 1	102	104	2	0.6
20KT09	Upper 1 & 2	11	23	12	0.33
	- and	34.22	49.07	14.85	0.28
	Mid 1 & 2	68	74	6	0.07
	- including	78	80	2	0.15
	Deep 1	89	96	7	0.32
	- including	93	94.5	1.5	1.12
20KT10	Mid 1	66.6	72.5	5.9	0.37
	- including	68	69.5	1.5	1.17
20KT11	Mid 1	71.5	84.69	13.19	0.17
	- including	79.76	83.5	3.74	0.47
20KT12	Upper 1	3	10.4	7.4	0.4
	- including	5	6	1	1.15
	Mid 1	70	73	3	0.72

Drillhole	Target/ Zone	From (m)	To (m)	Interval *(m)	Au (g/t)
	- including	98.5	113.5	15	0.2
20KT01	Mid 2	71	100.5	29.5	0.23
	- including	74	82	8	0.57
	Deep 1	135.5	150.4	14.9	0.22
20KT02	Mid 1	43	60.8	17.8	1.59
	- including	57.7	60.8	3.1	7.37
	Mid 2	71	83	12	0.45
	- including	79.4	81.6	2.2	2.02
	Deep 1	104.5	114.5	10	0.16

Drillhole	Target/ Zone	From (m)	To (m)	Interval* (m)	Au (g/t)
20KT13	Upper 1	20.16	32	11.84	0.48
	- including	20.16	21.57	1	3.6
	Mid 1	42.5	46.5	4	0.77
20KT14	Upper 1	27	41	14	0.92
	- including	27	29	2	4.53
	Mid 1	63.5	81.08	17.58	0.12
	- including	72	73	1	0.54
20KT15	No samples >0.07 g/t Au				

**Intervals represent drill core length. True width is not known but is estimated to be 75 to 90% of core length.*

2009 Drill Program

As part of the 2009 field program and prior to initiating Grizzly's drill program at the Ket 28 Showing, historical drill collars were identified, surveyed with a handheld GPS and a Micromine three-dimensional (3D) model was generated based on the historical drilling data. Following this, 9 drillholes, totalling 1,048 m, were drilled by Grizzly at the Ket 28 Showing (Table 5). The drill program commenced in mid-November of 2009 and drilling was completed by Lone Peak Drilling of Kimberley, B.C. The objective of the drilling was to test geophysical anomalies delineated by ground magnetic and heli-borne EM geophysical surveys and possibly associated with structures controlling mineralization. The 2009 drill program was focused on systematic drilling from northeast to southwest across a northwest trending structure identified in previous geophysical surveys (Grizzly Discoveries Inc., 2010). The drill core samples were sent to ALS in Vancouver, B.C., for preparation and analysis.

Figure 13 Historical, 2009, 2010 and 2020 drillholes with gold histograms on ground magnetics

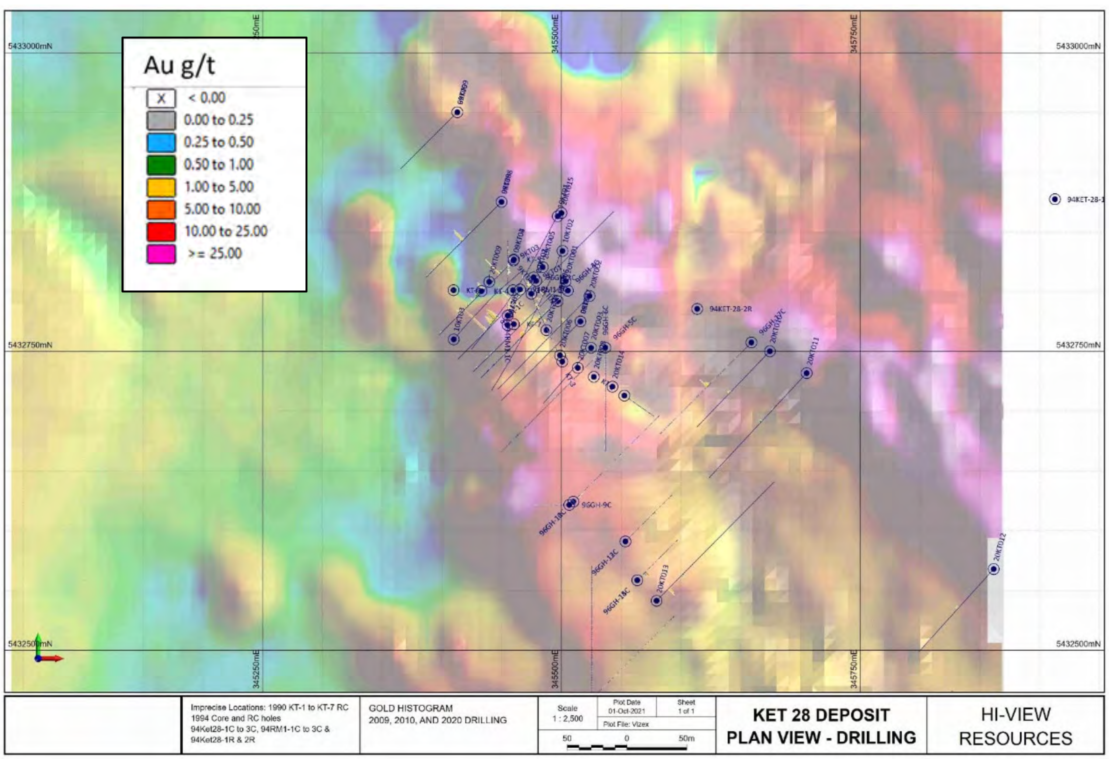


Figure 14 Three-dimensional model showing drillholes with gold histograms and ground magnetics on DEM (looking southeast), Ket 28 Showing

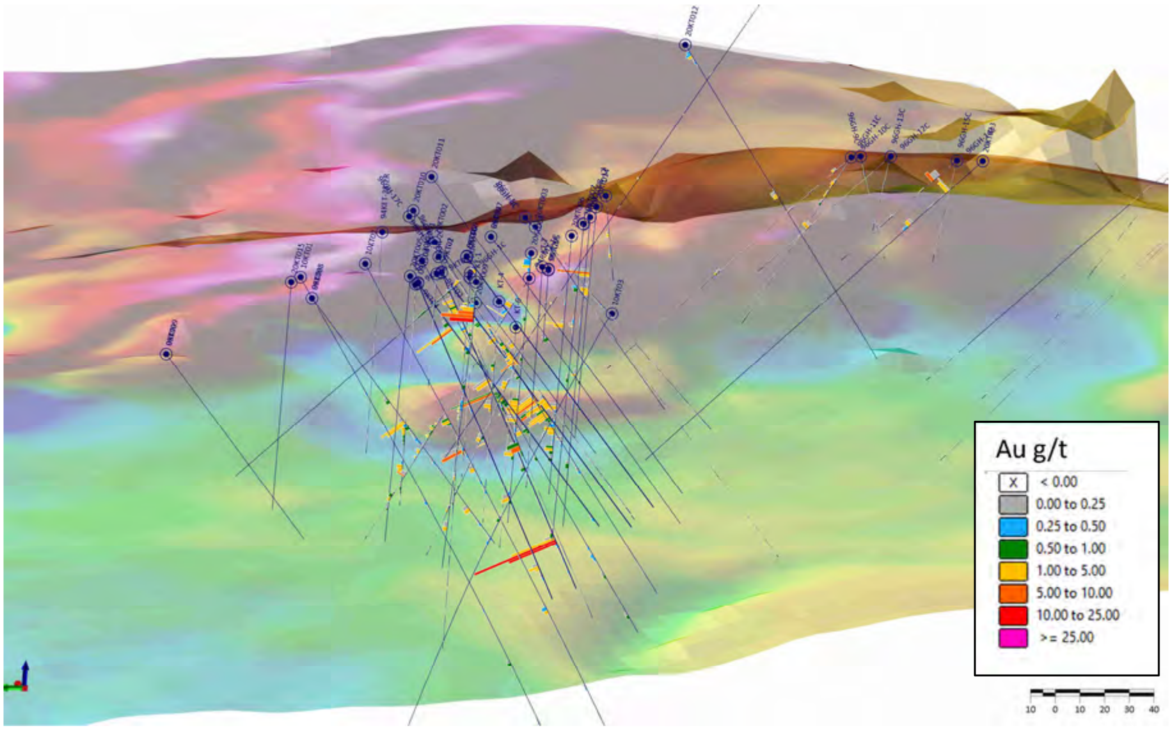
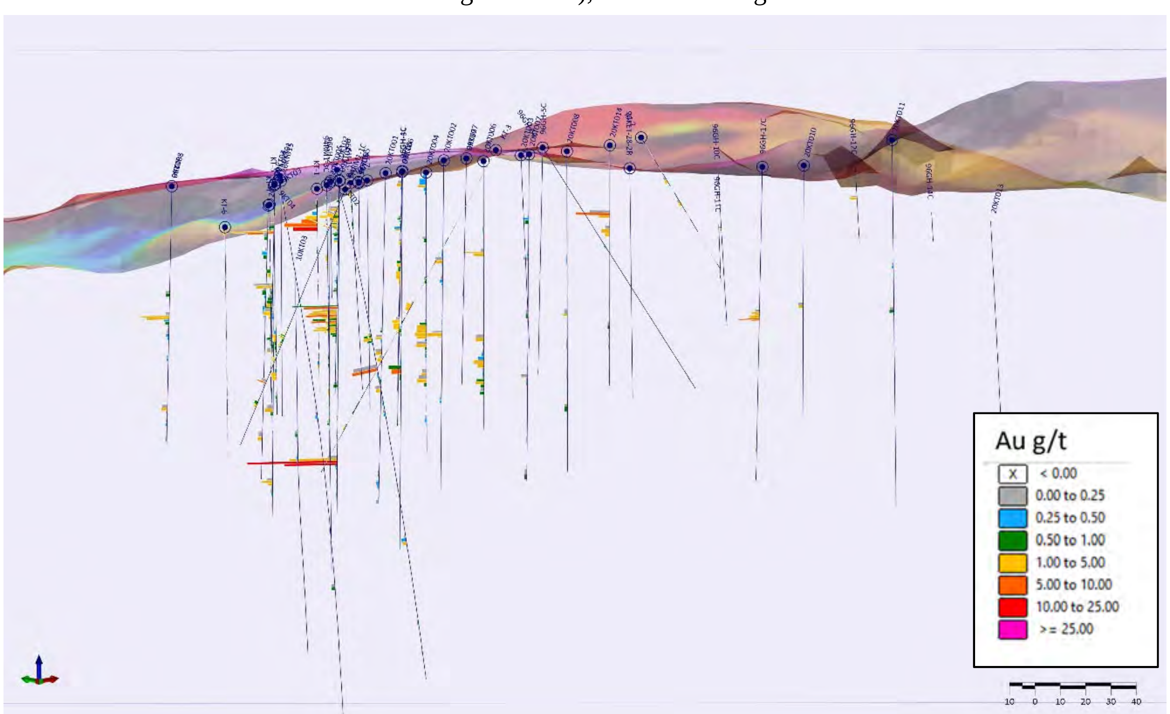


Figure 15 Three-dimensional model of drillholes with gold histograms and ground magnetics on DEM (cutaway looking northeast), Ket28 Showing



Six of the nine drillholes intersected multiple zones of gold mineralization (Figure 13, Figure 14; Table 6). Gold mineralization was intersected on the northeast edge of the structure, within the structure and at depth on the southwest side of the structure. The structure ranges from about 20 to 50 m wide and is defined by a highly foliated and strained chlorite, quartz +/- graphite schist. Gold within the structure at the Ket 28 Showing occurs in highly sheared mafic volcanic rocks or volcanic sediments, generally associated with late stage brecciation, quartz veining and pyrite. Elevated silver (Ag), copper (Cu), zinc (Zn) ± arsenic (As) ± bismuth (Bi) accompanies the Au mineralization (Grizzly Discoveries Inc., 2010).

Drillholes 09TK01 to 09TK07 targeted the Ket 28 Showing beneath and along strike from historical drillholes and focused on the HLEM and magnetic anomalies that appeared to be spatially associated with the zone of gold mineralization (see Figure 9). Previous reverse circulation (RC) and diamond drillholes completed during the mid-1990's reported wide low-grade intersections of gold (0.76 g/t Au over 30.48 m core length and 0.72 g/t Au over 54.87 m core length) and high-grade narrow intersections with up to 52.18 g/t Au over 3.35 m core length (Miller and Kushner, 1991; Miller, 1994a; Dufresne and Banas, 2013).

Drillholes 09KT01 and 09KT02 were drilled beneath the Ket 28 Showing at -45 and -60 degrees, respectively. Hole 09KT01 returned up to 2.77 g/t Au over 11 m from 63 to 74 m core length and 8.75 g/t Au over 3 m core length at a depth of 117 m. In hole 09KT02, a higher-grade zone of 11.90 g/t Au was intersected over 2 m core length (Table 10.2). Drillholes 09KT03, 09KT04, 09KT06 and 09KT07 were completed along strike of the northwest trending structure (with the former two holes drilled 25 m northwest of 09KT01 and 09KT02 and the latter two drilled 26 and 48 m to the southeast). Drillhole 09KT03 yielded 2.8 g/t Au over 4 m core length with a higher-grade zone of 8.37 g/t Au over a 1 m interval. Drillhole 09KT04 intersected three main mineralized zones including a 0.4 m interval of 4.11 g/t Au within a longer interval of 3 m core length which yielded 0.9 g/t Au (Figure 13, Figure 14; Table 6). Hole 09KT06 intersected two zones of gold mineralization with assay results of 1.04 g/t Au over 1.5 m core length and 1.57 g/t over 0.8 m core length. Southeast of the Ket 28 Showing and off the trend of the northwest trending structure identified from the geophysical surveys, drillhole 09KT05 tested reported historical assay results from drillhole 94RM1-2C which intersected 125 g/t Au over 0.2 m core length. Hole 09KT05 did not return any significant assays.

Drillholes 09KT08 and 09KT09 were drilled to the northwest of the Ket 28 Showing and were designed to test an EM anomaly identified by the 2009 heli-borne AeroTEM III-time domain and magnetic survey and subsequently delineated with the HLEM ground survey (Figure 9). Drillhole 09KT08 yielded a wide low grade gold zone with 0.77 g/t Au over 12 m core length that includes a higher-grade zone of 3.81 g/t Au over 2 m core length (Table 6). It is interpreted that the mineralized zone lies within the main northwest trending shear zone characterized by graphite bearing chlorite-sericite-albite schist (Grizzly Discoveries Inc., 2010).

2010 Drill Program

In late 2010, three follow-up drillholes, totalling 696 m, were completed at the Ket 28 Showing. The holes were designed to test the depth and plunge of gold mineralization identified in the 2009 drill program. Drillholes 10KT01 and 10KT02 targeted deeper mineralization than the 2009 drillholes. Hole 10KT03 was drilled back toward holes 10KT01 and 10KT02 to obtain pierce points through the mineralization and to provide additional information on the structure and geology of the Ket 28 Showing. The core samples were sent to ALS in North Vancouver, B.C., for preparation and analysis. All three drillholes intersected sulphide mineralization spatially associated with zones of brecciation, quartz veins and hornfels-type alteration. Drillhole 10KT02 intersected a wide low grade gold zone with 0.21 g/t Au over 111.5 m core length intersection and a higher-grade zone of 1.19 g/t Au over 10.35 m core length. In addition, 6.98 g/t Au was returned over 1.35 m core length from a depth of 85.65 m in drillhole 10KT02.

The 2009 and 2010 drill programs returned several narrow high-grade intersections ranging from 2 to 3 g/t Au up to 50 g/t Au (more commonly 7 to 10 g/t Au) over 1 to 4 m in discreet breccia zones within a highly deformed and altered sedimentary/volcanic package in a shear zone. Additionally, the programs yielded numerous wider, lower grade gold intersections of 0.2 to 1 g/t Au over 10 to 50 m of core length. Dufresne and Banas (2013) suggest that results and geological setting are similar to other meta-sediment hosted bulk tonnage type gold targets in British Columbia, such as the Deadwood Deposit at Greenwood (Dufresne and Nicholls, 2013) and mineralization at Spanish Mountain and Barkerville.

2014 Core Re-Sampling Program

In 2014, APEX Geoscience Ltd. ("**APEX**"), on behalf of Grizzly, conducted a re-sampling program on archived diamond drill core from hole 09KT09 to assess the graphite potential of the Property. Drillhole 09KT09 tested an EM anomaly identified in the 2009 AeroTEM geophysical survey, along a northwest trending structure leading toward the Ket 28 Showing. Drillhole 09KT09 penetrated a package of graphitic-bearing schistose meta-sediments within a northwest trending structure. Collar information for drillhole 09KT09 is presented in Table 5.

A total of 25 samples were collected from quartered core over four zones of graphite bearing sediments and meta-sediments. A sample was collected on either side of the graphite-bearing interval to provide a background value for the country rock. The samples were delivered to Activation Laboratories Ltd. ("**Activation Labs**") in Kamloops, B.C., for preparation and sent to Activation Labs in Ancaster, Ontario, for analysis. Drillhole 09KT09 returned up to 1.2% graphitic carbon.

2020 Drill Program

In 2020, 15 drillholes, totalling 1,975 m, were completed at the Ket 28 Showing (Table 5). The drill program was designed to test the extent of the existing known surface gold mineralization drilled by Grizzly in 2009 and 2010, situated adjacent to an unexplained and deep seated 1 km by 2 km magnetic anomaly. Ten drillholes targeted the defined mineralized zone in the central portion of the Ket 28 Showing. Four holes were drilled to test the potential for a faulted off southern extension of the mineralization and additional mineralized zones extending southeast from the main zone and one drillhole was completed to the northeast of the main zone to test a secondary deeper structure. All drillholes intersected variable amounts of sericite-pyrite alteration with quartz veins and silicification hosted in a sedimentary schist, mafic volcanic to basalt package of rocks. The drill core samples were sent to SRC and TSL Laboratories Inc. ("**TSL**") in Saskatoon, Saskatchewan for preparation and analysis.

Results from the program expanded the volume and extent of gold mineralization at surface and at depth. To date, drilling to date at has intersected multiple discrete, near flat-lying zones of gold mineralization from surface to a depth of approximately 200 m over a strike length of greater than 500 m, a width of about 100m. Significant gold results were intersected in 14 of the 15 holes drilled in 2020. Results of the program are listed in Table 6; notable results include:

- **20KT002:** 1.59 g/t Au over 17.8 m core length at a depth of 43 m, including 7.37 g/t Au over 3.08 m;

- **20KT004:** 0.77 g/t Au over 31 m core length at a depth of 54.5 m, including 1.42 g/t Au over 11.5 m core length at a depth of 61 m;

- **20KT014:** 0.92 g/t Au over 14 m from 27 m including 4.53 g/t Au over 2 m; and

- **20KT013:** 0.48 g/t Au over 11.84 m from 20.16 m including 3.6 g/t Au over 1 m from 20.16 m.

Sample Preparation, Analyses and Security

Hi-View has not conducted any exploration and therefore sample collection, sample preparation and security of the samples is not applicable for them. The following section details the relevant methodologies employed by Grizzly for their recent exploration work. A large portion of the following information on the 2009 and 2010 drill programs and the 2014 historical core re-sampling program has been sourced from Dufresne and Banas (2013) and Dufresne and Schoeman (2014), respectively.

The exploration work conducted by Grizzly at the Ket 28 Property from 2009 to 2020 has included the collection and analysis of several sample types including soil, rock (mostly grab), heavy mineral concentrates (HMC) stream sediment and drill core.

Soil samples were normally collected along predetermined grid lines and received individual sample numbers. Standard 4"x6" paper soil sample bags, marked on both sides with unique sample numbers, were filled with B-horizon soil at each sample site. Individual sample sites were marked with flagging and locations were recorded using a hand-held GPS. Sample and sample site descriptive information was recorded in the field on individual tyvek sample cards for later transcription into exploration databases.

Rock samples were collected by placing between 2 and 5 kg of material into plastic sample bags marked on both sides with individual sample numbers. Sample descriptions, including hand-held GPS location information, were recorded in the field on individual tyvek sample cards, which included a detachable sample tag that was removed and placed inside each sample bag before it was sealed with a cable tie. Each rock sample location was marked in the field with flagging and an Aluminum sample tag, both marked with the respective sample number.

Stream sediment samples were collected in the field along specific drainages at locations where sediment was clearly being deposited. Approximately 2-3 shovels of stream sediment material were sieved to -2 mm and was panned in the field to achieve approximately 2 - 3 kg of rough heavy mineral concentrate that was transferred to plastic sample bags marked on both sides with individual sample numbers and sealed with cable ties. Sample descriptions, including hand-held GPS location information, were recorded in the field on individual tyvek sample cards. Each sample location was marked in the field with flagging and an Aluminum sample tag, both marked with the respective sample number.

With the exception of drillholes completed during 2020 which were surveyed by Pendergraft Professional Land Surveying Inc. of Osoyoos, B.C., using a differential GPS system, the drillholes completed at the Ket 28 Property by Grizzly to date have been spotted and located upon completion using hand-held GPS and have not been formally surveyed. In the opinion of the Authors, this level of location accuracy (+/- 3-5 m) is adequate given the status of the drilled targets. Downhole surveys were completed throughout using various tools, such as the Reflex Easy-Shot, at a rate of at least 1 survey per 50 m of hole depth, or more frequently if significant deviation was noted. Drill cores were collected by logging geologists at the drill or were returned to the logging facility by the drillers at the end of each shift. Drill cores were maintained within a secure facility throughout the logging and sampling process. Individual samples were collected by splitting and later cutting the drill core with half returned to the core box and the other half being placed in a plastic sample bag marked on both sides with individual sample numbers and sealed with cable ties.

In the 2014 drill core re-sampling program, intervals of interest in archived half core was quartered using a hydraulic splitter. The original sample interval was retained. The top quarter core in the core box was systematically removed and placed in a numbered plastic sample bag with a handwritten sample tag inside. The sample tag and sample number on the outside of the bag was verified before the sample bag was sealed with a plastic cable tie. The remaining quarter core was left in the box within its original sample interval. All samples were then placed in sequential order in poly-woven “rice bags” labeled with the appropriate addresses and contact information and sealed with a cable tie. The “rice bags” containing the quartered core samples were delivered to Activation Labs in Kamloops, B.C., for sample preparation. The shipment was verified and accepted by laboratory personnel. Once the sample pulps arrive at Activation Labs they remained in the custody of the laboratory until final processing is completed.

Throughout the 2009-2020 surface exploration and drilling programs at Ket 28, samples of the same type were removed from the field, grouped in a secure facility, catalogued and then placed into heavy woven poly “rice” bags ready for shipping to laboratories for analysis. The rice bags were sealed with cable ties and, in the case of drill core samples, were also sealed with an individually numbered security seal. Samples were then shipped to various laboratories using commercial freight carriers and emails confirming sample receipt were received from the laboratories. No issues were noted with respect to security during the sample shipping process throughout the 2009-2020 exploration programs. Furthermore, the Author considers the sample handling procedures and protocols utilized throughout the 2009-2020 Ket 28 exploration programs to be adequate with respect to ensuring sample security.

Analytical Procedures

Rock and soil samples collected from 2009 to 2011 were sent to ALS for preparation and analysis. All HMC stream samples were sent to SRC. Rock grab samples collected in 2020 were sent to SRC for preparation and analysis.

Drill core samples collected from 2009 to 2010 were sent to ALS for analysis. Drill core samples from the 2014 re-sampling program were delivered to Activation Labs in Kamloops, B.C., for preparation and sent to Activation Labs in Ancaster, Ontario, for analysis. Drill core samples from the 2020 drilling program were sent to SRC for preparation and SRC and TSL for analysis.

ALS Chemex Laboratories

All of the 2009-2011 Ket 28 Property soil, rock and drill core samples were submitted to ALS in North Vancouver, B.C. ALS in North Vancouver complies with the requirements of International Standards ISO 9001:2008 (Quality Management Systems) as well as CAN-P-1579 (Requirements for the Accreditation of Mineral Analysis Testing Laboratories) and is ISO/IEC 17025:2005 accredited for precious and base metal assay methods (General Requirements for the Competence of Testing and Calibration Laboratories). ALS is independent of the Author, Grizzly and Hi-View. The samples were submitted to ALS for gold fire assay (FA) and multi-element (35 element) geochemical analysis by inductively coupled plasma analysis with atomic emission spectroscopy (ICP-AES). Rock and soil samples were analysed by ICP following an Aqua Regia digestion whereas drill core samples were geochemically analysed following a near total 4-acid digestion.

Rock and drill core sample preparation at ALS commenced with sample sorting, cataloguing and drying followed by crushing to better than 70% passing a 2 mm sieve. A homogenized, 250-gram split from the -2mm portion of the sample is then pulverized to 85%, or better, passing through a 75-micron sieve. The preparation equipment is cleaned between each sample with compressed air and brushes and is periodically cleaned by processing river gravel and sand. In addition, screen tests are conducted as part of the lab's internal quality control (QC) program to ensure that both the crushing and pulverization processes are meeting the desired specifications.

The samples were all analyzed for gold by a 30g fire assay with an ICP-AES finish. Assay values greater than 1,000 ppb gold were re-assayed using a gravimetric finish. The FA-ICP detection limit was 1 ppb Au and 50 ppb for the FA-Gravimetric technique. Select rock and core samples in 2009 and 2010 with favourable gold, copper and silver results were sent for platinum (Pt) and palladium (Pd) analysis using FA with an ICP-AES finish. Initial "over-limit" values for Au, Ag, Cu, Pb and Zn were all finalized using higher threshold "assay" procedures.

The soil samples collected in 2011 were submitted to ALS for analysis. Soil samples were first weighed and catalogued and then the entire sample was screened to –180µm and both fractions are saved and all analyses performed on the (-) fraction. The fine fraction from each soil sample was assayed for gold by FA with an ICP-AES finish on a 30-gram aliquot. A standard 0.1 to 1 g aliquot was also sent for geochemical analysis by ICP-AES.

Saskatchewan Research Council (SRC) Geoanalytical Laboratories

The 2010 and 2011 HMC stream sediment samples were sent to SRC physical gold grain recovery. SRC is an ISO/IEC17025:2017 accredited laboratory and is independent of the Author, Grizzly and Hi-View. The samples were subjected to various gravity and magnetic processes to extract the gold grains, which were eventually identified using a binocular microscope and described. Upon arrival, the HMC samples were screened to 1.7 mm and the (+) 1.7 mm fraction was bagged, weighed and stored. The (-) 1.7 mm fraction was concentrated in a Knelson concentrator with the light material bagged and stored. The concentrate material was then screened to 0.85 mm with the (+) 0.85 mm fraction being bagged and stored and the (-) 0.85 mm fraction was demagnetized and processed using a Mozely separator after which light material was stored and gold grains were picked from the concentrate. The picked gold grains were then put back into the original Knelson concentrate (-0.85 mm fraction). The sample was then dried and weighed in preparation for further processing.

Fire assaying was conducted on the HMC samples submitted to SRC in 2010. For this procedure the sample is completely crushed, ground and sieved to ±106µm. A 30 g aliquot of sample pulp was assayed for Au, Pt and Pd using an ICP-OES (Optical Emission Spectrometry) finish with a 1 ppb detection limit.

The 2020 drill core samples were sent to SRC for preparation and SRC and TSL for analysis. The drill core sample preparation at SRC commenced with sample sorting, cataloguing and drying followed by crushing to better than 70% passing a 2 mm sieve. A homogenized, 250-gram split from the -2mm portion of the sample is then pulverized to 85%, or better, passing through a 75-micron sieve. Gold analysis was completed using fire assay with an ICP-MS finish. Assay values greater than 3,000 ppb gold were re-assayed using a gravimetric finish. Gold analysis was completed by

TSL on behalf of SRC. TSL is an ISO/IEC17025:2005 accredited laboratory and is independent of the Author, Grizzly and Hi-View. At SRC, each sample was submitted for geochemical analysis using ICP-MS analysis following a total, four acid digestion of a sample aliquot. During this process, a 0.125 g pulp is gently heated in a four acid mixture until dry, the resulting residue is then dissolved in dilute ultrapure hydrochloric acid (HCl) and nitric acid (HNO_3). Initial copper, silver and zinc "overlimit" ICP-MS results were analysed by a follow-up, "ore grade" ICP technique (OG62), which also involved a 4-acid digestion on a 0.4 g sample aliquot.

Activation Laboratories Ltd.

Drill core samples from the 2014 re-sampling program were delivered to Activation Labs in Kamloops, B.C., for preparation and sent to Activation Labs in Ancaster, Ontario, for analysis. At the preparation facility the samples were sorted, dried and crushed until 90% of the sample passes through a 2 mm mesh sieve. Samples were then riffle split into a 250 g portion and pulverized until 95% of the sample passes through a minus 150 mesh sieve (105 microns), the remaining material was kept as a coarse reject. As a Quality Control (QC) measure, the laboratory crushes and pulverizes cleaning sand for approximately 20 seconds between samples. In addition, to verify compliance with crushing and pulverizing specifications, the laboratory performs QC screen tests and this data can be requested and inspected by clients if required. Following preparation, samples were analyzed at the Ancaster laboratory of Activation Labs for Code 8 graphite analysis by C-graphitic infrared analysis.

During the graphitic carbon infrared analytical process, a 0.5 g sample is subjected to a multistage furnace treatment to remove all forms of carbon with the exception of graphitic carbon. The residue is then vacuum-filtered and dried. Either a resistance or induction furnace is used for the analysis. The inductive elements of the sample and the accelerator couple with the high frequency field of the induction furnace. The pure oxygen environment and the heat generated by this coupling cause the sample to combust. During combustion, carbon-bearing elements are reduced, releasing carbon, which immediately binds with oxygen to form CO and CO_2, the majority being CO_2. Carbon is then measured as carbon dioxide in the IR (infra-red) cell as gases flow through the IR cells. Carbon dioxide absorbs IR energy at a precise wavelength within the IR spectrum. Energy from the IR source is absorbed as the gas passes through the cell preventing it from reaching the IR detector. All other IR energy is prevented from reaching the IR detector by a narrow bandpass filter. Because of the filter, the absorption of IR energy can be attributed only to carbon dioxide (CO_2) the concentration of CO_2 is detected as a reduction in the level of energy at the detector. The lower detection limit for this analysis is 0.05% graphitic carbon (Activation Laboratories Ltd., 2014).

Quality Assurance – Quality Control

This Technical Report discusses the results of exploration work completed by Grizzly at the Ket 28 Property from 2009 to 2020. This exploration work was supervised and, for the most part, performed by APEX, as independent geological consultants for Grizzly and included a comprehensive Quality Assurance and Quality Control (QA/QC) program. The following section discusses the results of the QA/QC programs completed at the Property during the work programs described in sections 9 and 10 of the Technical Report.

Sample analysis and processing was conducted at four locations since 2009, including ALS, SRC, TSL and Activation Labs. All four laboratories are ISO/IEC 17025:2005 accredited for precious and base metal assay methods (General Requirements for the Competence of Testing and Calibration Laboratories) and are independent of Grizzly, Hi-View, APEX and the Author of this Technical Report.

In addition to the rigorous internal QA/QC systems implemented by each laboratory, a comprehensive QA/QC program was instituted by APEX in 2008. The QA/QC program was designed to ensure that the sampling and analytical data is consistent and reliable. The program comprises protocols and procedures that applied in the field, as well as lab analyses. These protocols outlined strict sample collecting and data recording procedures in the field and the monitoring of analytical data throughout the programs. The primary focus of the Greenwood Project QA/QC program, including the Ket 28 Property, was the analysis of drill core samples. Although basic QA/QC procedures were applied to other types of samples, such as rock and soil samples, a more rigorous program was applied to drill core sample analysis due to its potential use in subsequent quantitative analyses (i.e., resource estimation). No duplicates or standard reference materials were inserted in the 2014 core-resampling sample stream as the program was a limited exploratory exercise in determining the potential of graphite in the Property area.

During each of the Ket 28 drilling programs the logging geologist inserted into the core sample stream blanks and standard reference materials (standards) at a rate of approximately 1 in every 10 real samples. In addition, starting in 2010, duplicate samples were also added to the QA/QC protocol. Initially, duplicate sampling was limited to the lab, which was directed to take a second split of the crushed sample material also known as a "prep dupe" since it was selected during the sample preparation process. Later, duplicates were collected in the field by quartering the un-sampled half of core after the first (original) sample had been collected. A summary of the inserted QA/QC samples are presented in Table 7.

Table 7 Ket 28 Property drill program QA/QC samples

Year	Program	Blanks	Standards	Duplicates	Total QC Samples	Total Samples*	% of QC Samples
2009	Drill	46	45	-	91	913	10%
2010	Drill	28	29	28	85	573	15%
2020	Drill	79	48	50	177	1495	12%
Total		153	122	78	353	2981	12%

*Sample totals include inserted quality control samples.

For the 2009 and 2010 drilling programs, gravel consisting of primarily quartzite pebbles was used as the "blank" material inserted into the sample stream to test for gold contamination in the laboratory. No issues were noted in any of the blank sample analyses in the 2009 and 2010 drilling programs. CDN Resource Laboratories Inc. (CDN) blank CDN-BL-10 was the dominant blank used in the 2020 drilling program. CDN-BL-10 is certified to assay <0.01 g/t (<10 ppb) Au by standard instrumental finish fire assay techniques. All of the 2020 blanks returned <5 ppb Au; no issues were noted in any of the blank sample analyses.

Certified standard reference materials (standards or CRMs), representing a range of gold values, were inserted into the core sample stream. All standards used were prepared and certified by CDN. CDN utilizes an interlaboratory standard deviation statistic to determine the acceptable range of analytical results from each element it certifies. The certified acceptable range for a CDN gold standard represents two interlaboratory standard deviations (2SD), which is preferable as it provides a means of evaluating individual results throughout an ongoing exploration program in real time. Other statistics, such as a 95% confidence limit, apply to the analysis of a dataset, as opposed to individual results, and thus the overall accuracy of a laboratory can only be properly examined in such a case once a statistically significant number of analyses have been accumulated. No issues were identified in any of the standard sample analyses, with respect to overall analytical accuracy, in the 2009 and 2010 drilling programs.

The standard samples inserted into the 2020 Ket 28 drill sample stream included CDN-GS-3U, CDN-GS-1Z and CDN-GS-1P5T. Analytical results for these standards are illustrated in Figure 15, Figure 16, and Figure 17. The QA/QC plot for CDN-GS-3U shows 0.0% failures out of the 16 samples analysed, although 2 of the samples surpass the 2SD limit. For standard CDN-GS-1Z, a total of 4 samples fell outside of their acceptable limits for gold, representing 25% of the CDN-GS-1Z standards. All failures show a positive bias with failures ranging from 1.35 to 1.43 g/t Au. The high failure rates for gold are difficult to analyse in CDN-GS-1Z due to the low "non-statistical" number of analyses of each standard, with 4 failures out of only 16 analyses. Nonetheless, a failure rate of 25% is not ideal and is higher than the normally acceptable 5% limit.

Figure 15 Assay data for standard CDN-GS-3U

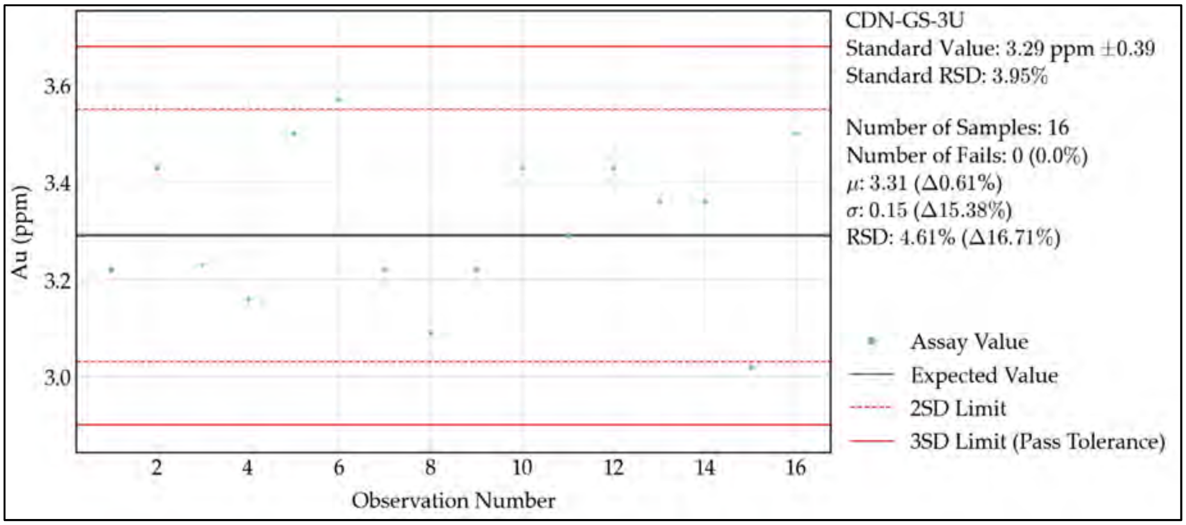


Figure 16 Assay data for standard CDN-GS-1Z

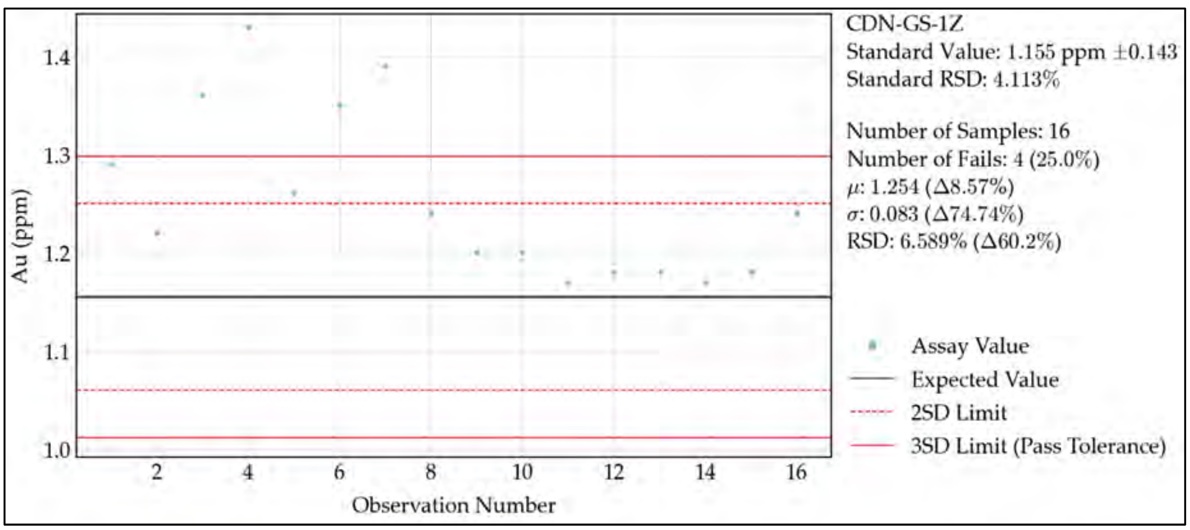
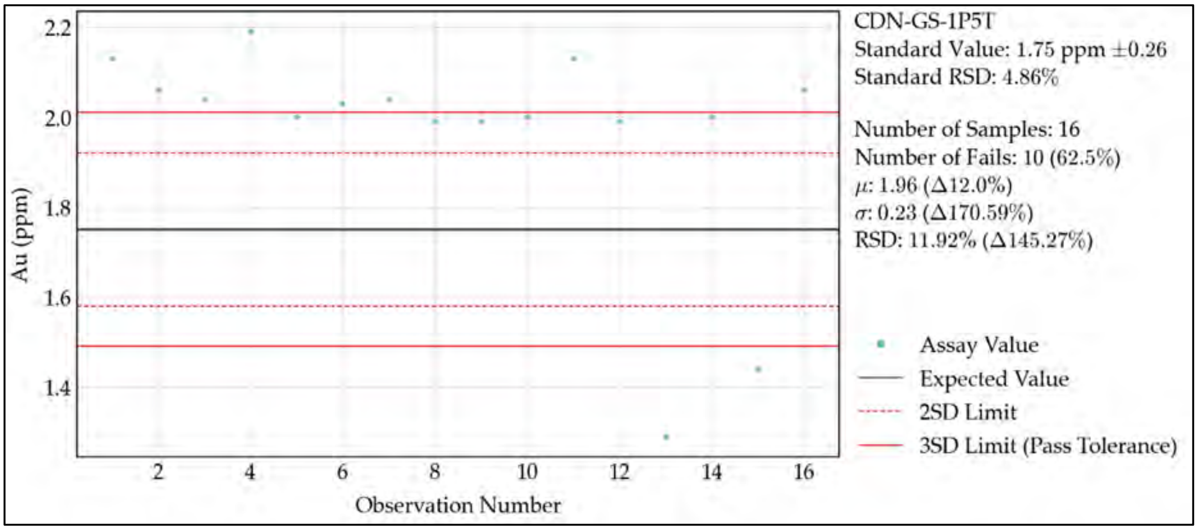


Figure 17 Assay data for standard CDN-GS-1P5T



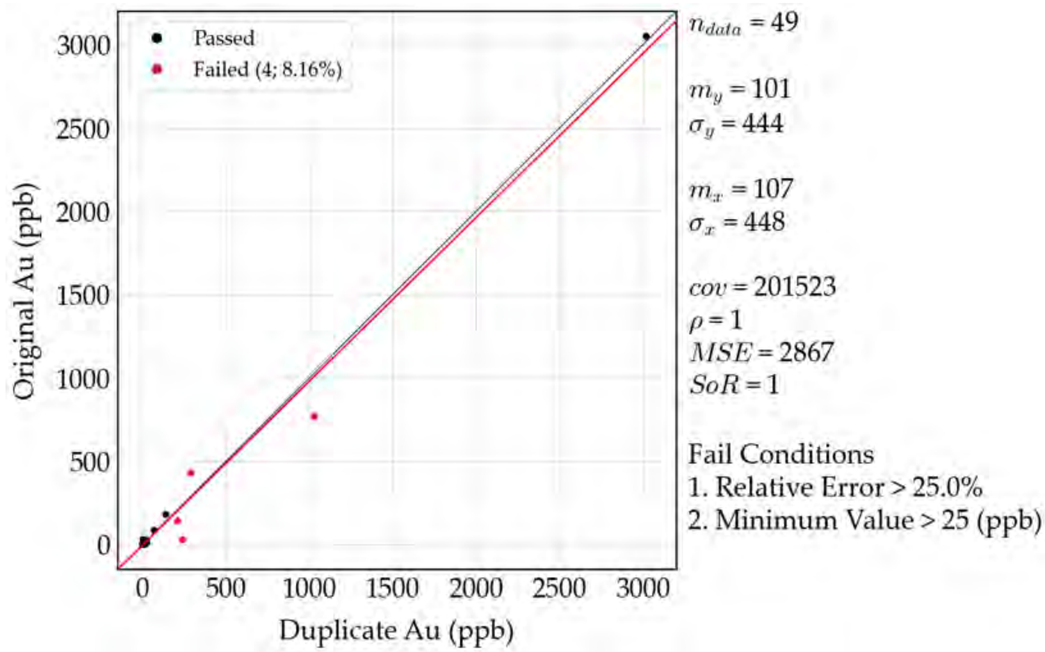
Standard CDN-GS-1P5T shows a failure rate of 62.5% for gold analysis. The data shows an overall positive bias in the analytical results with 8 of the 16 samples reporting greater than 2.03 g/t Au with a maximum assay of 2.19 g/t Au returned. For silver, all the CDN-GS-1P5T CRMs returned less than 86.9 g/t Ag, ranging from 84.3 to 86.4 g/t Ag. The data shows that there is likely an analytical or homogenization issue with standard CDN-GS-1P5T.

The Author recommends discontinuing the use of CDN-GS-1P5T and CDN-GS-1Z in future drill programs. In addition, prior to any future resource calculation, the Author recommends that any standards with high failure rates are subject to reanalysis by a third-party laboratory. Select pulps remaining from the standards and drill samples should be sent for umpire checks with a new standard inserted in the sample stream at a rate of 1 in every 10 samples.

During the 2010 drilling program, duplicate core samples were collected at the laboratory by riffle splitting of the second sample of crushed core immediately following the initial crushing and collection of the original sample. There were no significant issues identified in the analysis of the duplicate core sample data from 2010.

In the 2020 drilling program, duplicate core samples comprised quartered core. Quartered core, as opposed to preparation sample duplicates, are a better test of sample variability. The 2020 Ket 28 drilling duplicate sample gold assays are illustrated in Figure 18. The data shows no significant issues with respect to either sampling or analytical bias with a failure rate of 8.16% (4 of 49 samples).

Figure 18 Duplicate sample QA/QC data plot for the 2020 drilling program



Adequacy of Sample Collection, Preparation, Security and Analytical Procedures

In the opinion of the Author of the Technical Report, there were no issues with respect to the sample collection, methodology, sample security, sample preparation or sample analyses in any of the exploration programs completed at the Ket 28 Property since 2009. However, the failure rate of CRM CDN-GS-1P5T shows that there is likely an analytical or homogenization issue with standard CDN-GS-1P5T. As a result, the Author recommends removing this CRM from future drill programs.

The Author considers the data within the Ket 28 Property's exploration database as suitable for use in the further evaluation of the Property.

Data Verification

Data Verification Procedures

Data verification procedure applied by the Author involved;

- Review of the available historical technical reports and assessment filings directly related to the Ket 28 Property and the immediate area of the Property.

- Review of the most current drill database and recent surface geochemical and geophysical data managed by APEX on behalf of Grizzly.

- Site visit to the Ket 28 Property during which access to the Property, outcrop exposure, surface geology was reviewed and verification sampling of altered and mineralized outcrop was conducted.

- Confirmation of drill collar locations using hand held GPS.

- Inspection of core storage facility in Rock Creek, B.C.

- Duplicate sampling of half core intervals from three separate drillholes.

Prior to visiting the Property on August 14th, 2021, the QP reviewed a selection of historical technical reports and field maps dating back to 1968. The historical data provided a clear overview of how the Project has been advanced by successive exploration campaigns, culminating in the 2020 drill program carried out on the Ket 28 Showing by Grizzly. Based on the review of the historical data, the site visit focussed on the Ket 28 Showing and drill core stored at APEX's core storage facility near Rock Creek, B.C. APEX was retained by Grizzly to oversee and manage all exploration activities on their consolidated Greenwood properties, which included the Ket 28 Property from 2008-present. Descriptions of the Ket 28 Showing and historical exploration work are well detailed in the most recent technical report completed on the Ket 28 Prospect by APEX in 2013 (Dufresne and Banas, 2013). The objective of the site visit by the QP was to confirm the accuracy and reliability of the descriptions of geology, alteration and mineralization in drill core and outcrop as well as to confirm the locations of a representative selection of historic drillhole collars by hand held GPS. Additionally, the QP conducted verification sampling at outcrop locations at the Ket 28 Showing and a selection of drill core intervals for comparison to the original assays. The QP considers the Ket 28 Property to be an early stage, gold exploration property of merit warranting future exploration work.

Validation Limitations

The Author was provided with a comprehensive package of historical data compiled by APEX on behalf of Grizzly. Based on a review of the historical data, it is the opinion of the Author that the Ket 28 Showing is the highest priority and most advanced target on the Ket 28 Property. The site visit focused on verifying the results of the historical exploration work carried out on the Ket 28 Showing.

During the site visit the Author was also allowed full access to the main Ket 28 Showing in the field as well as complete access to the existing historical drill core stored at APEX's core storage facility. The Author personally selected the sample sites, collected and bagged all rock samples in the field and at the core storage facility. A total of 10 samples were collected by the Author during the site visit, including six (6) rock grab samples, one (1) float rock sample and three (3) half core samples. At all times the samples collected during the site visit were in the possession of the Author. On August 27, 2021, the samples were delivered by the Author to ALS for multi element analyses. ALS is an internationally recognized analytical company with ISO accreditation and is fully independent of Hi-View and the Author of the Technical Report.

The preparation of the QP site visit samples involved ALS prep-code PREP-31, whereby the entire sample was crushed to 70% passing -2mm, homogenized and a 250g split is then collected and pulverized to better than 85% passing 75 microns (µm). A 50g sample aliquot was submitted for gold and multi-element geochemical analysis via aqua regia digestion with an ICP-MS finish (ALS laboratory code: AuME-TL44). Overlimit results for gold were analyzed using ALS laboratory code Au-AROR44

Due to the very early stage of advancement of other targets or showings on the Ket 28 Property the Author did not visit the Rock, Ket27, Dan and Independence showings.

Adequacy of the Data

Technical data used to compile this Technical Report included historical technical reports and maps dating back to 1968. The most recent technical report by APEX on behalf of Grizzly in 2013 and 2014 provided a comprehensive exploration history and description of the Ket 28 Property. In addition to historical technical reports and maps, the Author reviewed the current drill database including drilling up to 2020 on the Ket 28 Showing and 3D geological modelling completed by APEX on all available drill information to date.

It is the QP's opinion that the quality and reliability of the historical data is sufficient to provide an excellent overview of the exploration history of the Ket 28 Property. During the data review and site visit, the QP did not identify any issues or significant discrepancies that would cause one to question the validity of the historical data. Furthermore, the coverage and level of detail in the historical data is adequate for the purpose of this Technical Report and also for the purpose of identifying exploration target areas of merit on the Project that warrant follow up exploration.

Qualified Person Site Inspection

The Author travelled by truck from Vancouver, B.C., to Greenwood, B.C., on August 13, 2021. During the late afternoon the Author was given a tour of some of the historic copper occurrences and former producers that are within or immediately adjacent to Grizzly's land package in the Greenwood camp, but not specifically on the Rock Creek claim group which hosts the Ket 28 Showing. The tour provided some context of the regional geology and style of mineralization characteristic of the Greenwood district. On the evening of August 13, 2021, the Author conducted a preliminary review of the core storage facility and general condition of the historic core located at Rock Creek, approximately 15 kilometres (km) east of the Ket 28 Property on Highway 3. The core storage area was well organized, some of the core boxes were stored in covered racks and some (2020 drilling) were cross stacked on skids (See Photo 1). Core boxes were in good condition, well labelled with core box lids on the 2020 cross stacked drill core still intact. Although the core storage yard is monitored by security cameras, it is not within a locked secured compound.

Photo 1 Site visit photos showing the Ket 28 Property core storage area and the condition of the drill core from the 2020 drill program

On the morning of August 14, 2021, the Author travelled by truck to the Ket 28 Property. Access to the Ket 28 Showing involves crossing the Fossen Air Ltd., Bar 7 Ranch property by a farm trail/road suitable for 4x4 truck off of Highway 3, winding approximately 5km to the south and up a gentle rounded ridge to the main Ket 28 Showing area (See Photos 12.2a-b and 12.3). Although the 2009 to 2020 drill pads had been rejuvenated and planted with grass, drill access roads, trails and pads were still evident. The majority of drillholes completed in 2020 and most from the 2009 to 2010 programs were well marked by timbers and metal tag labels indicating the hole number, azimuth, dip and total depth (See Photos 12.4a-c). In total, nine (9) drillholes were located and hand held GPS coordinates were recorded and compared to the original coordinates, of which the 2020 drillholes were surveyed by Pendergraft Professional Land Surveying Inc. of Osoyoos, B.C. using a differential GPS system. The drill collar and sample site locations visited by the Author are illustrated in Figure 19. Table 8 summarizes the verification survey results.

Photo 2 Photos a) looking south-southeast from Highway 3 to Ket 28 on ridge; and b) looking north from Ket 28 Showing access road to Old Nick Ni Prospect (off-Property)

a)

b)

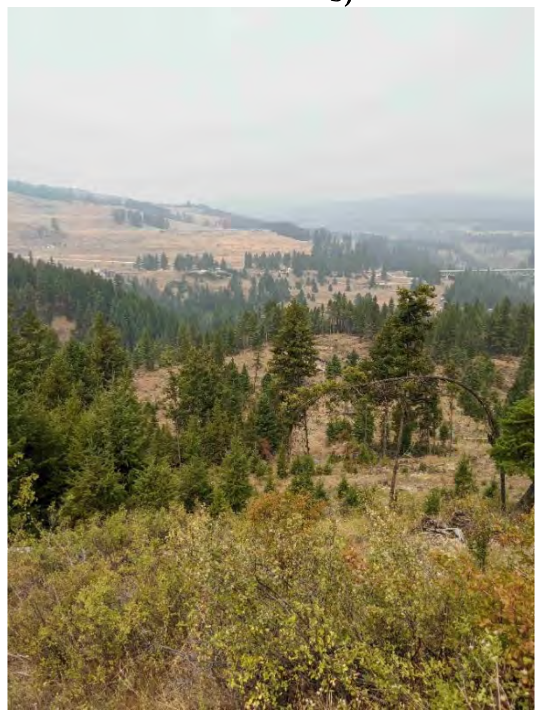


Photo 3 Photo showing the 4 x 4 access road to the Ket 28 Showing

Photo 4 Photos a) drillhole collar location of 20KT-015; b) metal tag label marking the timber placed at drillhole collar location of 20KT-005; and c) drillhole collar location of 20KT-014

a)

b)

c)

Figure 19 QP Site Visit sample and drill collar locations

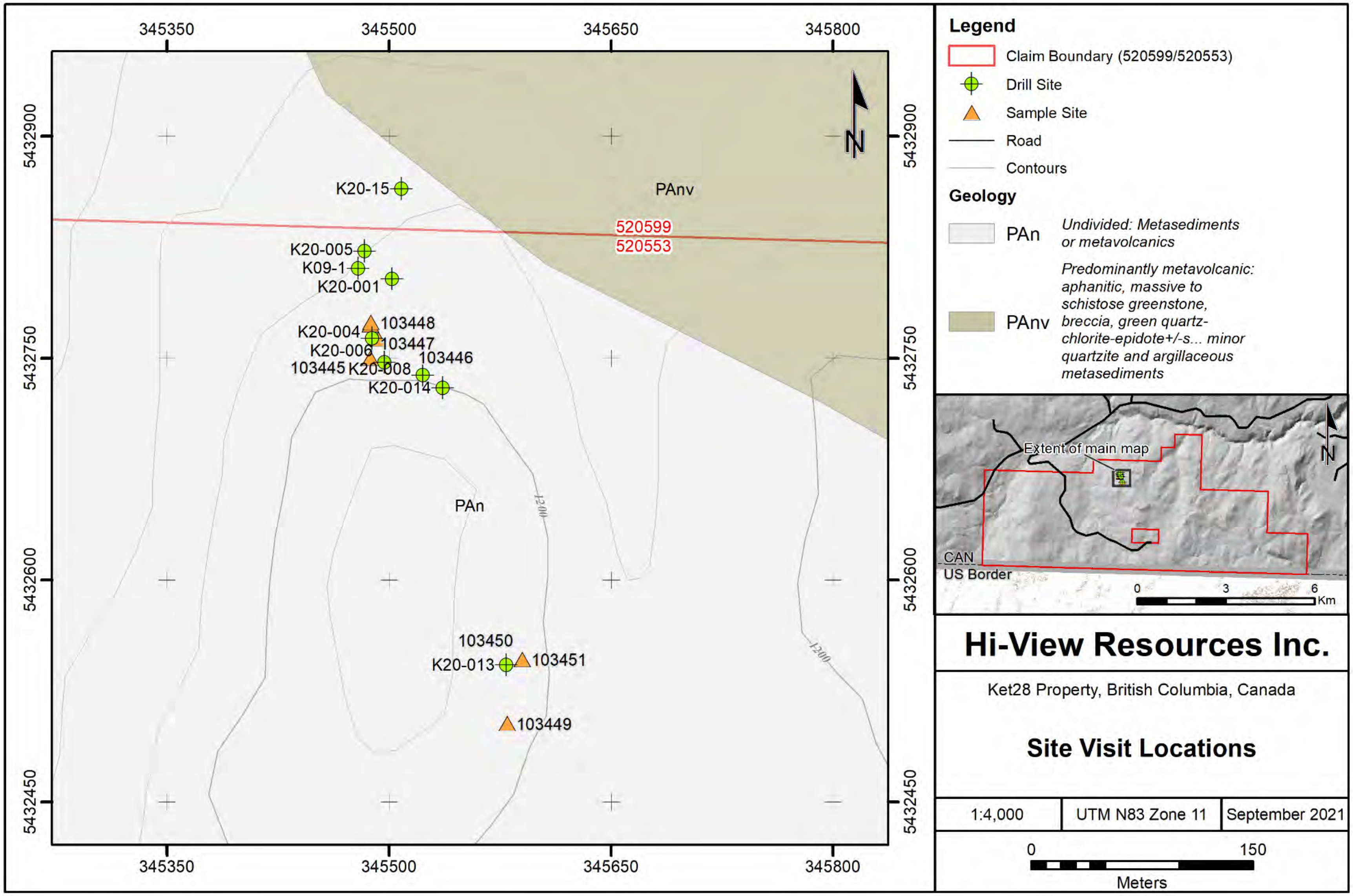


Table 8 Drill collar coordinate comparison table. All coordinates are in UTM Nad83 Zone 11.

Drillhole	Easting (m)	Northing (m)	Elevation (masl)	Original Easting	Original Northing	Original Elev. (masl)	Difference Easting (m)	Difference Northing (m)	Difference Elev. (m)
K09-01	345479.3	5432810.0	1181.8	345479.0	5432809.0	1182.0	0.3	1.0	-0.2
K20-001	345502.3	5432803.8	1185.2	345503.6	5432808.6	1183.0	-1.3	-4.8	2.2
K20-004	345489.0	5432763.4	1198.6	345487.5	5432767.7	1189.4	1.4	-4.4	9.2
K20-005	345483.3	5432822.9	1180.4	345484.5	5432820.4	1180.1	-1.2	2.5	0.2
K20-006	345497.0	5432746.5	1208.8	345498.9	5432746.6	1194.9	-1.9	-0.2	13.9
K20-008	345522.4	5432738.4	1201.0	345527.2	5432728.7	1197.4	-4.8	9.7	3.6
K20-013	345579.1	5432542.1	1219.6	345579.7	5432541.4	1212.7	-0.6	0.7	6.8
K20-014	345536.8	5432730.5	1203.5	345542.7	5432720.5	1198.9	-5.9	10.1	4.6
K20-015	345507.6	5432864.9	1174.1	345500.1	5432865.7	1174.4	7.5	-0.9	-0.2

Appreciating the limited precision of the handheld GPS, the check GPS coordinates were consistent with the original Differential GPS surveyed coordinates and the differences are not viewed as material.

Evidence of historic trenching and prospecting pits were observed at several sites approaching the Ket 28 Showing from the north (See Photo 5a-c) and in the immediate area of the Ket 28 drilling. Most trenches observed were overgrown, but outcrop was visible and available for sampling (See Photo 6a-b). Although there was no obvious expression of the main interpreted northwest trending Ket 28 structure in topography, there was a linear N-S trending valley/draw which is roughly coincident with a significant N-S structure interpreted from the airborne magnetic data. This N-S structure transects the western end of the Ket 28 mineralized trend defined by drilling. A total of six grab samples and a float sample (103445-103451) were collected for analyses (see Photos 12.7-12.9). Samples sites focused on outcrops or trenches that exposed signs of mineralization and alteration were selected. The rock types sampled were consistent with Anarchist Group metavolcanic and metasedimentary rock types with variably sheared and foliated mafic volcanics being the dominate lithology observed at the Ket 28 Showing.

Photo 5 Photos a) Looking north-northwest near sample site 103449; b) historic adit located to the east of sample site 103451; and c) overgrown historic working

a)

b)

c)

Photo 6 Photos a) looking south at an outcrop of sheared mafic volcanic; and b) the sample site of QP verification samples 103450 and 103451

a) **b)**

Photo 7 QP verification sample 103445

Photo 8 QP verification sample 103446

Photo 9 QP verification sample 103448

Verification sample results from surface grab and float samples from the Ket 28 Prospect are summarized in Table 9 below. Sample descriptions are listed in Table 10.

The analytical results from the verification surface grab samples returned a few weekly anomalous gold values and as well as anomalous values of As, Cu, Ni and chromium (Cr). Although more extensive sampling was conducted by Grizzly from 2009 to 2020 (452 samples) only a few rock samples returned gold grades of greater than 0.5 g/t Au over the Ket 28 trend. This may be a function of available mineralized outcrop exposure or possibly the sporadic nature of mineralized lenses within the sheared rock package. The elevated values returned for As, Cu, Ni, and Cr, although not diagnostic are consistent with and characteristic of the styles of mineralization being explored for at Ket 28.

Table 9 QP site visit rock grab sample locations and select results, Ket 28 Showing

Sample ID	Northing (NAD83 Z11)	Easting (NAD83 Z11)	Au (g/t)	As (ppm)	Cu (ppm)	Ni (ppm)	Cr (ppm)
103445	345488	5432750	<0.001	47.9	6.7	74.8	96
103446	345493	5432763	<0.001	4.9	4	1.3	6
103447	345487	5432773	0.103	8.8	28.5	19.5	27
103448	345488	5432774	0.393	5.3	61.6	23.6	30
103449	345580	5432503	0.008	8.5	20.1	12.1	6
103450	345590	5432546	0.02	2.9	142.5	16.5	2
103451	345590	5432546	0.024	1.6	12.4	19.1	7

Table 10 QP site visit grab sample descriptions, Ket 28 Showing

Sample Number	Type	Description
103445	Grab	Grey/green schist, highly silicified, carbonate and pale green sericite alteration, pervasive, non magnetic, approx. 3% cross cutting and shear parallel veinlets and a few 1-2mm quartz/carbonate veinlets with minor limonite/hematite, 1-2% fine grained disseminated arsenopyrite, trace fine grained pyrite.
103446	Grab	Medium-coarse grained, angular quartz vein material proximal to weathered outcrop, minor tourmaline as patches and seams, minor patchy limonite and hematite, trace pyrite.
103447	Grab	Dark grey, fine grained to aphanitic, highly silicified rock, weakly foliated, 2-3%, 1-2mm quartz veinlets parallel to foliation and cross cutting, patches of fine grained tourmaline and limonite + possible hematite on fracture surfaces, trace-1% pyrite as blebs adjacent to veinlets, trace very fine grained arsenopyrite in veinlets.
103448	Grab	Dark grey, fine grained to aphanitic, highly silicified rock, weakly foliated (similar to Sample 103447), 2-3% ,1-2mm wide , foliation parallel and cross cutting quartz +/- tour veinlets, lesser reddish orange/brown veinlets, weak to moderate reaction with hydrochloric acid, possibly ankerite, patches of fine grained tourmaline and limonite and possible hematite on fracture surfaces, trace – 1% pyrite, euhedral and blebs near quartz/tourmaline veinlets.
103449	Grab	Fine grained, foliated mafic volcanic, chloritic, less than 1% quartz +/- tourmaline+/-hematite veinlets and odd carbonate bearing veinlet, trace pyrite as blebs, trace arsenopyrite.
103450	Grab	4-5cm wide sheared band in mafic volcanic with anastomosing 1-3mm wide quartz/carbonate veinlets cross cutting earlier ankerite veinlets, limonite vugs, chlorite, minor tourmaline and ankerite, 1-2% pyrite as blebs, trace very fine grained arsenopyrite.
103451	Grab	Brecciated, chloritic, mafic volcanic, quartz/carbonate veining with minor tourmaline cross cut minor ankerite veinlets , hematite and limonite as seams and patches, trace-1% pyrite, trace arsenopyrite.

In the afternoon of August 14th, 2021, the Author reviewed a selection of drill core and collected duplicate half core samples from three drillholes, 20KET-004 (Sample 103452), 20KET-007 (Sample 103453) and 09KET-001 (Sample 103454). Selected intervals of drill core were also reviewed and compared to the original logging. The lithology, mineralization, structure and structural orientations observed in drill core were consistent with the original drill logs. Verification sample check analyses from the duplicate half drill core intervals from 20KET-004, 20KET-007 and 09KET-001 are summarized in Table 11 below. Sample descriptions are listed in Table 12. The check gold analyses reasonably correlate with the original assays from the previously reported intervals. One of the check analysis (#103452) exactly duplicated the original result while there was a slight negative bias in the two other check sample analyses (#103453-454). Given the variability associated with the style of gold mineralization at the Ket 28 showing, the Author does not view the bias as significant or material to the reliability of the drill data for the purposes of assessing an early stage exploration project.

Table 11 QP site visit core re-sampling results for Au, Ket 28 Showing

Drillhole	From (m)	To (m)	Length (m)*	Original Sample Number	Original Sample Au (g/t)	QP Sample Number	Check Sample Au (g/t)
20KET-004	65.56	66.50	0.94	255584	2.14	103452	2.14
20KET-007	89.20	89.50	0.30	255868	4.32	103453	4.19
09KET-001	63.00	64.00	1.00	000568	3.94	103454	3.18

**Intervals represent drill core length. True width is not known but is estimated to be 75 to 90% of core length.*

Table 12 QP site visit core re-sampling intervals and descriptions, Ket 28 Showing

QP Sample Number	Original Sample Number	Drillhole	Interval (m)	Description
103452	255584	20KET-004	63.56-66.50	Breccia, clast supported, highly sericitized fragments in smoky grey siliceous matrix with fine grained sulphides, late dark grey veinlets (<1mm) that weakly effervesce, 3-5% fine grained pyrite as masses in matrix, 1-2% fine grained arsenopyrite masses surround altered fragments, non magnetic, weak to moderate shear fabric 85-90^{o} to core axis, black fibrous coating on shear surfaces (possible graphite).
103453	255868	20KET-007	89.20-89.50	Breccia, mottled grey and beige, sericite alteration, 1mm wide quartz/carbonate veinlets, weak shear fabric 85-90^{o} to core axis, 3-5% fine grained pyrite as veinlets, disseminations and masses in matrix, 2-3% fine grained arsenopyrite.
103454	000568	09KET-001	63.00-64.00	Breccia, mottled grey-beige-pale orange-pale green colouring, sericite alteration, minor pinkish red staining (possible hematite), moderate shear fabric 75^{o} to core axis, three styles of veining, medium-coarse grained quartz/carbonate veins parallel to shear fabric with no sulphides, fine grained grey siliceous veinlets with <1% fine grained pyrite and arsenopyrite, and carb veinlets with no sulphides. Overall 3-5% fine grained Pyrite and 1- 2% arsenopyrite in siliceous veinlets and as blebs, patches and disseminated in matrix.

It is the opinion of the Author that industry standard procedures have been observed that are acceptable for ensuring the accuracy of all data pertaining to exploration work carried out on the Ket 28 Property since 2009. It is also the opinion of the Author that exploration work conducted from 1989 to 2009 was also carried out using industry accepted standards for that period of time but lacked the level of detail contained in the more recent technical reports. Based on independent verification sampling and review of the outcrop exposure and drill core from the Ket 28 Showing, the Author can verify the geological observations, results and conclusions of the most recent exploration work carried out by Grizzly on the Ket 28 Property and more specifically the Ket 28 Showing are accurate.

Although more exploration work is required to define the full extent and nature of mineralization at the Ket 28 Showing and other showings on the Ket 28 Property, the available historical technical information is reliable and sufficient to make a preliminary assessment of the mineralization potential of the Project and recommendations for further exploration as will be discussed in Sections 25 and 26 of the Technical Report.

Mineral Processing and Metallurgical Testing

The Company has yet to conduct mineral processing and/or metallurgical testing at the Ket 28 Property.

Mineral Resource and Mineral Reserve Estimates

The Company has yet to conduct mineral resource/reserve modelling or estimations. There are no known mineral resources or reserves outlined at the Ket 28 Property.

Mining Operations

Not applicable to the Ket 28 Property

Processing and Recovery Operations

Not applicable to the Ket 28 Property

Infrastructure, Permitting and Compliance Activities

Not applicable to the Ket 28 Property

Capital and Operating Costs

Not applicable to the Ket 28 Property

Interpretation and Conclusions

This Technical Report on the Ket 28 Property has been prepared for the Company, Hi-View Resources Inc., a Vancouver, B.C., based mineral exploration company. Hi-View recently entered into an Option Agreement dated July 27, 2021, with Grizzly to earn a 60% working interest in the Property and a 60% interest in the nickel (Ni) and cobalt (Co) rights of the Property. The Ket 28 Property is located in south-central B.C. and lies along the Canada – U.S.A. border, approximately 5 km southeast of the town of Rock Creek, B.C., and 22 km to the east of Osoyoos, B.C. The Property comprises 16 contiguous mineral claims covering an area of 3,432.2 ha (8,481.2 acres) in the Greenwood Mining Division. All the mineral claims are owned 80% by Grizzly and 20% by Mr. Donald Rippon, a principal of Mineworks.

This Technical Report on the Ket 28 Property has been prepared by Mr. Douglas Turnbull B.Sc. (Hons) P.Geo. of Lakehead Geological Services Inc. of Vancouver, B.C. The Technical Report provides a technical summary of the relevant location, tenure, historical and geological information, together with a summary of the recent exploration work and recommendations for future exploration programs at the Ket 28 Property. The Technical Report summarizes the technical information available up to the effective date of November 8, 2021. The Technical Report has been prepared in accordance with National Instrument 43-101, Companion Policy NI 43-101CP and Form 43-101F.

The Ket 28 Property is situated within the Omineca belt of the Quesnellia terrane, which accreted to North America during the mid-Jurassic. The local geology of the Ket 28 Property is dominated by a metasedimentary and metavolcanic sequence of rocks belonging to the Permo-Triassic aged Anarchist Group. These rocks typically include greenstone, chlorite greenschist and argillite. The greenstones are found to be massive, layered or porphyritic, and are mildly to highly foliated. In the area of the Ket 28 Showing, lithologies mainly consist of highly deformed and altered Paleozoic Anarchist Formation volcanic (mafic) and sedimentary rocks, including massive brownish white to pale green quartzite which contains 2-15% sulphides (mainly pyrite). The quartzite is highly fractured and silicified and contains minor serpentinite. Gold mineralization at the Showing is spatially associated with quartz veins and pyrite bearing silicified shear/breccia zones in highly deformed and altered Paleozoic Anarchist Formation mafic volcanic and sedimentary rocks.

Within the Ket 28 Property, and in the vicinity of the Ket 28 Showing, numerous old workings exist including shafts, adits and prospecting pits primarily targeting gold and base metals. The bulk of historical exploration on the Property has consisted of geological mapping, geochemical sampling, geophysical surveying and drilling, completed by Crownex Resources (1989-1990), Gold City Resources and Phoenix Gold Resources (1993-1994), Gold City Resources, Phoenix Gold Resources and Orion International Mining Corp. (1995-1996).

In 1989-1990 Crownex Resources Ltd. identified several target areas of quartz veins, breccia zones and silica replacement in argillite and phyllite lithologies, with anomalous gold values and disseminated pyrite mineralization. A percussion drilling program completed by Gold City Resources in 1993 returned 1.9 g/t Au over 24.39 metre (m) core length from hole 93-1 and 1.4 g/t Au over 12.19 m core length from hole 93-6. In 1994, Phoenix Gold Resources completed three drillholes, returning 52.19 g/t Au over 3.35 m core length from 5.8 m depth and 3.02 g/t Au over 1.2 m core length from 11.9 m depth. Two additional drillholes intersected significant gold, with hole 94RMC1-1C returning several gold bearing horizons including 4.46 g/t Au over 1.8 m core length from 12.5 m depth, 8.67 g/t Au over 0.6 m core length from 18.6 m depth and 2.16 g/t Au over 3.0 m core length from 94.8 m depth.

The Property is located within the "Boundary District", which comprises an area of recent and historical mining that straddles the Canada-US international border and includes the Greenwood area in British Columbia and the Republic area in Washington State. The Boundary District has a long history of exploration and mining activity dating to mid 1800's. The Boundary District, including the Republic and Toroda grabens, is a highly mineralized area that has produced in excess of 6.7 million ounces of gold, 26.8 million ounces of silver and 659 million pounds of copper (Cu) (Dufresne and Banas, 2013). Kinross Gold Corporation's Buckhorn Gold Mine lies 13 km south of the Property along the south margin of the Buckhorn pluton and along strike following the west edge of the Toroda Graben. The Author cautions that the presence of mineralization elsewhere in the Boundary District is not necessarily indicative of potential mineralization or resources that may or may not exist at the Ket 28 Property.

Historical exploration has led to the identification of five zones of mineralization on the Property, including: Ket 28, Rock (Lapin Barite), Dan, Ket27 and the International prospect (situated on the southeastern edge of the Property). The Ket 28 Showing is a northwest trending zone of gold mineralization which has been identified over a strike length of greater than 500 m, a width of approximately 100 m, with multiple near flat lying zones intersected from surface down to a depth of 200 m. The northwestern end of the Ket 28 Showing is also proximal to a major N-S break in the airborne magnetic data and interpreted N-S structure that corresponds to the projected southern extent of the Rock Creek Fault. Mineralization occurs in discontinuous pods of matrix supported, brecciated quartz veins with pyrite along the fault zone. The style of gold mineralization at the Ket 28 Showing has consistently been compared to the skarn mineralization observed at the Buckhorn Mine located 13 km southeast of the claim block; however, mineralization at the Ket 28 Showing appears to be more structurally controlled and has been interpreted as being related to a Tertiary epithermal/hydrothermal system. The Ket 28 Showing occurs at the boundary of a large 2 km x 2 km magnetic anomaly. This large anomaly has not been explained by surface rocks or rocks intersected in drilling programs and is interpreted to be related to a buried magnetic intrusion.

Southeast of the Ket 28 Showing, the Rock (Lapine Barite), Dan and Ket27 showings are found within similar geology as the Ket 28 Showing. The International (L.1877S) prospect located on the southeastern edge of the claim block, is hosted in Carboniferous to Permian Anarchist Group rocks consisting of argillite, quartzite, limestone and greenstone.

Recent exploration work conducted by Grizzly from 2009 to 2020 has included rock, soil and heavy mineral concentrate ("**HMC**") stream sediment sampling, heli-borne and ground geophysical surveying, drilling and a drill core re-sampling program. Highlights of Grizzly's surface exploration work are summarized as follows:

- In 2009, 7 of 84 samples collected throughout the central-northern portion of the claim block near the Ket 28 Showing returned >1 g/t Au to a maximum of 53.2 g/t Au.

- In 2010, one HMC stream sediment sample was collected from a stream on the northern portion of the claim block and yielded one grain of visible gold. A total of 157 rock samples were collected from the eastern half of the claim block in the eastern Ket 28 area and sample 10DCP101 returned 1.69 g/t Au.

- In 2011, soil sampling delineated a weak northwest-southeast trending zone of anomalous gold with five soil samples returning >50 ppb Au to a maximum of 106 ppb Au. Five HMC samples collected in the southeast corner of the claim block in the Ket East area all yielded visible gold grains with the one sample returning 12 grains of visible gold. Additional HMC sampling at the northeast edge of the claim block yielded two samples with 36 and 40 grains of visible gold.

- In 2020, 7 rock samples were collected from outcrops and historical trench workings in the Ket East area and near the eastern Property border. Two samples returned >100 ppb Au with sample 20SLP033 yielding 580 ppb Au, 1.12 ppm Ag and 76.7 ppm arsenic (As) and sample 20SLP035 yielding 110 ppb Au, 0.61 ppm Ag and 41 ppm As.

In 2009, the heli-borne Greenwood Extension geophysical survey identified several electromagnetic ("**EM**") and magnetic features throughout the Property that relate to prospective geological formations and structures. Several ovoid magnetic features were delineated near the Ket 28 Showing and to the east of Ket 28 Showing to Rock Creek. The 2009 HLEM and magnetic surveys at the Ket 28 Showing provided insight into the Ket 28 gold zone, indicating that the mineralization is likely structurally controlled and that it appears to be spatially associated with a northwest trending structure coincident with a magnetic low lineament and a northwest trending distinct to weak HLEM out of phase low, resulting in a best fit calculated conductivity high. Where these two structures overlap, a magnetic low may represent alteration and magnetite destruction. Along the strike of the northwest magnetic feature and northwest of the main Ket 28 mineralized zone the lineament is expressed as a distinct northwest trending, intense EM anomaly. Drilling has confirmed that the anomaly is caused by a highly deformed and sheared graphitic schist and is associated with anomalous gold mineralization. To the southeast of the Ket 28 Showing, the main northwest lineament becomes somewhat diffuse and is interpreted to be offset with apparent left lateral fault movement.

In 2011, an IP survey yielded shallow chargeability anomalies that roughly correspond to conductivity anomalies identified by the HLEM survey. In addition, the IP survey identified a couple of deep chargeability anomalies to the east - northeast of the main Ket 28 gold zone on the north side of the Ket 28 northwest trending structure visible in the magnetic and HLEM data. The second deep IP anomaly is spatially coincident with the edge of the deep airborne magnetic feature.

Grizzly has completed 27 drillholes, totalling 3,719.2 m, at the Property in three separate drill programs from 2009 to 2020. Drilling indicates the presence of wide zones of hydrothermal Au-Ag associated with extensive alteration along a northwest structure. Grizzly's drilling expanded the volume and extent of gold mineralization at surface and to depth at Ket 28, with a strike length of greater than 500 m, a width of approximately 100 m and multiple near flat lying mineralized zones intersected from surface down to a depth of 200 m. Drillholes 09KT01 and 09KT02 drilled beneath the historical Ket 28 Showing, returned 2.77 g/t Au over 11 m core length in 09KT01 and 8.75 g/t Au over 3 m core length with a higher grade zone of 11.90 g/t Au over 2 m in 09KT02. Wider intervals of lower grade mineralization were intersected in holes 09KT03 and 10KT02 with 1.02 g/t Au over 13.5 m core length and 1.19 g/t Au over 10.35 m core length, respectively. In 2020, gold mineralization was intersected in 14 of the 15 holes drilled. Highlights from 2020 drilling include: 1.59 g/t Au over 17.8 m core length at a depth of 43 m including 7.37 g/t Au over 3.08 m in hole 20KT002; 0.77 g/t Au over 31 m core length at a depth of 54.5 m in hole 20KT004, including 1.42 g/t Au over 11.5 m core length at a depth of 61 m; 0.92 g/t Au over 14 m from 27 m including 4.53 g/t Au over 2 m in hole 20KT014; and 0.48 g/t Au over 11.84 m from 20.16 m including 3.6 g/t Au over 1 m from 20.16 m in hole 20KT013.

Based upon the Author's site visit and the recent and historical exploration work discussed in this Technical Report, it is the opinion of the Author that the Ket 28 Property is a property of merit warranting future exploration work. The Author is unaware of any unusual risk factors, other than those normally associated with mineral exploration that might affect future exploration work and potential development of the Property.

Future technical reports that capture new exploration work conducted by the Company should discuss any significant risks and uncertainties that could reasonably be expected to affect the reliability or confidence in the exploration information, mineral resource or mineral reserves estimates, or projected economic outcomes.

Recommendations

Based upon the results of exploration to date, a phased follow up exploration program of work is warranted and recommended for the Ket 28 Property to follow up on geophysical and geochemical anomalies identified in previous exploration programs. Prior to 2021, the Property has been part of much larger land package (Grizzly Discoveries' Consolidated Greenwood Project). As a result, exploration efforts and financial resources in the past have been spread over a large land area and many different showings and targets. Now that the Ket 28 Property has been separated from the larger land package, future exploration efforts will be focussed on the Ket 28 Project area and the land package is now of a manageable size where a Property wide geochemical sampling program may be feasible. Prior to the soil survey, an assessment of the soil horizon development should be completed to determine the suitability for a Property wide soil survey or alternative surface geochemical sampling technique. If development of a soil horizon is negligible or sporadic, or large areas are impacted by agricultural activities, possible consideration should be given to other alternative grid-based surface geochemical sampling techniques such as biogeochemistry, Ion leach, mobile metal ion (MMI), etc. If technically feasible, the entire Property should be covered by initial reconnaissance spaced soil sampling. A recommended line spacing of 200 m is recommended, with soil samples collected at 50 m spacings totalling approximately 2,500 to 3000 samples to cover the entire Property. In addition to the soil geochemical survey, a prospecting/mapping program should be conducted and used to augment the existing geophysical and geochemical datasets in an effort to identify and prioritize other targets on the Property or to establish or extend known mineralized trends.

A detailed interpretation of all geophysical datasets including (Magnetics, EM and IP) is recommended, integrating geological modelling with an objective to produce inversion based 3D geophysical modelling to assist with Property and prospect scale geology and structural interpretation. Resulting Geophysical anomalies should be compiled and prioritized for follow up exploration.

Phase 1 should include a comprehensive interpretation of all geophysical datasets, as well as a portion of the Property wide soil geochemical sampling survey (n=400 samples) with focus on extending the 2011 soil grid near the Ket 28 Showing. In addition, Phase 1 should include a time-domain electromagnetics (TDEM) geophysical loop survey over the Ket 28 Showing and the interpreted underlying intrusion. The estimated cost of the Phase 1 program is CDN$100,000, not including GST.

Phase 2 exploration is dependent on the results of Phase 1 and includes the remainder of the Property scale soil geochemistry survey. Remote sensing comprising LiDAR surveys (light detection and ranging) coupled with photogrammetry using unmanned aerial vehicles (UAVs) is recommended to generate a detailed digital elevation model, detailed orthophotos and to assist with the structural interpretation of the Property. An approximate area of 3 km x 10 km is recommended for the LiDAR survey. Furthermore, the laterally offset structure located to the southeast of the Ket 28 Showing merits follow up exploration, including additional drilling and additional geophysical surveys focused on the large magnetic feature. Prior to any further drilling at the Ket 28 Showing, detailed geological and structural modelling of the drill data should be conducted incorporating a detailed interpretation of geophysical data and including a detailed review of the association of gold mineralization with alteration, veining and lithology. A preliminary recommendation of 1,200 m of diamond drilling is recommended at the Ket 28 Property. The estimated cost of the Phase 2 program is CDN$600,000, not including GST.

Collectively, the proposed Phase 1 and Phase 2 exploration programs have a total estimated cost of CDN$700,000, including contingency funds but not including GST.

Table 13 Proposed budget for the recommended exploration program at the Property.

Phase 1	
Activity Type	**Cost**
Geophysical Database Interpretation	$8,000
Field Program Geochemical Soil Sampling	$37,000
TDEM Loop Geophysical Survey	$50,000
Contingency	$5,000
Phase 1 Activities Subtotal	$100,000

Phase 2			
Activity Type	**Total (m)**	**Estimated Cost per metre**	
Remote Sensing (LiDAR and detailed drone orthophoto of outcrops and structural features			$80,000
Follow Up Ground Geophysical Surveys (Soil, Rock Grab)			$200,000
Additional Geophysical Surveys			$50,000
Diamond Drilling	1,200	$225	$270,000
		Phase 2 Activities Subtotal	$600,000
		Grand Total	$700,000

USE OF PROCEEDS

No Proceeds Raised

No proceeds will be raised pursuant to this Prospectus.

Funds Available

The gross proceeds paid to the Company from the sale of the Special Share Warrants pursuant to the Special Share Warrant Financing and Special Unit Warrant pursuant to the Special Unit Warrant Financing were $591,800. As at December 31, 2021, the Company had estimated working capital of $552,401.

The Company has used, or intends to use, the funds available to the Company as follows:

Use of Available Funds	
Estimated balance of regulatory fees related to the filing of a long form prospectus and listing on the CSE	$11,000
Estimated balance of legal, accounting, geologist and other expenses related to the Technical Report and to the filing of a long form prospectus and listing on the CSE	$98,000
Cash payment pursuant to the Ket 28 Property Option Agreement	$15,000
Phase 1 of the exploration of the Ket 28 Property, as recommended in the Technical Report(1)	$100,000
Estimated general and administrative costs for next 12 months(2)	$120,000
Unallocated working capital	$208,401
TOTAL:	**$552,401**

Notes:

(1) See "*Ket 28 Property*."

(2) Comprised of: (i) management fees ($60,000), (ii) regulatory fees ($16,000), (iii) transfer agent fees ($6,000), (iv) legal and accounting fees ($26,000), (v) office rent ($5,000), (vi) miscellaneous ($7,000).

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives. The actual use of available funds will vary depending on the Company's operating and capital needs from time to time and will be subject to the discretion of the management of the Company. The Company will only redirect the funds to other properties on the basis of a recommendation from a professional engineer or geologist, including a professional engineer or geologist who is a director or officer of the Company. Pending such use, the Company intends to invest the available funds to the extent practicable in short-term, investment grade, interest-bearing deposit accounts and other marketable securities.

The Company has negative cash flow from operating activities and has historically incurred net losses. To the extent that the Company has negative operating cash flows in future periods, it may need to deploy a portion of its existing working capital to fund such negative cash flows. The Company will be required to raise additional funds through the issuance of additional equity securities, through loan financing, or other means, such as through partnerships with other pharmaceutical companies and research and development reimbursements. There is no assurance that additional capital or other types of financing will be available if needed or that these financings will be on terms at least as favourable to the Company as those previously obtained, or at all. See "*Risk Factors*".

Certain COVID-19 related risks could result in delays or additional costs for the Company to achieve its business objectives. The extent to which COVID-19 may impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. While it is difficult to predict the impact of the coronavirus outbreak on the Company's business, measures taken by the Canadian and British Columbia governments and voluntary measures undertaken by the Company with a view to the safety of the Company's employees, may adversely impact the Company's business, for instance by delaying the Company's exploration plans. See "*Risk Factors*".

Business Objectives and Milestones

The recommended work program outlined in the Technical Report calls for expenditures of $100,000 for exploration work on the Ket 28 Property. Management intends to proceed Phase 1 of the recommended work program to assess the viability of the Ket 28 Property. The business objective is to assess the results of the planned work and, if warranted, implement additional work to further explore the Ket 28 Property (subject to available funds). If the Company decides to proceed with Phase 2 of the recommended work program it will require additional funds, and there is no guarantee that it will be able to raise such funds. This work could include additional rock and soil sampling, additional geophysical surveys, and trenching and drilling that would be carried out over a number of years, which would require additional capital or the entering into of a joint venture. The overall objective of the Company is to discover a body of mineralization of sufficient size that leads to economic analysis.

The Board may, in its discretion, approve asset or corporate acquisitions or investments (including acquisitions outside the mining industry) that do not conform to these guidelines based upon the Board's consideration of the qualitative aspects of the subject properties including risk profile, technical upside, mineral resources and reserves and asset quality. Such acquisitions may require shareholder or regulatory approval.

DIVIDENDS OR DISTRIBUTIONS

The Company has not declared or paid any dividends on the Common Shares.

There are no restrictions in the Company's articles or elsewhere, other than customary general solvency requirements, which would prevent the Company from paying dividends. All of the Company's shares will be entitled to an equal share in any dividends declared and paid. It is anticipated that all available funds will be invested to finance the growth of the Company's business and accordingly it is not contemplated that any dividends will be paid on the Company's shares in the immediate or foreseeable future. The directors of the Company will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Company's financial position at the relevant time.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected Financial Information

The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements of the Company for the period from formation on July 7, 2021 to September 30, 2021, and the notes thereto and auditor's report thereon, and should be read in conjunction with such financial statements and the related notes thereto contained in this Prospectus as Schedule A.

	For the period from July 7, 2021 (date of formation) to September 30, 2021 (audited)
Statement of Operations Data	
Total Revenues	Nil
Total Expenses	$36,866
Net Loss	($36,866)
Net Loss per Common Share (basic and diluted)	($0.01)
Balance Sheet Data	
Total Assets	$263,643
Total Liabilities	$18,233
Deficit	($36,866)
Shareholder Equity	$245,410
Weighted Average of Common Shares Outstanding	2,542,056

Management's Discussion and Analysis

The MD&A of the Company for the for the period from the date of formation on July 7, 2021 to September 30, 2021 is included in Schedule B to this Prospectus.

The MD&A for the Company should be read in conjunction with the financial statements and the accompanying notes thereto included in this Prospectus. Certain information contained in the MD&A constitutes forward-looking statements. These statements relate to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward looking statements. See "*Note Regarding Forward-Looking Information*" and "*Risk Factors*".

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The authorized capital of the Company consists of an unlimited number of common shares. As of the date hereof, there are 3,200,000 Common Shares issued and outstanding.

The holders of Common Shares are entitled to dividends, if, as and when declared by the Board, to one vote per Common Share at the meetings of the shareholders of the Company and, upon liquidation, to share equally in such assets of the Company as are distributable to the holders of Common Shares. All Common Shares are fully paid and non-assessable.

Special Unit Warrants

As of the date hereof, the Company has 4,950,000 Special Unit Warrants issued and outstanding. Each Special Unit Warrant entitles the holder thereof to acquire, without payment of any additional consideration, one Unit and will automatically convert on the date that is the earlier of (i) the date that is four months and a day following the issue date of the Special Unit Warrants, and (ii) the third business day after receipt for a final prospectus qualifying the distribution of the Units to be issued upon conversion of the Special Unit Warrants. Each Unit consists of one Common Share and one Warrant. Each Warrant entitles the holder thereof to acquire one Warrant Share at a price of $0.10 per Warrant Share until September 30, 2023.

Special Share Warrants

As of the date hereof, the Company has 3,443,000 Special Share Warrants issued and outstanding. Each Special Share Warrant entitles the holder thereof to acquire, without payment of any additional consideration, one Common Share and will automatically convert on the date that is the earlier of (i) the date that is four months and a day following the issue date of the Special Warrants, and (ii) the third business day after receipt for a final prospectus qualifying the distribution of the Common Shares to be issued upon conversion of the Special Share Warrants.

Holders of Special Unit Warrants and/or Special Share warrants have certain rights of withdrawal and rescission. See *"Purchasers' Statutory Right of Withdrawal and Rescission"* and *"Contractual Right of Rescission."*

CONSOLIDATED CAPITALIZATION

The following table sets forth the share capital of the Company as at the dates below. The table should be read in conjunction with and is qualified in its entirety by the Company's financial statements and notes thereto included in this Prospectus.

Description	Authorized Capital	Outstanding as at September 30, 2021 (audited)	Outstanding as at the date of this Prospectus	Outstanding as at the date of this Prospectus after giving effect to the Special Unit Warrant Exercise and Special Share Warrant Exercise
Common Shares	Unlimited	3,200,000	3,200,000	11,593,000

Fully Diluted Share Capital

The following table sets forth the anticipated fully diluted share capital of the Company:

	Number of Securities as at the date of this Prospectus	% of total issued and outstanding
Common Shares outstanding at the date of this Prospectus	3,200,000	27.13%
Common Shares to be issued upon deemed exercise of Special Share Warrants	3,443,000	29.20%
Common Shares to be issued upon deemed exercise of Special Unit Warrants	4,950,000	41.97%

	Number of Securities as at the date of this Prospectus	% of total issued and outstanding
Common Shares to be issued to Grizzly on the Listing Date pursuant to the Ket 28 Property Option Agreement	200,000	1.70%
Total Resulting Issuer Common Shares (non-diluted)	**11,793,000**	**100%**
Common Shares issuable upon exercise of Options	800,000	4.53%(1)
Common Shares issuable upon exercise of Warrants	4,950,000	28.02%(1)
Common Shares issuable upon exercise of Finder's Warrants	120,000	0.68%(1)
Total Common Shares reserved for issuance	**5,870,000**	**33.23%**(1)
Fully Diluted Securities	**17,663,000**	

Notes:
(1) Calculated on a fully-diluted basis.

OPTIONS TO PURCHASE SECURITIES

On July 22, 2021, the Board of Directors adopted a stock option plan (the "**Option Plan**") under which Options may be granted to the Company's directors, officers, employees and consultants. See *"Executive Compensation"*

Terms of the Plan

The full text of the Option Plan will be available upon written request made directly to the Company at its registered office located at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7, Attention: Chief Financial Officer.

Administration

The Option Plan shall be administered by the Board, a special committee of the Board (the "**Committee**") or by an administrator appointed by the Board or the Committee (the "**Administrator**") either of which will have full and final authority with respect to the granting of all Options thereunder. Options may be granted under the Option Plan to such directors, officers, employees or consultants of the Company, as the Board, the Committee or the Administrator may from time to time designate.

Number of Common Shares Reserved

Subject to adjustment as provided for in the Option Plan, the aggregate number of Common Shares which will be available for purchase pursuant to Options granted under to the Option Plan will not exceed 10% of the number of Common Shares which are issued and outstanding on the particular date of grant. If any Option expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of such expired or terminated Option shall again be available for the purposes of granting Options pursuant to the Option Plan.

Exercise Price

The exercise price at which an Option holder may purchase a Common Share upon the exercise of an Option shall be determined by the Board, the Committee or the Administrator, as applicable, and shall be set out in the Option certificate (an "**Option Certificate**") issued in respect of the Option. The exercise price shall not be less than the price determined in accordance with CSE policies while, and if, the Company's Common Shares are listed on the CSE.

Maximum Term of Options

The term of any Option granted under the Option Plan (the "**Term**") shall be determined by the Board, the Committee or the Administrator, as applicable, at the time the Option is granted but, subject to earlier termination in the event of termination, or in the event of death or disability of the Option holder. In the event of death or disability, the Option shall expire on the earlier of the date which is one year following the date of disability or death and the applicable expiry date of the Option. Options granted under the Option Plan are not to be transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession. The Option Plan does not establish a maximum term for Options granted under the Option Plan.

Termination

Subject to such other terms or conditions that may be attached to Options granted under the Option Plan, an Option holder may exercise a Option in whole or in part at any time and from time to time during the Term. Any Option or part thereof not exercised within the Term shall terminate and become null, void and of no effect as of the date of expiry of the Option. The expiry date of an Option shall be the date so fixed by the Board, the Committee or the Administrator, as applicable, at the time the Option is granted as set out in the Option Certificate or, if no such date is set out in for the Option Certificate the applicable circumstances, the date established, if applicable, in paragraphs (a) or (b) below or in the event of death or disability (as discussed above under "*Maximum Term of Options*") or in the event of certain triggering events occurring, as provided for under the Option Plan:

(e) *Ceasing to Hold Office* – In the event that the Option holder holds his or her Option as an executive and such Option holder ceases to hold such position other than by reason of death or disability, the expiry date of the Option shall be, unless otherwise determined by the Board, the Committee or the Administrator, as applicable, and expressly provided for in the Option Certificate, the 180th day following the date the Option holder ceases to hold such position unless the Option holder ceases to hold such position as a result of:

  (i) ceasing to meet the qualifications set forth in the corporate legislation applicable to the Company;

  (ii) a special resolution having been passed by the shareholders of the Company removing the Option holder as a director of the Company or any subsidiary; or

  (iii) an order made by any regulatory authority having jurisdiction to so order;

in which case the expiry date shall be the date the Option holder ceases to hold such position; or

(f) *Ceasing to be Employed or Engaged* - In the event that the Option holder holds his or her Option as an employee or consultant and such Option holder ceases to hold such position other than by reason of death or disability, the expiry date of the Option shall be, unless otherwise determined by the Board, the Committee or the Administrator, as applicable, and expressly provided for in the Option Certificate, the 180th day following the date the Option holder ceases to hold such position, unless the Option holder ceases to hold such position as a result of:

  (i) termination for cause;

  (ii) resigning or terminating his or her position; or

  (iii) an order made by any regulatory authority having jurisdiction to so order;

in which case the expiry date shall be the date the Option holder ceases to hold such position.

In the event that the Option holder ceases to hold the position of executive, employee or consultant for which the Option was originally granted, but comes to hold a different position as an executive, employee or consultant prior to the expiry of the Option, the Committee, the Board or the Administrator, as applicable, may, in its sole discretion, choose to permit the Option to stay in place for that Option holder with such Option then to be treated as being held by that Option holder in his or her new position and such will not be considered to be an amendment to the Option in question requiring the consent of the Option Holder. Notwithstanding anything else contained in the Option Plan, in no case will an Option be exercisable later than the expiry date of the Option.

The following table summarizes the allocation of the Options granted by the Company up to the date of this Prospectus:

Optionee	Number of Options	Exercise Price	Expiry Date
All executive officers and past executive officers as a group(1)	500,000	$0.10	July 22, 2026
All directors and past directors as a group(2)	300,000	$0.10	July 22, 2026 (150,000) September 14, 2026 (150,000)
Consultants as a group	N/A	N/A	N/A
Employees as a group	N/A	N/A	N/A
Total:	**800,000**		

Notes:

(1) This information applies to two executive officers of the Company, both of which are also directors of the Company.

(2) This information applies to two directors of the Company. Directors who are also executive officers are excluded from this figure.

PRIOR SALES

The following table summarizes the sale of securities of the Company in the 12 months prior to the date of this Prospectus:

Date	Number and Type of Securities	Issue Price or Exercise Price Per Security	Aggregate Issue Price or Exercise Price
July 7, 2021	3,200,000 Common Shares	Issued pursuant to the Amalgamation. See "*Corporate Structure*" – "*Amalgamation.*"	
September 28, 2021	4,950,000 Special Unit Warrants(1)	$0.05	$247,500
October 21, 2021	1,955,000 Special Share Warrants(2)	$0.10	$195,500
October 21, 2021	60,000 Finder's Warrants(3)	$0.10	$6,000
October 27, 2021	1,488,000 Special Share Warrants(2)	$0.10	$148,800
October 27, 2021	60,000 Finder's Warrants(3)	$0.10	$6,000

Notes:

(1) Each Special Unit Warrant entitles the holder thereof to acquire, without payment of any additional consideration, one Unit and will automatically convert on the date that is the earlier of (i) the date that is four months and a day following the issue date of the Special Unit Warrants, and (ii) the third business day after receipt for a final prospectus qualifying the distribution of the Units to be issued upon conversion of the Special Unit Warrants. Each Unit consists of one Common Share and one Warrant. Each Warrant entitles the holder thereof to acquire one Warrant Share at a price of $0.10 per Warrant Share until September 30, 2023.

(2) Each Special Share Warrant entitles the holder thereof to acquire, without payment of any additional consideration, one Common Share and will automatically convert on the date that is the earlier of (i) the date that is four months and a day

following the issue date of the Special Share Warrants, and (ii) the third business day after receipt for a final prospectus qualifying the distribution of the Common Shares to be issued upon conversion of the Special Share Warrants.

(3) Each Finder's Warrant entitles the holder thereof to acquire one Finder's Warrant Share an exercise price of $0.10 per Finder's Warrant Share until September 30, 2023.

ESCROWED SECURITIES AND RESALE RESTRICTIONS

Escrowed Securities

Following completion of the Listing, 2,450,000 Common Shares are expected to be held in escrow (the "**Escrow Securities**").

The Escrow Securities are held in escrow pursuant to an escrow agreement entered into among the Company, the Transfer Agent and certain shareholders pursuant to which the Escrow Securities will be held in escrow (the "**Escrow Agreement**"). The Escrow Securities are held in escrow as required by CSE policy on completion of the listing of the Common Shares on the CSE.

The Escrow Securities are expected to be subject to the release schedule set out in the form of escrow required by Policy 2 – *Qualifications for Listing of the CSE*. Ten (10%) percent of the Escrow Securities are expected to be released upon the date of listing on the CSE and an additional 15% are expected to be released every 6 months thereafter until all Escrow Securities have been released (36 months following the date of listing on the CSE).

Name	Designation of Class	Number of securities held in escrow	Percentage of class as at the date of this Prospectus	Percentage of class after giving effect to the Special Unit Warrant Exercise and Special Share Warrant Exercise
Howard Milne	Common Shares	625,000	19.5%	5.3%
Steve Mathiesen	Common Shares	1,625,000(1)	19.5%	13.8%
James Place	Common Shares	200,000	6.3%	1.7%
Total	**2,450,000 Common shares**			

Notes:

(1) Includes the 1,000,000 Common Shares Steve Mathiesen will receive on the deemed exercise of the 1,000,000 Special Unit Warrants, which 1,000,000 Common Shares will also be subject to escrow.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and senior officers of the Company as of the date hereof, the following are the only persons that beneficially own, directly or indirectly, or exercise control or direction over voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Company:

Name	Type of Ownership	Number of Common Shares Owned, Controlled or Directed	Percentage of Common Shares as at the date of this Prospectus	Percentage of Common Shares after giving effect to the Special Unit Warrant Exercise and Special Share Warrant Exercise

Steve Mathiesen	Registered/Beneficial	1,625,000[(1)]	19.5%	13.8%
Howard Milne	Registered/Beneficial	625,000	19.5%	5.3%

Notes:

(1) Includes the 1,000,000 Common Shares Steve Mathiesen will receive on the deemed exercise of the 1,000,000 Special Unit Warrants, which 1,000,000 Common Shares will also be subject to escrow.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Address, and Security Holdings

The following table sets out the names, provinces or states of residence, age, positions, principal occupations, and the number and percentage of Common Shares that are beneficially owned or controlled by each of the Company's directors and executive officers.

Name and Province and Country of Residence	Position(s)	Date Appointed	Principal Occupation For Past Five Years	Number and Percentage of Common Shares held after giving effect to the Special Unit Warrant Exercise and Special Share Warrant Exercise	Number and Percentage of Options held as of the date of this Prospectus
Howard Milne *British Columbia, Canada*	Chief Executive Officer, President, and Director	June 16, 2021	Principal, HDM Capital Inc., a private management company. Vice President Business Development of Edison Cobalt Corp. from December 2016 to September 2019; formerly President of Edison from November 2014 to January 2017; CEO and a director of Freeman Gold Corp. from October 2018 to May 2020; CEO and a director of Baden Resources Inc. from January 2020 to present.	625,000 Common Shares (5.3%)	250,000 Options (31.25%)

Name and Province and Country of Residence	Position(s)	Date Appointed	Principal Occupation For Past Five Years	Number and Percentage of Common Shares held after giving effect to the Special Unit Warrant Exercise and Special Share Warrant Exercise	Number and Percentage of Options held as of the date of this Prospectus
Steve Mathiesen[(1)] *British Columbia, Canada*	Chief Financial Officer, Corporate Secretary, and Director	June 16, 2021	President of Sash Management Ltd, a private consulting company, since Jan 2012, which provides the services of Mr. Mathiesen as a director, secretary or consultant to primarily private companies, including a mortgage funds group, a software consulting company, and a holding company; officer to August 2018 and a director to November 2018 of RockBridge Resources Inc.; Director of Lotus Ventures Inc. from November 2014 to March 2019; CFO and a director of Freeman Gold Corp. from October 2018 to June 2020; CFO and director of Baden Resources Inc. from January 2020 to present.	1,625,000 Common Shares (13.8%)	250,000 Options (31.25%)

Name and Province and Country of Residence	Position(s)	Date Appointed	Principal Occupation For Past Five Years	Number and Percentage of Common Shares held after giving effect to the Special Unit Warrant Exercise and Special Share Warrant Exercise	Number and Percentage of Options held as of the date of this Prospectus
James Place[(1)] *Director* *British Columbia, Canada*	Director	June 16, 2021	Professional Geoscientist. Owner/ Consultant, Geomorph Consulting 2001 to present; Director, President and CEO, Highbank Resources Ltd. since April, 2013; Chief Geologist, ECL Environmental Solutions, 2011-2013. From February 2018, President and CEO to November 2019 and a director of Belmont Resources Inc. to present; director of Freeman Gold Corp. from October 2018 to April 2020; director of Baden Resources Inc. from January 2020 to present.	200,000 Common Shares (1.7%)	150,000 Options (18.75%)
Emily Sewell[(1)] *British Columbia, Canada*	Director	September 14, 2021	VP, Finance and Development of a clothing design and manufacturing company, May 2021 to present; Associate at RBC Dominion Securities, August 2017 to May 2018 and Associate at RBC Global Asset Management from May 2018 to May 2021; CFO and a director of Musk Metals Corp from August 2021 to present	Nil	150,000 Options (18.75%)

Notes:
(1) Denotes member of the Audit Committee.

Directors and Officers – Biographies

The following biographies provide information in respect of the directors and officers of the Company.

Howard Milne (80) - Chief Executive Officer, President and Director

Howard D. Milne is a strategist in the area of sales and marketing and possesses experience in the development of private and public companies. Mr. Milne has held various corporate roles including CEO and Vice President, as has a background in investor relations acting for various listed companies.

Mr. Milne played a role in the launch of Victory Ventures Inc., which became Edison Cobalt Corp. and is now Edison Battery Metals Corp, on the TSX Venture Exchange and was the Vice President of Business Development to September 2019. Mr. Milne was CEO and a director of Freeman Gold Corp., listed on the CSE, from October 2018 to May 2020, and is the CEO, President and a director of Baden Resources Inc., listed on the CSE, from January 2020 to present.

Mr. Milne will be working part-time for the Company and anticipates devoting approximately 30% of his working time to the Company. Mr. Milne is an independent contractor of the Company. Mr. Milne has not entered into a non-competition or non-disclosure agreement with the Company.

Steve Mathiesen (72) - Chief Financial Officer, Corporate Secretary and Director

Steve Mathiesen was a corporate and securities lawyer for more than 30 years and is now a corporate director. Until 2011, he was a partner at the national law firm, McMillan LLP. He is currently on the board of or consultant to several private companies, and is the CFO and since January 2020 is a director and the CFO of Baden Resources Inc. listed on the CSE. He holds the ICD.D designation from the Institute of Corporate Directors and is a non-practicing member of the Law Society of B.C.

Mr. Mathiesen will be working part-time for the Company and anticipates devoting approximately 15% of his working time to the Company. Mr. Mathiesen, through his consulting company Sash Management Ltd., offers his services to the Company as an independent contractor. Mr. Mathiesen has not entered into a non-competition or non-disclosure agreement with the Company.

James Place (60) - Director

Mr. Place is a professional geoscientist (registered in B.C.) with more than 30 years of experience in the aggregate, heavy construction, and engineering fields. He has worked on all phases of mineral projects from exploration and permitting through to testing, development, marketing, production and reclamation; primarily in Western North America.

Mr. Place has held positions with public companies (Belmont Resources Inc., Highbank Resources Ltd., and Edison Cobalt Corp.), government, engineering companies, and environmental consulting companies. Included are the B.C. Ministry of Transportation; Levelton Consultants Ltd. of Richmond, B.C.; Uplands Resources Inc. –Vice President Exploration and Quality Control; and ECL Environment Solutions as Senior Geologist.

Mr. Place received a Bachelor of Science degree in Physical Geography from the University of Victoria (B.C.) in 1983. Mr. Place has been a registered professional geoscientist with the Association of Professional Engineers and Geoscientists of British Columbia since 1992.

Mr. Place will be working part-time for the Company and anticipates devoting approximately 5% of his working time to the Company. Mr. Place is an independent contractor and has not entered into a non-competition or non-disclosure agreement with the Company.

Emily Sewell (26) - Director

Emily Sewell is the VP, Finance and Development of a clothing design and manufacturing company, May 2021 to present. She was an associate at RBC Dominion Securities from August 2017 to May 2018 and then an associate at RBC Global Asset Management from May 2018 to May 2021. Ms. Sewell is the CFO and a director of Musk Metals Corp from August 2021 to present.

Ms. Sewell holds a Bachelor of Commerce from UBC's Sauder School of Business with a major in finance.

Ms. Sewell will be working part-time for the Company and anticipates devoting approximately 5% of her working time to the Company. She is an independent contractor and has not entered into a non-competition or non-disclosure agreement with the Company.

Share Ownership by Directors and Officers

As of the date of this Prospectus, all directors, officers, and promoters of the Company, as a group, directly or indirectly beneficially own 1,450,000 Common Shares, representing approximately 45.31% of the issued and outstanding Common Shares on an undiluted basis. As of the Listing Date, all directors, officers, and promoters of the Company, as a group, will directly or indirectly beneficially own 4,250,000 Common Shares on a fully-diluted basis, representing approximately 24.06% of the issued and outstanding Common Shares on a fully-diluted basis.

Corporate Cease Trade Orders

Other than as disclosed below, no existing or proposed director, executive officer, or promoter of the Company is, as at the date of this Prospectus, or was within 10 years before the date of this Prospectus, a director, chief executive officer, chief financial officer, or promoter of any company that:

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

(b) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person as acting in the capacity as director, chief executive officer or chief financial officer.

James Place, a director of the Company was a director of Nomad Ventures Inc. ("**Nomad**"), a TSX Venture Exchange Issuer, at the time that Nomad was subject to a cease trade order from July 5, 2016 to August 16, 2016 for failure to file annual audited financial statements for the year ended February 29, 2016 and management's discussion and analysis for the period ended February 29, 2016. The cease trade order was revoked by the British Columbia Securities Commission on August 16, 2016.

Bankruptcies

No existing or proposed director, executive officer, or promoter of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

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

(b) has, within the 10 years before the date of the Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Penalties or Sanctions

No existing or proposed director, executive officer, or promoter of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

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

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Company also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies provided under British Columbia corporate law. Directors who are in a position of conflict will abstain from voting on any matters relating to the conflicting company.

EXECUTIVE COMPENSATION

Prior to obtaining a receipt for this Prospectus from securities regulatory authority in British Columbia, the Company was not a reporting issuer in any jurisdiction. As a result, certain information required by Form 51-102F6 – *Statement of Executive Compensation* ("**Form 51-102F6**") has been omitted pursuant to Section 1.3(8) of Form 51-102F6.

Compensation of Named Executive Officers

Securities legislation requires the disclosure of the compensation received by each Named Executive Officer of the Company. "Named Executive Officer" is defined by securities legislation to mean: (i) the CEO; (ii) the CFO; (iii) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually more than $150,000 for that financial year; and (iv) each individual who would be a "Named Executive Officer" under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in similar capacity, at the end of the most recently completed financial year. The Company has the following Named Executive Officers (collectively, the "**Named Executive Officers**" or "**NEOs**"):

- Howard Milne, President and Chief Executive Officer; and
- Steve Mathiesen, Chief Financial Officer and Corporate Secretary.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The Company was not a reporting issuer at any time during its most recently completed financial year. Accordingly, the following table sets forth information with respect to the anticipated compensation of each NEO and directors of the Company for the 12-month period subsequent to becoming a reporting issuer:

Table of Executive Compensation, Excluding Compensation Securities							
Name and Principal Position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total Compensation ($)**
Howard Milne, Chief Executive Officer, President, and Director(1)	2021	$30,000	n/a	n/a	n/a	n/a	$30,000
Steve Mathiesen, Chief Financial Officer, Corporate Secretary and Director(2)	2021	$30,000	n/a	n/a	n/a	n/a	$30,000
James Place Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
Emily Sewell Director	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) During the financial year end, Mr. Milne, through his wholly-owned consulting company HDM Capital Inc., entered into a consulting agreement with the Company dated as of July 13, 2021, which is intended to be effective upon the listing of the Common Shares on the CSE. See "*Executive Compensation*".

(2) During the financial year end, Mr. Mathiesen, through his wholly-owned consulting company Sash Management Ltd., entered into a consulting agreement with the Company dated as of July 13, 2021, which is intended to be effective upon the listing of the Common Shares on the CSE. See "*Executive Compensation*".

The anticipated compensation set out above is based on current conditions in the junior mining industry and on the associated approximate allocation of time for each Named Executive Officer and director and is subject to adjustments based on changing market conditions and corresponding changes to required time commitments. Following the listing of the Common Shares on the Exchange, the Company will review its compensation policies and may adjust them if warranted by factors such as market conditions.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to the Company's NEOs and directors for the period from formation on July 7, 2021 to September 30, 2021:

Compensation Securities							
Name and Position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, & percentage of class[(1)]**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry Date**
Howard Milne CEO, President and director	Options	250,000 (31.25%)	July 22, 2021	$0.10	N/A	N/A	July 22, 2026
Steve Mathiesen CFO, Corporate Secretary, and director	Options	250,000 (31.25%)	July 22, 2021	$0.10	N/A	N/A	July 22, 2026
James Place Director	Options	150,000 (18.75%)	July 22, 2021	$0.10	N/A	N/A	July 22, 2026
Emily Sewell Director	Options	150,000 (18.75%)	September 14, 2021	$0.10	N/A	N/A	September 14, 2026

Stock Option Plans and Other Incentive Plans

See “*Options to Purchase Securities*” for a summary of the Option Plan.

Employment, Consulting and Management Agreements

Mr. Milne entered into a management agreement with the Company dated as of July 13, 2021 (the “**Milne Management Agreement**”) (intended to be effective upon the listing of the Common Shares on the CSE), through his wholly-owned consulting company, HDM Capital Inc. Pursuant to the Milne Management Agreement, Mr. Milne has agreed to provide his services as Chief Executive Officer at a remuneration of $2,500 per month commencing on the date the Company’s Common Shares are listed on the CSE, with an allowance of $100 per month to cover all telecommunications, Internet, and related expenses. Mr. Milne is also entitled to participate in the Company’s Option Plan and any options granted to Mr. Milne shall have a 180-day tail period in the event Mr. Milne ceases to be engaged by the Company. The Milne Management Agreement may be terminated by Mr. Milne at any time or by the Company at any time after the Common Shares have been listed on the CSE for six months, upon 60 days’ written notice.

Mr. Mathiesen entered into a management agreement with the Company dated as of July 13, 2021(the “**Mathiesen Management Agreement**”) (intended to be effective upon the listing of the Common Shares on the CSE), through his consulting company Sash Management Ltd. Pursuant to the Mathiesen Management Agreement, Mr. Mathiesen has agreed to provide his services as Chief Financial Officer and Corporate Secretary at a remuneration of $2,500 per month commencing on the date the Common Shares are listed on the CSE, with an allowance of $100 per month to cover all telecommunications, Internet, and related expenses. Mr. Mathiesen is also entitled to participate in the Company’s Option Plan and any Options granted to Mr. Mathiesen shall have a 180-day tail period in the event Mr. Mathiesen ceases to be engaged by the Company. The Mathiesen Management Agreement may be terminated by Mr. Mathiesen at any time or by the Company at any time after the Common Shares have been listed on the CSE for six months, upon 60 days’ written notice.

Oversight and Description of Director and Named Executive Officer Compensation

The Company does not have a compensation program other than paying consulting fees and incentive bonuses. The compensation of the executive officers is determined by the Board, based in part on recommendations from the Chief Executive Officer. The Board recognizes the need to provide a compensation package that will attract and retain qualified and experienced executives, as well as align the compensation level of each executive to that executive’s level of responsibility. The objectives of the Company’s compensation policies and practices are:

- to reward individual contributions in light of the Company’s performance;

- to be competitive with the companies with whom the Company competes for talent;
- to align the interests of the executives with the interests of the shareholders; and
- to attract and retain executives who could help the Company achieve its objectives.

The objectives of management fees are to recognize market pay and acknowledge the competencies and skills of individuals. The rate established for each executive officer is intended to reflect each individual's responsibilities, experience, prior performance and other discretionary factors deemed relevant by any compensation committee that may be formed in future. In deciding on the management fee portion of the compensation of the executive officers, major consideration is given to the fact that the Company is an early stage exploration company and does not generate any material revenue and must rely exclusively on funds raised from equity financings. In the future, the objectives of incentive bonuses in the form of cash payments will be designed to add a variable component of compensation, based on corporate and individual performances for executive officers and employees. The objectives of the stock option will be to reward achievement of long-term financial and operating performance and focus on key activities and achievements critical to the ongoing success of the Company. The Company has no other forms of compensation, other than payments made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Company, to the best of its ability, at competitive industry rates for work of a similar nature by reputable arm's length service providers. Actual compensation will vary based on the performance of the executives relative to the achievement of goals and the price of the Company's securities, as well as the financial condition of the Company.

The Board evaluates individual executive performance with the goal of setting compensation at levels that it believes is comparable with executives in other companies of similar size and stage of development operating in the same industry. In connection with setting appropriate levels of compensation, members of the Board base their decisions on their general business and industry knowledge and experience and publicly available information of comparable companies while also taking into account the Company's relative performance and strategic goals. In determining the level of compensation payable to the Company's Chief Executive Officer, the Board will consider the following benchmark companies: Blue Lagoon Resources Inc. (CSE: BLLG); Core Assets Corp. (CSE: CC); Edgemont Gold Corp. (CSE: EDGM); and Goldblock Capital Inc. (CSE: GBLK).

In the course of its deliberations, the Board considered the implications of the risks associated with adopting the compensation practices currently in place. The Board does not believe that its current compensation practices create a material risk that the NEOs or any employee would be encouraged to take inappropriate or excessive risks, and no such risks have been detected to date. The Board will continue to include this consideration in its deliberations and believes that it would detect actions of management and employees of the Company that constitute or would lead to inappropriate or excessive risks.

Pension Plan Benefits

The Company does not have a pension plan or provide any benefits following or in connection with retirement.

Termination and Change of Control Benefits

The Company does not have any plan or arrangement with respect to compensation to its executive officers which would result from the resignation, retirement or any other termination of employment of the executive officers' employment with the Company or from a change of control of the Company or a change in the executive officers' responsibilities following a change in control.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee, former director, former executive officer or former employee of the Company is or has within thirty (30) days before the date of this Prospectus been indebted to the Company or another entity whose indebtedness is the subject of a guarantee, support agreement, letter of credit or similar agreement provided by the Company, except for routine indebtedness.

AUDIT COMMITTEE

Audit Committee

The Company's Audit Committee is composed of the following members:

	Independent/Not Independent[(1)]	**Financially Literate[(2)]**
Steve Mathiesen	Not Independent[(3)]	Yes
Emily Sewell	Independent	Yes
James Place, Chair	Independent	Yes

Notes:

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

(2) A member is financially literate if such member has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issued that can reasonably be expected to be raised by the Company's financial statements.

(3) Steve Mathiesen is not independent because he is the Chief Financial Officer and Corporate Secretary of the Company.

Audit Committee

The full text of the Audit Committee's charter is attached as Schedule "C" to this Prospectus.

Mandate and Responsibilities of the Audit Committee

The Audit Committee's mandate and responsibilities include: (i) reviewing and recommending for approval to the Board the financial statements, accounting policies that affect the statements, annual MD&A and associated press releases; (ii) being satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assessing those procedures; (iii) establishing and maintaining complaint procedures regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; (iv) overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing such other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting; (v) pre-approving all non-audit services to be provided to the Company or its subsidiary entities by the external auditor; (vi) reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company; and (vii) reviewing and approving the Company's hiring policies regarding partners, employees, and former partners and employees of the present and former external auditor of the Company.

The Audit Committee is to meet at least quarterly to review financial statements and MD&A and to meet with the Company's external auditors at least once a year.

Relevant Education and Experience

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

(a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

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

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

For a summary of the experience and education of the Audit Committee members, see *“Directors and Executive Officers.”*

Reliance on Certain Exemptions

At no time since the Company’s formation has it relied on the exemption in section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Company has not adopted specific pre-approval policies and procedures for the Audit Committee.

External Auditor Service Fees

The following table discloses the fees billed to the Company by its external auditor for the period from formation on July 7, 2021 to September 30, 2021:

Financial Year Ended	Audit Fees(1)	Audited Related Fees(2)	Tax Fees(3)	All Other Fees(4)
September 30, 2021	$8,000	Nil	Nil	Nil

Notes:

1. “Audit Fees” includes fees necessary to perform the annual audit of the Company’s financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
2. “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
3. “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
4. “All Other Fees” include review of the Prospectus and all other non-audit services.

CORPORATE GOVERNANCE

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

Board of Directors

The Company’s Board is composed of four (4) directors.

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the opinion of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its exercise of independent judgment in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Board requires management to provide complete and accurate information with respect to the Company's activities and to provide relevant information concerning the mineral exploration industry in order to identify and manage risks.The Board responsible for monitoring the Company's senior officers, who in turn are responsible for the maintenance of internal controls and management information systems.

The independent members of the Board of Directors are James Place and Emily Sewell. The non-independent member of the Board of Directors are Howard Milne and Steve Mathiesen.

Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

Directorships

The directors of the Company currently hold directorships with other reporting issuers. The following table sets forth information for each director of the Company who is, or within the five years prior to the date of this Prospectus, has been a director or officer of any other reporting issuer:

Name of Director	Name and Jurisdiction of Reporting Issuer	Exchange	Position Held	Start Date	End Date
Howard Milne	Baden Resources Inc. (British Columbia)	Canadian Securities Exchange	Chief Executive Officer and Director	January 2020	Present
	Freeman Gold Corp. (British Columbia)	Canadian Securities Exchange	President and Director	October 2018	May 2020
	Edison Cobalt Corp. (British Columbia)	TSX Venture Exchange	Vice President and Director	January 2009	June 2019
Steve Mathiesen	RockBridge Resources Inc. (British Columbia)	TSX Venture Exchange	President and Chief Executive Officer	May 2013	August 2018
			Director and Corporate Secretary	November 2007	November 2018
	Lotus Ventures Inc. (British Columbia)	Canadian Securities Exchange	Director	November 2014	March 2019
	Freeman Gold Corp. (British Columbia)	Canadian Securities Exchange	Chief Financial Officer, Secretary, and Director	October 2018	June 2020
	Baden Resources Inc. (British Columbia)	Canadian Securities Exchange	Chief Financial Officer, Secretary, and Director	January 2020	Present

Name of Director	Name and Jurisdiction of Reporting Issuer	Exchange	Position Held	Start Date	End Date
James Place	Baden Resources Inc. (British Columbia)	Canadian Securities Exchange	Director	May 2021	Present
	Belmont Resources Inc. (British Columbia)	TSX Venture Exchange	President and Chief Executive Officer	February 2018	November 2019
			Director	February 2018	Present
	Highbank Resources Ltd. (British Columbia)	TSX Venture Exchange	President and Chief Executive Officer	November 2015	Present
			Director	April 2013	Present
	Edison Cobalt Corp. (British Columbia)	TSX Venture Exchange	Director	June 2016	May 2019
	Bankers Cobalt Corp. (British Columbia)	TSX Venture Exchange	Director	August 2014	October 2017
	Freeman Gold Corp. (British Columbia)	Canadian Securities Exchange	Director	October 2018	April 2020
	79 Resources Ltd.	Canadian Securities Exchange	Director	August 2020	May 2021
	Rockland Resources Ltd	Canadian Securities Exchange	Director	February 2021	May 2021
Emily Sewell	Musk Metals Corp. (British Columbia)	Canadian Securities Exchange	Chief Financial Officer and Director	August 2021	Present

Orientation and Continuing Education

The Board has not adopted formal policies respecting continuing education for Board members. Board members are encouraged to communicate with management, legal counsel, auditors and consultants of the Company, to keep themselves current with industry trends and developments and changes in legislation with management's assistance, and to attend related industry seminars and visit the Company's operations. Board members will have full access to the Company's records. It is not anticipated that the board of the Company will adopt formal guidelines in the 12 months following Listing.

Ethical Business Conduct

The Board has not adopted formal guidelines to encourage and promote a culture of ethical business conduct but does promote ethical business conduct by nominating board members it considers ethical, by avoiding or minimizing conflicts of interest and by having a sufficient number of its board members independent of corporate matters. It is not anticipated that the board of the Company will adopt formal guidelines in the 12 months following Listing.

The Board has found that the fiduciary duties placed on individual directors by governing corporate legislation and the common law, and the restrictions placed by the BCBCA, on an individual director's participation in decisions of the Board in which the director has an interest, have helped to ensure that the Board operates independently of management and in the best interests of the Company.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of a company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, if a director of a company also serves as a director or officer of another company engaged in similar business activities to the first company, that director must comply with the conflict of interest provisions of the BCBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors that evoke such a conflict.

Nomination of Directors

The Company will not have a stand-alone nomination committee. The full Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the industry are consulted for possible candidates. It is not anticipated that the nomination committee of the Company will adopt a formal process to determine new nominees in the 12 months following Listing.

Compensation

The Board will conduct reviews with regard to directors' and officers' compensation at least once a year. For information regarding the steps taken to determine compensation for the directors and the executive officers, see "*Executive Compensation.*"

Committees

The Board has no other committees other than the Audit Committee. It is not anticipated that the Board of the Company will establish any committee other than its Audit Committee in the 12 months following Listing.

Assessments

The Board and each individual director are regularly assessed regarding their effectiveness and contribution. The assessment considers and takes into account: (1) in the case of the Board, its mandate; and (2) in the case of an individual director, the applicable position description(s), if any, as well as the competencies and skills each individual director is expected to possess.

PLAN OF DISTRIBUTION

This Prospectus qualifies the distribution of (i) 4,950,000 Units, each consisting of one Common Share and one Warrant, issuable upon the deemed exercise of 4,950,000 previously issued Special Unit Warrants, and (ii) 3,443,000 Common Shares issuable upon the deemed exercise of 3,443,000 Special Share Warrants.

Concurrently with the filing of this Prospectus, the Company intends to apply to the CSE for the listing of the Common Shares. Listing is subject to the Company fulfilling all the requirements of the CSE, including meeting all minimum listing requirements. The Common Shares have not been listed or quoted on any stock exchange or market.

The Company issued an aggregate of 4,950,000 Special Unit Warrants on September 28, 2021 at an issue price of $0.05 per Special Unit Warrant for aggregate gross proceeds of $247,500. Each Special Unit Warrant entitles the holder thereof to acquire, without payment of any additional consideration, one Unit and will automatically convert on the date that is the earlier of (i) the date that is four months and a day following the issue date of the Special Unit Warrants, and (ii) the third business day after receipt for a final prospectus qualifying the distribution of the Units to be issued upon conversion of the Special Unit Warrants. Each Unit consists of one Common Share and one Warrant. Each Warrant entitles the holder thereof to acquire one Warrant Share at a price of $0.10 per Warrant Share until September 30, 2023. The proceeds raised by the Company from the Special Unit Warrant Financing were immediately available to the Company and not subject to any escrow conditions.

The Company issued an aggregate of 3,443,000 Special Share Warrants at an issue price of $0.10 per Special Share Warrant for aggregate gross proceeds of $344,300. The Company issued 1,955,000 Special Share Warrants on October 21, 2021 and the remaining 1,488,000 Special Share Warrants on October 27, 2021. Each Special Share Warrant entitles the holder thereof to acquire, without payment of any additional consideration, one Common Share and will automatically convert on the date that is the earlier of (i) the date that is four months and a day following the issue date of the Special Warrants, and (ii) the third business day after receipt for a final prospectus qualifying the distribution of the Common Shares to be issued upon conversion of the Special Share Warrants. In connection with the Special Share Warrant Financing, the Company issued 120,000 Finder's Warrants to certain arm's-length finders. Each Finder's Warrant entitles the holder thereof to acquire one Finder's Warrant Share at an exercise price of $0.10 per Finder's Warrant Share until September 30, 2023. This Prospectus qualifies the distribution of any Finder's Warrant Shares issued prior to February 28, 2022. The proceeds raised by the Company from the Special Share Warrant Financing were immediately available to the Company and not subject to any escrow conditions.

Certificates or DRS Statements representing the Common Shares and Warrants to be issued upon deemed exercise of the Special Unit Warrants and Special Share Warrants will be available for delivery upon the deemed exercise of the Special Unit Warrants and Special Share Warrants.

The Special Share Warrants, the Special Unit Warrants, the Units, the Common Shares, the Warrants, the Warrant Shares, the Finder's Warrants, and the Finder's Warrant Shares have not been and will not be registered under the U.S. Securities Act or under any state securities laws. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities qualified for distribution hereunder within the United States or to U.S. persons (as defined in Regulation S under the U.S. Securities Act).

The Company is not a reporting Company in any province or territory of Canada.

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

RISK FACTORS

The Company is in the business of exploring mineral properties, which is a highly speculative endeavor. Investors should carefully consider these risk factors, together with all of the other information included in this Prospectus, before deciding to purchase Common Shares. The occurrence of any of the following risks could materially adversely affect the Company's business, financial condition or operating results. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations. There may be other risks and uncertainties that are not known to the Company or that the Company currently believes are not material, but which also may have a material adverse effect on its business, financial condition, operating results or prospects. An investment in the Common Shares should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment.

COVID-19 Outbreak

Upon the occurrence of a natural disaster, or upon an incident of war, riot or civil unrest, the impacted country may not efficiently and quickly recover from such event, which could have a materially adverse effect on the Company. Terrorist attacks, public health crises including epidemics, pandemics or outbreaks of new infectious disease or viruses (including, most recently, COVID-19) and related events can result in volatility and disruption to global supply chains, operations, mobility of people and the financial markets, which could affect interest rates, credit ratings, credit risk, inflation, business, financial conditions, results of operations and other factors relevant to the Company.

There are no comparable recent events which may provide guidance as to the effect of the spread of novel COVID-19 and a potential pandemic, and, as a result, the ultimate impact of the novel COVID-19 outbreak or a similar health epidemic is highly uncertain and subject to change. The Company does not yet know the full extent of potential delays or impacts on its business, our operations or the global economy as a whole. However, the effects could have a material impact on the Company's operations, and it will continue to monitor the novel COVID-19 situation closely.

Insufficient Capital

The Company does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Company will require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Company will be successful in obtaining such additional financing, and failure to do so could result in the loss or substantial dilution of the Company's interest in the Property.

Limited Operating History

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on the Company's property. The Company is in the process of carrying out exploration and development with the objective of establishing economic quantities of mineral reserves. There can be no assurance that the Company will achieve profitability in the future.

Exploration and Development Risks

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors that are beyond the control of the Company and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. All of the claims to which the Company has a right to acquire an interest are in the exploration stage only and are without a known body of commercial ore. Development of the subject mineral properties would follow only if favourable exploration results are obtained.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Lack of Availability of Resources

Mining exploration requires ready access to mining equipment such as drills, and personnel to operate that equipment. There can be no assurance that such resources will be available to the Company on a timely basis or at a reasonable cost. Failure to obtain these resources when needed may result in delays in the Company's exploration programs.

Resale of Common Shares

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

Requirement for Additional Financing

The further development and exploration of the Company's properties depends upon the Company's ability to obtain financing through equity financing, joint ventures, debt financing, or other means. There is no assurance that the Company will be successful in obtaining required financing as and when needed. Volatile markets for precious and base metals may make it difficult or impossible for the Company to obtain equity financing or debt financing on favourable terms or at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone its exploration and development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its operations.

Negative Operating Cash Flow

The Company has negative operating cash flow and has incurred losses since its founding. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on the exploration program on the Property and on administrative costs. The Company cannot predict when it will reach positive operating cash flow.

Discretion in Use of Proceeds

The Company intends to use its available funds as set forth in "*Use of Proceeds*"; however, the Company maintains broad discretion concerning the use of its available funds as well as the timing of their expenditure. The Company may re-allocate its available funds other than as described under the heading "*Use of Proceeds*" if management of the Company believes it would be in the Company's best interest to do so. If the Company's available funds are not applied effectively, the Company's results of operations may suffer, which could adversely affect the price of the Common Shares. The timing of the Company's use of its available funds could also be adversely impacted by the COVID-19 pandemic as discussed herein.

Ability of Company to Continue as a Going Concern

The Company is in the exploration stage and is currently seeking additional capital to develop its exploration properties. The Company's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities when they become due. External financing, predominantly by the issuance of equity and debt, will be sought to finance the operations of the Company; however, there can be no certainty that such funds will be available at terms acceptable to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks may occur, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include environmental hazards, industrial accidents, explosions and third-party accidents, the encountering of unusual or unexpected geological formations, ground falls and cave-ins, mechanical failure, unforeseen metallurgical difficulties, power interruptions, flooding, earthquakes and periodic interruptions due to inclement or hazardous weather conditions. These occurrences could result in environmental damage and liabilities, work stoppages, delayed production and resultant losses, increased production costs, damage to, or destruction of, mineral properties or production facilities and resultant losses, personal injury or death and resultant losses, asset write downs, monetary losses, claims for compensation of loss of life and/or damages by third parties in connection with accidents (for loss of life and/or damages and related pain and suffering) that occur on Company property, and punitive awards in connection with those claims and other liabilities. 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. Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage the Company's interests, even when those efforts are successful, people are fallible and human error could result in significant uninsured losses to the Company. These could include loss or forfeiture of mineral interests or other assets for nonpayment of fees or taxes, and legal claims for errors or mistakes by our personnel. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Common Shares.

Environmental Regulations, Permits and Licenses

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to comply fully with all environmental regulations. The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various federal, provincial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that may require the Company to obtain permits from various governmental agencies. There can be no assurance, however, that all permits that the Company may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which the Company might undertake.

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

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

To the best of the Company's knowledge, it is operating in compliance with all applicable environmental rules and regulations.

Mineral Exploration and Mining Carry Inherent Risks

Mineral exploration and mining operations are subject to hazards normally encountered in exploration, development and production. These include unexpected geological formations, rock falls, flooding dam wall failure and other incidents or conditions which could result in damage to plant or equipment or the environment and which could impact exploration and production throughput. Although the Company intends to take adequate precautions to minimize risk, there is a possibility of a material adverse impact on the Company's operations and its financial results.

Title Risks

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. Surveys have not been carried out on any of the Company's mineral properties in accordance with the laws of the jurisdiction in which such properties are situated; therefore, their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Company can give no assurance as to the validity of title of the Company to those lands or the size of such mineral lands.

Aboriginal Land Claims

First Nations rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of reserve land. The Ket 28 Property may now or in the future be the subject of aboriginal or indigenous land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the Ket 28 Property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the Ket 28 Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of aboriginal interests in order to facilitate exploration and development work on the Ket 28 Property, there is no assurance that the Company will be able to establish a practical working relationship with any First Nations in the area which would allow it to ultimately develop the Ket 28 Property.

Competition

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

Management

The success of the Company is currently largely dependent on the performance of its Board and its senior management. The loss of the services of these persons will have a materially adverse effect on the Company's business and prospects. The Company does not maintain insurance for the loss of a member of its Board or its senior management. There is no assurance the Company can maintain the services of its Board and management or other qualified personnel required to operate its business. Failure to do so could have a material adverse affect on the Company and its prospects.

Metal Prices are Volatile

The mining industry is intensely competitive and there is no assurance that, even if commercial quantities of a mineral resource are discovered, a profitable market will exist for the sale of the same. There can be no assurance that metal prices will be such that the Company's properties can be mined at a profit. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Metal prices are subject to volatile price changes from a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of, and demand for, the Company's principal products and exploration targets, gold, copper and silver, is affected by various factors, including political events, economic conditions and production costs.

Infrastructure

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

Conflict of Interests

Certain of the directors and officers of the Company are directors or officers of, or have significant shareholdings in, other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate or may wish to participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such other companies may also compete with the Company for the acquisition of mineral property rights. In the event that any such conflict of interest arises, a director or officer who has such a conflict will disclose the conflict to a meeting of the directors of the Company and, if the conflict involves a director, the director will abstain from voting for or against the approval of such a participation or such terms. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment.

In accordance with the provisions of the BCBCA the directors and officers of the Company are required to act honestly in good faith, with a view to the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time.

Growth will Require New Personnel

Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff on the operations side. Although the Company believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success.

Dilution

There are outstanding Options pursuant to which additional Common Shares may be issued in the future. Exercise of such Options may result in dilution to the Company's shareholders. In addition, if the Company raises additional funds through the sale of equity securities, shareholders may have their investment further diluted.

Offering Risks and Price Volatility

There is no current public market for the Common Shares. If an active public market for the Common Shares does not develop, the trading price of the Common Shares may decline. There is no market through which the Common Shares may be sold and purchasers may not be able to resell Common Shares. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares, and the extent of Company regulation.

The market price of publicly traded shares is affected by many variables not directly related to the success of the Company. These variables include macroeconomic developments in North America and globally, market perceptions of the attractiveness of particular industries, changes in commodity prices, currency exchange fluctuation and the extent of analytical coverage available to investors concerning the business of the Company.

In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration and development stage companies, has experienced wide fluctuations which have not necessarily been related to operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the price of the Common Shares.

The Company has an unlimited number of Common Shares that may be issued by the Board without further action or approval of the Company's shareholders. While the Board is required to fulfill its fiduciary obligations in connection with the issuance of such shares, Common Shares may be issued in transactions with which not all shareholders agree, and the issuance of additional Shares will cause dilution to the ownership interests of the Company's shareholders.

Estimates and Assumptions

Preparation of its financial statements requires the Company to use estimates and assumptions. Accounting for estimates requires the Company to use its judgment to determine the amount to be recorded on its financial statements in connection with these estimates. If the estimates and assumptions are inaccurate, the Company could be required to write down its recorded values. On an ongoing basis, the Company re-evaluates its estimates and assumptions. However, the actual amounts could differ from those based on estimates and assumptions.

Costs and Compliance Risks

Legal, accounting and other expenses associated with public company reporting requirements are significant. The Company anticipates that costs may increase with corporate governance related requirements, including, without limitation, requirements under National Instrument 52-109 – *Certification of Disclosure in Companys' Annual and Interim Filings*, NI 52-110 and National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

The Company also expects these rules and regulations may make it more difficult and more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for the Company to attract and retain qualified individuals to serve on its Board or as executive officers.

Dividend Record and Policy

The Company has not paid any dividends since formation and does not anticipate declaring any dividends on the Shares in the foreseeable future. The directors of the Company will determine if and when dividends should be declared and paid in the future based on the Company's financial position at the relevant time.

PROMOTERS

Steve Mathiesen, the Chief Executive Officer, Corporate Secretary and director of the Company, and Howard Milne, the President, Chief Executive Officer, and a director of the Company, are considered to be Promoters of the Company in that they took the initiative in founding and organizing the Company. Following the Special Warrant Exercise and Special Unit Exercise, Mr. Mathiesen will beneficially own, or have control over, directly or indirectly, 1,625,000 Common Shares, representing 13.8% of the Company's Common Shares on an undiluted basis, and Mr. Milne will beneficially own, or have control over, directly or indirectly, 625,000 Common Shares, representing 5.3% of the Company's Common Shares on an undiluted basis. Each of Mr. Mathiesen and Mr. Milne have entered into a management agreement with the Company. See "*Executive Compensation*" – "*Employment, Consulting and Management Agreements.*"

No person who was a Promoter of the Company within the last two years:

- received anything of value directly or indirectly from the Company or a subsidiary;
- sold or otherwise transferred any asset to the Company or a subsidiary within the last two years;

- has been a director, chief executive officer or chief financial officer of any company that during the past 10 years was the subject of a cease trade order or similar order or an order that denied the company access to any exemptions under securities legislation for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;

- has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;

- has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or

- has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No insider, director or executive officer of the Company and no associate or affiliate of any director, executive officer or insider has any material interest, direct or indirect, in any transaction since formation that has materially affected or is reasonably expected to materially affect the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

To the knowledge of the Company's management, there is no litigation outstanding, threatened or pending, as of the date hereof, by or against the Company which would be material to a purchaser of securities of the Company. To the knowledge of the Company's management, there have been no penalties or sanctions imposed by a court or regulatory body against the Issuer, nor has the Company entered into any settlement agreement with a court or securities regulatory authority, as of the date hereof, which would be material to a purchaser of securities of the Company.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The Company's auditor is DMCL, Chartered Professional Accountants, of 1500 - 1140 West Pender Street, Vancouver, British Columbia, V6E 4G1.

Transfer Agent and Registrar

The Registrar and Transfer Agent for the Company is Odyssey Trust Company of Suite 323, 409 Granville Street, Vancouver, British Columbia, V6C 1T8.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only material contracts which the Company has entered into in the two years prior to the date of the Prospectus are the following:

1. Ket 28 Property Option Agreement.

2. Option Plan.

3. Escrow Agreement.

4. Mathiesen Management Agreement.

5. Milne Management Agreement.

EXPERTS AND INTERESTS OF EXPERTS

Information of a scientific or technical nature regarding the Ket 28 Property is included in this Prospectus is excerpted or derived from the Technical Report. As at the date hereof, the author of the Technical Report, Mr. Douglas Turnbull, H.B.Sc., P.Geo (B.C.), does not beneficially own, directly or indirectly, any of the outstanding securities of the Company.

The independent auditor of the Company, DMCL, Chartered Professional Accountants, has informed the Company that it is independent with respect to the Company in accordance with applicable Canadian auditing standards.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

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

In an offering of Special Unit Warrants (including the underlying Warrants issuable upon the deemed conversion thereof), investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the Prospectus is limited, in certain provincial securities legislation, to the price at which the Special Unit Warrants (including the underlying Warrants issuable upon the deemed conversion thereof) were issued in the Special Unit Warrant Financing. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal adviser.

CONTRACTUAL RIGHT OF RESCISSION

The Company has granted to each holder of a Special Unit Warrant and/or a Special Share Warrant a contractual right of rescission of the prospectus-exempt transaction under which the Special Unit Warrant and/or Special Share Warrant was initially acquired. The contractual right of rescission provides that if a holder of a Special Unit Warrant and/or a Special Share Warrant who acquires Units and/or Common Shares on the exercise or deemed exercise thereof as provided for in this Prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of this Prospectus or an amendment to this prospectus containing a misrepresentation,

(a) the holder is entitled to rescission of both the holder's exercise or deemed exercise of its Special Unit Warrant and/or Special Share Warrant and the private placement transaction under which the Special Unit Warrant and/or Special Share Warrant was initially acquired,

(b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Company on the acquisition of the Special Unit Warrant and/or Special Share Warrant, and

(c) if the holder is a permitted assignee of the interest of the original Special Unit Warrant and/or Special Share Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber.

OTHER MATERIAL FACTS

There are no material facts about the Company that are not otherwise disclosed in this Prospectus.

SCHEDULE "A"
HI-VIEW RESOURCES INC.
AUDITED FINANCIAL STATEMENTS FOR THE PERIOD FROM JULY 7, 2021 (DATE OF FORMATION) TO SEPTEMBER 30, 2021

HI-VIEW RESOURCES INC.

FINANCIAL STATEMENTS
(Expressed in Canadian dollars)

FOR THE PERIOD FROM INCORPORATION ON JUNE 15, 2021

TO SEPTEMBER 30, 2021

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders and Directors of Hi-View Resources Inc.

Opinion

We have audited the financial statements of Hi-View Resources Inc. (the "Company"), which comprise the statement of financial position as at September 30, 2021, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation on June 15, 2021 to September 30, 2021, and notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2021, and its financial performance and its cash flows for the period from incorporation on June 15, 2021 to September 30, 2021 in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

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

Other Information

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

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

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

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

DMCL

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

January 11, 2022

HI-VIEW RESOURCES INC.
Statement of Financial Position
(Expressed in Canadian Dollars)

As at	Note	September 30, 2021
		$
ASSETS		
Current		
Cash		**258,354**
GST receivable		**289**
		258,643
Non-current assets		
Exploration and evaluation assets	3	**5,000**
Total assets		**263,643**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accrued liabilities		**18,233**
Total liabilities		**18,233**
Shareholders' equity		
Share capital	5	**23,500**
Special warrants	5	**247,500**
Reserves	5	**11,276**
Deficit		**(36,866)**
Total shareholders' equity		**245,410**
Total liabilities and shareholders' equity		**263,643**

Nature of operations and going concern (Note 1)
Subsequent event (Note 9)

These financial statements were approved by the Board of Directors on January 11, 2022:

"Steve Mathiesen"	*"Howard Milne"*
Steve Mathiesen, Director	*Howard Milne, Director*

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

HI-VIEW RESOURCES INC.
Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Note	Period from incorporation on June 15, 2021 to September 30, 2021
		$
EXPENSES		
Bank charges and interest		**74**
Operating, general and administrative		**557**
Professional fees		**24,959**
Share-based compensation	5	**11,276**
Loss and comprehensive loss		**(36,866)**
Loss per share – basic and diluted		**(0.01)**
Weighted average number of common shares outstanding		**2,542,056**

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

HI-VIEW RESOURCES INC.
Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Special Warrants	Reserves	Deficit	Total Equity
		$	$	$	$	$
Balance, June 15, 2021	-	-	-	-	-	-
Issuance of common shares for cash	2,700,000	13,500	-	-	-	13,500
Issued on amalgamation	500,000	10,000	-	-	-	10,000
Issuance of special warrants for cash	-	-	247,500	-	-	247,500
Share-based compensation	-	-	-	11,276	-	11,276
Loss and comprehensive loss	-	-	-	-	(36,866)	(36,866)
Balance, September 30, 2021	**3,200,000**	**23,500**	**247,500**	**11,276**	**(36,866)**	**245,410**

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

HI-VIEW RESOURCES INC.
Statement of Cash Flows
(Expressed in Canadian Dollars)

	Period from incorporation on June 15, 2021 to September 30, 2021
	$
Cash flows used in operating activities:	
Net loss	**(36,866)**
Adjustments for:	
Share-based compensation	**11,276**
Changes in non-cash working capital items:	
GST receivable	**(289)**
Accrued liabilities	**18,233**
Net cash used in operating activities	**(7,646)**
Financing activities	
Proceeds from issuance of shares	**13,500**
Proceeds from issuance of special warrants	**247,500**
Cash acquired on amalgamation	**10,000**
Net cash provided by financing activities	**271,000**
Investing activities	
Exploration and evaluation assets	**(5,000)**
Net cash used in investing activities	**(5,000)**
Increase in cash	**258,354**
Cash, beginning	**-**
Cash, ending	**258,354**

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

(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Hi-View Resources Inc. (the "Company") was formed on July 7, 2021 by amalgamation under the Business Corporations Act of British Columbia. The Company is focused on acquisition, exploration, and development of mineral properties in British Columbia. The Company's business office is located at Suite 170 - 422 Richards Street, Vancouver B.C. V6B 2Z4, and its registered and records office is located at Suite 1500- 1055 West Georgia Street, Vancouver BC V6E 4N7.

Acquisition and amalgamation of 1313811 B.C. Ltd.

On July 7, 2021, Hi-View Resources Inc., predecessor to the Company ("former Hi-View"), entered into a Business Reorganization Agreement with Intensity Capital Corp. and 1313811 B.C. Ltd. ("1313811"), whereby former Hi-View acquired by amalgamation all of the issued and outstanding shares of 1313811 (the "Transaction"). These financial statements include the results of former Hi-View from the date of its incorporation on June 15, 2021 to the date of the amalgamation and the results of the amalgamated entity thereafter. In accordance with the Amalgamation Agreement, the Company issued 500,000 of its common shares to acquire all of the 500,000 issued and outstanding shares of 1313811.

For accounting purposes, the acquisition is considered to be outside the scope of IFRS 3 *Business Combinations* as 1313811 did not constitute a business prior to the Transaction. As a result, the acquisition is accounted for in accordance with IFRS 2 *Share-Based Payment* whereby the Company is deemed to have issued shares in exchange for the net assets of 1313811 at the fair value of the consideration deemed received by the Company. The Company is deemed to be the continuing entity for accounting purposes.

The allocation of the consideration for the purposes of the statement of financial position is as follows:

	$
Net assets acquired:	
Current assets	10,000
Net assets acquired	10,000
Consideration given:	
Fair value of common shares deemed to be issued by the Company (500,000 shares @ $0.02 per share)	10,000
	10,000

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at September 30, 2021, the Company is not able to finance day to day activities through operations and has an accumulated deficit of $36,866. The continuing operations of the Company are dependent upon its ability to obtain sufficient financing and the success of its exploration activities. This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs with loans from directors and companies controlled by directors and/or issuance of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

1. NATURE OF OPERATIONS AND GOING CONCERN (continued)

The recent outbreak of the coronavirus, also known as "COVID-19", has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company's business activities. The extent to which the coronavirus may impact the Company's business activities will depend on future developments, such as the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time.

2. SUMMARY SIGNIFICANT ACCOUNTING

Basis of preparation

Statement of compliance

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The financial statements were authorized for issued by the board of directors of the Company on , 2021.

Basis of measurement

These financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The financial statements are presented in Canadian dollars, unless otherwise noted.

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of exploration and evaluation assets, fair value measurements for financial instruments, measurement of share-based transactions and the recoverability and measurement of deferred tax assets and liabilities.

Significant judgements

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- the classification of financial instruments;
- the classification and allocation of expenses as exploration and evaluation expenditures or operating expenses; and
- assess the recoverability of exploration and evaluation assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

Cash is comprised of cash on hand, cash held in trust accounts and demand deposits. Cash equivalents are short-term, highly liquid investments with maturities within three months when acquired. The Company did not have any cash equivalents as of September 30, 2021.

Financial instruments

Financial instruments are accounted for in accordance with IFRS 9, "Financial Instruments: Classification and Measurement". A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

<u>Financial assets</u>

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVTOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVTOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash is measured at FVTPL. Receivables are measured at amortized cost.

Impairment of financial assets

IFRS 9 uses the expected credit loss ("ECL") model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company's receivables.

<u>Impairment</u>

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

<u>Financial liabilities</u>

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Trade payables are classified under other financial liabilities and carried on the statement of financial position fair value through profit or loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities (continued)

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are generally recognized in profit and loss.

Exploration and evaluation assets

Exploration and evaluation expenditures include the costs of acquiring licenses and costs associated with exploration and evaluation activity. Option payments are considered acquisition costs provided that the Company has the intention of exercising the underlying option. Costs incurred prior to obtaining the legal rights to explore a property are recognized as an expense in the period in which they are incurred.

Property option agreements are exercisable entirely at the option of the optionee. Therefore, option payments (or recoveries) are recorded when payment is made (or received) and are not accrued.

Exploration and evaluation expenditures are capitalized. The Company capitalizes costs to specific blocks of claims or areas of geological interest. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure 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 have 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; and
- sufficient data exist 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 by sale.

After technical feasibility and commercial viability of extracting a mineral resource are demonstrable, the Company stops capitalizing expenditures for the applicable block of claims or geological area of interest and tests the asset for impairment. The capitalized balance, net of any impairment recognized, is then reclassified to either tangible or intangible mine development assets according to the nature of the asset.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Restoration and environmental obligations

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

The Company’s estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the restoration provision. The Company’s estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company’s estimates of restoration costs, are charged to the statement of comprehensive loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to the statement of comprehensive loss in the period incurred. The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company’s accounting policy for exploration and evaluation assets.

Foreign currency translation

The functional currency of the Company is determined using the currency of the primary economic environment in which the Company operates. The functional and presentation currency, as determined by management, of the Company and its subsidiary is the Canadian dollar.

Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined. Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in the statement of comprehensive loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge. Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income into the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

Loss per share

Basic loss per share is calculated by dividing the statement of loss and comprehensive loss by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the statement of loss and comprehensive loss and the weighted average number of common shares outstanding for the effects of dilutive instruments such as options granted to employees and warrants outstanding. The weighted average number of diluted shares is calculated in accordance with the treasury stock method. The treasury stock method assumes that the proceeds received from the exercise of all potentially dilutive instruments are used to repurchase common shares at the average market price during the period.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the statement of loss and comprehensive loss, except to the extent that it relates to items recognized in other comprehensive loss or directly in equity. In this case the income tax is also recognized in other comprehensive loss or directly in equity, respectively.

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is recognized on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that future taxable income will be available to allow all or part of the temporary differences to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted and are expected to apply by the end of the reporting period. Deferred tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Impairment of assets

The carrying amount of the Company's assets, which include exploration and evaluation assets, is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

(Expressed in Canadian dollars)

3. EXPORATION AND EVALUATION ASSET

The Company entered into an Option Agreement ("Option") with Grizzly Discoveries Inc. ("Grizzly" or the "Optionor") dated July 27, 2021 to acquire a 60% legal and beneficial interest in the mineral claims that comprise the Ket 28 Property (the "Property") and a 60% legal and beneficial interest in the underlying Nickel and Cobalt Rights. Grizzly holds directly 80% of the right, title and interest in the Ket 28 Property (20% is held by Donald Rippon, a principal of Mineworks Ventures Inc.) and a 100% interest in the underlying Nickel and Cobalt Rights. Pursuant to the Option, the Company, shall issue common shares and make payments to the Optionor and incur expenditures as follows:

Date	Number of Shares	Cash Payments	Minimum Expenditures
		$	$
Paid on signing Option Agreement	-	5,000(paid)	-
Listing Date	200,000	15,000	-
December 31, 2022			100,000
1st Anniversary of listing date	120,000	50,000	-
2nd Anniversary of listing date	120,000	100,000	200,000
3rd Anniversary of listing date	120,000	110,000	200,000
4th Anniversary of listing date	120,000	110,000	200,000
5th Anniversary of listing date	120,000	110,000	400,000
TOTAL	800,000	500,000	1,100,000

The requirements of the Company to: (i) make cash payments of $20,000 to the Optionor on or before the Listing Date; (ii) issue 200,000 shares to the Optionor on the Listing Date; and (iii) incur exploration expenditures in a minimum amount of $100,000 on the Property on or before December 31, 2022, are to be treated as firm commitments.

A continuity of the Company's exploration and evaluation asset is as follows:

	September 30, 2021
	$
Acquisition costs:	
Balance, beginning of period	-
Additions	5,000
Balance, end of period	**5,000**

4. RELATED PARTY TRANSACTIONS

Key management compensation
Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. There were no remuneration of directors and key management personnel for the period ended September 30, 2021.

The Company recognized share-based compensation of $11,276 for related parties during the period ended September 30, 2021.

(Expressed in Canadian dollars)

5. SHARE CAPITAL

Authorized share capital
Unlimited number of common shares without par value

Common Shares
On June 15, 2021, the Company issued 2,700,000 common shares at $0.005 per share to directors for proceeds of $13,500.

On July 7, 2021, the Company issued 500,000 common shares for proceeds of $10,000 pursuant to the amalgamation with 1313811 B.C. Ltd.

Special Warrants
On September 28, 2021, the Company issued 4,950,000 special unit warrants at $0.05 per unit for proceeds of $247,500. Each special unit warrant in convertible into one unit of the Company consisting of one common share of the Company and one transferable common share purchase warrant on the date that is the earlier of: (i) January 28, 2022, and (ii) the third business day after a receipt is issued for a final prospectus by the securities regulatory authorities. Each share purchase warrant will entitle the holder to purchase, upon exercise thereof, one common share of the Company at a price of $0.10 per warrant until September 30, 2023.

Stock options
The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with Exchange policies, grant to directors, officers and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the common shares issued and outstanding from time to time. Such options are non-transferable and are exercisable at a price per share not below the closing traded price on the day before the date of grant for a period of up to ten years from the date of grant.

During the period ended September 30, 2021, the Company granted 650,000 stock options exercisable at $0.10 per share to directors, expiring July 22, 2026 and granted 150,000 stock options exercisable at $0.10 per share to a director, expiring September 14, 2026. The options vested immediately upon granting. The fair value of the stock options granted during the period using the Black-Scholes Options Pricing Model was $11,276.

	Number	Weighted average exercise price	Weighted average life (years)
		$	
Granted	800,000	0.10	4.84
Balance, September 30, 2021	800,000	0.10	4.84

The fair value of the stock options granted for the period from incorporation on June 15, 2021 to September 30, 2021 was estimated using the Black-Scholes Option Pricing Model with the assumptions set out below

	September 30, 2021
Stock price at grant date	$0.02 - $0.05
Risk-free interest rate	0.78% - 0.79%
Estimated life (years)	5
Expected volatility	100%*
Expected dividend yield	0%
Forfeiture rate	0%

**As the Company's shares are not listed and have no history of trading, the volatility of share prices of other comparable public companies were used to determine the expected volatility.*

6. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue its operations and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company considers its capital for this purpose to be its shareholders' equity.

The Company's primary source of capital is through the issuance of equity. The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long term but recognizes there will be risks involved that may be beyond its control. There are no external restrictions on the management of capital.

7. FINANCIAL INSTRUMENTS

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include interest rate risk, credit risk, liquidity risk, and currency risk and price risk. The carrying value of the Company's financial instruments approximates their fair value due to their short- term nature. Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 – Inputs for the asset or liability that are not based on observable market data.

The fair values of other financial instruments, which include cash, accounts payable and accrued liabilities, and promissory notes approximate their carrying values due to the relatively short-term maturity of these instruments.

a) Interest rate risk: Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. At September 30, 2021, the Company’s exposure to interest rate risk is considered minimal.

b) Credit risk: Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash, which is held with a high-credit financial institution and amounts receivable from the Government of Canada. As such, the Company’s credit exposure is minimal.

c) Liquidity risk: Liquidity risk arises from the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company addresses its liquidity through equity financing obtained through the sale of common shares. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

d) Currency risk: Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange. The Company has minimal exposure to foreign currency transactions during the period ended September 30, 2021 and accordingly the risk is considered low.

The carrying value of Company's financial assets and liabilities as at September 30, 2021 approximate their fair value due to the short period to maturity.

(Expressed in Canadian dollars)

8. INCOME TAXES

A reconciliation of the Company's expected income tax recovery to actual income tax recovery is as follows:

	Period from incorporation on June 15, 2021 to September 30, 2021
	$
Loss before income taxes	(36,866)
Statutory income tax rates	27%
Computed income tax recovery	(9,954)
Non-deductible expenditures	3,045
Tax benefits on losses not recognized	6,909
Income tax recovery	-

The significant components of the Company's deferred tax assets and liabilities are as follows:

	Period from incorporation on June 15, 2021 to September 30, 2021
	$
Deferred tax assets:	
Non-capital losses	6,909
Unrecognized deferred tax assets	(6,909)
	-

The Company has non-capital losses of approximately $26,000 which may be carried forward to reduce taxable income in future years that expire in 2041.

The conditions required under IFRS, to recognize net potential deferred tax assets based on the establishment of likely recovery through future profitability have not been met. Accordingly, a 100% valuation allowance has been provided.

9. SUBSEQUENT EVENT

Subsequent to September 30, 2021, the Company completed a financing of 3,443,000 special share warrants at $0.10 per special share warrant with gross proceeds of $344,300. Each special share warrant is convertible into one common share of the Company on the date that is the earlier of: (i) four months and a day following the closing of the financing, and (ii) the third business day after a receipt is issued for a final prospectus by the securities regulatory authorities. Finders fees were paid to qualified finders of $12,000 cash and 120,000 warrants exercisable at $0.10 per share to September 30, 2023.

SCHEDULE "B"
HI-VIEW RESOURCES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD FROM JULY 7, 2021 (DATE OF FORMATION) TO SEPTEMBER 30, 2021

HI-VIEW RESOURCES INC.

MANAGEMENT DISCUSSION AND ANALYSIS

For the period from incorporation on June 15, 2021 to September 30, 2021

The following MD&A of Hi-View Resources Inc. (the "Issuer") has been prepared by management, in accordance with the requirements of NI 51-102 as of January 11, 2022 and should be read in conjunction with the audited financial statements for the period from incorporation on June 15, 2021 to September 30, 2021 and the related notes contained therein which have been prepared under IFRS. The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Issuer. The Issuer is not a "Venture Issuer" as defined in NI 51-102.

All financial information in this MD&A has been prepared in accordance with IFRS. All monetary amounts are expressed in Canadian dollars, the presentation and functional currency of the Issuer, unless otherwise indicated.

Overview

The Issuer was incorporated in the Province of British Columbia on June 15, 2021 under the name of "Hi-View Resources Inc." The Issuer is in the process of exploring mining claims which are held under option and has not yet determined whether or not the optioned properties will contain economically recoverable reserves.

As at September 30, 2021, the Issuer reported working capital of $240,410 and may require financing from outside participation to continue exploration and subsequent development of its mining claims under the option and to be able to make payments required under the KET 28 Property Option Agreement. As at September 30, 2021 the Issuer had not yet achieved profitable operations, has accumulated losses of $36,866 since its inception and expects to incur further losses in the development of its business, all of which casts doubt about the Issuer's ability to continue as a going concern. The Issuer's ability to continue as a going concern is dependent on continued financial support from its shareholders, the ability of the Issuer to raise equity financing, the attainment of profitable operations and external financings.

Significant Events

On July 7, 2021, the Company entered into an Amalgamation Agreement with 1313811 B.C. Ltd. ("1313811"), whereby the Company will acquire all of the issued and outstanding shares of 1313811 (the "Transaction"). In accordance with the Amalgamation Agreement the Company issued 500,000 of its common shares to acquire all of the 500,000 issued and outstanding shares of 1313811.

For accounting purposes, the acquisition is considered to be outside the scope of IFRS 3 *Business Combinations* as 1313811 did not constitute a business prior to the Transaction. As a result, the acquisition is accounted for in accordance with IFRS 2 *Share-Based Payment* whereby the Company is deemed to have issued shares in exchange for the net assets of 1313811 at the fair value of the consideration deemed received by the Company. The company is deemed to be the continuing entity for accounting purposes.

The Company entered into an Option Agreement dated July 27, 2021 to acquire a 60% legal and beneficial interest in the mineral claims and the Nickel and Cobalt Rights located in British Columbia, known as the KET 28 Property.

Exploration Activities

Area and Location

The KET 28 Property is comprised of sixteen (16) contiguous mining claims that are the subject of the KET 28 Property Option Agreement. The claims that comprise the Property cover an area of 3,432 hectares and are located in the Greenwood area of southeastern British Columbia.

The following table summarizes the Company's exploration and evaluation asset expenditures to September 30, 2021:

	September 30, 2021
	$
Acquisition costs:	
Balance, beginning of period	-
Additions	5,000
Balance, end of period	5,000

Results of Operations - For the period from incorporation on June 15, 2021 to September 30, 2021:

Revenues

Due to the Issuer's status as an exploration stage mineral resource Issuer and a lack of commercial production from its properties, the Issuer currently does not have any revenues from its operations.

Expenses

During the period from incorporation on June 15, 2021 to September 30, 2021, the Issuer recorded a loss of $36,866. Some of the significant charges to operations are as follows:

- Share-based compensation of $11,276 related to the issuance of 800,000 stock options at an exercise price of $0.10 per option for 5 years.
- Professional fees of $24,959.

Selected Annual Information

The following table summarizes selected financial data for the Issuer for most recently completed financial year and should be read in conjunction with the financial statements.

	Period from incorporation on June 15, 2021 to September 30, 2021
	$
Revenue	Nil
Loss for the year	(36,866)
Deficit	(36,866)
Loss Per Share (Basic & Diluted)	(0.01)
Current assets	258,643
Total assets	263,643
Total liabilities	18,233

Summary of Quarterly Results

	Three month period ended September 30, 2021
Revenue	Nil
Loss for the period	(36,866)
Deficit	(36,866)
Loss per share (Basic & Diluted)	(0.01)
Current assets	258,643
Total assets	263,643
Total liabilities	18,233

For the quarter ended September 30, 2021, Revenue was Nil, Loss for the period was $36,866, Loss per share was $(0.01), Current assets was $258,643, Total assets were $263,643 and Total liabilities were $18,233.

The Company had no activity for the period from incorporation on June 15, 2021 to June 30, 2021.

Liquidity and Capital Resources

As at September 30, 2021, the Issuer had working capital of $240,410 and an accumulated deficit of $36,866. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") on an ongoing basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The continuation of the Issuer is dependent upon the financial support of creditors and stockholders, refinancing debts payable, obtaining additional long-term debt or equity financing, as well as achieving and maintaining a profitable level of operations. The Issuer believes it will require additional working capital to meet operating and exploration costs for the upcoming year.

During the period from incorporation on June 15, 2021 to September 30, 2021 the Issuer completed the following transactions:

a) On June 15, 2021, the Company issued 2,700,000 common shares at $0.005 per share to directors for proceeds of $13,500.

b) On July 7, 2021, the Company issued 500,000 common shares for proceeds of $10,000 pursuant to the amalgamation with 1313811 B.C. Ltd.

c) On September 28, 2021, the Company issued 4,950,000 special unit warrants at $0.05 per unit for proceeds of $247,500. Each special unit warrant in convertible into one unit of the Company consisting of one common share of the Company and one transferable common share purchase warrant on the date that is the earlier of: (i) January 28, 2022, and (ii) the third business day after a receipt is issued for a final prospectus by the securities regulatory authorities. Each share purchase warrant will entitle the holder to purchase, upon exercise thereof, one common share of the Company at a price of $0.10 per warrant until September 30, 2023.

d) The Issuer issued options for 800,000 shares to directors exercisable at $0.10 per option.

Cash Flow Analysis

Operating Activities

During the period from incorporation on June 15, 2021 to September 30, 2021, cash used in operating activities was $7,646.

Financing Activities

During the period from incorporation on June 15, 2021 to September 30, 2021, cash generated by financing activities was $261,000. During the period, the Issuer received net proceeds of $261,000 from private placement financings and $10,000 from the acquisition and amalgamation with 1313811 B.C. Ltd.

.

Investing Activities

During the period from incorporation on June 15, 2021 to September 30, 2021, cash used in investing activities was $5,000. The Issuer spent $5,000 on the KET 28 Property acquisition.

Contractual Obligations

The Issuer is subject to certain contractual obligations associated with the KET 28 Property Option Agreement. In order to exercise the option under the KET 28 Property Option Agreement, the Issuer shall pay to the Owner of the Property the aggregate sum of $500,000 and issue a total of 800,000 common shares in instalments, and complete minimum expenditures on the Property in installments equalling $1,100,000. As of September 30, 2021, the Issuer has paid $5,000 under the KET 28 Property Option Agreement.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Issuer as a whole. The Issuer has determined that key management personnel consist of members of the Issuer's Board of Directors and corporate officers. There were no remuneration of directors and key management personnel for the period ended September 30, 2021.

The Issuer recognized share-based compensation of $11,276 for related parties during the period from incorporation on June 15, 2021 to September 30, 2021.

Final Quarter Results

During the final quarter of fiscal 2021, the Issuer recorded total expenses of $36,866. Professional fees of $24,959 incurred by the Issuer during the period ended September 30, 2021 related mainly to preliminary services performed regarding being listed on the Canadian Securities Exchange ("CSE"). The Company incurred $557 in operating, general and administration expenses.

Subsequent Events

Subsequent to September 30, 2021, the Company completed a financing of 3,443,000 special share warrants at $0.10 per special share warrant with gross proceeds of $344,300. Each special share warrant is convertible into one common share of the Company on the date that is the earlier of: (i) four months and a day following the closing of the financing, and (ii) the third business day after a receipt is issued for a final prospectus by the securities regulatory authorities. Finders fees were paid to qualified finders of $12,000 cash and 120,000 warrants exercisable at $0.10 per share to September 30, 2023.

Risks and Uncertainties

The Issuer is engaged in the acquisition and exploration of mining claims. These activities involve significant risks which careful evaluation, experience and knowledge may not, in some cases eliminate the risk involved. The commercial viability of any material deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure. Government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a mineral deposit.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Annual losses are expected to continue until the Issuer has an interest in a mineral property that produces revenues. The Issuer’s ability to continue its operations and to realize assets at their carrying values is dependent upon the continued support of its shareholders, obtaining additional financing and generating revenues sufficient to cover its operating costs. The Issuer’s financial statements do not give effect to any adjustments which would be necessary should the Issuer be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the consolidated financial statements.

Any forward-looking information in this MD&A is based on the conclusions of management. The Issuer cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the Issuer’s operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the Issuer and other factors.

Capital risk management

The Issuer’s objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Issuer includes shareholders’ equity, comprised of issued share capital, contributed surplus and deficit, in the definition of capital.

The Issuer’s primary objective with respect to its capital management is to ensure that it has sufficient cash resources to further exploration on its properties. To secure the additional capital necessary to pursue these plans, the Issuer will attempt to raise additional funds through the issuance of equity, debt or by securing strategic partners.

The Issuer is not subject to externally imposed capital requirements. The Issuer’s financial instruments and risk exposures are summarized below.

Currency risk

Foreign exchange risk arises from purchase transactions as well as recognized financial assets and liabilities denominated in foreign currencies. The Issuer’s functional and presentation currency is the Canadian dollar.

Credit risk

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. The Issuer is exposed to credit risk with respect to its cash. The Issuer reduces its credit risk by maintaining its primary bank accounts at large financial institutions.

Liquidity risk

Liquidity risk is the risk that the Issuer will not be able to meet its obligations as they fall due. The Issuer manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management is also actively involved in the review and approval of planned expenditures.

As at September 30, 2021, the Issuer had a working capital of $240,410.

The Issuer has liquidity risk and is dependent on raising additional capital to fund exploration and operations.

Fair Value risk

Fair value represents the amounts at which a financial instrument could be exchanged between willing parties, based on current markets for instruments with the same risk, principal and remaining maturity. Fair value estimates are based on quoted market values and other valuation methods.

The carrying values of cash, reclamation bonds, bank overdraft and accounts payable and accrued liabilities approximate fair values due to the relatively short-term maturities of these instruments.

FAIR VALUE HIERARCHY

The three levels of the fair value hierarchy are:

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

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair values of cash are measured based on level 1 inputs of the fair value hierarchy.

Outstanding Shares, Stock Options and Warrants

As at the date of this MD&A, the Issuer had the following outstanding share data:

	Number	Exercise price	Expiry date
Common shares	3,200,000	Nil	Nil
Special warrants	8,393,000	Nil	Nil
Finders warrants	120,000	$ 0.10	September 30, 2023
Stock options	650,000	$ 0.10	July 26, 2026
	150,000	$ 0.10	September 14, 2026

Off-Balance Sheet Arrangements

The Issuer has no off-balance sheet arrangements.

Proposed Transactions

The Issuer has no proposed transactions.

Significant Accounting Policies

Restoration liabilities

The Issuer recognizes the fair value of restoration liabilities related to statutory, contractual or legal obligations associated with the retirement of mining claims in the year in which it is incurred when a reasonable estimate of fair value can be made, in which case the carrying amount of the related mining claim is increased by the same amount as the net present value of the restoration liability. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. The Issuer's estimates of such costs could change as a result of changes in regulatory requirements and assumptions regarding the amount and timing of the future expenditures and changes in the net present value.

Acquisition, exploration and evaluation expenditures

The Issuer is in the exploration stage with respect to its investment in exploration properties and follows the practice of capitalizing all costs relating to the acquisition of its interest in properties excluding mining lease agreements. All exploration and development expenditures are expensed in the period incurred. Such costs include, but are not exclusive to, geological, geophysical studies, exploratory drilling and sampling. The aggregate acquisition costs related to abandoned mineral properties are charged to income at the time of any abandonment or when it has been determined that there is evidence of permanent impairment.

An impairment charge relating to a mineral property is subsequently reversed when new exploration results or actual or potential proceeds on sale or farmout of the property result in a revised estimate of the recoverable amount but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized.

The recoverability of amounts shown for interest in exploration properties is dependent upon the discovery of economically recoverable reserves, the ability of the Issuer to obtain financing to complete development of the properties, and on future production or proceeds of disposition.

The Issuer recognizes in income costs recovered on exploration properties when amounts received or receivable are in excess of the carrying amount.

All capitalized acquisition costs of interests in properties are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that the capitalized acquisition cost is not expected to be recovered, it is charged to the results of operations. Exploration areas where reserves have been discovered, but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is underway as planned.

Share Capital

Common Shares are classified as equity. Transaction costs directly attributable to the issue of Common Shares and share options are recognized as a deduction from equity, net of any tax effects.

Income/Loss per share

The Issuer presents basic and diluted income/loss per share data for its Common Shares, calculated by dividing the income/loss attributed to common shareholders of the Issuer by the weighted average number of Common Shares outstanding during the period. Diluted income/loss per share does not adjust the income/loss attributed to the common shareholders or the weighted average number of Common Shares outstanding when the effect is anti-dilutive.

Provisions

A provision is recognized in the statements of financial position when the Issuer has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured 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. The Issuer has recorded no provisions at September 30, 2021.

Income Taxes

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

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Issuer intends to settle its current tax assets and liabilities on a net basis.

Financial instruments

Financial instruments are accounted for in accordance with IFRS 9, "Financial Instruments: Classification and Measurement". A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVTOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVTOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash is measured at FVTPL.

Receivables are measured at amortized cost.

Impairment of financial assets

IFRS 9 uses the expected credit loss ("ECL") model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company's receivables.

Impairment

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Trade payables are classified under other financial liabilities and carried on the statement of financial position fair value through profit or loss.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are generally recognized in profit and loss.

Foreign currency translation

Foreign currency transactions are initially recorded in the functional currency at the transaction date exchange rate. At closing date, monetary assets and monetary liabilities denominated in a foreign currency are translated into the functional currency at the closing date exchange rate.

Non-monetary items measured at historical cost are translated using the historical exchange rate. Non-monetary items measured at fair value are translated using the exchange rates at the date when fair value was determined.

Related Party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual reports could differ from management's estimates.

Information regarding significant areas of estimation, uncertainty and critical judgements made in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are the following:

Share-based payments

Judgment is applied in determining the share price to be assigned to shares issued to enter into mining lease agreements.

Recovery of deferred tax assets

Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the probability that the Issuer will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction.

Additionally, future changes in tax laws in the jurisdictions in which the Issuer operates could limit the ability of the Issuer to obtain tax deductions in future periods.

Determination of functional currency

In accordance with IAS 21 *The Effects of Changes in Foreign Exchange Rates*, management determined that the functional currency of the Issuer and its subsidiary is the Canadian dollar.

Other significant accounting estimates include the amounts accrued for restoration liabilities.

Internal Controls Over Financial Reporting

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Issuer will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI52-109.

Management's Responsibility for Financial Statements

The information provided in this MD&A, including the financial statements, is the responsibility of management. In the preparation of financial statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

SCHEDULE "C"
AUDIT COMMITTEE CHARTER

AUDIT COMMITTEE CHARTER

HI-VIEW RESOURCES INC.
(the "Company")

1. OVERALL PURPOSE AND OBJECTIVES

The Audit Committee will assist the directors (the "Directors") of the Company in fulfilling their responsibilities under applicable legal and regulatory requirements. To the extent considered appropriate by the Audit Committee or as required by applicable legal or regulatory requirements, the Audit Committee will review the financial reporting process of the Company, the system of internal controls and management of the financial risks of the Company and the audit process of the financial information of the Company. In fulfilling its responsibilities, the Audit Committee should maintain an effective working relationship with the Directors, management of the Company and the external auditor of the Company as well as monitor the independence of the external auditor.

2. AUTHORITY

(a) The Audit Committee shall have the authority to:

(i) engage independent counsel and other advisors as the Audit Committee determines necessary to carry out its duties;
(ii) set and pay the compensation for any advisors employed by the Audit Committee;
(iii) communicate directly with the internal and external auditor of the Audit Committee and require that the external auditor of the Company report directly to the Audit Committee; and
(iv) seek any information considered appropriate by the Audit Committee from any employee of the Company.

(b) The Audit Committee shall have unrestricted and unfettered access to all personnel and documents of the Company and shall be provided with the resources reasonably necessary to fulfill its responsibilities.

3. MEMBERSHIP AND ORGANIZATION

(a) The Audit Committee will be composed of at least three members. The members of the Audit Committee shall be appointed by the Directors to serve one-year terms and shall be permitted to serve an unlimited number of consecutive terms. The majority of the members of the Audit Committee must be Directors who are independent and financially literate to the extent required by (and subject to the exemptions and other provisions set out in) applicable laws, rules and regulations, and stock exchange requirements ("Applicable Laws"). In this Charter, the terms "independent" and "financially literate" have the meaning ascribed to such terms by Applicable Laws, and include the meanings given to similar terms by Applicable Laws, including in the case of the term "independent" the terms "outside" and "unrelated" to the extent such latter terms are applicable under Applicable Laws.

(b) The chairman of the Audit Committee will be an independent Director and will be appointed by the Audit Committee from time to time and must have such accounting or related financial management expertise as the Directors may determine in their business judgment.

(c) The secretary of the Audit Committee will be the chosen by the Audit Committee.

(d) The Audit Committee may invite such persons to meetings of the Audit Committee as the Audit Committee considers appropriate, except to the extent exclusion of certain persons is required pursuant to this Charter or Applicable Laws.

(e) The Audit Committee may invite the external auditor of the Company to be present at any meeting of the Audit Committee and to comment on any financial statements, or on any of the financial aspects, of the Company.

(f) The Audit Committee will meet as considered appropriate or desirable by the Audit Committee. Any member of the Audit Committee or the external auditor of the Company may call a meeting of the Audit Committee at any time upon 48 hours' prior written notice.

(g) All decisions of the Audit Committee shall be by simple majority and the chairman of the Audit Committee shall not have a deciding or casting vote.

(h) Minutes shall be kept in respect of the proceedings of all meetings of the Audit Committee.

(i) No business shall be transacted by the Audit Committee except at a meeting of the members thereof at which a majority of the members thereof is present.

(j) The Audit Committee may transact its business by a resolution in writing signed by all the members of the Audit Committee in lieu of a meeting of the Audit Committee.

4. ROLE AND RESPONSIBILITIES

To the extent considered appropriate or desirable or required by applicable legal or regulatory requirements, the Audit Committee shall:

(a) recommend to the Directors

(i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report on the annual financial statements of the Company or performing other audit, review or attest services for the Company, and

(ii) the compensation to be paid to the external auditor of the Company;

(b) review the proposed audit scope and approach of the external auditor of the Company and ensure no unjustifiable restriction or limitations have been placed on the scope of the proposed audit;

(c) meet separately and periodically with the management of the Company, the external auditor of the Company and the internal auditor (or other personnel responsible for the internal audit function of the Company) of the Company to discuss any matters that the Audit Committee, the external auditor of the Company or the internal auditor of the Company, respectively, believes should be discussed privately;

(d) be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report on the annual financial statements of the Company or performing other audit, review or attest services for the Company, including the resolution of disagreements between management of the Company and the external auditor of the Company regarding any financial reporting matter and review the performance of the external auditor of the Company;

(e) review judgmental areas, for example those involving a valuation of the assets and liabilities and other commitments and contingencies of the Company;

(f) review audit issues related to the material associated and affiliated entities of the Company that may have a significant impact on the equity investment therein of the Company;

(g) meet with management and the external auditor of the Company to review the annual financial statements of the Company and the results of the audit thereof;

(h) review and determine if internal control recommendations made by the external auditor of the Company have been implemented by management of the Company;

(i) pre-approve all non-audit services to be provided to the Company or any subsidiary entities thereof by the external auditor of the Company and, to the extent considered appropriate:

    (i) adopt specific policies and procedures in accordance with Applicable Laws for the engagement of such non-audit services; and/or

    (ii) delegate to one or more independent members of the Audit Committee the authority to pre-approve all non-audit services to be provided to the Company or any subsidiary entities thereof by the external auditor of the Company provided that the other members of the Audit Committee are informed of each such non-audit service;

(j) consider the qualification and independence of the external auditor of the Company, including reviewing the range of services provided by the external auditor of the Company in the context of all consulting services obtained by the Company;

(k) consider the fairness of the Interim Financial Report and financial disclosure of the Company and review with management of the Company whether,

    (i) actual financial results for the interim period varied significantly from budgeted or projected results,

    (ii) generally accepted accounting principles have been consistently applied,

    (iii) there are any actual or proposed changes in accounting or financial reporting practices of the Company, and

    (iv) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure;

(l) review the financial statements of the Company, management's discussion and analysis and any annual and interim earnings press releases of the Company before the Company publicly discloses such information and discuss these documents with the external auditor and with management of the Company, as appropriate;

(m) review and be satisfied that adequate procedures are in place for the review of the public disclosure of the Company of financial information extracted or derived from the financial statements of the Company, other than the public disclosure referred to in paragraph 4(l) above, and periodically assess the adequacy of those procedures;

(n) establish procedures for,

   (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and

   (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters relating to the Company;

(o) review and approve the hiring policies of the Company regarding partners, employees and former partners and employees of the present and any former external auditor of the Company;

(p) review the areas of greatest financial risk to the Company and whether management of the Company is managing these risks effectively;

(q) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and consider their impact on the financial statements of the Company;

(r) review any legal matters which could significantly impact the financial statements of the Company as reported on by counsel and meet with counsel to the Company whenever deemed appropriate;

(s) institute special investigations and, if appropriate, hire special counsel or experts to assist in such special investigations;

(t) at least annually, obtain and review a report prepared by the external auditor of the Company describing:

the firm's quality-control procedures;

any material issues raised by the most recent internal quality-control review or peer review of the firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, in respect of one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;

and (to assess the auditor's independence) all relationships between the independent auditor and the Company;

(u) review with the external auditor of the Company any audit problems or difficulties and management's response to such problems or difficulties;

(v) discuss the Company's earnings press releases, as well as financial information and earning guidance provided to analysts and rating agencies, if applicable; and

(w) review this charter and recommend changes to this charter to the Directors from time to time.

5. COMMUNICATION WITH THE DIRECTORS

(a) The Audit Committee shall produce and provide the Directors with a written summary of all actions taken at each Audit Committee meeting or by written resolution.

(b) The Audit Committee shall produce and provide the Directors with all reports or other information required to be prepared under Applicable Laws.

CERTIFICATE OF THE COMPANY

Dated: January 14, 2022

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of the Provinces of British Columbia, Alberta, and Ontario.

"Howard Milne"
Howard Milne
President, Chief Executive Officer and Director

"Steve Mathiesen"
Steve Mathiesen
Chief Financial Officer, Corporate Secretary and Director

ON BEHALF OF THE BOARD OF DIRECTORS

"James Place"
James Place
Director

"Emily Sewell"
Emily Sewell
Director

CERTIFICATE OF THE PROMOTERS

Dated: January 14, 2022

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of the Provinces of British Columbia, Alberta, and Ontario.

"Steve Mathiesen"	*"Howard Milne"*
Steve Mathiesen	Howard Milne

SCHEDULE B

Exchange Listing Statement Disclosure – Additional Information

14. Capitalization

14.1 Issued Capital

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**% of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	11,793,000	17,663,000	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	8,475,000	12,975,000	71.86%	73.46%
Total Public Float (A-B)	3,318,000	4,688,000	28.14%	13.87%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	2,450,000	2,450,000	20.78%	13.87%
Total Tradeable Float (A-C)	9,343,000	15,213,000	79.22%	86.13%

Public Securityholders (Registered)

For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	244	244,000
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	1	3,000
4,000 – 4,999 securities	-	-
5,000 or more securities	30	3,071,000
Total	**275**	**3,318,000**

Public Securityholders (Beneficial)

Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	235	244,000
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	1	3,000

Size of Holding	Number of holders	Total number of securities
4,000 – 4,999 securities	-	-
5,000 or more securities	29	3,071,000
Unable to confirm	-	-
Total	**265**	**3,318,000**

Non-Public Securityholders (Registered)

For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	-	-
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	-	-
5,000 or more securities	11	8,475,000
Total	**11**	**8,475,000**

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Options 650,000 of which are exercisable until July 22, 2026 to acquire Common Shares at a price of \$0.10 per Common Share, and 150,000 of which are exercisable to acquire Common Shares at a price of \$0.10 per Common Share until September 24, 2026.	800,000	800,000
Warrants Exercisable to acquire one Common Share at a price of \$0.10 per Common Share until September 30, 2023.	4,950,000	4,950,000
Finder's Warrants Exercisable until September 30, 2023 to acquire Common Shares at a price of \$0.10 per Common Share.	120,000	120,000

14.3 Provide details of any listed securities reserved for issuance that are not included in section 14.2.

The Issuer has no other listed securities reserved for issuance that are not included in section 14.2.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Hi-View Resources Inc., hereby applies for the listing of the above mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Hi-View Resources Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, BC this 24th day of January, 2022.

"*Howard Milne*"

Howard Milne
President, Chief Executive Officer and Promoter

"Steve Mathiesen"

Steve Mathiesen
Chief Financial Officer, Corporate Secretary, and Promoter

"James Place"

James Place
Director

"Emily Sewell"

Emily Sewell
Director