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.

PROSPECTUS

NON-OFFERING PROSPECTUS **April 7, 2022**

TALENT INFINITY RESOURCE DEVELOPMENTS INC.

5728 East Boulevard, Vancouver, BC
V6M 4M4 Canada

No securities are being offered pursuant to this Prospectus

This non offering Prospectus (the "Prospectus") dated April 7, 2022 is being filed by Talent Infinity Resource Developments Inc. (the "Corporation") to qualify the Corporation's common shares (the "Common Shares") with the British Columbia Securities Commission ("BCSC") and in anticipation for listing on the Canadian Securities Exchange (the "CSE" or "Exchange")

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

Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses in connection with the preparation and filing of this Prospectus will be paid by the Corporation from its general corporate funds.
As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

The Corporation has applied to list its Common Shares on the CSE and received conditional listing approval on March 8, 2022. The Corporation does not intend to apply for listing of any warrants or options of the Corporation on any securities exchange or for inclusion in any automated quotation system.

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

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

RISK FACTORS

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

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

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

HEAD OFFICE

The Corporation's head office and it's registered and records office is located at 5728 East Boulevard, Vancouver, BC V6M 4M4, Canada.

FORWARD LOOKING STATEMENTS

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

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

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

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

- arbitrary price for securities;
- the Corporation's ability to acquire funding;
- no operating history or revenue;

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

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

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

Table of contents

SUMMARY OF PROSPECTUS

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

The Corporation:	Talent Infinity Resource Developments Inc. *See "Corporate Structure*".
Business of the Corporation:	The Corporation is a mineral exploration and development company focused on the acquisition and exploration of mineral properties. The Corporation holds the sole, immediate, exclusive and irrevocable option to acquire a 100% undivided interest in 10 mineral claims covering an area of 5,825.64 hectares in the Wildcat Property, NTS: 93K/16 and 93N/01 located in the Omineca Mining Division, British Columbia, Canada 428,000 E / 6,096,000 N Longitude - 124.125° / Latitude 55.005° (NAD 83 - Zone 10). The Property is located approximately 65 km north of Fort St. James and 150 km northwest of Prince George, in central British Columbia, Canada as more particularly set out in the Technical Report. The Corporation is continuing to identify and potentially acquire additional property interests, assess their potential and engage in exploration activities in addition to proposing to explore the Wildcat Property for gold deposits. See "*Description of the Business*".
Directors and Executives:	Derrick Gaon, Director, CEO, President, Corporate Secretary Barry Bergstrom, Director, CFO George Nicholson, Director Brendan Purdy, Director See "*Directors and Executive Officers"*.
Listing:	The Corporation has applied to list its Common Shares on the CSE. The listing is subject to the Corporation fulfilling all of the requirements of the BCSC and CSE.
Risk Factors:	An investment in Common Shares should be considered to be highly speculative and involves significant risk due to the nature of the business in which the Corporation is engaged and the stage of development of the Corporation's properties, among other factors. An investment should only be considered by investors who can afford the total loss of their investment. A prospective investor in Common Shares should be aware that there are various risks that could have a material adverse effect on, among other things, the properties, business and condition (financial or otherwise) of the Corporation. These risk factors which are listed below, together with all of the other information contained in this Prospectus, including information contained in the section entitled "Forward-Looking Information", should be carefully reviewed and considered before an investment in Common Shares is made. The risks listed below do not necessarily comprise all the risks faced by the Corporation. Risks include those related to: the Corporation's working capital and liquidity; the availability of additional equity financing; the Corporation's ability to continue as a going concern; the nature of mineral exploration and mining; infrastructure; rights and claims of First Nations; competition; the Corporation's dependence on and performance of key personnel; global economic and financial markets; title matters; environmental risks and hazards; governmental regulation; permitting; the Corporation's lack of revenues and history of losses; commodity prices;

insurance risk; conflicts of interest; the market price of the Common Shares; and option and joint venture agreements. See "*Risk Factors*".

Summary Financial Data:

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

	Interim Financial Statements for the Six Month Period November 30, 2021 (Auditor Reviewed)	Annual Financial Statements for the Year Period Ended May 31, 2021 (Audited)
Revenue	Nil	Nil
Current Assets	$417,394	$558,641
Total Assets	$481,543	$568,641
Current Liabilities	$146,,297	$263,898
Total Liabilities	$237,016	$263,898
Deficit	$235,066	$101,704
Net Loss per Common Share (basic anddiluted)	($0.01)	($0.21)

[The remainder of this page is intentionally left blank]

GLOSSARY

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

"**BCBCA**" means the Business Corporations Act (British Columbia).

"**Board**" means the board of directors of the Corporation;

"**Claims**" means 10 claims, covering an area of 5,825.64 hectares in one contiguous block and are listed at Table 4.1 in the Technical Report;

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

"Corporation" means Talent Infinity Resource Developments Inc. a company incorporated under the laws of British Columbia;

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

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

"**Financial Statements**" mean the audited financial statements of the Corporation for the period ended May 31, 2021, as applicable;

"**Interim Financial Statements**" means the financial statements of the Corporation for the six month period ended November 30, 2021, as applicable

"**IFRS**" means the International Financial Reporting Standards; "**Listing Date**" means the date on which the Common Shares of the Company are listed for trading on the Exchange;

"Insider" If used in relation with an issuer, means:

a. a director or officer of the issuer;

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

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

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

"**Listing**" means the proposed listing of the Common Shares on the CSE for trading.

"**MD&A**" means the management's discussion and analysis of the Corporation for the year ended May 31, 2021 and the six month period ended November 30, 2021.

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

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

"**NI 52-110**" means the Canadian Securities Administrators' National Instrument 52-110 – Audit Committees;

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

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

"**Plan**" means the Corporation's incentive stock option plan dated September 1, 2020;

"**Prospectus**" means the final prospectus of the Corporation.

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

"**Technical Report**" means the report prepared for the Corporation by Kristian Whitehead, P. Geo., dated October, 15, 2021, entitled Technical Report on the Wildcat Property, OMINECA MINING DIVISION, BRITISH COLUMBIA, CANADA 428,000 E / 6,096,000 N Longitude -124.125°/ Latitude 55.005° (NAD 83 - Zone 10) NTS: 93K/16 & 93N/01,, for the Corporation;

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

ABBREVIATIONS

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

NTS	National Topographic System
UTM	Universal Transverse Mercator (geographical coordinate system)
Archean	A geological period extending from 4,000 to 2,500 million years ago
Proterozoic	A geological period extending from 2,500 to 540 million years ago
Amphibolite	A metamorphic rock that contains amphiboles; on the property, it represents a metamorphosed basalt.
Granitoid	Coarse-grained plutonic rock similar to a granite that is predominantly composed of feldspar and quartz
Gossan	Intensely oxidized, weathered or decomposed rock, usually in the upper part of a mineralized occurrence
Keating coefficient	Utilize a simple pattern recognition technique to locate magnetic anomalies that resemble the response of a modelled kimberlite pipe.
Kimberlite	Rock formation that may contain diamonds
Mylonite	Fine-grained, compact rock produced by dynamic recrystallization of the constituent minerals
Terrane	A fragment of crustal material formed on, or broken off from, one tectonic plate and accreted or sutured to crust lying on another plate
Molybdenite	MoS_2, one of the main minerals of molybdenum
Py	Pyrite

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

CURRENCY

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

CORPORATE STRUCTURE

The Corporation

The Corporation was registered and incorporated under the laws of the Province of British Columbia on June 25, 2020 as Talent Infinity Capital Fund Corporation. The Corporation changed its name to Talent Infinity Resource Developments Inc. on January 14, 2022. The Corporation's head office and its registered and records office is located at 5728 East Boulevard, Vancouver, BC V6M 4M4.

Intercorporate Relationships

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

DESCRIPTION OF THE BUSINESS

Introduction

The Corporation is a junior mineral exploration company focused primarily on the identification, acquisition, evaluation, exploration, discovery and development of mineral properties and deposits in Canada. The Corporation has the sole, immediate, exclusive and irrevocable option to acquire a 100% undivided interest over a four year period in 10 mineral claims in the Wildcat Property, located in the OMINECA MINING DIVISION, BRITISH COLUMBIA, CANADA 428,000 E / 6,096,000 N Longitude - 124.125°/ Latitude 55.005° (NAD 83 - Zone 10) NTS: 93K/16 & 93N/01. The option on the Wildcat Property is the Corporation's primary asset. The Corporation's current objective is to focus on the exploration of the Wildcat Property. See "*Technical Report*"

History since Incorporation

The Corporation was incorporated on June 25, 2020 as Talent Infinity Capital Fund Corporation Mr. Derrick Gaon was appointed as sole director, Chief Executive Officer, President, Chief Financial Officer and Corporate Secretary upon incorporation. Since Incorporation, the Corporation's primary focus has been to seek, explore and, if appropriate, develop mineral exploration properties.

On June 25, 2020 within the course of incorporation, the Company issued one-hundred common shares for proceeds of 1$ for the incorporation.

On June 30, 2020, an option agreement was completed, whereby the Corporation acquired the sole, immediate, exclusive and irrevocable option to acquire a 100% undivided interest in the Claims (the "Option Agreement") for a period of four years from the Effective Date (the "Option Period"), at the election of the Corporation. The Option will be exercised by the Optionee paying

$770,000 in a combination of cash and shares; with a minimum of 25% of the payment in Cash (at the option of the Optionor the minimum 25% payment may be requested to be paid in shares at their cash-equivalent price (if notice is provided by the Optionor at up to 7 days before payment date); thereby resulting in a 100% payment by shares of the Optionee). The 75% of the payment in cash or cash-equivalent common shares and incurring Expenditures equal to the cost of the phase 1 work program recommended in the 43-101 technical report. The Payments for both the 25% Cash portion and the 75% payment with cash-equivalent shares schedule is as follows:

Date	Payment of cash portion (25%) and shares portion (75% cash-equivalent in shares of the Optionee)
On or before July 31, 2021	$20,000
On or before November 30, 2021	$50,000
On or before the second anniversary date of listingor November 30, 2022	$50,000
On or before third anniversary date of listing orNovember 30, 2023	$250,000
On or before fourth anniversary date of listing orNovember 30, 2024	$400,000
TOTAL:	$770,000

On April 26, 2021, the first round of a non-brokered private placement financing closed and the company raised $28,826 via issuance of a total of 1,441,316 common shares at a value of $0.02 per common share. There were no fees paid in respect of the Private Placement.

On May 7, 2021, the second round of a non-brokered private placement financing closed and the company raised $95,645 via issuance of a total of 4,782,230 common share at a value of $0.02 per common share. There were no fees paid in respect of the Private Placement.

In May 2021 through July 2021 the Company initiated preliminary assessment work on portions of the prospective overburden covered areas of the Optioned Property with drone aeromagnetic and Mobile Metal Ion soil geochemistry surveying. The company spent $85,636.77 on these surveys.

On August 18, 2021, the third round of a non-brokered private placement financing closed and the company raised $254,598 and issued 12,729,902 common shares at a price of $0.02 per common share.

On August 20, 2021, the fourth round financing of a non-brokered private placement financing closed and the company raised $27,500 via issuing 275,000 common shares at a price of $0.10 per common share. In addition, on August 23, 2021 as a second tranche of the fourth round of the financing at $0.10 per common share, the Company settled $75,000 of debt proceeds from a cash loan via the issuance of 750,000 common shares of the company. The two tranches completed on August 20, 2021 and August 23, 2021 for total proceeds of $102,500.00 was converted into equity via the issuance of 1,025,000 common shares at $0.10.

On September 1st 2021, Mr. Barry Bergstrom was appointed as a Director and Chief Financial Officer of the company following Mr. Ron Ozols' resignation as Chief Financial Officer on September 1st, 2021.

Mr. Brendan Purdy, and Mr. George Nicholson, were appointed as directors of the company on September 29, 2021.

Under the Option Agreement the Corporation is required to provide cash and/or cash-equivalent share payments totaling $770,000 over a period of 4 years and 4 months ending November 30, 2024. Of which the first payment of $20,000 Canadian Dollars has been paid by the required payment date of July 31, 2021, and the Corporation has paid a cash payment for the full amount of the $50,000 payment due November 30, 2021. In addition, there is a requirement to spend the equivalent of the Phase 1 work program or $107,500 on the Wildcat Property by November 30, 2022.

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

[The remainder of this page is intentionally left blank]

CURRENT TECHNICAL REPORT

Wildcat Property

The following disclosure relating to the Wildcat Property has been derived from the Technical Report. Mr. Kristian Whitehead, P. Geo., the author of the Technical Report, is a "qualified person" within the meaning of NI 43-101, and is independent of the Corporation.

The name of the Technical Report is "TECHNICAL REPORT ON THE WILDCAT PROPERTY" OMINECA MINING DIVISION, BRITISH COLUMBIA, CANADA 428,000 E / 6,096,000 N, Longitude -124.125°/ Latitude 55.005° (NAD 83 - Zone 10) NTS: 93K/16 & 93N/01. The effective date of the report is October 15. 2021.

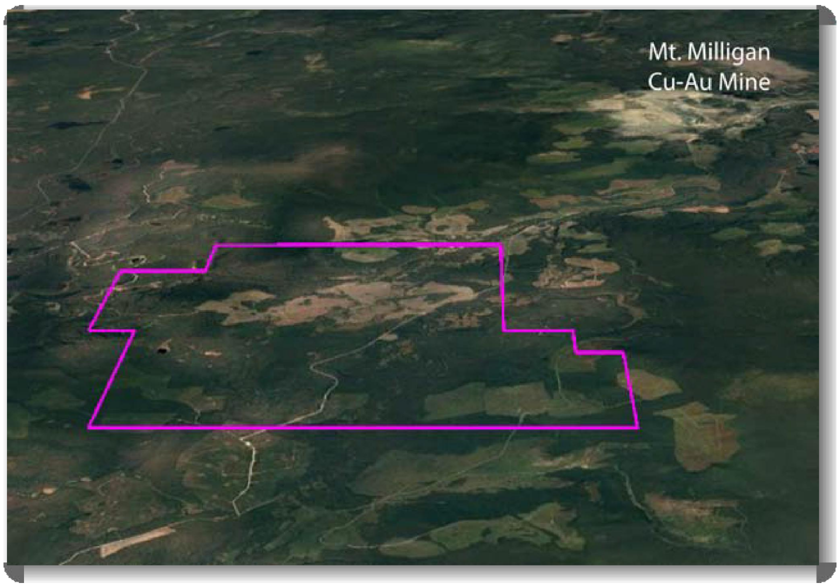
The Technical Report is available for inspection during regular business hours by appointment at the registered office of the Corporation, 5728 East Boulevard, Vancouver, BC V6M 4M4 Canada.

The Technical Report is attached to this Prospectus on the next page below and may also be reviewed under the Corporation's profile on the SEDAR website at www.sedar.com. The disclosure in the Prospectus derived from the Technical Report has been prepared with the consent of Mr. Kristian Whitehead, P. Geo.

[The remainder of this page is intentionally left blank]

TECHNICAL REPORT
on the
WILDCAT PROPERTY

OMINECA MINING DIVISION, BRITISH COLUMBIA, CANADA
428,000 E / 6,096,000 N
Longitude -124.125°/ Latitude 55.005° (NAD
83 - Zone 10) NTS: 93K/16 & 93N/01



Prepared by
Kristian Whitehead, P.Geo.

Property Owner
Richard J. Haslinger
1245 Woodland Drive Vancouver,
B.C. V5L 3S2

Prepared for
Talent Infinity Capital Fund Corporation

Report Date: October 15, 2021

Modified: January 27, 2022

Contents

List of Figures

List of Tables

1 Summary

The Wildcat Property is located 65 km north of Fort St. James and 150 km northwest of Prince George, in central British Columbia, Canada. The Property is comprised of 10 mineral claims covering an area of 5,825.64 hectares. The Property is vehicle accessible via Forest Service Roads whereby the driving time from Fort St. James to the Property is approximately 1 hour. The Property is located approximately 10 km southwest of the Mt. Milligan Copper-Gold Mine currently operated by Centerra Gold Inc. The Wildcat Property mineral claims are owned wholly by Richard J. Haslinger of Vancouver, British Columbia.

The Wildcat Property is subject to an option agreement whereby Talent Infinity Capital Fund Corporation may earn a 100% interest in the Wildcat claims by completing certain cash payments and incurring exploration expenditures in connection with certain exploration commitments. The Optionor of the Wildcat Property is Richard J. Haslinger.

The Wildcat Property is located within the Quesnel Terrane which is characterized by Late Triassic to Early Jurassic volcanic and sedimentary rocks of island arc affinity that have been intruded by a variety of intrusive phases related to the Late Triassic to Early Jurassic Hogem Intrusive Suite. The economic importance of the Quesnel arc is demonstrated by its rich endowment of porphyry copper-gold mineral deposits.

Geology on the Wildcat Property can be summarized as variably altered, augite porphyritic, mafic volcanic and volcaniclastic rocks and monzonitic to dioritic intrusives correlated with the Late Triassic-Early Jurassic Takla Group. Alteration assemblages reminiscent of distal porphyry type assemblages have been encountered in historical diamond drilling, along with localized anomalous copper ± gold mineralization. Mineralization of economic significance has not been encountered on the Wildcat Property to date.

Recent historical exploration on the Wildcat Property includes a fifteen-hole Reverse Circulation drill program completed by Pacific Empire Minerals Corp. between May and September of 2018. Induced Polarization surveys completed in April and May of 2017 on the Wildcat Property were successful in outlining multiple areas of moderate to high chargeability that coincide with variable and complex resistivity and magnetic geophysical anomalies. The nature of the anomalous chargeability coinciding, at least in part, with higher Z-Tipper Axis Electromagnetic airborne survey resistivity values suggests that the moderate chargeability areas may be related to sulphide deposition in a hydrothermal porphyry environment. A prospective area covered by extensive overburden remains untested and constitutes one of the higher priority targets on the Wildcat Property at this time.

The author concludes that there exist several areas prospective for copper ± gold porphyry exploration on the Wildcat Property and that these merit further exploration. The proposed exploration program consists of non-conventional Mobile Metal Ion soil geochemical surveying, Unmanned Aerial Vehicle magnetometer surveying and Ground Penetrating Radar surveying, to efficiently test for the presence of mineralization in bedrock and bedrock depth in the prospective areas that are covered by extensive glacial overburden. An exploration program totaling $107,500 is recommended by the author for 2022.

2 Introduction

2.1 Terms of Reference

This report was commissioned by Talent Infinity Capital Fund Corporation ("Talent Infinity" and the "Company") and summarizes technical information pertaining to the Wildcat Property (the "Property"). The scope includes the general setting, geology, exploration history, historical drilling activity and historical geophysical surveys along with recommendations for ongoing exploration.

At the time of report writing, Talent Infinity has completed a drone-mounted magnetometer survey and is in the process of conducting a soil geochemical survey and ground penetrating radar surveying.

2.2 Qualified Person

The following serves as the Qualified Person ("QP") responsible for all sections of this Technical Report as defined in National Instrument 43-101, Standards of Disclosure for Mineral Projects, and in accordance with Form 43-101F1:

- Kristian Whitehead, P.Geo., Infiniti Drilling Corporation

2.3 Site Visits and Scope of Personal Inspection

A site visit was performed by the author on July 12, 2021, where 2018 drill site locations and access to future exploration target areas were personally inspected in addition to observing an ongoing Mobile Metal Ion ("MMI") soil sampling program. A prior site inspection was performed by the author on May 10, 2017, for the most recent previous operator on the Property, Pacific Empire Minerals Corp. ("PEMC"). At that time, historical drill locations were personally inspected, and access was verified. Although sparse, one or two outcrops were briefly inspected to validate lithologies mapped in certain areas. Data verification sampling of 2011 diamond drill core was supervised by the author at that time. The author met with Richard J. Haslinger, the owner of the Wildcat mineral claims, and discussed aspects of previous exploration programs on the Property.

Given that the 2018 exploration completed by PEMC, consisting of Reverse Circulation drilling activities, did not result in significant results that warrant verification, the author has relied on data verification sampling of 2017 drill core for the purposes of this Report. This data verification is included in Section 12.

2.4 Effective Dates

The information in this Report is effective as of August 31, 2021. The Report filing date is October 15, 2021.

2.5 Information Sources and References

The information included in this report or referenced herein is sourced from previous assessment reports, Technical reports, government reports, and selected publications which are listed in the References of Section 19. Background understanding of the reported historical exploration work was provided by Richard J. Haslinger.

2.6 Previous Technical Reports

Previous technical reports filed for the Wildcat Property include the following:

- Technical Report on the Wildcat Property by Lustig, G. and Duba, D. prepared for Vistech Capital Corp. July 5, 2010.

- Technical Report on the Wildcat Property by Whitehead, K. prepared for Pacific Empire Minerals Corp. June 12, 2017.

2.7 Abbreviations and Units of Measurement

All measurement units used in this Report are metric, and currency is expressed in Canadian dollars unless stated otherwise. The Report uses Canadian English.

Abbreviations and symbols used:

Au	gold
Ag	silver
Cu	copper
Mo	molybdenum
>	greater than
<	less than
BD	below detection
AR	Assessment Report
ARIS	Assessment Report Index System
a.s.l.	above sea level
c.c.	correlation coefficient
C	centigrade
cfm	cubic feet per minute (air volume)
g	gram
ha	hectare
hz	hertz
km	kilometre
t	metric ton
m	metre

Ma	million years (pertaining to ages and/or elapsed time)
MMI	mobile metal ion
NSR	Net Smelter (return) Royalty
ppb	parts per billion
ppm	parts per million
psi	pounds per square inch (air pressure)
QA/QC	quality assurance/quality control
4WD	four-wheel drive
UAV	Unmanned Aerial Vehicle
FSR	Forest Service Road

3 Reliance on Other Experts

The report was prepared by Kristian Whitehead, P.Geo., qualified person for the purposes of NI 43-101 and who fulfills the requirements of an "independent qualified person". Richard J. Haslinger, P.Eng., Property owner, also contributed project information to this report. The QP has not relied on the opinion of non-qualified persons in the preparing of this technical report. All opinions expressed in this technical report are those of the QP based on a review of historical work and exploration work done on the Property.

The QP has not researched the property title or mineral rights for the Wildcat Property and expresses no legal opinion as to the ownership status of the property.

The author has not relied on a report, opinion, or statement of an expert for other information concerning legal, political, environmental, or other issues pertaining to the Wildcat Property. The QP has fully relied upon and disclaim responsibility for information derived from senior Talent Infinity management presented regarding the following:

- Ownership of mineral titles, surface rights, property agreements, environmental liabilities and consultations or negotiations with First Nations in conjunction with exploration permitting as outlined in Section 4.

4 Property Description & Location

The Wildcat Property is located in north central British Columbia, approximately 65 km north of Fort St. James and 150 km northwest of Prince George (Figure 4.1). The Property can be accessed year-round from Fort St. James via well-maintained Forest Service Roads ("FSR"). The Property is located on NTS map sheets 93K/16 & 93N/01 and falls within the jurisdiction of the Omineca Mining Division.

The Property currently consists of 10 mineral claims covering 5,825.64 hectares (Figure 4.2); Table 4.1 summarizes the claims as of the date of this report. All claims are on Crown Land and administered by the Government of British Columbia's Mineral Titles Online system ("MTO"). The claims confer title only to minerals as defined by the Mineral Tenure Act of British Columbia (MTA). Surface rights over MTA claims are held by the Crown and administered by the Government of British Columbia. The ownership of other rights (placer, timber, water, grazing, trapping, etc.) affecting the project was not investigated by the author.

Certain mineral titles listed in Table 4.1 have the current statues as "protected". The status classification stems from a recent order of British Columbia's Chief Gold Commissioner dated March 27, 2020, whereby the expiry dates of mineral titles in existence prior to the date of the order and due to expire before December 31, 2021, have been extended to December 31, 2021. The order given on March 27, 2020 was a result of circumstances arising from the Covid-19 pandemic.

On June 30, 2020, Talent Infinity entered into an agreement with Richard J. Haslinger for the option to earn an undivided 100% interest in the Property by making payments totaling $770,000 and incurring $107,500 in exploration expenditures over a four-year period. Talent Infinity will have the option to pay up to 75% cash-equivalent in common shares. Detailed terms of the Talent

Infinity - Haslinger Option Agreement are shown in Table 4.2.

Richard J. Haslinger will be granted the rights to a 2% Net Smelter Return Royalty upon exercise of the Option, which will be payable upon commencement of commercial production.

Neither Talent Infinity nor Richard J. Haslinger have an interest in surface rights on the Property. None of the Wildcat Property mineral claims are known to overlap any legacy or Crown granted mineral claims, or no-staking reserves. The Property, to the extent of the author's knowledge, is not subject to any environmental liabilities. Permits, to be approved by the British Columbia Ministry of Energy and Mines and Petroleum Resources, would be necessary if Talent Infinity were to proceed with any drilling activities, or if they were to establish a temporary or semi-permanent camp on any portion of the mineral claims making up the Wildcat Property.

To the best of the author's knowledge, there are no significant factors or risks that may affect access, title, or the right or ability to perform work on the Property.

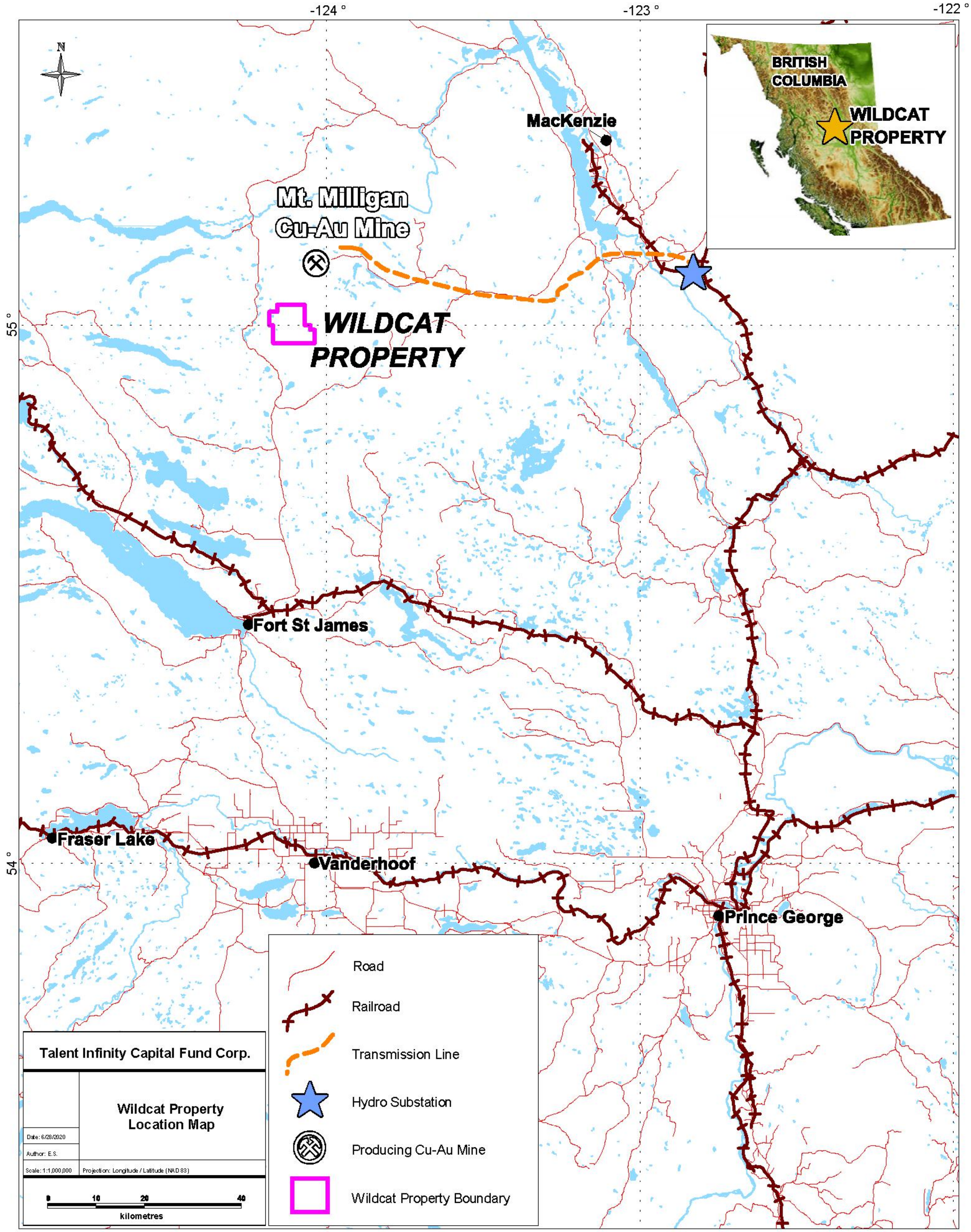


Figure 4.1: Location Map

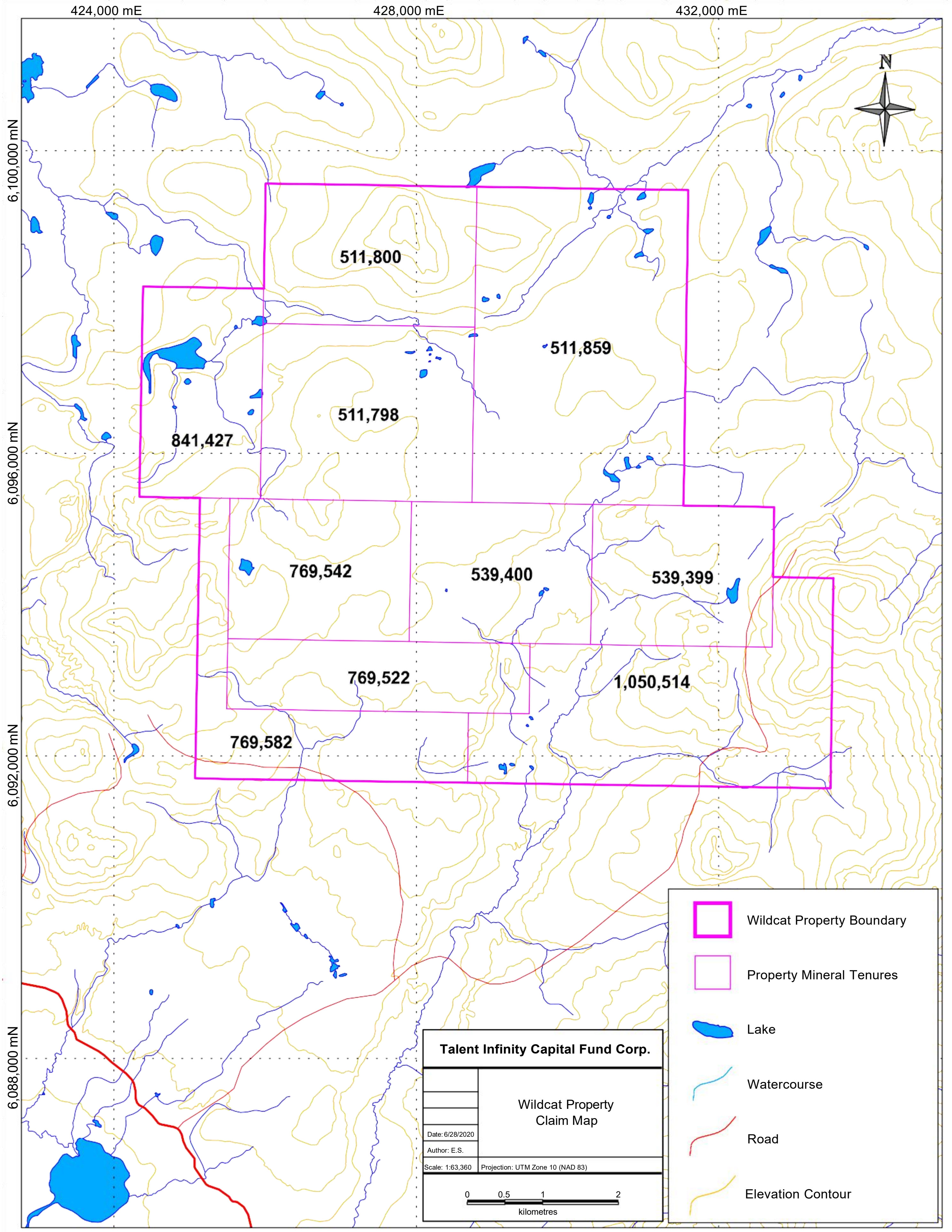


Figure 4.2: Claim Map

Table 4.1: Table of Claims

Tenure ID	Name	Ownership	Owner Name	Good To Date	Status	Area (ha)
511,798		111296 (100%)	R.J. Haslinger	2024/Jan/20	GOOD	649.18
511,800		111296 (100%)	R.J. Haslinger	2021/Dec/20	PROTECTED	519.11
511,859		111296 (100%)	R.J. Haslinger	2024/Jan/20	GOOD	1168.3
539,399	WILDCAT 4	111296 (100%)	R.J. Haslinger	2020/May/01	PROTECTED	445.36
539,400	WILDCAT 5	111296 (100%)	R.J. Haslinger	2024/Jan/20	GOOD	445.36
769,522	WILDCAT 7	111296 (100%)	R.J. Haslinger	2024/Jan/20	GOOD	371.25
769,542	WILDCAT 8	111296 (100%)	R.J. Haslinger	2024/Jan/20	GOOD	445.36
769,582	WILDCAT 10	111296 (100%)	R.J. Haslinger	2024/Jan/20	GOOD	445.54
841,427	WILDCAT 16	111296 (100%)	R.J. Haslinger	2020/May/01	PROTECTED	445.13
1,050,514	WILDCAT 17	111296 (100%)	R.J. Haslinger	2020/May/01	PROTECTED	891.06
						5,825.64 ha

Table 4.2: Wildcat Property - Option Agreement Terms

Date	Cash payment with up to 75% cash-equivalent in shares
On or before July 31, 2021	$20,000*
On or before November 30, 2021	$50,000
On or before November 30, 2022	$100,000
On or before November 30, 2023	$200,000
On or before November 30, 2024	$400,000
TOTAL:	**$770,000**

*This $20,000 payment has been made and the agreement is in good standing.

Based on published British Columbia Government maps of First Nation traditional territory, the Property lies within the traditional territory of both Nak'azdli Whuten – a member Nation of the Carrier Sekani Tribal Council - and straddles the boundary of the traditional territory of the McLeod Lake Indian Band.

It is the intent of the Company to initiate discussions in 2022 with the Carrier Sekani Tribal Council and McLeod Lake Indian Band to introduce exploration programs for the Property and seek support for referred exploration proposals for the Property. Consultation or negotiation with these and other First Nations may be required to proceed with exploration programs.

5 Accessibility, Climate, Local Resources, Infrastructure & Physiography

5.1 Accessibility

The project area is accessible via well maintained logging roads from Fort St. James, British Columbia. Travel north on Highway 27 out of Fort St. James for roughly 9 km and continue northeast on to the Germansen North Road. At about the 56 km point of the Germansen North Road, turn right (east) onto the Rainbow FSR, and proceed for 10 km to the approximate center of the property. A network of old and recent logging roads and trails are found throughout the claims and provide reasonable access to most parts of the property. Alternatively, access to the northwestern portion of the property can be achieved by continuing on the Germansen North Road to the 74 km point, and turning east onto unnamed logging roads that proceed east to southeast and end up on the northwestern portion of the property after travelling roughly 6 km.

5.2 Climate

The following data has been taken from Environment Canada's National Climate Data and Information Archive for the Fort St. James, BC area and contains climate data collected beginning in 1971.

The area has short cool summers and long cold winters with an annual average temperature of 3.1°C. The highest daily average temperatures of 15.3°C occur in July and the lowest daily average temperatures of -11.3°C occur in January.

The region receives an average of 295 mm rainfall and 192 cm of snowfall annually, with 138 days per year where precipitation exceeds 0.2 mm. The Property is snow covered from early November to late May. As such, the ideal operating period on the Property is late May to early November.

5.3 Local Resources

Labour and services are readily available from Prince George, Fort St. James and Vanderhoof. Trucking, expediting, industrial supply, heavy machinery and operators are available in Fort St. James, as are personnel for line-cutting, core-cutting and other exploration services.

5.4 Infrastructure

There are no permanent structures or facilities located on the Property, and the sufficiency of surface rights for mining operations is not known at this time, due to the early-stage nature of the project.

Infrastructure on the Property consists of logging roads and an access road to the Mt. Milligan Mine which runs through the southern and eastern portions of the Property. Electric power can be accessed from the BC Hydro Kennedy Substation south of Mackenzie, where hydroelectric power lines have been extended to the Mt. Milligan Mine site, approximately 10 km northeast of the Property.

5.5 Physiography

The Property lies near the northern boundary of the Southern Plateau and Mountain Region of the Canadian Cordilleran Interior System. More specifically, the Property is within the Nechako Plateau near the southern limits of the Swannell Range of the Omineca Mountains.

The Nechako Plateau was covered by the Cordilleran ice cap, which moved eastward from the Coast Ranges towards the Rocky Mountains near McLeod Lake, overriding the mountains, coating the landscape with a blanket or veneer of glacial drift, and altering the pre-glacial drainage patterns.

The region is generally gently sloped and covered with numerous ponds and wetlands. Rainbow Creek has its headwaters in the central area and flows northeast in a broad valley at an elevation of 1100 m. a.s.l. Elevations on the Property range from 1100 m to 1400 m, with topography being generally subdued. The majority of the Property lies at elevations between 1100 m and 1200 m.

Until recently, the Wildcat Property has been covered by thick stands of mixed mature spruce, fir and locally poplar forests. Logging has resulted in extensive clear-cuts over large portions of the Property. Valley bottoms at lower elevations are poorly drained and covered with grassy wetlands and scattered willows.

6 History

The exploration history of the Wildcat Property dates back to late 1980's when the region became a target for bulk tonnage copper-gold porphyry type mineralization after the discovery of the Mt. Milligan deposits roughly 10 km to the northeast of the Property. The exploration history of the property is summarized in Table 6.1.

6.1 Exploration by Previous Owners

In the area of the Wildcat property, an aeromagnetic anomaly (high) south of Rainbow Creek was staked as the Bow claim group by HLX Resources Ltd in 1989. A 17 line-kilometre ground magnetic survey defined

Table 6.1: Summary of Historical Exploration

Year	Operator	Report	Activity
1989	HLX Resources	(Grunenberg, 1989)	17 line-km ground magnetics
1990	Continental Gold Corp.	(Sivertz, 1990)	Airborne Mag, VLF-EM
1991	Geological Survey of Canada	(Shives et al., 2000)	Airborne Geophysical Surveys
1994	Robin Day and Larry Hewitt	(Day, 1994)	Soil/till sampling, prospecting
1995	Robin Day and Larry Hewitt	(Day, 1995)	Soil/till sampling, prospecting
1996	Robin Day and Larry Hewitt	(Day, 1996)	Grid soil/till sampling
2004	H.R.S. Resources Ltd.	(Haslinger, 2004)	Ground magnetic survey
2006	Yankee Hat Industries Corp.	(Wells, 2005)	Grid soil sampling survey, prospecting
2007	Terrane Metals Corp.	(O'Brien, 2007)	Geotechnical drilling
2008	Terrane Metals Corp.	(Lustig and Duba, 2008)	Diamond drilling (1,040 m, 4 holes)
2010	Cayden Resources Inc.	(Lustig and Duba, 2010)	43-101 Technical Report
2011	Cayden Resources Inc.	(Duba, 2010)	Helicopter-Borne ZTEM survey
2011	Cayden Resources Inc.	(Duba, 2012)	Diamond drilling (1,302.1 m, 6 holes)
2017	PEMC	(Ritchie and Peters, 2017)	Induced Polarization surveys (27.8 line-km)
2018	PEMC	(Ritchie, 2019)	RC drilling (696.5 m, 15 holes)
2021	Talent Infinity	This report	Drone magnetic survey

the eastern flank of the anomaly (Grunenberg, 1989). Further work was recommended but does not appear to have been completed.

Continental Gold Corp. staked the Bee and Bonanza claims covering the same area in 1990.

These were subject to an airborne (helicopter) magnetometer and VLF-EM survey (Sivertz, 1990). This survey indicated at least two areas for further geological investigation.

In 1991, the Geological Survey of Canada ("GSC") conducted a high-resolution airborne gamma ray spectrometric ("AGRS") and aeromagnetic survey over the Mt. Milligan area (Shives et al., 2000). The Wildcat property area was also covered by this airborne survey. A strong northwest trending magnetic-high anomaly was indicated on the Wildcat 1 and 2 claims south of Rainbow Creek same as Grunenberg (1989) (Sivertz, 1990).

In 1994 and 1995, prospectors R. Day and L. Hewitt conducted a preliminary prospecting and soil sampling program on the Rooster claims along the northern edge of the aeromagnetic high (Rooster 1 Group). The soil program outlined a copper anomaly 400 m long, which was open to the southwest. Eight new claims (Rooster 23 to 30) were staked in this area following initial geochemical survey results. In 1996, an expanded grid and soil program (128 samples) defined a copper-in-till anomaly approximately 1500 m long by 100 to 400 m wide (Day, 1996).

The property was staked as the Wildcat 1 to 4 mineral claims by Richard Haslinger of H.R.S. Resources in 2003. A reconnaissance ground magnetic survey was conducted to further define the airborne magnetic high anomaly underlying the Property. The highest readings >59,000 gammas defined a "bulls eye" magnetic high 800 m by 600 m (Haslinger, 2004).

In 2004, the property was optioned to Yankee Hat Industries Corp who conducted grid soil sampling and prospecting surveys. Results of soil sampling confirmed the earlier soil/till copper anomaly and located several isolated gold and copper anomalies to the northwest. Anomalous copper, silver, gold and palladium values were returned from prospecting near the core of the magnetic high (Wells, 2005). Further work was recommended but the option was dropped.

In 2006, Terrane Metals Corp. optioned the Wildcat Property to investigate the mineral potential of the property as well as the possibility of using part of the property as tailings storage for the proposed Mt. Milligan mine (O'Brien, 2007). Terrane Metals' diamond drilling program in 2007 targeted a copper in soil/till anomaly coincident with an IP chargeability high anomaly, and a northwest trending "bulls eye" magnetic high. Drilling results indicated anomalous copper and, in part, elevated gold, silver and molybdenum concentrations in megacrystic plagioclase monzonite and hornblende ± plagioclase monzonite/diorite porphyry. The most significant intersections are 259 ppm copper and 16 ppb gold over 290 m (DDH WC07-02) and 188 ppm copper and 11 ppb gold over 239 m (DDH WC07-04) (Figure 6.1 and Table 6.2; Lustig and Duba, 2008).

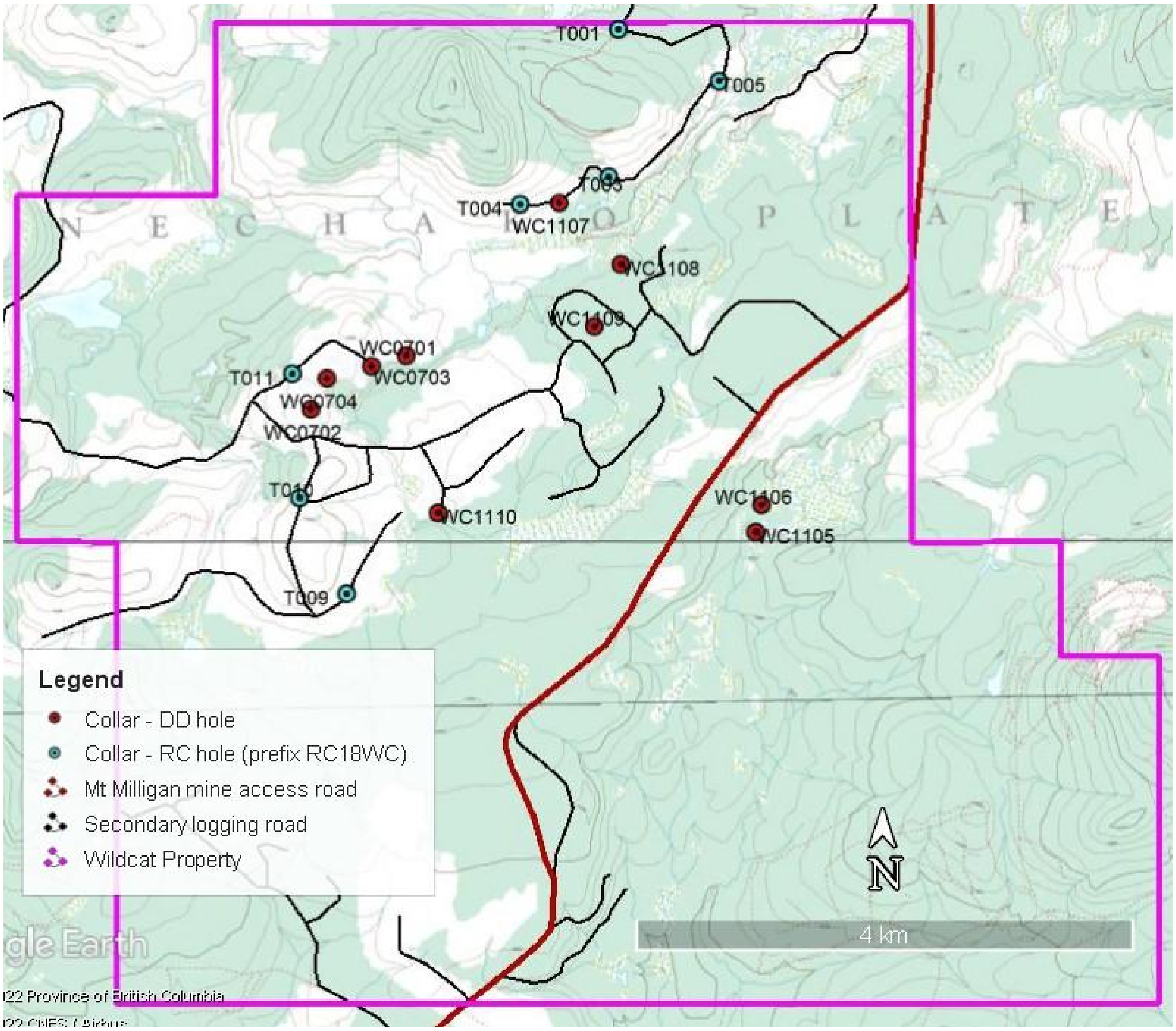


Figure 6.1: Historical drilling compilation - diamond drill (DD) hole collars in red and reverse circulation (RC) collars in blue for those holes that succeeded in reaching bedrock (sources: O'Brien, 2007; Lustig and Duba, 2008; Duba, 2012; Ritchie, 2019).

In 2010, the Wildcat Property was optioned from H.R.S. Resources by Cayden Resources Inc. (Cayden). In the same year the company completed a 322.2 line-km helicopter-borne ZTEM (Z-Tipper Axis Electromagnetic) and aeromagnetic surveys (Duba, 2010). Analysis of geophysical data indicated numerous high resistivity anomalies from the electromagnetic component of the survey and confirmed the anulus shaped high magnetic anomaly from previous geophysical surveys (Haslinger, 2004). Cayden Resources completed a diamond drill program in 2011 consisting of 6 drill holes totaling 1,302 metres. Significant, yet uneconomic, intervals of copper were encountered in the two most northerly drill holes, WC11-07 and WC11-08 (Figure 6.1 and Table 6.2). Cayden Resources dropped the Wildcat Option in September of 2013.

Table 6.2: Significant Intercepts from historical Diamond Drilling (true thicknesses not known)

Hole ID	Operator	Year	From (m)	To (m)	Interval (m)	Copper (ppm)	Gold (g/t)	Silver (g/t)
WC07-02	Terrane Metals	2007	205	209	4	1668	0.394	2.2
WC07-03	Terrane Metals	2007	89	91	2	6220	0.055	no Ag assays
WC11-07	Cayden Resources	2011	139.5	141	1.5	1800	0.227	1.9
WC11-07	Cayden Resources	2011	213.8	214.52	0.72	13400	0.626	16.2
WC11-08	Cayden Resources	2011	82	84.5	2.5	1870	0.214	1.7
WC11-08	Cayden Resources	2011	118.7	121.7	3	1930	0.24	1.9
WC11-08	Cayden Resources	2011	143.8	145.8	2	1085	0.02	0.7
WC11-08	Cayden Resources	2011	155.45	181.6	26.15	1416	0.034	0.74
including			170.95	181.6	10.65	2097	0.062	1.09

In early 2017, PEMC optioned the Wildcat Property from Richard J. Haslinger. That spring, the company completed 27.8 line-kilometers of Induced Polarization (IP) surveying in two phases. The surveys outlined a strong chargeability anomaly measuring 1.5 x 3.5 km in the northern portion of the Property, and a moderate chargeability anomaly measuring 0.7 x 2 km in the northeastern portion of the Property (Ritchie and Peters, 2017).

In 2018, PEMC conducted two Reverse Circulation (RC) drilling programs comprising 15 short holes totaling 695 m. The collars of seven holes that succeeded in intercepting bedrock are shown in Figure 6.1. Geologic drill chip loggings indicates that at least some of the response from the large IP chargeability anomaly outlined in 2017 in the northern portion of the property was associated with graphitic sediments. However, volcanic rocks with pyrite and localized, trace amounts of copper were encountered in one of the RC holes, RC18WCT003 drilled in the southern portion of the large chargeability anomaly, according to reported XRF analytical data (Ritchie, 2019, Table 6.3). RC drilling at the moderately strong chargeability anomaly outlined in the northeastern portion of the Property was attempted with several holes, none of which encountered bedrock due to glacial overburden thicknesses of greater than 40 metres (Ritchie, 2019). As a result, the moderate chargeability anomaly in the northeastern portion of the Property remains untested.

Table 6.3: Significant Intercept from historical Reverse Circulation Drilling (true thickness not known). Source: Ritchie, 2019

Hole ID	Operator	Year	From (m)	To (m)	Interval (m)	Copper (ppm)
RC18WCT003	PEMC	2018	45.7	59.4	13.7	330

The true thickness, width and depth of mineralization is unknown. Intercept lengths shown in Tables 6.2 and 6.3 are not indicative of true thickness, be it length, width, or depth. More drilling would be required to determine the true dimensions.

6.2 Historical Drilling

A total of 27 historical drill holes have been completed at Wildcat, including 17 reverse circulation and 10 diamond drill holes (Table 6.4). The holes are widely spaced across the Property as a result of being used to test more than a dozen different geotechnical, geochemical and geophysical exploration targets. The first two diamond holes were drilled for overburden geotechnical purposes and did not reach bedrock. Eight of the fifteen RC drill holes in the most recent drill program also did not reach bedrock. All programs have collar surveys and drill logs. Core remains for only the 2011 program and is stored near Kalder lake immediately west of the Property. For the 2007, 2011 and 2018 drill programs with sample analyses, assay certificates are available only for the 2011 program.

Table 6.4: Wildcat drilling history. Sources: O'Brien, 2007; Lustig and Duba, 2008; Duba, 2012; Ritchie, 2019

Operator	Year	Holes	Holes	Core	Meters	Collars ?	Logs ?	Assays ?	Core ?
Terrane Metals Corp.	2006	KP0602 to 03	2	RC	85.3	Yes	Yes	No	No
Terrane Metals Corp.	2007	WC0701 to 04	4	HQ	1040.0	Yes	Yes	Yes	No
Cayden Resources Inc.	2011	WC1105 to 10	6	NTW	1302.1	Yes	Yes	Yes	Yes
Pacific Empire Minerals	2018	RC18WCT001 to 015	15	RC	695.0	Yes	Yes	No	No
Totals			**27**		**3122.4**				

Drill hole collar location and orientation data is provided in Table 6.5, and Figure 6.1 shows the holes that reached and tested bedrock at their various targets. The 2007 holes and RC holes RC18WCT009 to T011 are drilled in an area of elevated Cu soil geochemistry, the 2011 holes are drilled to test four different 2010 Cayden ZTEM resistivity features while the rest of the 2018 RC holes, RC18WCT001-T005 were drilled to test the north central and northeast strong and moderately strong 2017 PEMC IP chargeability features.

Core recovery for the 2007 and 2011 drilling was not directly logged. From inspection of the 2011 drill core during the author's 2017 site visit, recovery was typically high, ranging above 90%. Rock quality designation was not recorded for any of the drilling.

6.2.1 Drilling Procedures

Drilling procedures were documented for all programs.

The 2006 drilling was conducted by Geotech Drilling Services Ltd of Prince George under the supervision of Knight Piesold Consulting Ltd. Drilling was completed using a Sinco Explorer with an Overburden Drilling EXcentric RC system for advancing the casing with conventional air circulation. The overburden till and alluvial deposits were recovered using reverse air circulation. The disturbed samples of drill cuttings were obtained from each hole for geologic and geotechnical description.

Table 6.5: Wildcat drill hole collar location and orientation data. Sources: O'Brien, 2007; Lustig and Duba, 2008; Duba, 2012; Ritchie, 2019

Hole ID	Easting* (m)	Northing* (m)	Elevation (m)	Azimuth (degrees)	Dip (degrees)	Length (m)
KP06-02	429,448	6,097,101	345.9	0	-90	51.8
KP06-03	429,241	6,097,529	342.6	0	-90	33.5
WC07-01	427,505	6,096,877	348.1	70	-50	252.1
WC07-02	426,732	6,096,459	361.2	70	-50	298.0
WC07-03	427,225	6,096,797	350.5	135	-50	237.7
WC07-04	426,865	6,096,705	350.5	70	-50	252.1
WC11-05	430,296	6,095,429	335.3	90	-70	185.7
WC11-06	430,347	6,095,631	335.3	90	-60	205.4
WC11-07	428,758	6,098,084	342.6	90	-50	228.6
WC11-08	429,236	6,097,588	341.4	0	-90	243.8
WC11-09	429,024	6,097,087	343.2	0	-90	256.0
WC11-10	427,741	6,095,611	353.6	90	-70	182.6
RC18WCT001	429,256	6,099,470	343.2	0	-90	67.1
RC18WCT002	429,036	6,098,367	340.8	0	-90	21.3
RC18WCT003	429,160	6,098,286	338.6	30	-65	65.5
RC18WCT004	428,443	6,098,078	344.7	0	-90	61.0
RC18WCT005	430,060	6,099,040	335.3	0	-90	71.6
RC18WCT006	430,796	6,099,111	333.8	0	-90	38.1
RC18WCT007	430,931	6,097,017	350.5	0	-90	25.9
RC18WCT008	426,590	6,096,197	357.5	0	-90	22.9
RC18WCT009	426,994	6,094,973	355.7	0	-90	50.3
RC18WCT010	426,629	6,095,749	366.7	0	-90	61.0
RC18WCT011	426,586	6,096,747	356.3	0	-90	61.0
RC18WCT012	430,931	6,097,017	350.5	0	-90	38.1
RC18WCT013	430,411	6,097,256	353.6	0	-90	41.2
RC18WCT014	430,931	6,097,017	350.5	0	-90	30.5
RC18WCT015	430,885	6,099,190	337.1	0	-90	39.6

* Easting and northing are UTM NAD83 zone 10

The 2007 drilling was completed by Cyr Drilling International using a Boyle 37A rig with HQ wireline tools. No down-hole orientation surveys were completed. Drill core was trucked to the Mt. Milligan exploration camp for logging and sampling.

The 2011 drilling was conducted by Midpoint Drilling Ltd. of Langley using an all-terrain-vehicle/heli-portable hydraulic core drill with NTW wire-line tools. Drill core was trucked to a rented camp at Kalder lake for logging and sampling.

The 2018 drilling was completed by Pacific Empire Minerals Corp. using their own track mounted "Scout" RC drill. The RC drill was initially supported by a 400 cfm / 220 psi Ingersoll Rand air compressor, the setup for which was utilized to drill holes T001 through T013. RC holes T014 and T015 were drilled later in the season, and the drilling was supported with 3 portable air compressors purchased by the company from National Compressed Air ("NCA"). The compressor system then consisted of two 350 cfm / 200 psi NCA air compressor and a booster unit which resulted in air output of 650 cfm and 350 psi.

Collar locations for all the programs have been determined by hand-held GPS surveying. No down-hole orientation surveys were completed in any of the programs.

6.2.2 Core Handling Procedures

Core handling procedures are reasonably well documented for the 2007 and 2011 programs (Lustig and Duba, 2008; Duba, 2012). Drill log records for these holes include lithology, mineralization and alteration in varying degrees of detail.

RC cuttings in the 2006 drilling were logged for their overburden glacial till and alluvial deposit types. RC cuttings in the 2018 drilling were logged for lithology, alteration, mineralization and veining.

6.2.3 Core Sample Preparation

Diamond drill core from the 2007 program was sampled at approximately 2.0 m intervals, with sample length adjusted for lithological features. Samples were split with a hydraulic splitter. All samples were sent to ALS Chemex laboratories in Vancouver (Lustig and Duba, 2008). Samples were crushed to >70% passing less than 2 mm and a 250 g subsample was split off and pulverized to >85% passing less than 75 micron. Samples were analyzed for gold by fire assay fusion followed by inductively coupled plasma atomic emission spectroscopy (ICP-AES). Copper was analyzed as part of a 35-element package that used aqua regia digestion and analyses by ICP-AES. Field standards, blanks and duplicates were inserted by Terrane at a ratio of 1:20 to ensure accuracy and reliability of results (Lustig and Duba, 2008).

The 2011 drill core samples were collected at 2.0 to 3.0 m intervals with adjustments for lithological, structural or major alteration contacts (Duba, 2012). The core was split by hydraulic splitter. Quality control was managed by systematic use of standards, blanks and duplicates. For every 10 to 25 samples, a standard or a blank or a duplicate were inserted into a sample stream by a geologist at the project site. All samples were sent to ALS Minerals laboratory in Kamloops. There they were split to 70% passing less-than 2 mm, riffle split and 250 g sub-sample further pulverized to 85% passing less-than 75 microns. Gold was analyzed for by fire assay of a 30 g sample with AA (atomic absorption) finish. Copper and additional 34 element determination was completed by Aqua Regia digestion and analysis by ICP-AES.

Chip samples from the 2018 RC drilling were analyzed by Pacific Empire Minerals using an Innov-x benchtop X-5000 portable X-Ray Fluorescence (XRF) spectrometer with 3 beams totaling approximately 90 seconds in soil mode (Ritchie, 2019). Approximately 20 gram aliquots as representative samples were placed into small receptacles which were covered by mylar discs and analyzed for 35 elements. No analytical certificates were prepared.

6.2.4 Core Sample Security

There are no descriptions of sample security procedures for either of the 2007 or 2011 drill programs. For both programs, the samples were collected and delivered by the operator to an independent trucking company depot for transport to the laboratories.

6.2.5 Core Sample Quality Control Quality Assurance Program

In the 2007 program, field standards, blanks and duplicates were inserted by Terrane Metals at a ratio of 1:20 to monitor accuracy and reliability of results. Examination of the routine QC/QA data indicate that the assays were within generally accepted parameters for accuracy, precision and lack of contamination. (Lustig and Duba, 2008)

For the 2011 drill program quality control was managed by systematic use of standards, blanks and duplicates. For every 10 to 25 samples, a standard or a blank or a duplicate were inserted into a sample stream by a geologist at the project site (Duba, 2012).

It is the author's opinion that the sample preparation, security and analytical procedures utilized in the 2007 and 2011 drill programs are adequate.

6.3 Historical Geophysics – Cayden ZTEM and Aeromagnetics and PEMC IP

The 2010 helicopter-borne audio frequency magnetics Z-axis Tipper electromagnetic (ZTEM) plus cesium magnetometer survey by Cayden covered the then full area of the Wildcat property claims, the northern portion of the current claim block (Figure 6.2). The data from the survey contractor, Geotech Ltd. ("Geotech"), are presented in a few different formats (Duba, 2010). Reporting by Geotech and case history survey studies from the time of the survey suggest that modeling of a particular frequency element referred to as in-phase total divergence (DT) had been shown to effectively delineate more resistive rocks, plotted by convention as warmer colours, and more conductive rock and rock unit contacts, plotted by convention as cooler colours. The higher frequencies measured by the survey give a shallow depth penetration while lower frequencies reflect greater depths – potentially up to 2 km. Figure 6.1.1 shows an intermediate depth frequency 180 hz DT plot with a shallow-to-deep expressing resistive feature that could reflect intrusive rock bodies within more conductive rock, such as conductive hydrothermally clay and sulphide mineral altered periphery. This feature combined with its proximal location to an apparent deep-seated conductive zone, a major fault or contact, shown in Figure 6.2, remains a target for a blind porphyry deposit system.

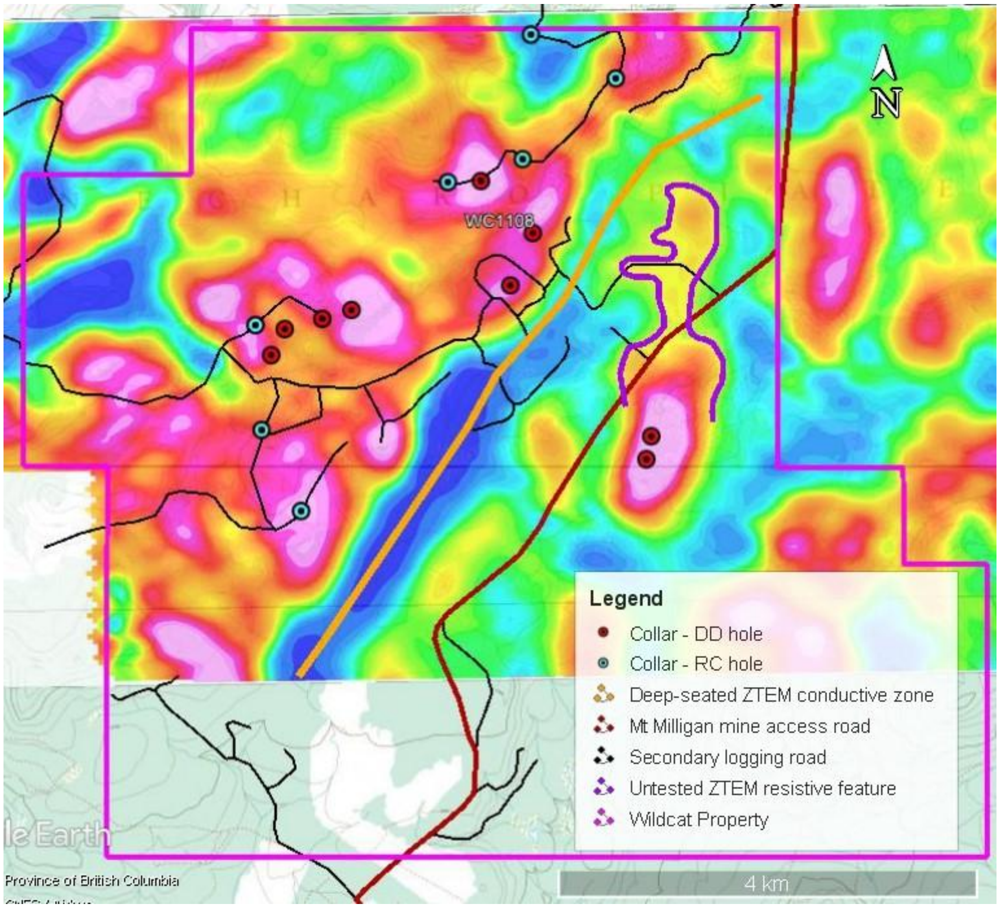


Figure 6.2: 2010 ZTEM survey showing the 180 hz in-phase total-divergence electromagnetic field data (source: Duba, 2010). Warmer colours reflect higher resistivity, cooler colours reflect higher conductivity, untested resistive area outlined in purple, deep-seated conductive zone – probable major fault or contact - in orange.

The magnetic data from the ZTEM survey are shown in Figure 6.3. From surface outcrops and 2007 diamond drill hole intercepts, the linear northwest trending high magnetic feature is likely due to a fine-grained strongly magnetic gabbro dike intrusion. An unexplored area of moderate magnetic intensity extends to the south and is open in this survey.

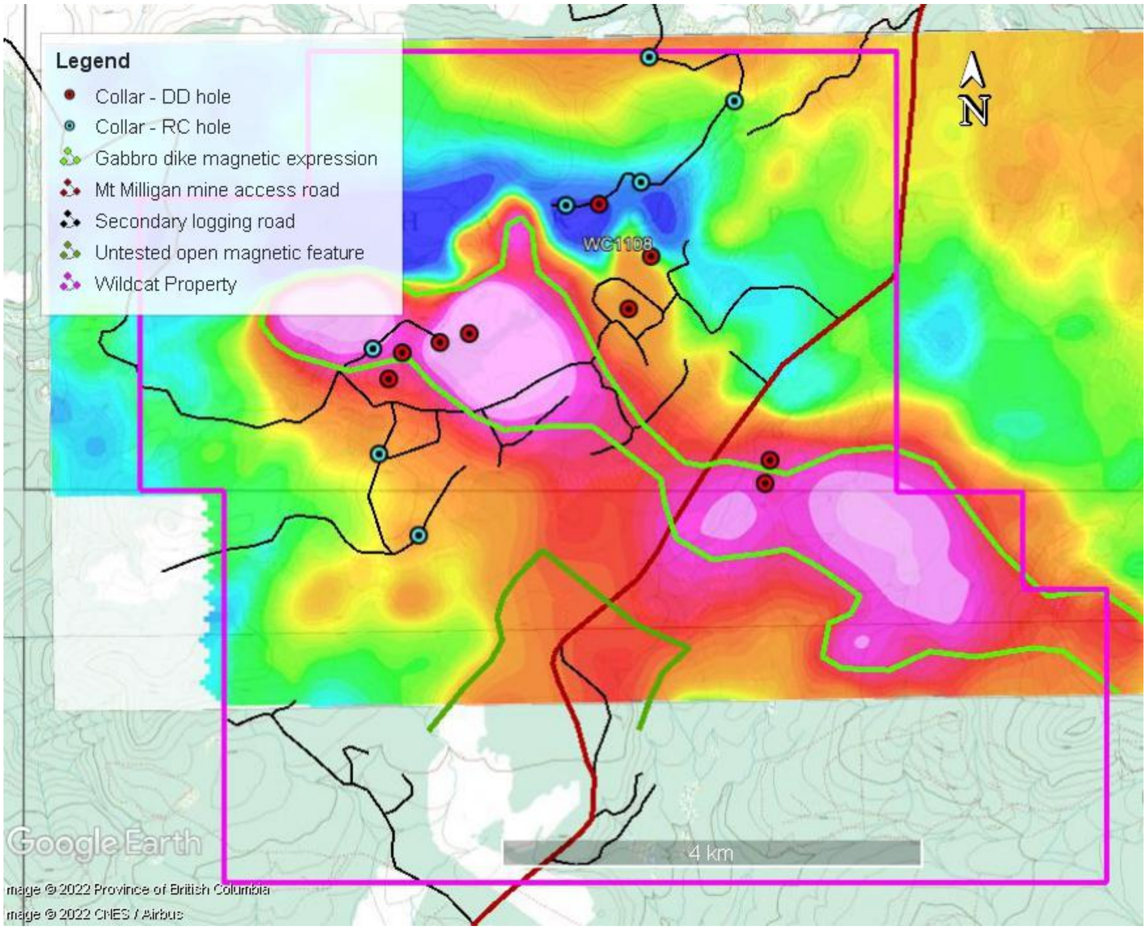


Figure 6.3: 2010 Aeromagnetic survey data (source: Duba, 2010). Probable gabbro dike expression outlined in light green, open to the south and untested magnetic feature partially outlined in dark green.

PEMC's 2017 IP survey in the north central area of the Property revealed a large area of strong chargeability flanked to the east and southeast by an area of moderate chargeability (Figure 6.4). RC drill testing of the higher chargeability area in 2018 encountered fine grained graphitic sediments. Six RC hole attempts to reach bedrock over the moderate chargeability feature failed in overburden at depths of up to 40 metres.

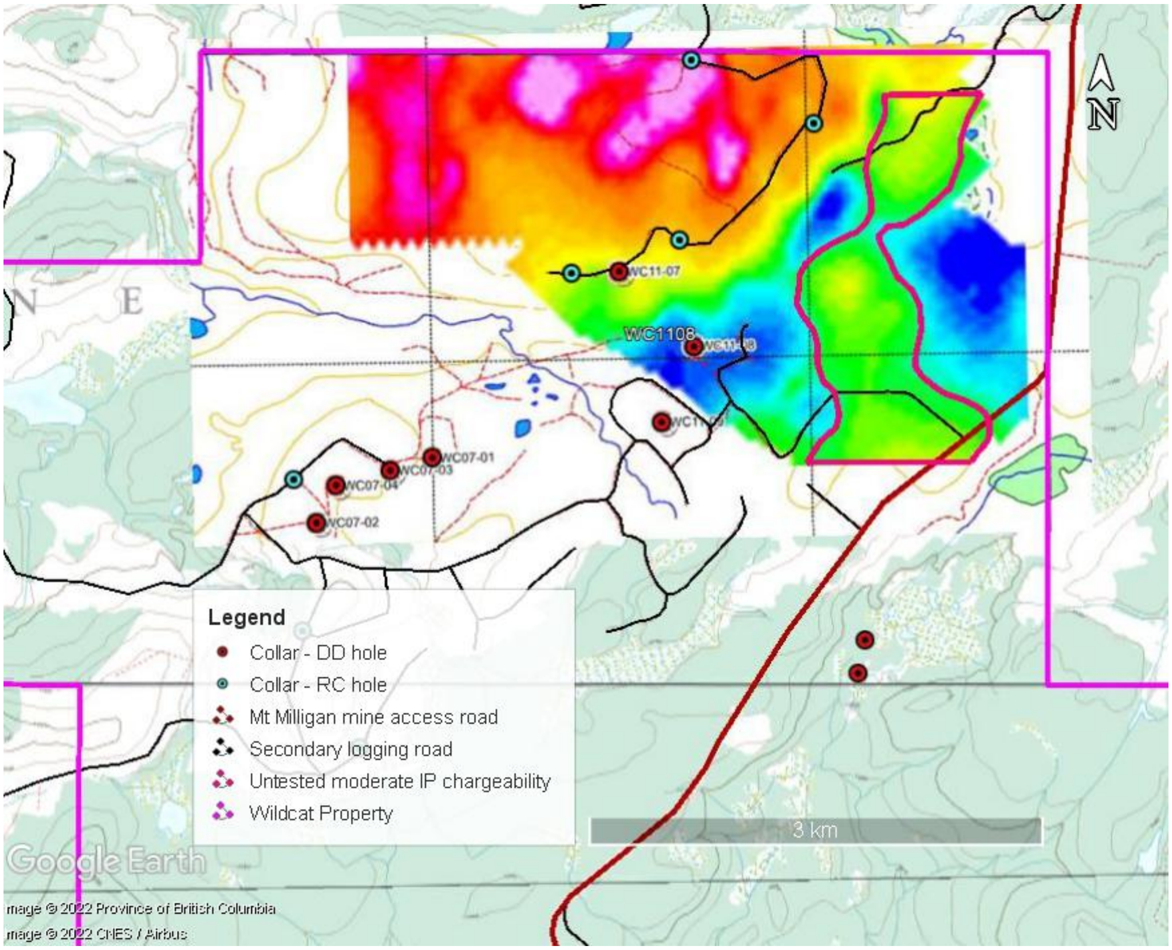


Figure 6.4: 2017 PEMC IP chargeability data plot (source: Ritchie and Peters, 2017). High chargeability to the north reflected by warm colours underlain by graphitic argillite. Moderate chargeability area in the northeast, outlined in purple, has not been successfully drill tested.

7 Geological Setting & Mineralization

7.1 Regional Geology

The Property lies within the Quesnel Terrane, part of the Intermontane Belt, a composite of low metamorphic grade magmatic arc segments of mixed oceanic and continental affinities, and oceanic plates, which amalgamated to the North American continental margin in the Early Jurassic Period (Figure 7.1).

The Quesnel Terrane formed along or near the western North American continental margin and accreted to the margin in the late Early Jurassic (186-181 Ma). Quesnellia is found along most of the length of the Canadian Cordillera and in the Nation Lakes area is characterized by Late Triassic to Early Jurassic volcanic and sedimentary rocks of island arc affinity (Nelson and Colpron, 2007).

The Quesnel Terrane is in contact to the east with Proterozoic and Paleozoic carbonate and siliciclasticrocks of the Cassiar Terrane, representing part of the ancestral North American miogeocline. In places, the Quesnel and Cassiar terranes are separated by an intervening assemblage of late Paleozoic oceanic rocks of the Slide Mountain Terrane. The boundary between the Quesnel and Cassiar terranes is a complex structural zone that includes late Early Jurassic east-directed thrust faults that juxtapose the Quesnel Terrane above the Cassiar Terrane.

Towards the west the Quesnel Terrane is in fault contact with the late Paleozoic through mid-Mesozoic oceanic rocks of the Cache Creek Terrane, interpreted to be part of the accretion-subduction complex that was responsible for generating the Quesnel Magmatic arc. Younger rocks commonly found in the region include Cretaceous granitic stocks and batholiths, Eocene volcanic and sedimentary rocks, and flat lying basalts of both Neogene and Quaternary age.

Intrusive units of a wide variety of sizes, ages, compositions and textures occur in the region. The largest bodies are the Hogem and Germansen batholiths. The Hogem Intrusive Suite is composed of many discrete plutons including mafic to syenitic Late Triassic to Early Jurassic intrusions, as well as mid-Cretaceous granites. A myriad of small intrusions and some larger ones are equivalent to the Early Jurassic volcanic units and to the late stages of Takla Group volcanism. Significant porphyry copper-gold deposits in the area are associated with "crowded porphyries". In a typical crowded porphyritic monzonite, small blocky plagioclase phenocrysts (1-2 mm), with lesser hornblende, biotite and/or augite touch each other in a fine-grained matrix of plagioclase, potassium feldspar, mafic and oxide minerals.

In the Mt. Milligan area, the Takla Group is informally subdivided into a lower, predominantly volcaniclastic Inzana Lake Succession and an upper, predominantly pyroclastic Witch Lake Succession. The Witch Lake Succession, the host of the Mt. Milligan deposits, is characterized by augite-phyric pyroclastic rocks and coherent basalt to andesite, subordinate epiclastic beds and co-magmatic Takla Group and post-Takla Group intrusions. Coeval intrusions comprise most of the Mt. Milligan intrusive complex consisting of monzonite with minor diorite and monzodiorite.

The Quesnel arc had two predominant phases of development: Late Triassic and Early Jurassic. The first, Late Triassic early arc development phase is dominated by augite phyric basalt and alkali basalt (shoshonitic) volcanism. Basal sediments of the Slate Creek succession (235-204 Ma) grade upwards into increasingly volcanic and volcaniclastic rocks of the Inzana, Willy George, Plughat Mountain and Witch Lake successions (230-204 Ma), collectively referred to as the Takla Group. A depositional hiatus marks a break in volcanic activity prior to the onset of renewed volcanic activity in the Early Jurassic.

The second phase of arc development began in the early Jurassic and is characteristic of a more mature arc, developed on thicker crust. These early Jurassic volcanic suites were compositionally more heterogeneous and dominated by plagioclase and plagioclase-augite phyric, sub-alkaline to shoshonitic lithologies. The Triassic arc successions are overlain paraconformably by the early Jurassic suites of the Inzana Lake and Witch Lake Successions.

The Property lies near the southeastern extent of the Hogem Batholith. The Hogem batholith differs from other Upper Triassic batholiths in the Quesnel terrane in two significant ways.

1. It is unusually long lived (Late Triassic to Cretaceous) rather than confined to a shorter interval near the Triassic-Jurassic boundary such as the Guichon and Iron Mask Batholiths.

2. The Guichon and Iron Mask Batholiths are calc-alkaline and alkaline respectively, whereas the Hogem Batholith is composed of four phases which alternate from alkaline to calc-alkaline, with each phase becoming progressively more felsic.

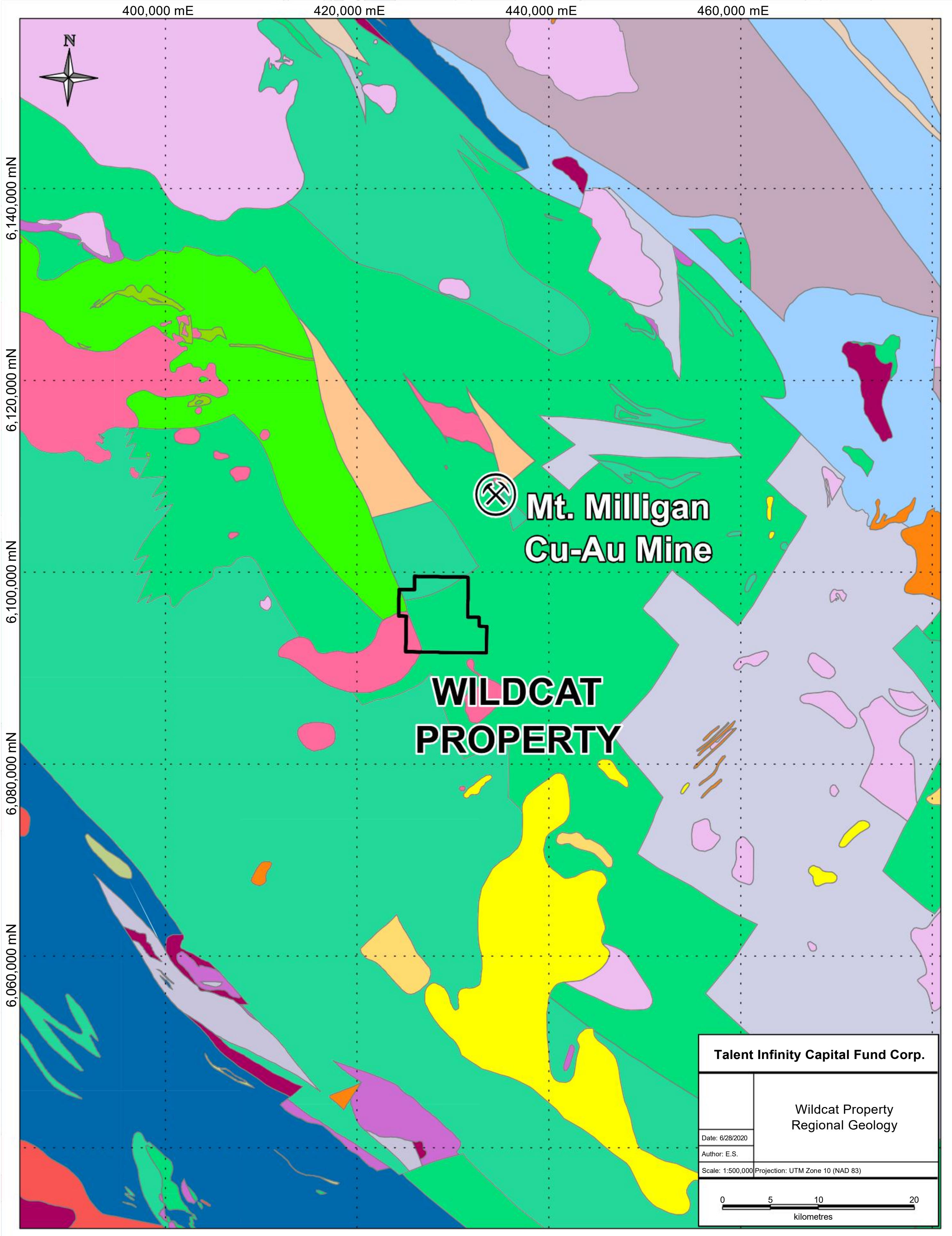


Figure 7.1: Regional Geology - simplified units. *Modified from BCGS 1:1.5M scale digitalgeology.*

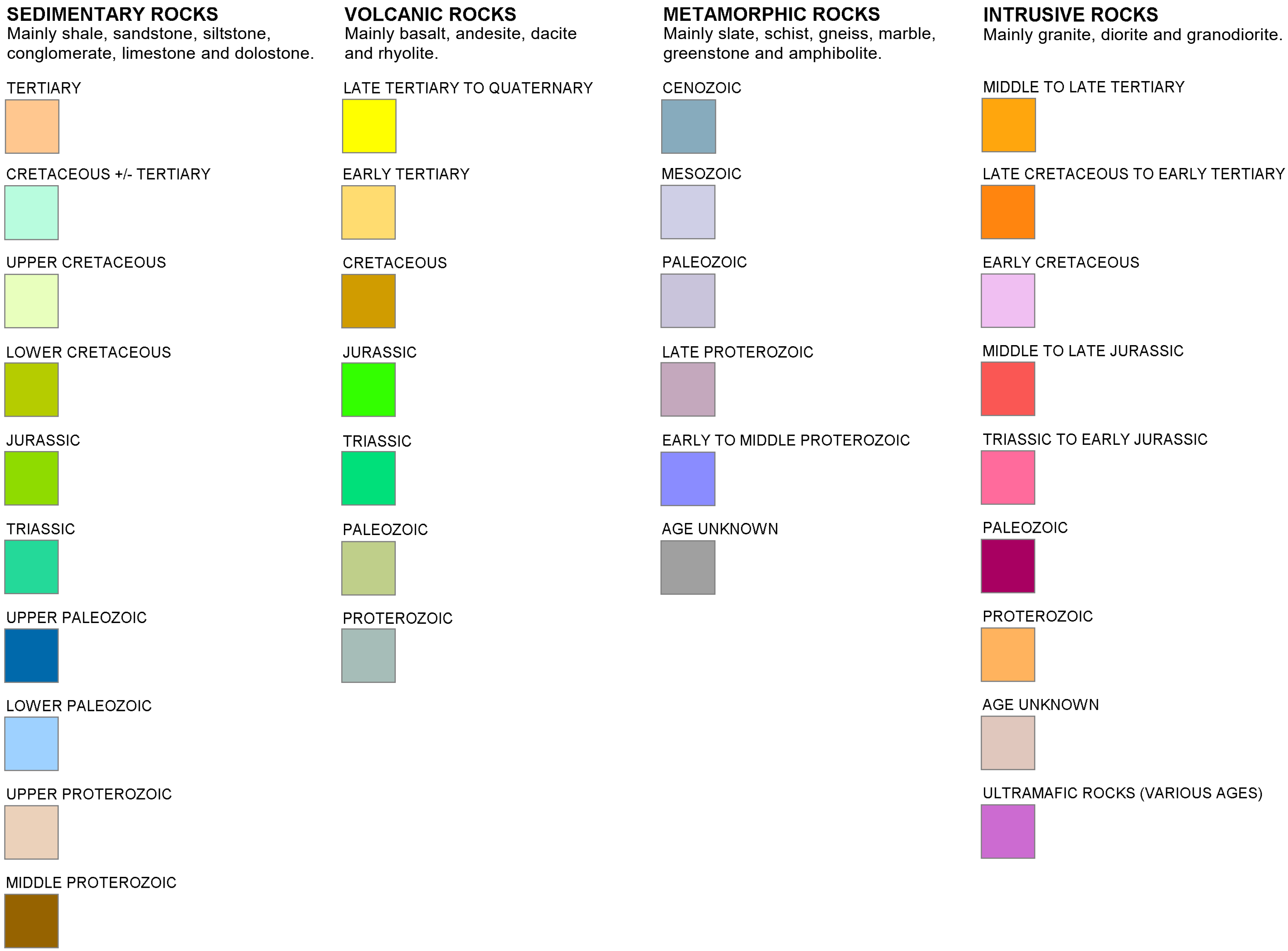


Figure 7.2: Geological Legend for Regional Geology - simplified units. *Modified from BCGS 1:1.5M scale digital geology.*

7.1.1 Regional Metallogeny

The Quesnel Terrane hosts many important Cu-Au porphyry deposits of both the alkalic and calc-alkalic suites, as well as many precious and base metal deposits and mineral occurrences. Examples include the Mt. Milligan mine, Kwanika deposit and BP Chuchi project.

The **Mt. Milligan copper-gold mine** is based on a Cu-Au alkalic porphyry deposit system that lies 10 km northeast of the Property boundary. Since it is adjacent to Wildcat it is described in more detail in Section 15 (Adjacent Properties).

The **Kwanika Copper-Gold Deposit** is located approximately 80 kilometers to the northwest of the Wildcat Property and is owned and operated by Kwanika Copper Corp. (Bird et al., 2019). Discovered in 2006, the Kwanika deposit consists of two closely spaced alkalic Cu-Au porphyry deposits; Kwanika Central Zone and Kwanika South Zone. The primary deposit, the Central Zone contains a measured and indicated (M&I) resource of 104.6 Mt at 0.23% Cu, 0.21 g/t Au and 0.41 g/t Ag in an open pit configuration with a 0.13% CuEq cut-off, along with an underground M&I resource of 118.9 Mt at 0.30% Cu, 0.29 g/t Au and 0.96 g/t Ag at 0.27% CuEq cut-off (Bird et. al., 2019) (Note: the author has not verified the resource at the Kwanika Central Zone and the mineralization there is not necessarily indicative of mineralization on the Wildcat Property).

Copper-gold mineralization in the "Central Zone" consists of disseminated chalcopyrite, bornite and pyrite in and around a potassically altered monzonite stock intruding andesitic rocks of the Takla Volcanic Group. Where strongly mineralized, the unit commonly displays quartz stockwork and hydrothermal brecciation. Copper-gold-molybdenum-silver mineralization in the "South Zone" consists primarily of chalcopyrite and molybdenite with trace amounts of chalcocite, bornite and enargite and is associated with potassically altered alkalic to intermediate composition intrusive rocks (Serengeti Resources Inc., 2016).

The **BP Chuchi Project** or Chuchi Lake Project is located roughly 40 km to the west-northwest of the Wildcat Property, and is currently owned by Centerra Gold Inc. The BP Chuchi Project is considered a small, copper-gold alkalic porphyry deposit (Wong and Barrie, 1991). Copper-gold mineralization is associated with locally pervasive potassic and propylitic alteration and abundant secondary magnetite and is centered about a cluster of plagioclase porphyry stocks, dikes and sills which intrude a sedimentary unit of the Lower Jurassic Chuchi Lake succession (Nelson and Bellefontaine, 1996). The best grades fall within a northeast-trending zone that crosses a monzonite stock. The project was last drilled in 1991 and there is no current resource estimate (Lui, 2020).

7.2 Local and Property Geology

There has been no systematic geological mapping of the Wildcat property other than the 1:50,000 scale regional mapping by Nelson et al., (1992).

The Wildcat Property has very sparse outcrop with much of the Property covered by till and glaciofluvial gravels (1 to >50 m thick). Reconnaissance prospecting has been conducted by (Day, 1996) and prospecting and geological mapping in the central region by R. Wells (Wells, 2005) and D. Duba (Lustig and Duba, 2008). Recent clear-cut logging activity has opened new road-cuts and exposed more bedrock in some parts of the Property.

Based on the regional geological understanding, lithologies encountered in drilling and lithologies identified in limited outcrop exposures, a property geology map has been constructed as shown in Figure 7.3. The Property is primarily underlain by variably altered, augite porphyritic, intermediate to mafic volcanic and pyroclastic rocks and monzonite to diorite intrusives correlated with the Late Triassic-Early Jurassic Takla Group (Nelson et al., 1992). Fine clastic sediments typically consisting of siltstone and lesser mudstone, underlie the northern and northwestern portions of the property.

Historical diamond drilling has encountered the following Takla Group lithologies; augite-phyric andesite to medium grained gabbro (**ANDS**), augite-phyric andesite tuff to crystal lithic tuff (**ANTF**), plagioclase monzonite porphyry (**MZPP**), hornblende (biotite) ± plagioclase monzonite/diorite porphyry (**HMZP**) and xenolithic monzonite/diorite porphyry (**XNMZ**) (Lustig and Duba, 2008).

Augite-phyric andesite to medium grained gabbro (ANDS): The rock is medium to dark green and less commonly pistachio green and dark grey-black with mottled alteration patches (chlorite-epidote), massive, fine grained andesite to intrusive-like medium grained gabbro, the latter probably representing deeper levels of a volcanic pile. Andesite is typically porphyritic consisting of subhedral to euhedral augite, 1-3 mm on average, locally to 5 mm, (<5% to 20%) and locally hornblende laths, <2mm, (0% to 50%), often euhedral and variably chloritized and epidotized, and pale grey subhedral plagioclase, 1-2 mm, on average (0% to 40%) set in an aphanitic to fine grained variably propylitized mafic groundmass. Fragment-supported volcanic breccia zones are rare. These consist of <1 cm to >5 cm subangular andesite fragments in a matrix of similar composition, andesite to fine-medium grained gabbro.

Augite-phyric andesite tuff to crystal tuff (ANTF): This lithological unit is only recognized in drill core (WC07-1 and WC07-3) and appears to be subordinate to coherent andesite/gabbro. It is typically dark grey to grey-green, well bedded (foliated), altered, fine grained and contains euhedral/subhedral augite crystals, 1-3 mm (up to 25%), in a fine to medium grained, variably propylitized mafic matrix.

All volcanic rocks are weakly to locally strongly magnetic with magnetite contents up to 5% to 12% as coarse blebs, disseminations and lesser, fine grained fracture fillings that have associated ± calcite-epidote- pyrite-chalcopyrite. Pyrite is commonly present as fine disseminations, blebs and narrow veinlets, trace to 2%, averaging 1%.

Alteration is moderate to strong, imparting a patchy and mottled texture to the rock. It is dominated by pervasive and lesser fracture-controlled propylitization occurring as replacement of augite phenocrysts and mafic groundmass by chlorite-actinolite>epidote-carbonate (calcite ± albite(?) ± pyrite). Potassic alteration is generally very weak and when present, it is in form of fine-grained biotite after augite phenocrysts and mafic matrix components. Silicification is also weak, occurring mostly as discrete, narrow, <0.5-1 cm wide, quartz ± calcite ± pyrite veinlets.

Andesite to gabbro and andesite tuff are occasionally intruded by narrow, <5 m wide, plagioclase-phyric monzonite to diorite dikes. These are light to medium grey and grey-green and commonly coarse grained, crowded porphyries consisting of euhedral, 1-5 mm on average, plagioclase phenocrysts (up to 40%). The

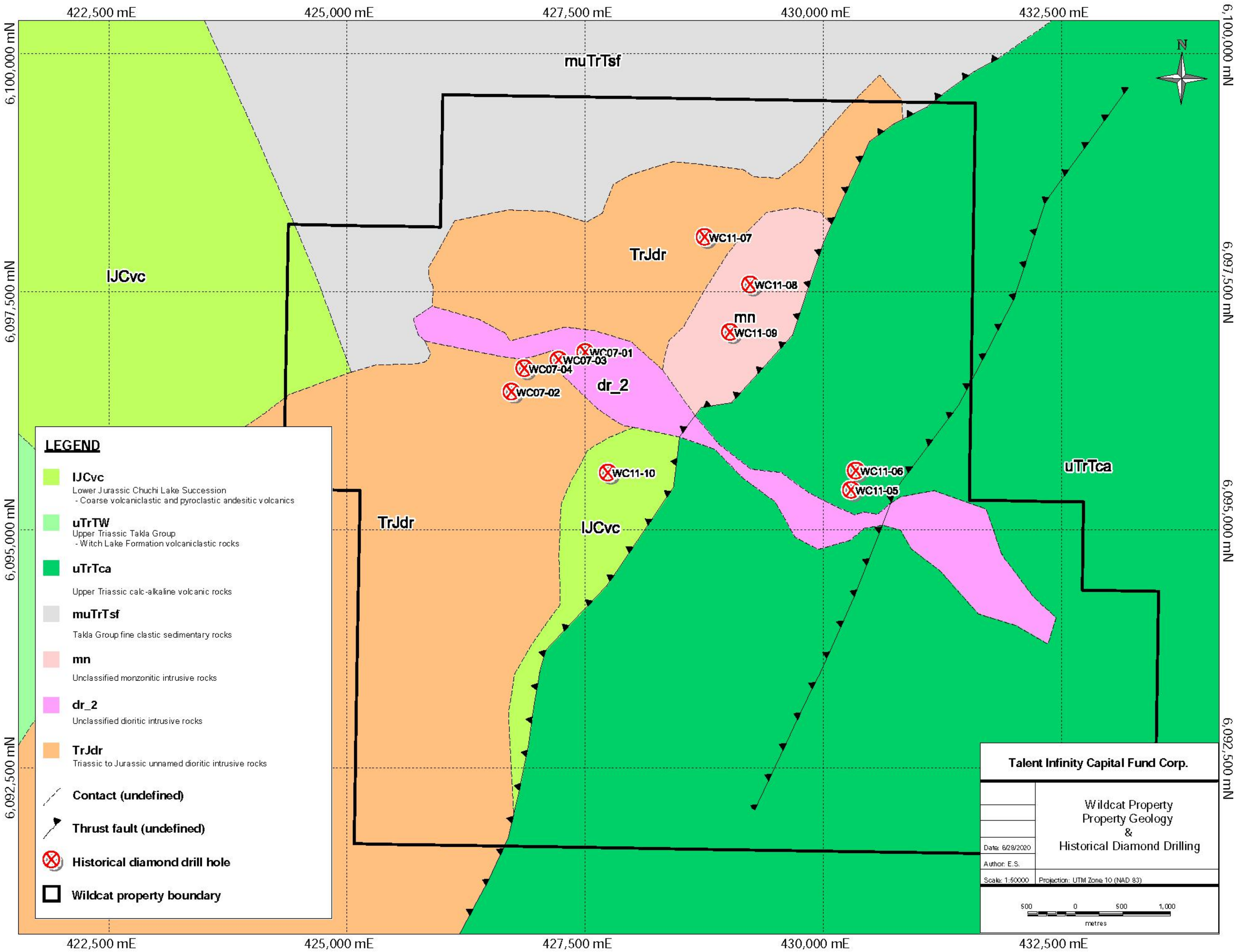


Figure 7.3: Property Geology

groundmass is aphanitic to fine-grained matrix and consists dominantly of quartz, K-feldspar>plagioclase and subordinate hornblende, epidote, calcite and accessory pyrite disseminations and veinlets, and occasionally magnetite.

Plagioclase monzonite porphyry (MZPP): The western part of the Property is underlain by small stocks of plagioclase monzonite porphyry (Figure 7.3), the most widespread intrusive rock observed both in outcrop and drill core (WC07-02 and -04). The porphyry is leucocratic, white to light grey, also light green to medium pink, massive to foliated, crowded (up to 50%), megacrystic plagioclase monzonite porphyry featuring euhedral, 2-5 mm, on average, rarely 10-15 mm, plagioclase phenocrysts in an aphanitic to fine grained groundmass of K-feldspar, plagioclase, quartz, minor hornblende and secondary chlorite, biotite, epidote and calcite. Another minor, finer grained phenocryst phase is hornblende (altered to biotite and/or chlorite), 1-3 mm (3% to 5%).

Hornblende ± plagioclase monzonite/diorite porphyry (HMZP): Megacrystic monzonite is intruded by numerous, narrow, (1 to 10 m wide), fine to lesser medium grained, pale beige to medium grey and purple-brown, variably porphyritic hornblende ± plagioclase monzonite to diorite dikes. These contain phenocrysts of dark brown euhedral hornblende (1-5mm, <5-25%,) >wispy biotite and remnant, pale grey subhedral/euhedral plagioclase (1-3 mm, 0 to 35%). Augite phenocrysts (1-3 mm) are extremely rare, <1- 2%. Groundmass is aphanitic to fine grained consisting of a mixture of K-feldspar, plagioclase, quartz and lesser mafic minerals (biotite>chlorite, epidote).

Xenolithic monzonite/diorite porphyry (XNMZ): This lithotype occurs as rare, narrow (<5 m) dikes compositionally similar to plagioclase-hornblende monzonite/diorite. It is composed of <10% poorly sorted, <0.5 cm to >3 cm angular to partially assimilated andesite fragments set in a fine to medium grained plagioclase-hornblende phyric monzonite to diorite groundmass.

Intrusive rocks are generally weakly to lesser moderately potassically altered with weak overprinting propylitization. Potassic alteration is in the form of fine-grained biotite replacement of mafic phenocrysts (minor plagioclase?) and matrix. Propylitization is typically weak and intermittent comprising of chlorite- carbonate (calcite)-epidote-albite(?)-pyrite assemblage and is found predominantly as fracture-controlled replacement. Silicification is weak and occurs as narrow (<0.5 to 1cm) veinlets of quartz ± calcite ± pyrite and as rare, pervasive silicification.

Pyrite occurs as fine-grained disseminations, blebs and lesser fracture filling (<0.1 to 2.5%, averaging 1.5%). Associated with pyrite is disseminated and blebby pyrrhotite (trace to 0.5%). Sporadic and limited chalcopyrite mineralization occurs as disseminations, blebs and locally as pyrite-chalcopyrite vein fill, all of which are generally associated with propylitic alteration assemblages.

Several fault-lineaments are apparent on the Wildcat Property. These are interpreted structures trending northwest (monzonite porphyry-volcanic contact) and northeast (Rainbow Creek) with unknown dips. The drill logs indicate a rare brittle deformation along intrusive contacts.

7.2.1 Property Mineralization & Alteration

In part due to the till covered nature of the Property, mineralization encountered to-date on the Property is limited to copper mineralization encountered in historical drilling. The most significant copper ± gold ± silver mineralization was encountered during the 2011 Cayden Resources drilling campaign. Significant intervals from this program include:

- DDH # WC11-07, 213.8 m to 214.52 m (0.72 m) @ 1.34% Cu, 0.626 g/t Au, 16.2 g/t Ag;
- DDH # WC11-08, 155.45 to 181.60 m (26.15 m) @ 0.14% Cu, 0.034 g/t Au, 0.74 g/t Ag;
  incl. 170.95 to 181.60 m (10.65 m) @ 0.21% Cu, 0.062 g/t Au, 1.1 g/t Ag.

The aforementioned mineralized intercept from WC11-07 was associated with a roughly 0.5 cm quartz-pyrite-chalcopyrite shear hosted vein with strong epidote selvages, in what is otherwise propylitically altered diorite. The mineralized interval from WC11-08 consists of chalcopyrite and pyrite blebs and disseminations in a propylitically altered diorite, with sporadic quartz-calcite-pyrite ± chalcopyrite veins and localized strong chlorite alteration. The interval from WC11-08 includes a moderate to strongly sheared and chlorite altered mafic dike than contains significant pyrite and lesser chalcopyrite.

8 Deposit Types

8.1 Porphyry Copper-Gold Deposits

Porphyry deposits are large, low- to medium-grade deposits in which primary ore minerals are dominantly structurally controlled and which are spatially and genetically related to felsic to intermediate porphyritic intrusions (Sinclair, 2007). Their formation is related to magma emplacement at relatively high levels in the crust, where the circulation of hydrothermal fluids facilitates scavenging, mobilizing and deposition of metals.

Porphyry copper systems are defined as large volumes of hydrothermally altered rock centered on porphyry copper stocks that may also contain skarn, carbonate-replacement, sediment-hosted, and high and intermediate-sulphidation epithermal base and precious metal mineralization (Sillitoe, 2010, Figure 8.1).

The metal content of this class of deposits is diverse, but within the scope of this report can be narrowed down to those grouped as Copper ± Molybdenum ± Gold (Cu ± Mo ± Au).

8.1.1 Importance

Porphyry copper deposits account for approximately two-thirds of global copper production and more than 95% of world molybdenum production. Porphyry deposits are also major sources of gold, silver, and tin; significant byproducts include Re, W, Pd, Pt, Te and Se.

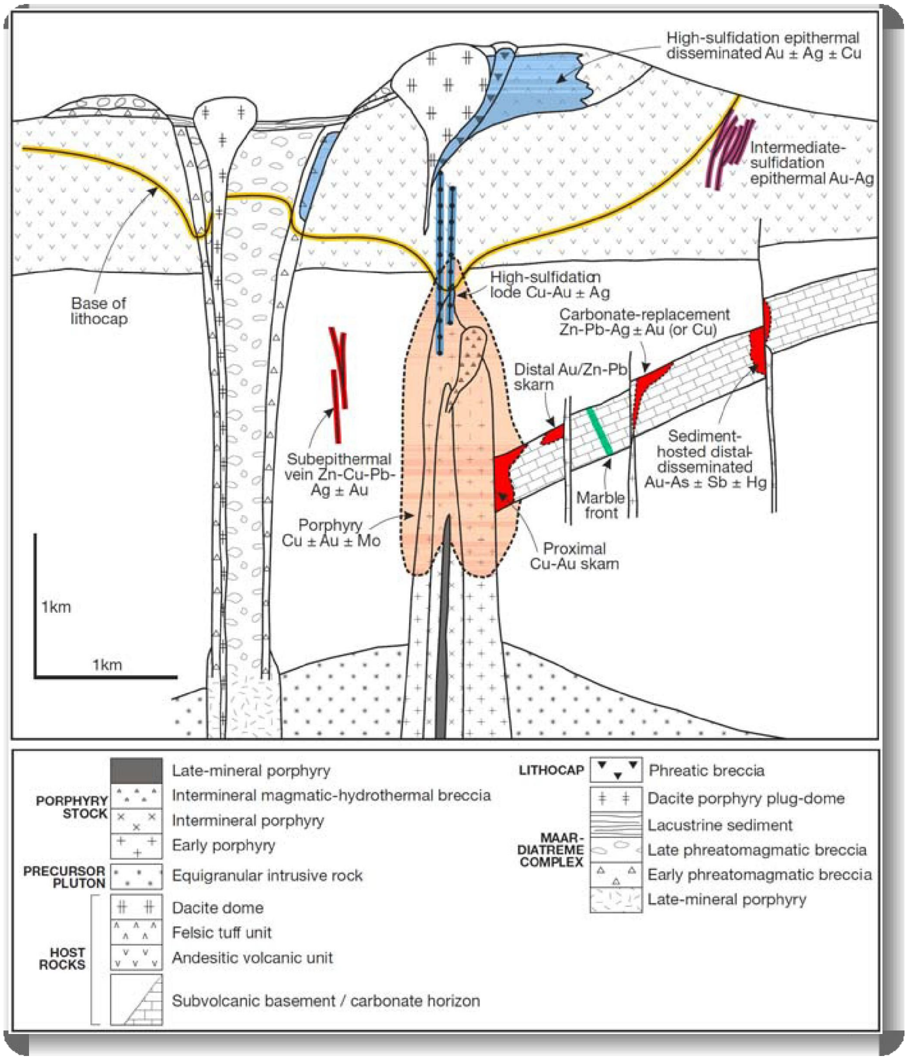


Figure 8.1: Anatomy of a telescoped porphyry Cu system (Sillitoe, 2010).

8.1.2 Geographic Distribution

Porphyry deposits occur throughout the world in a series of extensive, relatively narrow, linear metallogenic provinces. They are predominantly associated with Mesozoic to Cenozoic orogenic belts in western North and South America, around the western margin of the Pacific Basin, and in the Tethyan orogenic belt in eastern Europe and southern Asia. However, major deposits also occur within Paleozoic orogens in Central Asia and eastern North America and, to a lesser extent, within Precambrian terranes (Sinclair, 2007).

8.1.3 Geographic Distribution within British Columbia

Late Triassic to Early Jurassic Cu-Au and Cu-Mo porphyry deposits of the Stikine and Quesnel terranes are collectively the most important group of deposits in British Columbia (Nelson and Colpron, 2007). They include such long-time producers as Highland Valley, Gibraltar, Copper Mountain, Brenda, and Afton; newer mine projects such as Mt. Milligan, Red Chris, and Brucejack; while Schaft Creek, and Kerr-Sulphurets-Mitchell (KSM) are moving towards production. Host intrusions range from 210 Ma (Galore, Highland Valley) to 183 Ma (Mt. Milligan). The abundance of porphyry and other deposits marks Stikinia and Quesnelia as remarkably rich metallotects, comparable to the modern arc setting of Papua New Guinea.

8.1.4 Grade and Tonnage

Porphyry deposits are large and range in size from tens of millions to billions of tonnes. In typical porphyry Cu ± Mo ± Au deposits, grades range from 0.2 to 1.0% Cu, <0.01 to 0.05% Mo, and 0.0 to 1.0 g/t Au. Some porphyry deposits exhibit exceptional size along with grade such as the Grasberg deposit in Indonesia (Freeport-McMoran Copper and Gold Inc., Annual Report, 2000).

8.1.5 Tectonic Setting

Porphyry Cu systems are generated mainly in magmatic arc environments subjected to broadly contractional settings, marked by crustal thickening, surface uplift and rapid exhumation (Sillitoe, 2010). Porphyry Cu deposits are typically located in volcanic or sub-volcanic environments in subduction-related, continental and island-arc settings.

Fault and fault intersections are invariably involved in determining the formational sites and geometries of porphyry Cu systems and their constituent parts. Some investigators emphasize the importance of intersections between continental-scale transverse fault zones and arc-parallel structures for porphyry Cu formation (Richards et al., 2001).

8.1.6 Geological Setting

Porphyry deposits occur in close association with porphyritic epizonal and mesozonal intrusions. There is a close temporal relationship between magmatic activity and hydrothermal mineralization. Commonly located in volcanic or sub-volcanic environments, host rocks typically include volcanics, intrusives (which may or may not be coeval with country rock) and volcano-sedimentary, epiclastic and pyroclastic rocks.

The composition of intrusions associated with porphyry deposits varies widely and appears to exert a fundamental control on the metal content of the deposits. Intrusive rocks associated with porphyry Cu-Au and porphyry Au deposits tend to be low-silica, relatively mafic and primitive in composition, ranging from calc-alkaline dioritic and granodioritic plutons to alkalic monzonitic rocks. Porphyry Cu and Cu-Mo deposits are associated with intermediate to felsic, calc-alkaline intrusive rocks ranging from granodiorite to granite in composition (Richards, 1990).

8.1.7 Alteration

Hydrothermal alteration is extensive and typically zoned on a deposit scale as well as around individual veins and fractures. Alteration zones on a deposit scale commonly consist of an inner potassic ± sodic core characterized by K-feldspar and/or biotite (± amphibole ± magnetite ± anhydrite), and an outer, more extensive zone of propylitic alteration that consists of quartz, chlorite, epidote, calcite and, locally, albite associated with pyrite. Zones of phyllic (quartz + sericite + pyrite) and argillic alteration (quartz + illite + pyrite ± kaolinite ± montmorillonite ± calcite) may be part of the zonal pattern between the potassic and propylitic zones, or can be irregular or tabular, younger zones superimposed on older alteration and sulphide assemblages (Moyle et al., 1990, Figure 8.2).

Alteration mineralogy is controlled in part by the composition of the host rocks, and by the composition of the mineralizing system. In mafic host rocks with significant iron and magnesium, biotite is the dominant alteration mineral in the potassic alteration zone, whereas K-feldspar dominates in more felsic rocks (Sinclair, 2007). In more oxidized environments, minerals such as pyrite, magnetite (± hematite), and anhydrite are common, whereas pyrrhotite is present in more reduced environments (Rowins, 2000).

8.1.8 Structure and Mineralization Styles

As mentioned above, faults and fault intersections are invariably involved in determining the formation and geometry of porphyry Cu systems. At the scale of ore deposits, associated structures can result in a variety of mineralization styles, including veins, vein sets, stockworks, fractures, “crackled zones”, and breccia pipes. Orientations of mineralized structures can be related to local stress environments around the tops of plutons or can reflect regional stress conditions.

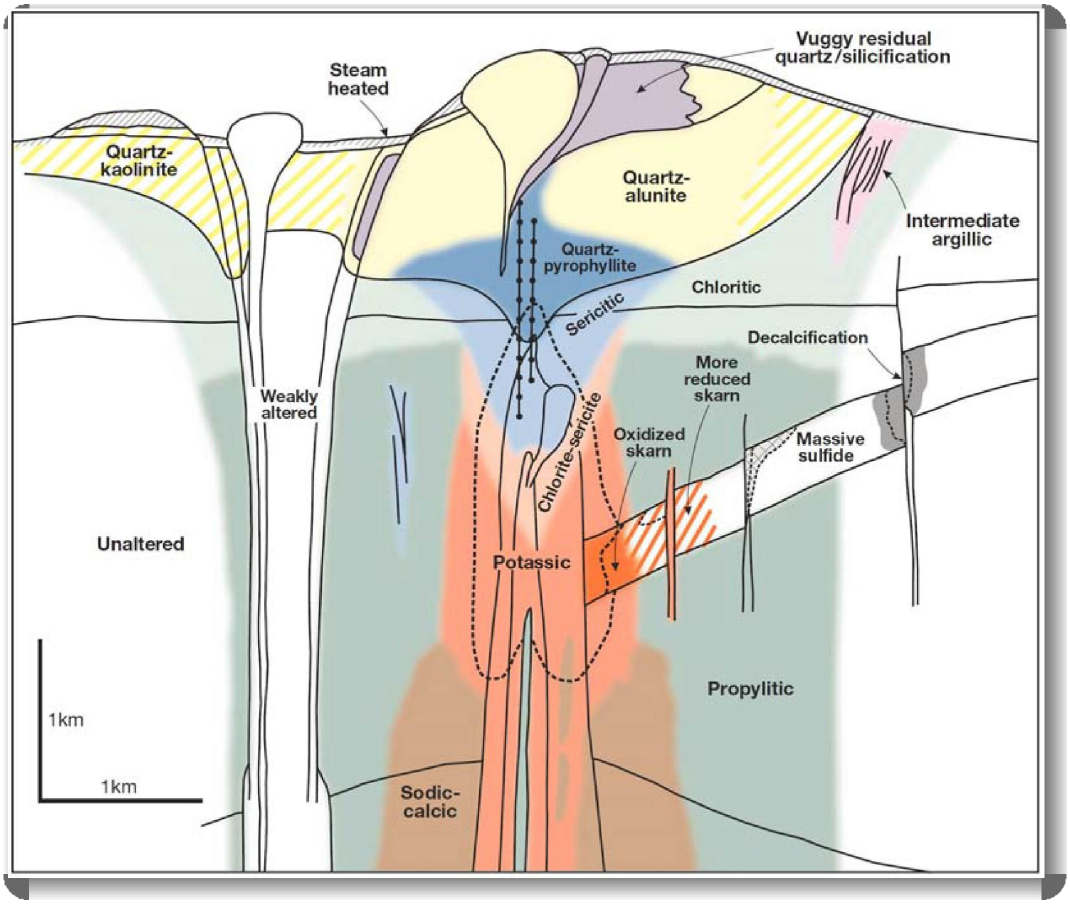


Figure 8.2: Generalized alteration-mineralization zoning pattern for telescoped porphyry Cu systems (Sillitoe, 2010).

8.1.9 Mineralogy

The mineralogy of porphyry deposits is highly varied, although pyrite is typically the dominant sulphide mineral in porphyry Cu ± Mo ± Au deposits. Principal ore minerals are chalcopyrite, bornite, chalcocite, tennantite, enargite, other Cu sulphides and sulphosalts, molybdenite, and electrum; associated minerals include pyrite, magnetite, quartz, biotite, K-feldspar, anhydrite, muscovite, clay minerals, epidote and chlorite.

8.1.10 Morphology and Architecture

The overall geometry of individual porphyry deposits is highly varied and includes irregular, ovoid, pipe-like or cylindrical shapes, which may or may not be "hollow". Ore bodies are zoned, with often barren cores and crudely concentric metal zones, and may occur separately or overprint one another, vertically and laterally. Complex, irregular ore and alteration patterns arise from overprinting episodes of zoned mineralization and alteration of different ages.

8.1.11 Genetic Model

Porphyry Cu systems typically span the upper 4 km or so of the crust, with their centrally located stocks being connected downward to parental magma chambers at depths of perhaps 5 to 15 km. The water-rich parental magma chambers are the source of the heat and hydrothermal fluids throughout the development of the system. Large, poly-phase hydrothermal systems developed within, and above genetically related intrusions are formed and are often long-lived (≈5m.y.).

Convection of hydrothermal fluids throughout the country rock and intruding stocks results in a focusing of metals along conduits and within permeability networks where hydro-fracturing has taken place. Effective scavenging of metals is facilitated by "organized" hydrothermal systems in a state of convection, while efficient metal deposition is enhanced by pore-fluid over-pressurization resulting in catastrophic failure and rapid remobilization and de-pressurization of metalliferous hydrothermal fluids.

8.1.12 Porphyry Copper Subtypes

8.1.12.1 Alkalic Copper-Gold Porphyry Alkalic Cu-Au porphyry deposits are known in only a few mineral provinces worldwide, with British Columbia being the type area for such deposits (Chamberlain et al., 2006). Relatively unique, alkalic porphyry deposits are an especially Au-rich variety of porphyry deposits that still maintain good copper grades. Alkalic Cu-Au porphyry deposits differ from Cu or Cu-Mo dominant porphyry deposits in the following ways:

Tonnage and Grade

Tonnages of alkalic porphyry deposits are generally less than their Cu ± Mo counterparts, while grades can be significantly higher, especially Au tenors. Mineralization related to alkaline magmatism in arc terranes includes a disproportionately large share of the world's giant gold deposits when the small volume of alkaline relative to calc-alkaline rocks is taken into account (Sillitoe, 2002).

Alteration

Alkalic porphyry deposits have smaller and more cryptic alteration footprints (Figure 8.3). On the deposit scale, phyllic alteration is typically restricted to fault zones that penetrate late in the hydrothermal system. Furthermore, alkalic deposits lack advanced argillic alteration in most cases (Chamberlain et al., 2006).

Tectonic and Geological Setting

Porphyry deposits associated with alkaline intrusions typically form in an island-arc setting, possibly during periods of extension. Geological compositions vary between silica-saturated (diorite and monzonite) or silica-undersaturated (pyroxenite and syenite) complexes (Chamberlain et al., 2006). The volcano-plutonic suites are generally considered more primitive and less felsic than those associated with Cu ± Mo porphyry deposits.

Architecture

Alkalic systems often consist of numerous discrete bodies that can exhibit complex and variable geometries, from high-level breccia-hosted bodies (Mt. Polley) to deeper level intrusive-centered sulphide accumulations (Mt. Milligan or Lorraine). Orebody geometries commonly mimic associated pipe-like intrusions (Deyell and Tosdal, 2004).

8.1.13 Telescoped Intrusion Centered Ore Deposits

Telescoping is the process of juxtaposing or overprinting early, deep mineralization, commonly of the porphyry type, and late, shallow, generally epithermal styles of precious- and base-metal mineralization. Tele- scoping is attributed to synhydrothermal degradation of volcanic paleosurfaces, as a result of either rapid erosion under pluvial conditions or sector (and, less probably, caldera) collapse of the volcanic edifices. Paleosurfaces may be lowered easily by 1 km during the ~ 1 m.y. total life spans of hydrothermal systems, leading to the vertical compression of any contained ore deposits by at least 1 km.

Sector collapse may be triggered by volcanic tumescence (Sillitoe, 1994) due to synmineralization intrusion, and thus, may be facilitated by hydrothermal weakening of volcanic edifices. Sector collapse causes extensive ingress of meteoric and/or ocean water to the magmatic environment and a decrease in confining pressure. The latter may induce hydrothermal brecciation, boiling and possible epithermal gold precipitation, and even accelerated efflux of magmatic fluids.

Telescoped systems (Figures 8.1 & 8.2) are believed to possess greater potential for the existence of both porphyry-type deposits at shallower than normal depths and giant ore deposits (Sillitoe, 1994).

8.1.14 Exploration Models

8.1.14.1 Geophysical Targeting Several geophysical techniques can be effectively utilized while exploring for porphyry Cu ± Mo ± Au deposits. Most notably, magnetic, electromagnetic and Induced Polarization surveys are considered highly effective tools for detection of characteristic anomalies.

At a regional scale, airborne magnetic surveys are useful for mapping out the geological framework and for identifying magmatic arcs and their constituent elements. At a local scale, both airborne and ground magnetic surveys can be effective at targeting intrusions and associated mineral deposits. Primary magnetite typically forms as an accessory mineral within intrusive bodies, and secondary magnetite may result from hydrothermal alteration and/or hornfelsing. In should be noted, however, that some deposits are characterized by magnetic lows due to the destruction of magnetite in phyllic alteration zones (Sinclair, 2007).

Electromagnetic airborne and ground surveys can be effective at delineating resistive, porphyritic intrusions as well as associated alteration haloes. In the search for porphyry deposits, large circular or ovate resistivity highs are considered to be sources of potential interest (Lane, 2007). A circular-like high resistivity anomaly directly coincides with the Mt. Milligan porphyry and might therefore reflect the potassic alteration halo (Devine, 2012; Geotech Ltd., 2009).

At a local scale, ground Induced Polarization surveys have proved to be the most effective at detecting metalliferous bodies. At Copper Mountain, this technique was responsible for the discovery or extension of several new zones, with resulting chargeability anomalies having a shape that generally corresponds with the known shape of the ore bodies (Stanley et al., 1995).

Chile is host to some of the world's most spectacular porphyry copper deposits. The aeromagnetic signature of porphyry copper systems in northern Chile was investigated by Behn et al., 2001. The authors proposed that transverse magnetic anomalies (lows) were responses to the loci of emplacement of intrusive bodies, and that all known porphyry copper deposits in northern Chile are spatially related to these transverse magnetic anomalies.

8.1.14.2 Geological Targeting Volcanic arc complexes are high priority exploration targets for intrusion related ore deposits. In British Columbia, the Stikine Terrane and the Quesnel Terrane represent Triassic-Jurassic volcanic arc complexes that were emplaced during the Jurassic and collectively represent the foundation for further geological targeting. Within these terranes, unconformities and contact faults represent prospective locations for the development of mineralization. Due to the size of porphyry Cu deposits their associated larger alteration haloes, alteration zonation patterns over 10’s to 1,000’s of metres provide an indication of potential deposit proximity within which exploration effort can be vectored towards areas of highest potential (Figure 8.3).

The presence of glacial cover in across large portions of BC make direct observation of alteration patterns in outcrop challenging. In these areas, local scale geological mapping is of limited effectiveness. At regional scales, however, regional mapping can be useful at narrowing in on prospective terranes and their constituent lithologies, and inferences can be made when used in conjunction with geophysical data.

8.1.14.3 Geochemical Targeting Regional silt sampling programs have been successful in narrowing in on prospective areas for porphyry associated mineralization, although the data is often too coarse for targeting at a local scale. Areas with glacial cover will not be conducive to silt sampling as water courses may not be cutting through and re-mobilizing any of the underlying rock.

At a local scale, soil geochemistry can be utilized as a means of direct detection of metalliferous bodies, though its effectiveness is invariably related to presence and thickness of cover and/or soils. New techniques in sampling and analysis have allowed for detection of buried deposits. By lowering thresholds with partial extractions of selectively sampled soil components, such as is done with MMI soil surveys, soil geochemistry can be effective in detecting porphyry Cu mineralization through transported glacial overburden of up to 100’s of meters (Heberlein et al., 2010).

Traditional soil sampling (B-Horizon) performed over the Mt. Milligan deposits outlined numerous copper and gold anomalies within the area encompassing the vast majority of the deposits. However, extensive cover partially masked and dispersed the bedrock geochemical response, while geochemical values of colluvium samples were much higher (Sketchley et al., 1995).

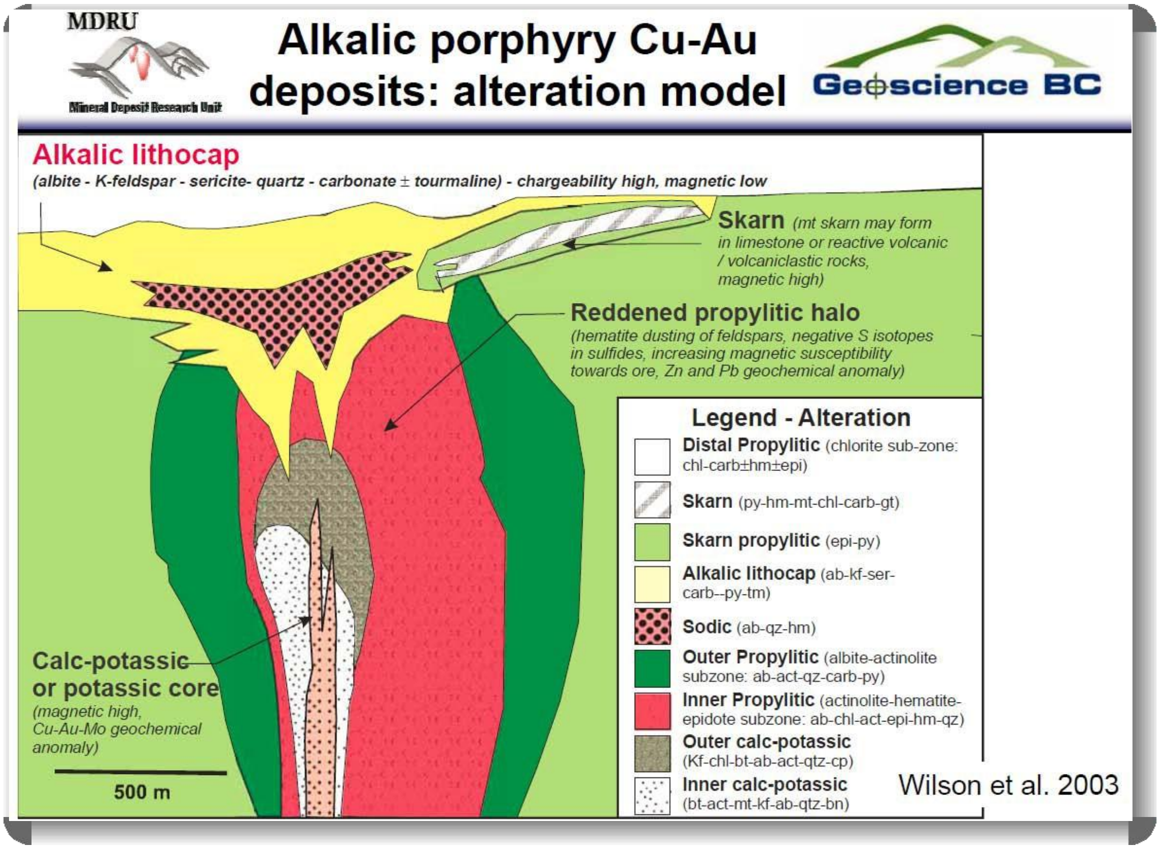


Figure 8.3: Alkalic porphyry exploration model.

9 Exploration

9.1 Talent Infinity - 2021

Most recent exploration on the Wildcat Property commenced in May and completed in July 2021. Talent Infinity completed a drone or UAV (unmanned aerial vehicle)-borne low-level magnetometer survey over a southerly extension of a magnetic lobe first and partially revealed in the magnetic data from a property wide 2010 helicopter-borne ZTEM plus magnetometer geophysical survey (Figure 9.1).

The instrumentation consisted of GEM Systems potassium magnetometer, model GSMP-35U which has a sensitivity of 0.0002 nanoTeslas (nT), a resolution of 0.0001 nT, and a reading interval of up to 20 readings/second; a laser altimeter for measuring terrain clearance; and a GPS unit for measuring the UTM location to an accuracy of 0.7 meters. The instrumentation was carried by a DJI Matrice 300 (M300) RTK UAV. The M300 is a quadcopter with four TB60 batteries and a hovering accuracy of +/- 0.1m vertical and 0.3m horizontal. The M300 is controlled by a remote controller with a range of 15 km. A base station for the purpose of diurnal monitoring was set up near the property using a GEM Systems Overhauser magnetometer, model GSM-19, with readings being taken every second.

The survey was flown at a speed of 12 meters/sec with a line spacing of approximately 50 meters and an average terrain clearance of 60 meters. The reading interval was 10 readings/sec. The readings were subsequently processed and corrected for diurnal variation using the base station data. A total of 364 line-kilometres of surveying was completed over a 9.2 square km area.

The contoured magnetic data shown in Figure 9.1 reveal a stronger broad magnetic response in the north, presumably reflecting some portion of a northwest trending gabbroic – more magnetic – rock mass. To the south the feature weakens into a partial annular form – indicating potential for a zone of magnetite destruction possibly in connected with porphyry deposit style intrusion and alteration. The annular feature is roughly 2 km in diameter and there are no known outcrops in this area. This feature warrants follow-up exploration by ground surveys such as IP geophysics and MMI soil geochemistry.

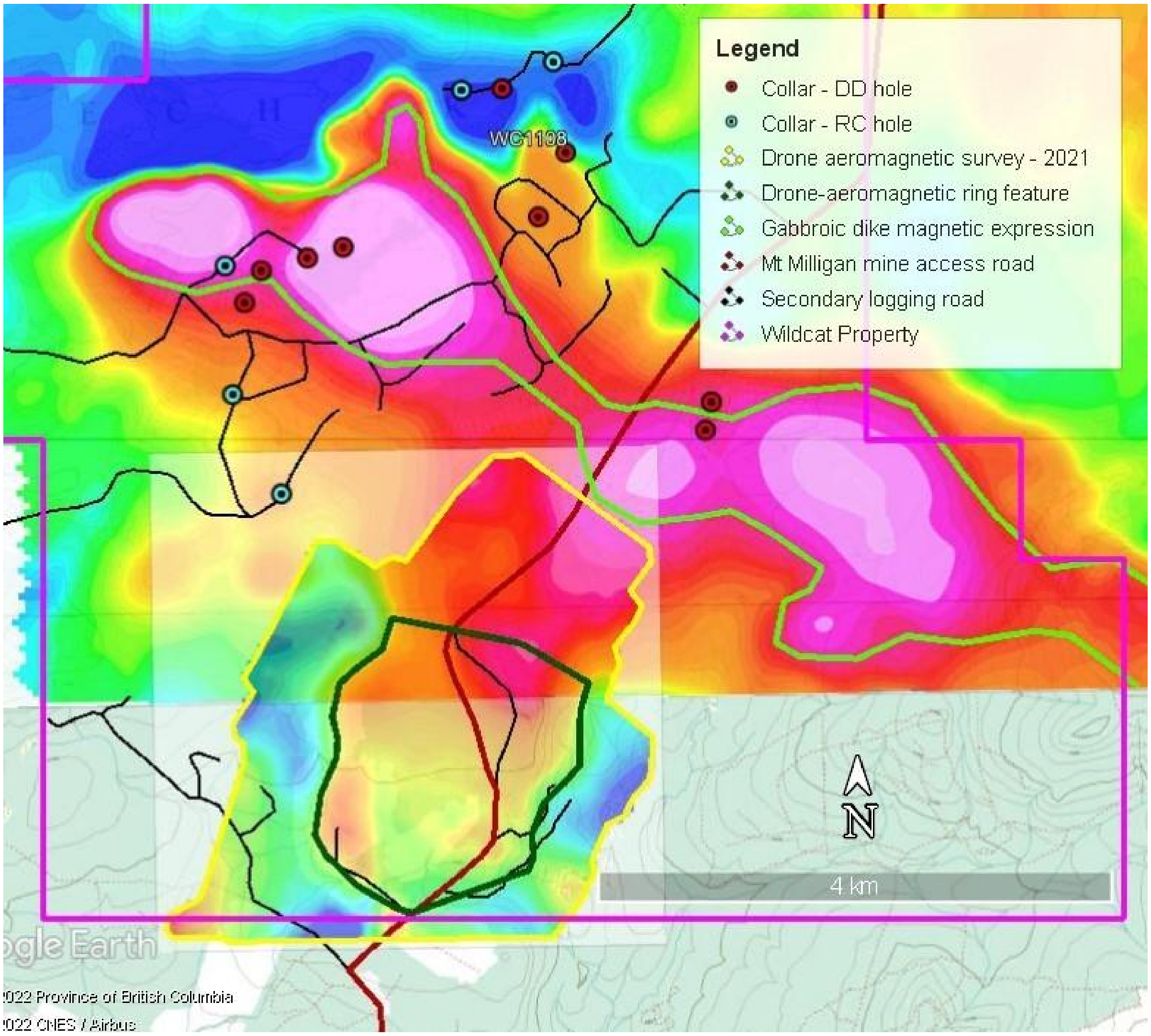


Figure 9.1: 2021 UAV-magnetometer survey. Overlapping and extending south from the south central portion of a 2010 helicopter-borne ZTEM geophysical survey. UAV survey area outlined in yellow, annular magnetic feature outlined in dark green.

10 Drilling

Talent Infinity has not completed any drilling on the Wildcat Property. Information on historical drilling conducted at Wildcat is presented under Section 6.0 (History).

11 Sample Preparation, Analysis & Security

Talent Infinity has done no sampling work on the Wildcat Project. Descriptions of sample preparation, analyses and security, as well as Quality Control and Quality Assurance (QAQC) programs are therefore not applicable. Historical records of sample preparation, sample analysis, and quality assurance and quality control (QAQC) programs are provided for the 2007 and 2011 drill programs, these are described in Section 6.0 (History). Assay certificates are available for the 2011 program (Table 6.3) with uncertified assays available from the 2007 and 2018 programs.

12 Data Verification

A site visit was conducted by the author on July 12, 2021. The objective of the site visit was to inspect current property access and observe an ongoing MMI soil sampling program. The author was accompanied by Richard J. Haslinger, the current Wildcat property owner. The Property was accessed by 4 x 4 truck until, and due to certain roads being deactivated, certain drill sites were accessed on foot. A number of drill sites from the 2018 RC drilling campaign were inspected during an earlier site visit by the author on June 21, 2020, including the collar of RC18WCT015 as shown in Figure 12.1. The drill access road beyond the site of RC18WCT015 was recently deactivated, with a bridge being recently removed.

A prior site visit was conducted on May 10, 2017 by the author and Rory Ritchie of PEMC. The objective of the site visit was to inspect property access, confirm historical drill sites and to perform data verification on historical drill core. The author and Rory Ritchie were also accompanied by Richard J. Haslinger.

Figure 12.1: Historical drilling confirmation - Site of 2018 RC drill hole RC18WCT015.

Figure 12.2: Historical drilling confirmation - Drill anchor utilized for drilling WC11-07.

The property was accessed by 4 x 4 truck until, due to wet conditions, an ATV was used to transport the author and Mr. Ritchie to historical drill pad WC11-07. The drill pad location was confirmed where the author found old timbers in a cleared area, and a drill anchor utilized while drilling WC11-07 (Figure 12.2). The historical drill location matched the plotted location in GIS data records, which serves to validate the historical drill database. On the way to the historical drill site, one of the few outcrops in the area was examined by the author (Figure 12.3).

After the 2017 physical inspection of the Property was completed, the author was driven to the Kalder Lake camp where drill core from the 2011 Cayden Resources drill program was stored. The drill core was observed to be in good condition due to its appropriate storage, and all holes from the 2011 program were present. The author conducted verification sampling of a significantly mineralized interval in hole WC11-08. Results of the verification sampling and assessment comparison to the original sampling are described in a previous Technical Report (Whitehead, 2017).

In the opinion of the author, the 2017 data verification remains adequate as there has been no additional significant mineralization encountered in subsequent drilling. Further, the drill hole locations, sampling and assay data is of adequate quality for use in early project evaluation and exploration targeting.

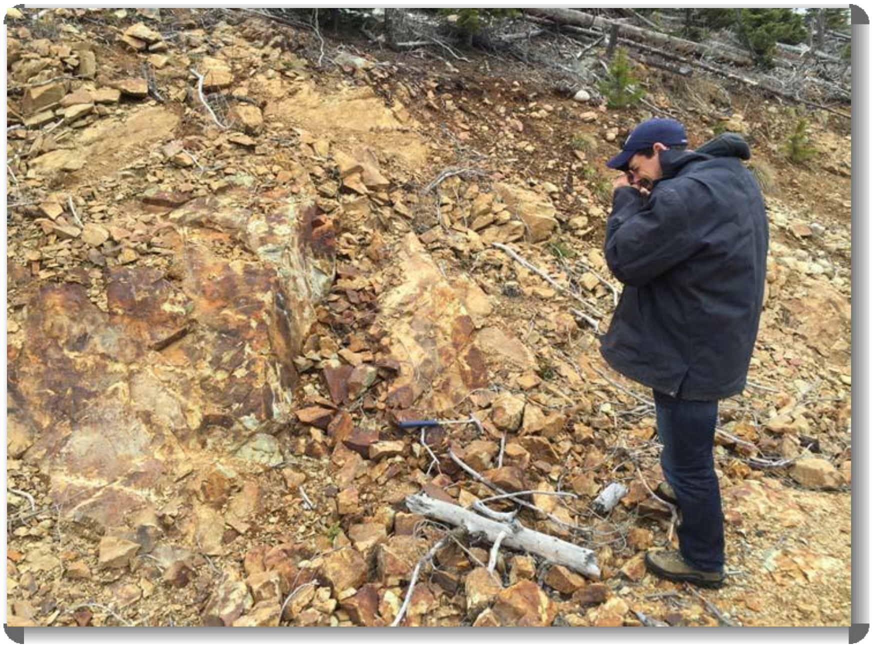


Figure 12.3: Outcrop inspection - author Kristian Whitehead at altered rock outcrop.

13 Mineral Processing & Metallurgical Testing

No mineral processing or metallurgical tests have been carried out on any rock samples from the Wildcat Property to date.

14 Mineral Resource Estimates

No known mineral resources or mineral reserves of any category exist on the Wildcat Property.

23 Adjacent Properties

The Wildcat Property is immediately adjacent to Centerra Gold Inc.'s Mt. Milligan Mine property, with the northern and eastern boundaries of the Wildcat Property being bound by Centerra's land position. The author is unable to verify the information outlined below, and this information is not necessarily indicative of the mineralization on the Wildcat Property. Information pertaining to the Mt. Milligan copper-gold deposit can, however, provide some insight into exploration targeting methodologies in the immediate area of the Wildcat Property.

The **Mt. Milligan Copper-Gold Mine** is operated by Centerra Gold Inc. and is located approximately 10 kilometres to the northeast of the Wildcat Property. Production of copper-gold concentrate commenced in September 2013, followed by the first truckload of concentrate to Mackenzie on September 24, 2013. Accumulated copper-gold concentrate is shipped via rail to the port of Vancouver. The Mt. Milligan Mine is a conventional truck and shovel open-pit mine designed to process 60,000 tonnes per day of copper- gold bearing ore. The recently revised planned mine life is 9 years with a Proven and Probable Reserve of 191.0 million tonnes @ 0.23% copper and 0.39 g/t gold (Fitzgerald et al., 2020), Source: 43-101 Technical Report dated March 26, 2020 (Fitzgerald et al., 2020) (Note: the author has not verified the reserves at Mt. Milligan and the Mt Milligan mineralization is not necessarily indicative of mineralization on the Wildcat Property).

The Mt. Milligan deposits are centered on two principal intrusive bodies, the MBX and Southern Star stocks. Within the stocks, monzonite varies texturally and compositionally.

Late syn-mineral plagioclase hornblende porphyritic monzonite dykes are common throughout the South- ern Star stock. Hydrothermal breccia occurs extensively throughout the Southern Star stock, and less com- monly in adjacent volcanic rocks and along the margins of the MBX stock. It is characterized by potassium feldspar veinlets and flooding that vary in amount and size.

Important east-northeasterly trending cross-faults and northwesterly trending, steeply northeast dipping faults separate the MBX stock from the Southern Star stock.

In the Mt. Milligan area the Quesnel Terrane is characterized by widespread Late Triassic to Early Jurassic arc rocks comprising (Herbert et al., 2007):

- Volcanic rocks: mainly volcaniclastics, with subordinate coherent volcanics of basaltic to dacitic compositions. Augite-porphyry is particularly characteristic of Quesnellia, and forms an eastern facies of alkaline to sub-alkaline augite-phyric basaltic andesite;
- Coeval and partly co-magmatic plutons ranging from calcalkaline (in the west) to alkaline (in the east); and
- Sedimentary rocks including shale, limestone, and epiclastic deposits.

The Witch Lake Succession hosts the Mt. Milligan deposit and is characterized by augite-phyric pyroclastic and coherent basaltic andesites, with subordinate epiclastic beds. The Witch Lake Succession is intruded by coeval Takla Group and post-Takla Group intrusions. Coeval intrusions comprise most of the Mt. Milligan intrusive complex, which consists dominantly of monzonitic rocks with minor dioritic/monzodioritic and gabbroic/monzogabbroic rocks.

Table 23.1: Mt. Milligan Reserve & Resource Information

Reserves **(Effective Date December 31, 2019)**

Category	Tons (000)	Cu (%)	Au (g/t)	Contained Cu lb. (Million)	Contained Au oz (000)
Proven	114,753	0.23	0.41	571	1,525
Probable	76,275	0.23	0.36	389	882
Total	191,028	0.23	0.39	2,407	2,407

Resources [1]**(Effective Date December 31, 2019)**

Category	Tons (000)	Cu (%)	Au (g/t)	Contained Cu lb. (Million)	Contained Au oz (000)
Measured (M)	50,582	0.16	0.44	182	713
Indicated (I)	74,788	0.20	0.29	336	695
Total M+I	125,370	0.19	0.35	517	1,408
Inferred	3,736	0.12	0.46	10	55

[1] *Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.*

Source: From 43-101 Technical Report dated March 26, 2020 (Fitzgerald et al., 2020).

Note: Resources calculated using 0.2% CuEq cut-off

24 Other Relevant Data & Information

No other information or explanation is necessary to make this technical report understandable and not misleading.

25 Interpretation & Conclusions

The Wildcat Property is an early exploration-stage property with potential for copper-gold mineralization, specifically, copper-gold porphyry deposits. The Property is well situated to benefit from nearby infrastructure should future exploration result in outlining a potential deposit of economic significance. Historical exploration, including RC drilling and diamond drilling, has provided insight to the underlying geology and has intersected localized anomalous copper ± gold mineralization and alteration assemblages that might be distal expression of a potentially mineralized porphyry deposit system within the Property.

The property is underlain by the volcano-sedimentary rocks of the Quesnel Terrane (Takla Group) that are intruded by several phases of intrusive rocks. This geological setting is equivalent to several nearby porphyry deposits, including Mt. Milligan and Kwanika.

Mineralization of economic interest has not been encountered to date, though significant anomalous copper ± gold has been encountered to a limited extent in 2011 diamond drill holes WC11-07 and WC-11-08. These holes are relatively near to a potentially significant inferred Rainbow fault structure and are also near to an area of partially overlapping moderate IP chargeability and ZTEM resistivity features (Figure 25.1). These are in the northeast portion of the property, east of and crossing the inferred Rainbow fault. The dimensions of these untested moderate chargeability IP and ZTEM resistivity features are comparable to the dimensions of known economic porphyry deposit systems within the Quesnel Terrane. An additional similarly larger porphyry target feature was revealed in 2021 UAV-borne magnetometer surveying by Talent Infinity. A 2 km diameter annular magnetic feature was identified in the south-central area of the Property underlying one of the Mt. Milligan mine access roads (Figure 25.1).

The hydrothermal alteration associated with the mineralization in hole WC1108 is propylitic and typically occurs peripheral to phyllic and potassic assemblages that would be associated with stronger mineralization. Off-set drilling from this hole, particularly towards the east in the direction of the inferred Rainbow fault, may provide sequential geologic and geochemical vectoring toward more strongly mineralized rock.

PEMC attempted to test the northeast moderate chargeability anomaly in 2018 with RC drilling but was unable to penetrate the >40 m of glacial till and alluvial overburden. This still untested IP anomaly and the other geophysical features identified represent valid porphyry exploration targets that warrant further exploration by a combination of conventional and non-conventional technical surveys that are or may be useful in addressing deeper overburden cover. A suitably equipped deep overburden drill rig will be needed for future drill testing of this IP anomaly, for WC1108 step-out drilling and for the other till covered targets. Ground Penetrating Radar or passive seismic surveying in the target areas would be useful in optimizing selection of drill sites to those with least overburden.

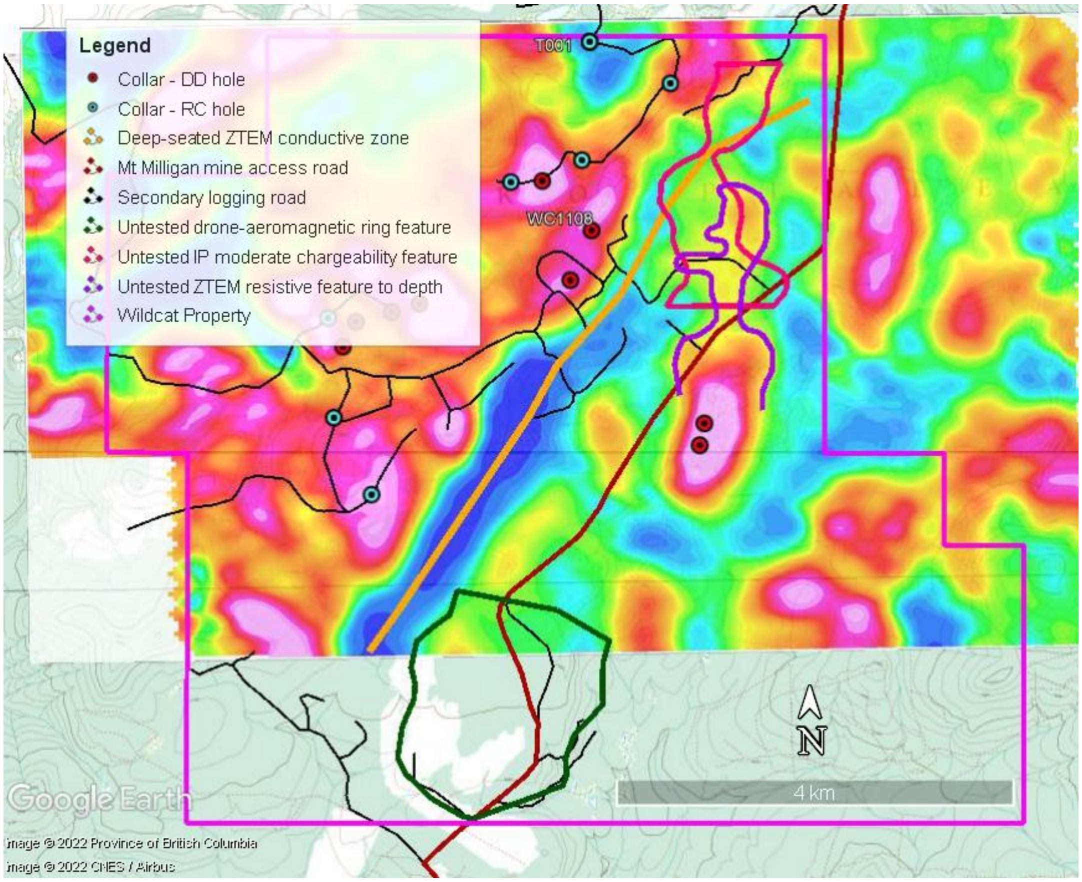


Figure 25.1: Exploration targets compilation. 2010 Airborne ZTEM resistivity features reflected by the warmer colours and purple outline, Rainbow fault structure marked by the orange linear trace, burgundy coloured outline representing the area of 2017 moderate IP chargeability in the northeast of the Property, in dark green an outline of an annular magnetic feature revealed in a 2021 UAV-magnetometer survey. Drill hole WC1108, labelled, has intersected the best Cu+Au mineralization to-date on the Property.

Integration of historical exploration data with data from expanded and additional survey techniques will be required to achieve future drill targeting.

It is of the authors' opinion that historical geological, geophysical and drilling data is of sufficient quality to use in future exploration targeting.

Project risk is high because Wildcat is an early-stage exploration project with no guarantee that the exploration results to-date indicate presence or proximity of an economic ore body. Similar geophysical anomalies have been shown to correlate with non-economic rock formations like clay minerals and graphite-bearing sedimentary rock.

26 Recommendations

Future work on the Wildcat Property should include additional surveys as follows:

- Non-conventional MMI soil geochemistry surveying over the geophysical target features and the area encompassing drill hole WC1108 and the strike extensions of the inferred Rainbow fault. Approximately 400 samples are recommended.
- UAV-magnetometer, low-level high-resolution surveying of the un-surveyed target features and areas primarily in the northeast of the Property. Approximately 6 square kilometres of surveying are recommended.
- Ground penetrating radar profiling or passive seismic surveying of overburden thickness in portions of the target features that develop as drill targets. Two days of surveying will be required.

Following completion of these surveys and receipt of results, integration of new survey data into the Project database interpretation and reporting will be required.

Accommodation is assumed to be either the Kalder lake road camp immediately west of the property, or another lodging facility nearby.

The total cost of the proposed exploration program is estimated at CDN$107,500 (see Table 26.1).

Table 26.1: Proposed Wildcat Exploration Program & Budget for 2022

Item	**Cost**
	(CDN$)
Personnel - project geologist, soil samplers	$20,000
Camp and Support - camp, meals, consumables, rentals, fuel, travel	$10,000
Geochemical Analyses - MMI soil samples	$20,000
Ground Penetrating Radar survey - production, mobilization	$10,000
UAV-borne magnetometer geophysical survey - production, mobilization	$30,000
Deliverables - database, assessment report	$7,500
Contingency - 10%	$10,000
Total	**$107,500**

27 References

Chamberlain, C., Jackson, M., Jago, C., Pass, H., Simpson, K., Cooke, D., and Tosdal, R. (2006). Toward an Integrated Model for Alkalic Porphyry Copper Deposits in British Columbia (NTS 093A, N; 104G). Geological Fieldwork, pages 2007–1.

Clifford, R. and Berthelsen, D. (2015). 43-101 Technical; Report on the Mount Milligan Mine - Northern Central British Columbia. NI 43-101 Technical Report, Terrane Metals.

Day, R. (1995). Reconnaissance Soil Geochemical and Prospecting Report. British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment report 23809, Robin Day & Larry Hewitt

Day, R. (1997). Reconnaissance Prospecting & Soil Geochemistry Report. British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment report 24858, Robin Day & Larry Hewitt.

Devine, F. (2012). Porphyry Integration Project: Bringing Together Geoscience and Exploration Datasets for British Columbia's Porphyry Districts. Geoscience BC Summary of Activities 2011, Report 2012-1, p.19-28.

Deyell C. and Tosdal, R. (2004). Alkalic Cu-Au deposits of British Columbia: Sulfur isotope zonation as a guide to mineral exploration. BC Ministry of Energy, Mines and Petroleum Resources, Geological Fieldwork 2004, Paper 2005–1, pages 191–208.

Duba, D. (2010). Assessment Report on Helicopter-Borne Z-Axis Tipper Electromagnetic (ZTEM) and Aeromagnetic Survey. British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment report 31818, Cayden Resources Inc.

Duba, D. (2012). Assessment Report on 2011 Drilling Program. British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment Report 32882, Cayden Resources Inc.

Fitzgerald, J., Jago, P., Jankovic, S., Simonian, B., Taylor, C., and Borntraeger, B. (2020). Technical Report on the Mount Milligan Mine North-Central British Columbia. NI 43-101 Technical Report, Centerra Gold Inc.

Geotech Ltd. (2009). Helicopter-borne Z-Axis Tipper Electromagnetic (ZTEM) and Aeromagnetic Survey, Mt. Milligan Test Block. Geoscience BC Report 2009-07 - Final Report for Project 2008-032.

Grunenberg, P. (1989). Magnetometer Report on the Cooke - Nation Project Bow Claims. British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment report 19585, HLX Resources.

Haslinger, R. (2004). 2003 Magnetometer Survey Assessment Report. . British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment report 27331, H.R.S. Resources Ltd.

Heberlein, D. R., Samson, H., and Geoconsulting, H. (2010). An assessment of soil geochemical methods for detecting copper-gold porphyry mineralization through Quaternary glaciofluvial sediments at the Kwanika Central zone, north-central British Columbia. Geoscience BC Report 2010-03, page 89.

Herbert, E., Labrenz, D., and Huang, J. (2007). Technical Report on the Mt. Milligan Project Resource Report. NI 43-101 Technical report, Terrane Metals Corp.

Lane, R. (2007). Assessment Report on DIGHEM Airborne Magnetics and E-M Geophysical Survey. British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment report 29339, Solomon Resources Ltd, Col-Magnet Property.

Lui, D. K., 2020. Chuchi porphyry copper-gold project. In E. R. Sharman et al. (Ed.), Canadian Institute Canadian Institute of Mining, Metallurgy and Petroleum Special volume 57 (pp. 512-528). Montreal, QC: Canadian Institute of Mining, Metallurgy and Petroleum.

Lustig, G. and Duba, D. (2008). Diamond Drilling and Geological Report on the Wildcat Property. British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment report 30000, Terrane Metals Corp.

Lustig, G. and Duba, D. (2010). Technical Report on the Wildcat Property. NI 43-101 Technical report, Vistech Capital Corp.

Moyle, A., Doyle, B., Hoogvliet, H., and Ware, A. (1990). Ladolam gold deposit, Lihir island. Geology of the mineral deposits of Australia and Papua New Guinea, 2:1793–1805.

Nelson, J., Bellefontaine, K., Rees, C., and MacLean, M. (1992). Regional Geological Mapping in the Nation Lakes Area (93N/2E, 7E). British Columbia Geological Survey; Geological Fieldwork 1991, pages 1992–1.

Nelson, J. and Colpron, M. (2007). Tectonics and metallogeny of the British Columbia, Yukon and Alaskan Cordillera, 1.8 Ga to the present. Mineral deposits of Canada: a synthesis of major deposit-types, district metallogeny, the evolution of geological provinces, and exploration methods: Geological Association of Canada, Mineral Deposits Division, Special Publication, 5:755–791.

Nelson, J. L. and Bellefontaine, K. A. (1996). The Geology and Mineral Deposits at North-Central Quesnellia: Tezzeron Lake to Discovery Creek, Central British Columbia, volume 99. British Columbia, Geological Survey Branch.

O'Brien, D. (2007). Geotechnical Diamond Drilling Test-pitting Program. British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment report 29097, Terrane Metals Corp.

Richards, J. P. (1990). Petrology and geochemistry of alkalic intrusives at the Porgera gold deposit, Papua New Guinea. Journal of Geochemical Exploration, 35(1):141–199.

Richards, J. P., Boyce, A. J., and Pringle, M. S. (2001). Geologic evolution of the Escondida area, northern Chile: A model for spatial and temporal localization of porphyry Cu mineralization. Economic Geology, 96(2):271–305.

Ritchie, R. (2019). 2018 Reverse Circulation Drilling on the Wildcat Property. British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment report 38230, Pacific Empire Minerals Corp.

Ritchie, R. and Peters, B. (2017). Geophysical Report on the Wildcat Property. British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment report 36614. Pacific Empire Minerals Corp.

Rowins, S. M. (2000). Reduced porphyry copper-gold deposits: A new variation on an old theme. Geology, 28(6):491–494.

Serengeti Resouces Inc. (2016). Kwanika Property - Project Summary. https://www.serengetiresources.com/news/2016/significant-high-grade-copper-gold-mineral-resource-identified-within-the-central-zone

Shives, R. B., Charbonneau, B., and Ford, K. L. (2000). The detection of potassic alteration by gamma-ray spectrometry-recognition of alteration related to mineralization. Geophysics, 65(6):2001–2011.

Sillitoe, R. H. (1994). Erosion and collapse of volcanoes: Causes of telescoping in intrusion-centered ore deposits. Geology, 22(10):945–948.

Sillitoe, R. H. (2002). Some Metallogenic Features of Gold and Copper Deposits Related to Alkaline Rocks and Consequences for Exploration. Mineralium Deposita, 37(1):4–13.

Sillitoe, R. H. (2010). Porphyry Copper Systems. Economic Geology, 105(1):3–41.

Sinclair, W. (2007). Porphyry deposits. Mineral deposits of Canada: A synthesis of major deposit-types, district metallogeny, the evolution of geological provinces, and exploration methods: Geological Association of Canada, Mineral Deposits Division, Special Publication, 5:223–243.Sivertz, G. (1990). Combined Helicopter Borne Magnetic and VLF-EM Surveys on the Bee, Bonanza & Martin Claims. British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment report 20416, Continental Gold Corp.

Sketchley, D., Rebagliati, C., and DeLong, C. (1995). Geology, alteration and zoning patterns of the Mt. Milligan copper-gold deposits. Porphyry deposits of the Northwestern Cordillera of North America: Quebec, Canadian Institute of Mining, Metallurgy and Petroleum Special, 46:650–665.

Stanley, C., Holbek, P., Huyck, H., Lang, J., Preto, V., Blower, S., and Bottaro, J. (1995). Geology of the Copper Mountain alkalic copper-gold porphyry deposits, Princeton, British Columbia. Porphyry deposits of the Northwestern Cordillera of North America: Quebec, Canadian Institute of Mining, Metallurgy and Petroleum Special, 46:537–564.

Wells, R. (2005). Soil Geochemical, Geological and Prospecting Report. British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment report 27733, Yankee Hat Industries Corp.

Whitehead, K. (2017). 43-101 Technical Report on the Wildcat Property. NI 43-101 Technical Report, Pacific Empire Minerals Corp.

Wong, R., Barrie C. (1991). Assessment report on the 1990 diamond drilling program on the Chuchi A claim group. British Columbia Ministry of Energy, Mines and Petroleum Resources Assessment report 21113A, BP Resources Canada Limited.

Certificate of Qualified Person

I, Kristian Whitehead, do hereby certify that:

1. I am a professional geoscientist residing at 2763 Panorama Drive, North Vancouver, B.C., Canada, V7G 1V7;
2. I have authored the report entitled "Technical Report on the ·Wildcat Property" on the effective date of October 15, 2021. The report is based on a review of recent exploration carried out on the Property as well as a review of the compilation of historical data;
3. I have Bachelor 's of Science degree in Earth and Ocean Science from The University of Victoria, 2005. I fulfilled APEGBC requirements in Earth Sciences at The University of British Columbia, 2008. I am a Licensed Professional Geoscientist. with the Association of Professional Engineers and Geoscientists of British Columbia, License #34243. I have experience in exploration and mining operations in Canada and am a "qualified person " for the purposes of NI 43-101;
4. I have been continuously engaged in mineral exploration since 2003 working for junior exploration companies and as an independent geologist and have 18 years of experience in mineral exploration for precious metals, base metals, lithium and niobium;
5. I have read the definition of "qualified person" set out in National Instrument 43-101 ("NI 43-101") and certify that by reason of my education, affiliation with a professional organization (as defined in NI 43-101) and past relevant work experience, I fulfill the requirements to be a "qualified person " for the purposes of NI 43-101;
6. I conducted the most recent personal inspection of the Wildcat Property on July 12, 2021, which consisted of a physical property visit, the duration of which was approximately 4 hours;
7. I conducted personal inspections of the Wildcat Property on June 21, 2020 as well as May 10, 2017, which consisted of a physical property visit and oversight of data verification core sampling, the duration of which was approximately 6 hours;
8. I am responsible for all items of this technical report;
9. I am independent of the issuer, independent of the Property, and independent of the property vendor using the definition in Section 1.5 of National Instrument 43-101;
10. I have had no prior involvement with the Property that is the subject of this report;
11. I have read NI 43-101 and this technical report has been prepared in compliance with the NI 43-101 and Form 43-lOlFl guidelines:
12. As of the effective date of this Report, to the best of my knowledge, information and belief, the Report contains all scientific and technical information that is required to be disclosed to make the Report not misleading.

Signed and dated at Vancouver, British Columbia, on the *15th* day of October 2021.

Kristian Whitehead B.Sc., P.Geo.

WORKING CAPITAL AND EXPENDITURES FOR 12 MONTHS

As of the most recent month ended, March 31, 2022, the Corporation has approximately $288,097 working capital.

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

Use of Funds	Estimated Cost for Twelve Month Period
Option Agreement Obligations and Exploration Budget outlined in Technical Report	$157,500(1)
Prospectus and CSE Listing Costs	$20,000(2)
Operating Expenses for 12 Months	$108,400(3)
Unallocated Working Capital	$2,197(4)
Total	**$288,097**

Notes

(1) The Corporation expects to have expended $107,500 of the budgeted expenditures by Fall of 2022 and will be required to meet the $50,000 Option payment by November 30, 2022.

(2) Expected to be completed by April 2022; approximately $20,000 of professional fees has been paid of the $40,000 budgeted for completing the Prospectus.

(3) Estimated operating expenses for the next 12 months include the following: Consulting and Legal ($33,000), transfer agent exchange and filing fees ($17,400), and travel and miscellaneous contingencies ($12,000), audit fees (10,000), Partum Advisory Services Corp.'s corporate services including general corporate administration, bookkeeping and accounting ($36,000)

(4) This amount will be used in part for additional exploration expenditures as necessary, and general working capital.

12 Month General and Administrative Expenses

A breakdown of the estimated general and administration expenses for the 12 months following the Company becoming a public company is set out below:

12 Month General & Administrative Expenses	($) Monthly	($) Annual
Audit	833	10,000
Legal	1,500	18,000
Consulting Fees	1,250	15,000(1)
Corporate Services	3,000	36,000
Transfer Agent /Exchange & Filing Fees	1,450	17,400
Travel & Miscellaneous Contingencies	1,000	12,000
Total	**9,033**	**108,400**

(1) The Corporation does not have contracts with management, however it has budgeted to pay the CEO, Derrick Gaon, $2000 per quarter and the CFO, Barry Bergstrom, $1,000 per quarter in management consulting fees

The Company's working capital available to fund ongoing operations is sufficient to meet administrative costs and exploration expenditures for at least twelve months. The Company has had negative cash flow from its operating activities since its incorporation and expects to continue to have negative cash flow from its operating activities in the future. The Company's source of funds since incorporation has been from the sale of equity capital and the Company expects that equity capital will continue to be its source of funds in the future. See "*Risk Factors*" for further disclosure of the risk of negative cash flow from its operating activities. The Company's business objectives using the available funds described above are to complete the exploration program recommended under the Technical Report.

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

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

Insufficient Proceeds

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

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

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

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

Business Objectives and Milestones

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

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

Event	Time Frame
Phase I exploration program	Spring/Summer/Fall 2022

See "*Forward-Looking Information*".

DIVIDENDS OR DISTRIBUTIONS

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

MANAGEMENT'S DISCUSSION AND ANALYSIS

Please see the MD&A of the Corporation for auditor reviewed interim financial period for the six month period ended November 30, 2021 in Schedule "B" and the MD&A for the latest audited financial year ended on May 31, 2021 in Schedule "D".

DESCRIPTION OF THE SECURITIES

The Corporation's authorized capital stock consists of an unlimited number of Common Shares of which 19,978,548 Common Shares are issued and outstanding as of the date of this Prospectus.

Common Shares

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

Warrants

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

CONSOLIDATED CAPITALIZATION

The following table sets forth the capitalization of the Corporation as at the date of the Prospectus based on the Auditor Reviewed Interim Financial Statements of the Corporation for the period ended November 30, 2021.

Description	Authorized	Outstanding as at the date of this Prospectus
Common Shares	Unlimited	19,978,548
Warrants	NIL	NIL
Options	NIL	NIL

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an incentive stock option plan dated September 1, 2020 (the "**Plan**"), and the Plan is the Corporation's only equity compensation plan. As of the date of this Prospectus, the Corporation has granted no options to purchase Common Shares or any other security of the Corporation.

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

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

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

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

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

PRIOR SALES

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

Date	Number of Common Shares	Price CAD$	Gross Proceeds CAD$	Reason for Issue
June 25, 2020	100	0.01	1	Incorporation
April 26, 2021	1,441,316	0.02	28,826	Private Placement
May 7, 2021	4,782,230	0.02	95,645	Private Placement
August 18, 2021	12,729,902	0.02	254,598	Private Placement
August 20, 2021	275,000	0.10	27,500	Private Placement
August 23, 2021(2)(3)	750,000	0.10	75,000	Private Placement to Settle Debt
Total	19,978,548(1)			

Notes: (1) Based on the number of issued and outstanding Common Shares fully diluted as there are not warrants or options issued. The total amount of issued and outstanding shares as at the date of this Prospectus is 19,978,548. Please see "Consolidated Capital" and "Description of Securities" above.

On April 26, 2021, the first round of a non-brokered private placement financing closed and the company raised $28,826 via issuance of a total of 1,441,316 common shares at a value of $0.02 per common share. There were no fees paid in respect of the Private Placement.

On May 7, 2021, the second round of a non-brokered private placement financing closed and the company raised $95,645 via issuance of a total of 4,782,230 common share at a value of $0.02 per common share. There were no fees paid in respect of the Private Placement.

In May 2021 through July 2021 the Company initiated preliminary assessment work on portions of the prospective overburden covered areas of the Optioned Property with drone aeromagnetic and Mobile Metal Ion soil geochemistry surveying. The company spent $85,636.77 on these surveys.

On August 18, 2021, the third round of a non-brokered private placement financing closed and the company raised $254,598 issued 12,729,902 common shares at a price of $0.02 per common share.

On August 20, 2021, the fourth round financing of a non-brokered private placement financing closed and the company raised
$27,500 via issuing 275,000 common shares at a price of $0.10 per common share. In addition, on August 23, 2021 as a second tranche of the fourth round of the financing at $0.10 per common share, the Company settled $75,000 of proceeds from a cash loan via the issuance of 750,000 common shares of the company. The two tranches completed on August 20, 2021 and August 23,2021 totaling proceeds of $102,500.00 was converted into equity via the issuance of 1,025,000 common shares at $0.10.

TRADING PRICE AND VOLUME

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

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

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

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

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

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

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

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

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

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

e. associates and affiliates of any of the above.

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

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

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

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

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

c. transfers upon bankruptcy to the trustee in bankruptcy;

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

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

The following table sets forth details of the Escrowed Securities that are subject to the Escrow Agreement. The numbers and percentages set out in the table below are current as of the date of this Prospectus:

Name and municipality of residence of security holder	Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class(1)
Derrick Gaon	Common Shares	200,000	1.0%
Total		**200,000**	

Notes

(1) Percentage is based on 19,978,548 issued and outstanding Common Shares as of the date of this Prospectus.

PRINCIPAL SECURITYHOLDERS

There are no individuals or persons as at the date of this Prospectus, who own of record or, to the knowledge of the directors and officers of the Corporation, directly or indirectly beneficially own or exercise control or direction over, more than 10% of any class of securities of the Corporation as of the date hereof.

DIRECTORS AND EXECUTIVE OFFICERS

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

Name, Province or State, Country of Residence	Age	Position(s) with Corporation	Principal Occupation for Five Preceding Years	Director/ Officer of the Corporation Since	Number of Common Shares Held (%)[(1)]
Derrick Gaon [(1)(2)] Toronto, Ontario, Canada	59	Director, Chief Executive Officer, President, and Corporate Secretary	Business Professional	June 20, 2020 to current as Director, CEO, President and Corporate Secretary	200,000 (1.00%)
Barry Bergstrom Halifax, Nova Scotia, Canada	77	Director and Chief Financial Officer	Retired CPA, CMA	September 1,2021 to current as Director and CFO	NIL (0.00%)
Brendan Purdy(2) Toronto, Ontario, Canada	35	Director	Securities Lawyer	September 29, 2021 to current	NIL (0.00%)
George Nicholson(2) Vancouver, BC, Canada	57	Director	Geologist, P. Geo	September 29, 2021 to current	NIL (0.00%)
Ron Ozols Vancouver, BC, Canada	65	Former CFO	Business Professional (semiretired)	January 21, 2021 to September 1, 2021	NIL (0.00%)

Notes:

(1) Based on 19,978,548 Common Shares issued and outstanding as at the date hereof, and beneficially owned, controlled or directed, directly or indirectly by such directors and officers.

(2) Member of the Audit Committee.

The directors and executive officers of the Corporation, as a group, beneficially own, directly or indirectly, or exercise control or direction over, 200,000 Common Shares, representing 1% of all issued and outstanding Common Shares as of the date of this Prospectus. It is expected that some of the officers and directors, or their respective associates and/or affiliates, will acquire Common Shares post Listing.

Management of the Corporation

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

Derrick Gaon, 59, Chairman, Director, CEO, President and Corporate Secretary is a self-employed business professional, who has been engaged in various private investment activities across many industries since 1995. He founded a company engaged in providing personal and group insurance services which handles and sells a wild range of products including Financial Planning, RESPs, Estate Planning, Life & Disability Insurance, Critical Illness Insurance, Travel/Visitor Insurance, Mortgage Insurance, Mortgage Referral, Retirement Planning, RRSPs, RRIFs / LIFs/ Annuities, GICs, and Health Insurance. Mr. Derrick Gaon has earned MDRT (Million Dollar Round Table) honor and Court of the Table honor for many years. Mr. Gaon expects to dedicate approximately 50% of his working time to the affairs of the Company

Barry Bergstrom, 77, CFO, is a retired Chartered Professional Accountant and Certified Management Accountant and former senior executive with 40 years of experience across the mining, oil and gas, and natural resource sectors. During his career, he has acted in various senior officer and management roles for both private and large publicly held companies, in addition to heading up the investor relations and corporate development functions. During his career, Mr. Bergstrom has been instrumental in obtaining financing for the organizations that he worked with, in addition to navigating the complexities of undertaking initial public offerings. Mr. Bergstrom has significant experience with financial reporting and planning for public corporations and the complexities associated with regulatory requirements. In past, Mr. Bergstrom has been involved with successful negotiations with government authorities with respect to licensing and permitting surrounding extractive and natural resource-based businesses. Mr. Bergstrom is a retired professional accountant having received his certification in Canada in the 1970's. Mr. Bergstrom expects to to dedicate approximately 25% of his working time to the affairs of the Company.

Brendan Purdy, 35, Director, is a practicing securities lawyer focused on the resource, life sciences, and technology sectors. In his private practice, he has developed extensive experience with respect to public companies, capital markets, mergers and acquisitions, and other transactions fundamental to the Canadian junior equity markets. Prior to receiving his J.D. from the University of Ottawa, Mr. Purdy completed a Bachelor of Management and Organizational Studies degree from the University of Western Ontario, majoring in finance and administration. Mr. Purdy has extensive experience serving as a Director and/or in officer positions in numerous public and private companies. Mr. Purdy expects to to dedicate approximately 10% of his working time to the affairs of the Company.

George Nicholson, P. Geo. 57, Director is an independent geological consultant with extensive international and domestic experience in mineral exploration, mining development, plant design, and financing, primarily in the precious metals, base metals, rare earths, transitional metals, and industrial mineral sectors. Since 1983, he has been involved in all aspects of mineral project research, syndicate financing, public company financing and mineral exploration including but not limited to geological mapping and sampling, management, site reclamation, project generation and regional reconnaissance exploration, public company formation, structuring and financing, resource development. He has been involved in a leadership role in several successful exploration regional “area plays” in his professional career including: Eskay Creek, Mt. Milligan, Wheaton River, the Northwest Territories diamond rush, Argentina, Voisey’s Bay and Finlayson Lake. Highlights include discovery of the Mac porphyry copper-molybdenum deposit in B.C. for Rio Algom; the second largest contractor and staker at the Eskay Creek rush for clients; rediscovery and recognition of the San Simon gold deposit in Bolivia, the formation of Minera Andes Inc. in Argentina following a reverse takeover of N.A. Degerstrom Inc. and its holdings; acquisition of 4.5 million acres of land in the N.W.T. diamond rush and subsequent sale of land to Monopros (de Beers) and others, creation of one of the largest land masses of exceptional potential in Brazil (± 3.0 million acres) ever accumulated by any junior mining exploration company; acquisition and initial exploration of the largest single gold project adjoining Viceroy’s 100,000 oz/year heap leach operation in the Yukon for International Kodiak Resources Inc., receipt of an award from the British Columbia government for reclamation work performed on behalf of Barrick Gold; structure and sale of Ferguson Lake Cu-Ni-Co-Pt-Pd project (>60 M.T.) to Starfield Resources followed by subsequent geological management to Starfield for nine years. He has undertaken and/or reviewed projects throughout Canada, U.S., Peru, Bolivia, Argentina, Brazil and acted as a consultant on projects in Russia (Magadan Region), the Philippines, West Africa, Venezuela, Colombia, and Bougainville. Mr. Nicholson expects to dedicate approximately 20% to 25% of his working time to the affairs of the Company.

Corporate Cease Trade Orders or Bankruptcies

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

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

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

Except described below, No director or executive officer of the company or a shareholder holding a sufficient number of securities of the company to materially affect control of the company , is, as of the date of this Prospectus, or has been within ten (10) years before the date of this Prospectus, a director or executive officer of any company (including the Corporation) that, while such individual was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Except described below, no director or executive officer of the company or a shareholder holding a sufficient number of securities of the company to materially affect control of the company, has, within the ten (10) years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such individual.

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

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Administrative Proceedings

On May 3, 2019, Mr. Purdy was subject to a hearing by the Law Society of Ontario for failing to provide a response to a client complaint in a reasonable amount of time. The allegations stemming from the complaint were deemed to be uncredible; however, Mr. Purdy had not met certain deadlines to provide a comprehensive response and supporting documentation. This matter was disposed in May 2019 and Mr. Purdy was issued a reprimand. Mr. Purdy remains a member of the Law Society of Ontario.

Civil Proceedings

In December 2018, AB Mining Ltd. ("AB Mining") filed a suit in the Supreme Court of BC against Global Blockchain Technologies Corp. (“Global Blockchain”), of which Mr. Purdy is a director. The suit alleged breach of contract by Global Blockchain and sought $37.5 million in damages. In November 2019, AB Mining commenced a proceeding against the former officers and directors of Global Blockchain, including Mr. Purdy, alleging that the board of directors’ conduct was oppressive to AB Mining’s interests and that their actions caused damages to AB Mining.

On June 23, 2021, Chris Neville, former CEO of Interactive Games Technologies Inc. (“Interactive”), of which Mr. Purdy is a director, filed a statement of claim in the Ontario Superior Court of Justice against Interactive and Mr. Purdy alleging breach of contract and wrongful dismissal. Mr. Neville is seeking damages of $500,000. Interactive believes the subject matter of the claim to be without merit and has brought a separate claim against Mr. Neville for misappropriation of company funds, breach of fiduciary duty and defamation.

Details of Cease Trade Orders

Mr. Nicholson served as director of Meekom Natural Resources Ltd.. (“Meekom”) which on February 3, 2015, was subject to a cease trade order issued by the British Columbia Securities Commission due to failing to file its annual audited financial statements for the period ended September 30, 2014, and its management's discussion and analysis relating thereto before the prescribed deadline as required under Part 5 of National Instrument 51- 102. The cease trade order is still in effect. Mr. Nicholson joined the Board of Meekom in August 2013, and is still on the Board as a Director of Meekom as of the date of this prospectus.

Mr. Purdy served as a director of the following companies: Boomerang Oil Inc. which on April 4, 2016 was subject on January 7, 2020 was subject to a cease trade order, Transnational Cannabis Ltd. (formerly ICC International Cannabis Corp.), which on July 7, 2020 was subject to a cease trade order, and Rotonda

Ventures Corp., which on September 3, 2020 was subject to a cease trade order. All cease trade orders are for failure to file financial statements and are still in effect and were issued by the British Columbia Securities Commission along with corresponding failure to file cease trade orders from any reciprocal provincial securities commission that the companies were reporting to on the same date. Mr. Purdy has resigned from the various companies: from Boomerang Oil Inc. in February 2019, from Global Gaming Technologies Corp. (formerly Global Blockchain Technologies Corp.) in July 2019, from Transnational Cannabis Ltd. (formerly ICC International Cannabis Corp.) in June 2020, and currently remains on the Board as a Director of Rotonda Ventures Corp.

Conflicts of Interest

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

Management

Set forth below is a description of the background of the officers of the Corporation, including a description of each individual’s involvement in reporting issuers in the past five (5) years:

Name of Officer	Name of Reporting Issuer	Exchange	Position	From	To
Derrick Gaon (CEO, President, & Corporate Secretary)	MRVL Pet Pharmaceuticals Corp.	Not Listed	CEO President Director	November 2020 November 2020 February 2020	February 2021 May 2021 May 2021
Barry Bergstrom (CFO)	Evolution Global FrontierVentures Corp	CSE	CFO Director	August 2020 (CFO) June, 2021 (Director)	Present Present

EXECUTIVE COMPENSATION

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

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

(1) Table of compensation excluding compensation securities; and

(2) Stock options and other compensation securities.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

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

Table of compensation excluding compensation securities							
Name and position	Year(6)	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of other compensation ($)	Total compensation ($)
Derrick Gaon CEO, President, Corporate Secretary CFO, Director(1)	2020	$28,069	NIL	NIL	NIL	NIL	$28,069
Barry Bergstrom CFO (2)	2020	NIL	NIL	NIL	NIL	NIL	NIL
Brendan Purdy Director(3)	2020	$10,000(3)	NIL	NIL	NIL	NIL	$10,000(3)
George Nicholson Director(4)	2020	NIL	NIL	NIL	NIL	NIL	NIL
Ron Ozols CFO(5)	2020	NIL	NIL	NIL	NIL	NIL	NIL

Notes

(1) Mr. Gaon was appointed as Chief Executive Officer, President, Chief Financial Officer, Corporate Secretary and Director on June 25, 2020 and resigned as Chief Financial Officer on January 21st, 2021.

(2) Mr. Bergstrom was appointed as a Director and as CFO following Mr. Ozol's resignation as CFO on September 1st, 2021.

(3) Mr. Purdy was appointed as Director on September 29, 2021. and prior to him being appointed to the board he had $10,000 accrued as work in process with the Company.
(4) Mr. Nicholson was appointed as a Director on September 29, 2021
(5) Mr. Ozols was appointed as CFO following Mr. Gaon's resignation as CFO on January 21st, 2021 and resigned on September 1, 2021 from all positions.
(6) 2020 Year ended on May 31, 2021 and was from Inception from June 29, 2020

Stock Options and Other Compensation Securities

The Stock Option Plan is the Corporation's only equity compensation plan. As of the date of this Prospectus, the Corporation has never issued any options under the Stock Option Plan, nor does any person have options outstanding to purchase Common Shares. The following table is a summary setting out the options which have been granted to directors, officers, employees, consultants or others as at the date of this Prospectus. No compensation securities have been awarded or exercised by any directors or NEOs since the Corporation's inception.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and 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
Derrick Gaon Director President, CEO, and Corporate Secretary	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Barry Bergstrom Chief Financial Officer(2)	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Brendan Purdy Director(3)	N/A	Nil	N/A	N/A	N/A	N/A	N/A
George Nicholson Director(4)	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Notes
(1) Percentage of class calculation is based on 19,978,548 fully diluted outstanding Common Shares as of the date of this Prospectus.
(2) Mr. Bergstrom was appointed as CFO, and Director on September 1, 2021.
(3) Mr. Purdy was appointed as Director on September 29, 2021.
(4) Mr. Nicholson was appointed as Director on September 29, 2021.

Employment, Consulting and Management Agreements

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

As of the date of the Prospectus, the Corporation has engaged Partum Advisory Services Corp. for general corporate administration and to assist with bookkeeping and accounting services for the Corporation as an independent contractor for $3,000 per month.

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

Oversight and Description of Director and Named Executive Officer Compensation

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

Pension Plan Benefits

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

Statement of Executive Compensation

As at the date of this Prospectus, the only compensation that has been determined by the Corporation to be paid for the 2020 year ended May 31, 2021 was $28,069 paid to the CEO, Mr. Derrick Gaon for management services and $10,000 has been accrued for legal fees to Mr. Brendan Purdy, who was a service provider to the company prior to him joining the company as a Director on September 29, 2021. In addition, subsequent to the year ended May 31, 2021, the Corporation incurred non-recurring management fees; one was to the previous CFO, Mr. Ron Ozols accrued $10,000 of management accounting and administration services and the second was to the CEO, Mr. Derrick Gaon, who was paid $5,000 for management services.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

On July 19, 2021, the Corporation entered into a 24 month term loan agreement (the Loan Receivable) for $20,000 with Derrick Gaon, the Chief Executive Officer, President and Corporate Secretary of the Corporation with an interest rate provision of 10% per annum.

AUDIT COMMITTEE

General

As the Company is a "IPO venture issuer" (as defined in National Instrument 52-110 – Audit Committees ("NI 52-110")), it is relying on the exemptions provided to it under section 6.1 of NI 52-110 with respect to the composition of the audit committee and with respect to audit committee reporting obligations. The Audit Committee is responsible for reviewing the Company's financial reporting procedures, internal controls and the performance of the financial management and external auditors of the Company. The Audit Committee also reviews the annual and interim financial statements and makes recommendations to the Board.

The Audit Committee's Charter

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

The Audit Committee's Charter

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

Composition of the Audit Committee

The members of the Audit Committee are Derrick Gaon, Brendan Purdy and George Nicholson. Brendan Purdy and George Nicholson are independent (as defined in NI 52-110) and all members are also financially literate (as defined in NI 52-110).

Name of Member	Independent (1)	Financially Literate (2)
Brendan Purdy	Yes	Yes
Derrick Gaon	No	Yes
George Nicholson	Yes	Yes

Notes:

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

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

Relevant Education and Experience

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

Derrick Gaon, 59, Chairman, Director, CEO, President and Corporate Secretary is a self-employed business professional, who has been engaged in various private investment activities across many industries since 1995. He founded a company engaged in providing personal and group insurance services which handles and sells a wild range of products including Financial Planning, RESPs, Estate Planning, Life & Disability Insurance, Critical Illness Insurance, Travel/Visitor Insurance, Mortgage Insurance, Mortgage Referral, Retirement Planning, RRSPs, RRIFs / LIFs/ Annuities, GICs, and Health Insurance. Mr. Derrick Gaon has earned MDRT (Million Dollar Round Table) honor and Court of the Table honor for many years.

Brendan Purdy, 35, Director, is a practicing securities lawyer focused on the resource, life sciences, and technology sectors. In his private practice, he has developed extensive experience with respect to public companies, capital markets, mergers and acquisitions, and other transactions fundamental to the Canadian junior equity markets. Prior to receiving his J.D. from the University of Ottawa, Mr. Purdy completed a Bachelor of Management and Organizational Studies degree from the University of Western Ontario, majoring in finance and administration. Mr. Purdy has extensive experience serving in Director and/or officer positions in numerous public and private companies.

George Nicholson, P. Geo. 57, Director, is an independent geological consultant with extensive international and domestic experience in mineral exploration, mining development, plant design, and financing, primarily in the precious metals, base metals, rare earths, transitional metals, and industrial mineral sectors. Since 1983, involved in all aspects of mineral project research, syndicate financing, public company financing and mineral exploration including but not limited to geological mapping and sampling, management, site reclamation, project generation and regional reconnaissance exploration, public company formation, structuring and financing, resource development. He has been involved in a leadership role in several successful exploration regional "area plays" in his professional career including: Eskay Creek, Mt. Milligan, Wheaton River, the

Northwest Territories diamond rush, Argentina, Voisey's Bay and Finlayson Lake. Highlights include discovery of the Mac porphyry copper-molybdenum deposit in B.C. for Rio Algom; the second largest contractor and staker at the Eskay Creek rush for clients; rediscovery and recognition of the San Simon gold deposit in Bolivia, the formation of Minera Andes Inc. in Argentina following a reverse takeover of N.A. Degerstrom Inc. and its holdings; acquisition of 4.5 million acres of land in the N.W.T. diamond rush and subsequent sale of land to Monopros (de Beers) and others, creation of one of the largest land masses of exceptional potential in Brazil (± 3.0 million acres) ever accumulated by any junior mining exploration company; acquisition and initial exploration of the largest single gold project adjoining Viceroy's 100,000 oz/year heap leach operation in the Yukon for International Kodiak Resources Inc., receipt of an award from the British Columbia government for reclamation work performed on behalf of Barrick Gold; structure and sale of Ferguson Lake Cu-Ni-Co-Pt-Pd project (>60 M.T.) to Starfield Resources followed by subsequent geological management to Starfield for nine years. He has undertaken and/or reviewed projects throughout Canada, U.S., Peru, Bolivia, Argentina, Brazil and acted as a consultant on projects in Russia (Magadan Region), the Philippines, West Africa, Venezuela, Colombia, and Bougainville.

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

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

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

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

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

Audit Committee Oversight

As the Corporation is not a reporting issuer, it was not required to, nor did it have, an Audit Committee until completing the latest 3 month financial period in 2021. Since the Audit Committee was established, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor where such recommendation has not been adopted by the directors of the Corporation.

External Auditor Service Fees (By Category)

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

Interim/FY EPeriod Ending	Audit Fees[1]
Interim Q2, 6 Month period 2021	$4,200
FYE 2020	$7,500

Notes:

(1) The aggregate fees billed for professional services rendered by the auditor for the audit of the Corporation's Annual Financial Statements and the auditor review of the Corporation's Interim Financial Statements.

Exemption

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

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

CORPORATE GOVERNANCE

General

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

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

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

Board of Directors

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

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

The Board is currently comprised of four (4) directors and Brendan Purdy and George Nicholson are independent within the meaning of NI 58-101.

Directorships

The following table sets forth the directors of the Corporation who have held directorships with other reporting issuers over the preceding five years:

Name of Director	Reporting Issuer
Derrick Gaon	MRVL Pet Pharmaceuticals Corp. (formerly EGF Health Holdings Corp.)

Barry Bergstrom	Evolution Global Frontier Ventures Corp.
George Nicholson	Sativa Wellness Group. (formerly Stillcanna Inc. and EVI Global GroupDevelopments Corp.), Meekom Natural Resources Ltd.
Brendan Purdy	See list* following this table

***REPORTING ISSUER LIST FOR BRENDAN PURDY**

NAME OF REPORTING ISSUER	POSITION(S)HELD	MARKET TRADED ON	FROM		TO	
			MM	YY	MM	YY
Pasofino Gold Limited (formerlyEnforcer Gold Corp.)	Director	TSXV	Apr	2016	June	2018
Mojave Jane Brands Inc. (formerly High HamptonHoldings Corp.)	Director	CNSX	Nov	2016	Mar	2018
Lumiera Health Inc. (formerly Mondias Natural Products Inc. andElement 79 Capital Inc.)	Director	TSXV	Feb	2016	Nov	2018
Canadian GoldCamps Corp. (formerly Supreme Metals Corp.)	Director, Officer	CNSX	Dec	2016	Present	-
Ztest Electronics Inc.	Director	CNSX	Dec	2017	June	2019
Global Gaming Technologies Corp. (formerly Global Blockchain Technologies Corp.)	Director	CNSX	Mar	2017	July	2019
Sweet Earth Holdings Corporation(formerly Seaway Energy Services Inc.)	Director	TSXV	Apr	2016	Oct	2016
BeWhere Holdings Inc.	Director	TSXV	Oct	2015	Feb	2016
Boomerang Oil Inc.	Director	CNSX	Apr	2014	Feb	2019
Red White & Bloom Brands Inc.	Director	CNSX	July	2017	Present	-
Clean Power Capital Corp.	Director	CNSX	Mar	2019	Present	-
International Cobalt Corp.	Officer	CNSX	Nov	2020	Present	-
DGTL Holdings Inc.	Director	TSXV	Aug	2019	Present	-
Nuran Wireless Inc.	Director	CNSX	Oct	2020	Present	-
Myconic Capital Corp. (formerlyAuralite Investment Inc.)	Director	CNSX	Jan	2021	Present	-
Red Pine Petroleum Ltd.	10% Holder	N/A	Jan	2020	Jun	2021
Transnational Cannabis Ltd. (formerly ICC International Cannabis Corp.)	Director, Officer	CNSX	Jun	2018	Jun	2020
Interactive Games TechnologiesInc. (formerly i3 Interactive Inc.)	Director	CNSX	Mar	2021	Present	-

KetamineOne Capital Limited (formerly Myconic Capital Corp.)	Director	NEO	Jan	2021	Present	-
Rotonda Ventures Corp.	Director	N/A	Feb	2019	Present	-

Orientation and Continuing Education

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

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

Assessments

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

Nomination of Directors

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

Ethical Business Conduct

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

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

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

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

Other Board Committees

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

Assessment

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

LISTING APPLICATION

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

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

PLAN OF DISTRIBUTION

No securities are being offered or sold pursuant to this Prospectus. This Prospectus is being filed by the Company with its overseeing regulator. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and no agent or underwriter is involved.

RISK FACTORS

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

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

No Market for Securities

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

Current Market Volatility

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

No Production History

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

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

Limited Operating History

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

Exploration, Mining and Operational Risks

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

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

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

Nature of Mineral Exploration and Mining

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

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

Permitting

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

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

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

Infrastructure

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

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

infrastructure is not developed or is developed but does not support the viability of the Wildcat Property, the existing challenges in respect of transporting materials into the area in which the Claims are located, as well as transporting any future mined ores out, will continue, which may adversely affect the operations of the Corporation.

First Nations

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

Mining Claims

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

Title Matters

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

Possible Failure to Obtain Mining Licenses

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

Competition

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

Conflicts of Interest

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

Dependence on and Performance of Key Personnel

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

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

Volatility of Commodity Prices

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

Environmental Risks and Other Regulatory Requirements

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

Uninsured Risks

The Corporation, as a participant in exploration and mining programs, may become subject to liability for hazards such as unusual geological or unexpected operating conditions that cannot be insured against or against which it may elect not to be so insured because of high premium costs or other reasons. The Corporation is currently uninsured against all such risks as such insurance is either unavailable or uneconomic

at this time. The Corporation also currently has no key man insurance or property insurance as such insurance is uneconomical at this time. The Corporation will obtain such insurance once it is available and, in the opinion of the Directors, economical to do so. The Corporation may incur a liability to third parties (in excess of any insurance coverage) arising from pollution or other damage or injury.

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

Health and Safety Risks

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

Tax Issues

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

Additional Equity Financing

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

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

Going Concern

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

Global Economic and Financial Markets

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

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

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

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

COVID 19 Pandemic

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

Environmental Risks and Hazards

All phases of the operations of the Corporation are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the operations of the Corporation. Environmental hazards may exist on the properties on which the Corporation holds interests which are unknown to the Corporation at present and which have been caused by previous or existing owners or operators of the properties.

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

No Revenues and History of Losses

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

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

Commodity Prices

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

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

Insurance Risk

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

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

Aboriginal Title and Claims

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

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

Market Price of the Common Shares

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

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

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

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

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

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

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

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

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

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

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

General

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

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

PROMOTER

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

Designation of Class	Number of Securities	Percentage of Class
Common Shares	200,000	1%

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

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

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

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

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

AUDITORS, REGISTRAR AND TRANSFER AGENT

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

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

MATERIAL CONTRACTS

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

- The Option Agreement dated June 30, 2020.
- Escrow Agreement dated April 7, 2022.
- Loan Agreements dated July 19, 2021; November 30, 2021; and December 8, 2021.

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

EXPERTS AND INTERESTS OF EXPERTS

Adam Sung Kim Ltd, Chartered Professional Accountants (the auditors of the Corporation) prepared an auditors' report to the directors of the Corporation on the annual financial statements for the year ended, statements of financial position of the Corporation and the statements of loss and comprehensive loss, cash flows and changes in shareholders' equity for the year ended May 31, 2021, and have advised that theyare independent with respect to the Corporation within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct. In addition, the auditors of the Corporation reviewed the interim financial statements, statements of financial position of the Corporation and the statements of loss and comprehensive loss, cash flows and changes in shareholders' equity for the second quarter six month period ended November 30, 2021.

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

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

OTHER MATERIAL FACTS

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

FINANCIAL STATEMENTS AND MD&A DISCLOSURE

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

1. Audited financial statements of the Corporation for the year ended May 31, 2021.
2. MD&A of the Corporation for the year ended May 31, 2021.
3. Auditor reviewed Interim financial statements of the Corporation for the six-month period ended November 30,2021.
4. MD&A of the Corporation for the six-month period ended November 30, 2021.

SCHEDULE “A”

UNAUDITED FINANCIAL STATEMENTS (AUDITOR REVIEWED)

FOR THE 6 MONTH PERIOD BETWEEN MAY 31, 2021 AND NOVEMBER 30, 2021

[ATTACHED]

TALENT INFINITY RESOURCE DEVELOPMENTS INC.
(formerly Talent Infinity Capital Fund Corporation)
(an exploration stage company)

CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE PERIODS ENDED NOVEMBER 30, 2021 AND 2020

Unaudited – Prepared by Management

(Expressed in Canadian Dollars)

TALENT INFINITY RESOURCE DEVELOPMENTS INC.
(Formerly Talent Infinity Capital Fund Corporation) (an exploration stage company)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
For the periods ended November 30, 2021 and 2020
(Unaudited - Expressed in Canadian Dollars)

As at,	Notes:	**November 30, 2021**	**May 31, 2021**
ASSETS			
Current			
Cash		$ 417,393	$ 548,640
Prepaid expenses		-	10,000
Receivables		1	1
Total current assets		417,394	558,641
Non-current			
Loan receivable	9	19,149	-
Exploration and evaluation assets	5	45,000	10,000
TOTAL ASSETS		$ 481,543	$ 568,641
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Accounts payable and accrued liabilities	4	$ 55,780	$ 10,615
Loans Payable	8	90,517	253,283
Total current liabilities		$ 146,297	$ 263,898
Non-current			
Loans Payable	8	90,719	-
TOTAL LIABILITIES		$ 237,016	$ 263,898
Shareholders' Equity			
Share Capital	7	479,593	124,349
Shares to be issued	7	-	282,098
Deficit		(235,066)	(101,704)
Total shareholders' equity		244,527	304,743
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$ 481,543	$ 568,641

Nature and continuance of operations (Note 1)

Subsequent events (Note 12)

Approved and authorized by the Board on February 15, 2022:

"Derrick Gaon" Director *"Barry Bergstrom"* Director
Derrick Gaon Barry Bergstrom

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

TALENT INFINITY RESOURCE DEVELOPMENTS INC.
(Formerly Talent Infinity Capital Fund Corporation) (an exploration stage company)
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the periods ended November 30, 2021 and 2020
(Unaudited – Expressed in Canadian Dollars)

	Three month Ended		Six Months Ended	
	November 30, 2021	November 30, 2020	**November 30, 2021**	November 30, 2020
EXPENSES				
Management and Consulting fees	$ 1,561	$ -	$ 16,561	$ -
Exploration expenses	2,400	-	89,202	-
General and office administration	3,221	-	9,092	615
Professional fees	9,345	4,526	35,718	4,526
Filing fees	5,250	-	5,950	-
	21,777	4,526	156,523	5,141
OTHER INCOME (EXPENSE)				
Gain on long-term loan	9,266	-	9,266	-
Foreign exchange gain (loss)	2,245	-	12,784	-
Interest income	720	5	1,111	5
	12,231	5	23,161	5
Loss and comprehensive loss for the period	$ (9,546)	$ (4,521)	$(133,362)	$ (5,136)
Basic and diluted loss per common share	($0.00)	($45.21)	($0.01)	($51.36)
Weighted average number of common shares outstanding	19,978,548	100	14,017,142	100

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

TALENT INFINITY RESOURCE DEVELOPMENTS INC.
(Formerly Talent Infinity Capital Fund Corporation) (an exploration stage company)
CONDENSED INTERIM STATEMENT OF CASH FLOWS
For the periods ended November 30, 2021 and 2020
(Unaudited - Expressed in Canadian Dollars)

	November 30, 2021	November 30, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$ (133,362)	$ (5,136)
Accrued interest income	(1,003)	-
Gain on long-term loan	(9,266)	-
Change in non-cash working capital items:		
Accounts payable and accrued liabilities	45,165	615
Prepaid expenses	10,000	-
Net Cash used in operating activities	(88,466)	(4,521)
		-
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares to be issued	-	72,236
Repayment of loans payable	(87,766)	(80)
Proceeds received on Loan payable	99,985	
Net cash provided by financing activities	12,219	72,156
CASH FLOWS FROM INVESTING ACTIVITIES		
Loan receivable	(20,000)	-
Exploration and evaluation assets	(35,000)	-
Net cash used in investing activities	(55,000)	-
Change in cash for the period	$ (131,247)	$ 67,635
Cash, beginning of period	548,640	-
Cash, end of period	$ 417,393	$ 67,635
Cash paid during the period for interest	$-	$-
Cash paid during the period for income taxes	$-	$-

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

(Unaudited - Expressed in Canadian Dollars)

	Notes:	Share Capital					
		Number	**Amount**	**Shares to be issued**	**Contributed Surplus**	**Deficit**	**Total**
Incorporation, on June 25, 2020							
Incorporator shares	7	100	$ 1	$ -	$ -	$ -	$ 1
Shares to be issued	7	-	-	72,236	-	-	72,236
Loss for the period				-	-	(5,136)	(5,136)
Balance at November 30, 2020		100	$ 1	$ 72,236	-	$ (5,136)	$ 67,101
Balance at May 31, 2021		6,223,646	$ 124,349	$ 282,098	$ -	$ (101,704)	$ 304,743
Shares issued for debts	7	750,000	75,000	-	-	-	75,000
Private placement – third round	7	12,729,902	254,598	(254,598)	-	-	-
Private placement – fourth round	7	275,000	27,500	(27,500)	-	-	-
Capital distribution by a related party		-	(1,854)	-	-	-	(1,854)
Loss for the period		-	-	-	-	(133,362)	(133,362)
Balance at November 30, 2021		19,978,548	$ 479,593	$ -	$ -	$ (235,066)	$ 244,527

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Talent Infinity Capital Fund Corporation (the "**Company**") is incorporated under the *Business Corporations Act*, (British Columbia). On January 14, 2021, the Company change its name to Talent Infinity Resource Developments Inc. The Company is engaged in the acquisition, exploration and development of mineral resource properties located in Canada. The Company was incorporated on June 25, 2020.

The Company's head office and records office is located at 5728 East Boulevard, Vancouver, British Columbia, Canada, V6M 4M4.

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

These condensed interim financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. At November 30, 2021 the Company had not yet achieved profitable operations, had accumulated losses of $235,066 since its inception, and expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. A number of alternatives including, but not limited to selling an interest in one or more of its properties or completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due.

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

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards 34 – Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. The accounting policies and methods of computation applied by the Company in these condensed interim financial statements are the same as those applied in the Company's annual financial statements as at and for the year ended May 31, 2021.

Basis of Presentation

These condensed interim financial statements have been prepared on a historical cost basis except for some financial instruments classified in accordance with measurements standards under IFRS. These condensed interim financial statements are presented in Canadian dollars unless otherwise specified.

(CONTINUED) Significant accounting policies

The accounting policies followed by the Company are set out in Note 3 to the audited financial statements for the year ended May 31, 2021 and have been consistently followed in the preparation of these condensed interim financial statements. The Company used the same accounting policies and methods of computation as in the audited annual financial statements for the year ended May 31, 2021.

COVID-19

Since March 2020, the outbreak of the novel strain of coronavirus, specifically identified as “COVID- 19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

3. SIGNIFICANT ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

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

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

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

Income taxes

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

(Unaudited - Expressed in Canadian Dollars)

4. ACCOUNTS PAYABLES AND ACCRUED LIABILITIES

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

	November 30, 2021	May 31, 2021
Trade payables	**$ 25,780**	$ 615
Accrued liabilities	**30,000**	10,000
Total	**$ 55,780**	$ 10,615

5. MINERAL PROPERTIES

Wildcat Property

On June 30, 2020 the Company entered into an option agreement (the "Option Agreement") whereby it can earn a 100% interest (subject to a 2.0% net smelter return royalty "NSR") in 10 mineral claims situated in the Quesnel Terrane area of the Province of British Columbia (the "Wildcat Property"). The interest in the Wildcat Property can be earned where certain requirements are met as set forth within the option agreement. These are further outlined below:

The terms of the option agreement include:

- Total payments of $770,000 to the vendor as follows:
  - $20,000 on or before July 31, 2021 ($10,000 paid during May 31, 2021 year-end and $10,000 paid on June 8, 2021)
  - $50,000 on or before November 30, 2021 ($25,000 paid on July 8, 2021 & $25,000 paid on December 8, 2021, see Note 12 – Subsequent Events)
  - $50,000 on or before the earlier of the second anniversary of the Company becoming publicly traded (the "Listing Date") or November 30, 2022
  - $250,000 on or before the earlier of the third anniversary of Listing Date or November 30, 2023
  - $400,000 on or before the earlier of the fourth anniversary of the Listing Date or November 30, 2024

  The option may be exercised by the company through paying $770,000 to the vendor in a combination of cash and shares; with a minimum of 25% of the payment in cash (at the option of the vendor the minimum 25% payment may be requested to be made as shares of the company).

- Incurring total work expenditures of $107,500 on the Wildcat Property on or before November 30, 2022.

The following is the Company's exploration and evaluation expenditures as at November 30, 2021:

	Wildcat Property	**Total**
Acquisition Costs		
Balance May 31, 2021	**$ 10,000**	**$ 10,000**
Additions	**35,000**	**35,000**
Balance, November 30, 2021	**$ 45,000**	**$ 45,000**

(Unaudited - Expressed in Canadian Dollars)

5. MINERAL PROPERTIES (CONTINUED)

The following table shows the activity by category of exploration:

Exploration and Evaluation Expenditures	**November 30, 2021 ($)**	**November 30, 2020 ($)**
Geological field supervision and support	5,250	-
Geological surveying, consulting and reporting	20,000	-
Geochemical sampling crew	34,538	-
Field support and supplies	17,086	-
Vehicles and travel to and on property	9,928	-
Other	2,400	-
Total	**89,202**	-

6. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

During the period ended November 30, 2021, the company incurred management and consulting fees to related parties of $16,561 (2020 - $nil).

As at November 30, 2021, the company had amounts payable to related parties of $11,315 (May 31, 2021 - $615).

Refer to #9 (Loan Receivable) for a related party transaction.

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

7. SHARE CAPITAL AND RESERVES

- Authorized share capital

As at November 30, 2021, the authorized share capital of the Company is an unlimited number of common shares without par value.

- Issued share capital:

For the period ended November 30, 2021:

Third Round
On August 18, 2021, the Company closed its Third Round of the Private Placement, issuing 12,729,902 common shares at a price of $0.02 per common share for proceeds of $254,598. As proceeds for the shares had been received during the year ended May 31, 2021 in respect of the Third Round of the Private Placement, the Company reclassified $254,598 from Shares to be Issued to Common Shares.

Fourth Round
On August 20, 2021, the Company closed its Fourth Round of the Private Placement, issuing 275,000 common shares at a price of $0.10 per common share for proceeds of $27,500. As proceeds for the shares had been received during the year ended May 31, 2021 in respect of the Fourth Round of the Private Placement, the company reclassified $27,500 from Shares to be Issued to Common Shares.

On August 23, 2021, the Company settled $75,000 of the loan for the issuance of 750,000 common shares of the

7. SHARE CAPITAL AND RESERVES (CONTINUED)

company.

For the year ended May 31, 2021:

On June 25, 2020 within the course of incorporation, the Company issued one-hundred common shares for proceeds of $1 to the incorporator.

During the period ended May 31, 2021, the Company closed on the first and second round of a multiple stage non-brokered private placement (the "Private Placement"). There were no fees paid in respect of the Private Placement.

First Round
On April 26, 2021, the first round of the Private Placement closed and the company raised $28,826 via issuance of a total of 1,441,316 common shares at a value of $0.02 per common share.

Second Round
On May 7, 2021, the second round of the private placement closed and the company raised $95,645 via issuance of a total of 4,782,230 common share at a value of $0.02 per common share.

As a result of the closing of the first and second round Private Placement, the Company incurred $123 in share issuance costs.

Shares to be issued
As at May 31, 2021, the Company has received cash of $254,598 in respect of the third round of the Private Placement, whereby, the Company issued 12,729,902 common shares at a price of $0.02 per common share on August 18, 2021.

Additionally, as at May 31, 2021, the Company has received cash of $27,500 in respect of the fourth round of the Private Placement, whereby the company issued 275,000 common shares at a price of $0.10 per common share on August 20, 2021.

- Warrants

As at November 30, 2021, the Company had Nil outstanding warrants and no warrant transactions during the period then ended.

- Options

As at November 30, 2021, the Company had Nil outstanding stock options and no stock option transactions during the period then ended.

8. LOANS PAYABLE

During the year ended May 31, 2021, the Company was advanced $253,283 (US$210,157) in cash by way of a non-interest bearing, non-recourse loan with no fixed date of repayment (the "Loan Payable"). As at November 30, 2021, the Loan Payable had an outstanding balance of $90,517 (US$70,761). During the period ended November 30, 2021, the Company repaid $100,427 of the outstanding loan balance and had foreign exchange adjustments of $12,661. Additionally, during the period ended November 30, 2021, the Company settled $75,000 of the outstanding loan balance via issuance of 750,000 common shares of the company (see Note 7).

8. LOANS PAYABLE (CONTINUED)
On November 30, 2021, the Company was advanced $99,945 from a third party in cash by way of an interest bearing loan. The loan bears simple interest of 10% and has a 24 month term. No interest payments are due until the term of the loan. The loan was accounted for at amortized cost using the effective interest rate method with the effective interest rate of 15% per annum. The loan was recorded at amortized cost of $90,719, with a gain of $9,266 on a long-term loan that was recorded in the statement of loss for the period ended November 30, 2021. During the period ended November 30, 2021, the Company has not recorded any accretion or interest on the loan payable.

9. LOANS RECEIVABLE

On July 19, 2021, the Company entered into a term loan agreement (the "Loan Receivable") with a related party (Note 6) whereby the Company loaned $20,000 to an officer and director of the Company. The Loan Receivable carries an interest rate of 10% per annum and has a fixed term of 24 months. The Loan Receivable was accounted for at amortized cost using the effective interest rate method with the effective interest rate of 15% per annum. The loan was recorded at amortised cost of $18,146, with reduction of share capital of $1,854 as capital contribution by a related party. During the period ended November 30, 2021, the Company recorded accretion and interest of $1,003 on the loan receivable. As at November 30, 2021, the balance of the loan is $19,149.

10. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the acquisition and exploration of mineral properties in Canada. As the operations comprise a single reporting segment, amounts disclosed also represent segment amounts.

11. FINANCIAL AND CAPITAL RISK MANAGEMENT

The three levels of the fair value hierarchy are:

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

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

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

The Company enters into financial instruments to finance its operations in the normal course of business. The fair values of cash and accounts payable approximate their carrying values due to the short-term maturity of these instruments. The long-term loans receivable and payable carry an interest rate of 10% per annum and were accounted for at amortized cost using the effective interest rate method with the effective interest rate of 15% per annum.

The fair value of the Company's financial instruments has been classified within the fair value hierarchy as at November 30, 2021 as follows:

	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash	$ 417,393	-	-	$ 417,393
	$ 417,393	-	-	$ 417,393

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

Foreign exchange risk
Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates The Company has certain monetary assets denominated in United States Dollars. As at November 30, 2021, the Company had United States Dollar cash on hand with a Canadian dollar equivalent of $266,292. Assuming that all other variables remain constant, a fluctuation of +/- 1.0 percent in the exchange rate between the Canadian Dollar and the United States Dollar would impact loss before taxes by $2,662 as at November 30, 2021

.

11. FINANCIAL AND CAPITAL RISK MANAGEMENT (CONTINUED)

Credit risk

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

Interest rate risk

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

Liquidity risk

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

Price risk

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

Capital management

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

12. SUBSEQUENT EVENTS

The Company had an obligation as at November 30, 2021 to make an option payment under the Option Agreement in the amount of $25,000, but was not able to meet its deadline, November 30, 2021. The optionor accepted cash payment of $25,000 on December 8, 2021 without any penalty.

On December 8th, 2021 the company negotiated with a creditor to convert $65,000 into an interest bearing loan. The loan bears simple interest of 10% and has a 24 month term. No interest payments are due until the term of the loan.

SCHEDULE "B"

MANAGEMENT DISCUSSION AND ANALYSIS FOR THE UNAUDITED FINANCIAL STATEMENTS FOR THE 6 MONTH PERIOD BETWEEN MAY 31, 2021 AND NOVEMBER 30, 2021

[ATTACHED]

Talent Infinity Resource Developments Inc.

(formerly Talent Infinity Capital Fund Corporation)

MANAGEMENT DISCUSSION AND ANALYSIS
For the periods ended November 30, 2021 and 2020

- **DATE AND SUBJECT OF REPORT**

This Management's Discussion and Analysis (this "MD&A" or "Report") of the financial condition of Talent Infinity Resource Developments Inc. (formerly Talent Infinity Capital Fund Corporation), ("Talent" or the "Company") and results of operations of the Company for the period ended November 30, 2021 has been prepared by management in accordance with the requirements under National Instrument 51- 102 – *Continuous Disclosure Obligations* as at February 15, 2022. The Report should be read in conjunction with the condensed interim financial statements and related notes thereto of the Company as at and for the six months ended November 30, 2021 and 2020, and the audited consolidated financial statements including the notes thereto for the year ended May 31, 2021 (the "Financial Statements"). The Financial Statements are presented in accordance with International Financial Reporting Standards ("IFRS"), and Talent' accounting policies are described in Note 3 of the Financial Statements. All dollar amounts in the Report are in Canadian dollars unless otherwise noted.

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

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

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

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

- **OVERVIEW AND DESCRIPTION OF BUSINESS**

The Company was incorporated on June 25, 2020 under the laws of British Columbia, Canada. On January 14, 2022 the Company changed its name from Talent Infinity Capital Fund Corporation to Talent Infinity Resource Developments Inc. The Company is engaged in the acquisition, exploration and development of mineral resource properties located in Canada.

1.1 OVERVIEW AND DESCRIPTION OF BUSINESS (CONTINUED)

The Company's head office and records office is located at and records office is located at 5278 E. Boulevard, Vancouver, British Columbia, V6M 4M4.

The Company is engaged in the business of acquiring, exploring and developing natural resource properties with a focus on properties/projects which have the potential for both near-term cash flow and significant exploration upside potential. The Company is considered to be in the exploration stage as it has not placed any mineral properties into production.

Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from novel coronavirus (COVID-19). The Company continues to operate its business at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations cannot be reasonably estimated at this time. The Company anticipates this could have an adverse impact on its business, results of operations, financial position and cash flows in 2021

1.2 OVERALL PERFORMANCE

- The Company had minimal transactions during the period, however expenses were incurred during the year related to the mineral property option agreement.

- During the period ended November 30, 2021, the Company closed the Third and Fourth Round of its Private Placement, resulting in the reclassification of $282,098 from Shares to be Issued to Common Share Capital.

- During the period ended November 30, 2021, the Company made a payment of $35,000 under the Wildcat Option Agreement. Additionally, the Company incurred $89,202 of exploration and evaluation expenditure in respect of the Wildcat property during the period ended November 30, 2021.

Mineral Properties

On June 30, 2020 the Company entered into an option agreement (the "Option Agreement") whereby it can earn a 100% interest (subject to a 2.0% net smelter return royalty "NSR") in 10 mineral claims situated in the Quesnel Terrane area of the Province of British Columbia (the "Wildcat Property"). The interest in the Wildcat Property can be earned where certain requirements are met as set forth within theoption agreement. These are further outlined below:

The terms of the option agreement include:

Total payments of $770,000 to the vendor as follows:
$20,000 on or before July 31, 2021 (Fully Paid. $10,000 paid during May 31, 2021 year- end and $10,000paid on June 8, 2021)
$50,000 on or before November 30, 2021 (Fully Paid. $25,000 paid on July 8, 2021, see
1.11 Subsequent Events)
$50,000 on or before the earlier of the second anniversary of the Company becoming publicly traded (the"Listing Date") or
November 30, 2022

1.2 OVERALL PERFORMANCE (CONTINUED)

$250,000 on or before the earlier of the third anniversary of the Listing Date or November 23, 2023
$400,000 on or before the earlier of the fourth anniversary of the Listing Date or November 30, 2024

The option may be exercised by the company through paying $770,000 to the vendor in a combination of cash and shares; with a minimum of 25% of the payment in cash (at the option of the vendor the minimum 25% payment may be requested to be made as shares of the company).

During the period ended November 30, 2021, the Company paid an additional $35,000 in respect of the Option Agreement, resulting in an increase to the Company's capitalized acquisition costs for the period then ended.

	Wildcat Property	Total
Acquisition Costs		
Balance May 31, 2021	$ 10,000	$ 10,000
Additions	35,000	35,000
Balance, November 30, 2021	**$ 45,000**	**$ 45,000**

During the period ended November 30, 2021, the Company incurred exploration and evaluation expenditures in respect of the Wildcat Property of $89,202. The following table provides a summary of exploration and evaluation expenditures incurred during the period ended November 30, 2021 and the corresponding period in the directly preceding fiscal year:

Exploration and Evaluation Expenditures	**November 30, 2021 ($)**	**November 30, 2020 ($)**
Geological field supervision and support	5,250	-
Geological surveying, consulting and reporting	20,000	-
Geochemical sampling crew	34,538	-
Field support and supplies	17,086	-
Vehicles and travel to and on property	9,928	-
Other	2,400	-
Total	**89,202**	-

Equity Transactions

During the period ended November 30, 2021, the following transactions took place:

-

Third Round
On August 18, 2021, the Company closed its Third Round of the Private Placement, issuing 12,729,902 common shares at a price of $0.02 per common share for proceeds of $254,598. As proceeds for the shares had been received during the year ended May 31, 2021 in respect of the Third Round of the Private Placement, the Company reclassified $254,598 from Shares to be Issued to Common Shares.

Fourth Round
On August 20, 2021, the Company closed its Fourth Round of the Private Placement, issuing 275,000 common shares at a price of $0.10 per common share for proceeds of $27,500. As proceeds for the

1.2 OVERALL PERFORMANCE (CONTINUED)

shares had been received during the year ended May 31, 2021 in respect of the Fourth Round of the Private Placement, the company reclassified $27,500 from Shares to be Issued to Common Shares.

On August 23, 2021, the Company settled $75,000 of the loan for the issuance of 750,000 common shares of the company.

During the year ended May 31, 2021, the following transactions took place:

On June 25, 2020 within the course of incorporation, the Company issued one-hundred common shares for proceeds of $1 to the incorporator.

During the period ended May 31, 2021, the Company closed on the first and second round of a multiple stage non-brokered private placement (the "Private Placement"). There were no fees paid in respect of the Private Placement.

First Round
On April 26, 2021, the first round of the Private Placement closed and the company raised $28,826 via issuance of a total of 1,441,316 common shares at a value of $0.02 per common share.

Second Round
On May 7, 2021, the second round of the private placement closed and the company raised $95,645 via issuance of a total of 4,782,230 common share at a value of $0.02 per common share.

As a result of the closing of the first and second round Private Placement, the Company incurred $123 in share issuance costs.

Shares to be issued
As at May 31, 2021, the Company has received cash of $254,598 in respect of the third round of the Private Placement, whereby, the Company issued 12,729,902 common shares at a price of $0.02 per common share on August 18, 2021.

Additionally, as at May 31, 2021, the Company has received cash of $27,500 in respect of the fourth round of the Private Placement, whereby the company issued 275,000 common shares at a price of
$0.10 per common share on August 20, 2021.

1.3 SELECTED ANNUAL INFORMATION

	Year ended May 31, 2021
Total Revenue	$ Nil
Net Loss and comprehensive loss	$ (101,784)
Loss per share	$ (0.21)
Total Assets	$ 568,641
Total long-term liabilities	$ Nil
Cash dividends declared per share for each class of share	$ Nil

1.4 RESULTS OF OPERATIONS

During the three months ended November 30, 2021, the Company reported a loss and comprehensive loss of $9,546 or $0.00 per share as compared to a loss and comprehensive loss of $4,521 or ($45) per share during the three months ended November 30, 2020. This represented an increase in the loss and comprehensive loss of $5,025 for the three-month period ended November 30, 2021 versus the same period in the preceding fiscal year.

The increase in the loss and comprehensive loss was primarily attributable to filing fees of $5,250 (November 30, 2020 - $0), professional expenses of $9,345 (November 30, 2020 - $4,526), general, office administration expenses of $3,221 (November 30, 2020 - $0), exploration expense of $2,400 (November 30, 2020 - $0), and management and consulting fees of $1,561 (November 30, 2020 - $0). Increases to expenditure levels for the three-month period ended November 30, 2021 versus 2020 are entirely attributed to the increased level of development and administration of the Company's business of exploring for mineral resources in Canada.

For the six months ended November 30, 2021

During the six-month period ended November 30, 2021, the Company reported a loss and comprehensive loss of $133,362, or ($0.01) per share as compared to a loss and comprehensive loss of $5,136 or ($51) per share during the six months ended November 30, 2020. This represented an increase in the loss and comprehensive loss of $128,226 for the six-month period ended November 30, 2021 versus the same period in the preceding fiscal year.

The increase in the loss and comprehensive loss was primarily attributed to exploration expenses of $89,202 (November 30, 2020 - $0), professional fees of $35,718 ((November 30, 2020 - $4,526), management and consulting fees of $16,561 (November 30, 2020 - $0), general and office administration of $9,092 (November 30, 2020 - $615), and filing fees of $5,950 (November 30, 2020 - $0). The increased levels of expenditure during the six-month period ended November 30, 2021 versus the same period in 2020 are attributed to the Company commencing exploration activity on the Wildcat Property as well as increased levels of development and administration of the Company's business of exploring for mineral resources in Canada.

1.5 SUMMARY OF QUARTERLY RESULTS

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

2022 Quarterly Results	**2nd Quarter**	**1st Quarter**
Revenue	$ -	$ -
Income (loss) and comprehensive income (loss)	$ (9,546)	$ (123,816)
Basic and diluted gain (loss) per share	$ (0.00)	$(0.02)
Total Assets	$ 481,543	$ 462,338
Working Capital surplus (deficiency)	$ 271,422	$ 190,606

1.5 SUMMARY OF QUARTERLY RESULTS (CONTINUED)

2021 Quarterly Results	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
Revenue	$ -	$ -	$ -	$ -
Income (loss) and comprehensive income (loss)	$ (96,573)	$ 5	$(4,521)	$ (615)
Basic and diluted gain (loss) per share	$ (0.25)	$ 0.05	$ (452)	$ (6.15)
Total Assets	$ 568,641	$ 75,371	$67,635	$ 1
Working Capital surplus (deficiency)	$ 294,743	$ 75,084	$67,019	$ (614)

1.6 LIQUIDITY AND CAPITAL RESOURCES

As at November 30, 2021, the Company reported a working capital of $271,422 (May 31, 2021 $294,743) consisting of cash of $417,393 (May 31, 2021 - $548,640), prepaid expenses of $ nil (May 31, 2021 – $10,000), receivables of $1 (May 31, 2021 - $1), less trade payables and accrued liabilities of $55,780 (May 31, 2021 - $10,615) and Loans Payable of $90,192 (May 31, 2021 - $253,283).
During the six-month period ended November 30, 2021 the company incurred a loss and comprehensive loss of $133,362 (November 30, 2020 – net loss of $5,136). As at November 30, 2021, the Company has an accumulated deficit of $235,066 (May 31, 2021 - $101,704).

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

1.7 OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

1.8 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT Early Stage - Need for Additional Funds

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

Exploration and Development

Exploration for minerals is a speculative venture involving substantial risk. There is no certainty that the expenditures made by the Company will result in discoveries of commercial metal reserves. Mining and

1.8 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

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

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of metals, any of which could result in damage to destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Title Risks

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases. The Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future. The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Environmental Regulations, Permits and Licenses

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health and safety, waste disposal, and other matters. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in impositions of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a direction of stricter standards, and enforcement, and higher fines and penalties for non-responsibility for companies including its directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to

1.8 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

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

Economic Conditions

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

Conflicts of Interest

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

Core Business

The Company's business is focused on the acquisition, exploration and development of mineral resource properties located in Canada.

It will require significant risk and capital for the Company working towards establishing viable business in the sector, if ever. There can be no assurance that the Company ever becomes established or profitable in the sector, even with significant capital investment and business expertise.

Risks Related as a Going Concern

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

Reliance on Key Personnel and Advisors

The Company relies heavily on its executive officers and directors, along with key business consultants. The loss of their services would have a material adverse effect on the business of the Company. There can be no assurance that executive officers and key business consultants engaged by the Company will

1.8 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

continue to provide services in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors.

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

Foreign exchange risk

Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company has certain monetary assets denominated in United States Dollars. As at November 30, 2021, the Company had United States Dollar cash on hand with a Canadian dollar equivalent of approximately $266,292.

Assuming that all other variables remain constant, a fluctuation of +/- 1.0 percent in the exchange rate between the Canadian Dollar and the United States Dollar would impact income before taxes by $2,662 as at November 30, 2021.

Credit risk

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

Interest rate risk

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

Liquidity risk

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

1.9 TRANSACTIONS WITH RELATED PARTIES

During the period ended November 30, 2021, the company incurred management and consulting fees to related parties of $16,561 (2020 - $nil). The former CFO, Ron Ozols accrued $10,000 in fees related to management and administration fees and the CEO Mr. Derrick Gaon was paid $6,561 in management fees for the period. The transactions were conducted on a one time basis for a transition and temporary roles for the CFO and CEO in onboarding the new CFO, the new Corporate Administrion and Accounting Service supplier and other work related to the field work conducted by the company for the period.

As at November 30, 2021, the company had amounts payable to related parties of $11,315 (May 31, 2021 - $615).
$10,000 is for the accrued managment fees owed to the former CFO, Mr. Ron Ozols and the balance $1,315 is owed to the CEO, Mr. Derrick Gaon for paying provincial filing, incorporation, and regultory fees on behalf of the company

1.9 TRANSACTIONS WITH RELATED PARTIES (CONTINUED)

On July 19, 2021, the Company entered into a term loan agreement (the "Loan Receivable") with a related party whereby the Company loaned $20,000 to the CEO, Mr. Derrick Gaon, an officer and director of the Company. The Loan Receivable carries an interest rate of 10% per annum and has a fixed term of 24 months. The Loan Receivable was accounted for at amortized cost using the effective interest rate method with the effective interest rate of 15% per annum. The loan was recorded at amortised cost of $18,146, with reduction of share capital of $1,854 as capital contribution by a related party. During the period ended November 30, 2021, the Company recorded accretion and interest of $1,003 on the loan receivable. As at November 30, 2021, the balance of the loan is $19,149 (May 31, 2021 – nil).

2.0 SUBSEQUENT EVENTS

The Company had an obligation as at November 30, 2021 to make an option payment under the Option Agreement in the amount of $25,000. In this regard, the optionor requested additional time to make a determination as to whether to accept common shares of the Company or cash in satisfaction of the obligation. On December 8, 2021, the Company received notification that the optionor would accept cash for the option payment obligation. Accordingly, on December 8, 2021, the Company made payment of $25,000 under the Option Agreement and is in good standing under terms of the agreement.

In addition, on December 8th, 2021 the company negotiated with a creditor to convert $65,000 into an interest bearing loan. The loan bears simple interest of 10% and has a 24 month term. No interest payments are due until the term of the loan.

2.1 CRITICAL ACCOUNTING ESTIMATES

Not applicable.

2.2 CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards. Our significant accounting policies are set out in Note 3 of the condensed interim financial statements of the Company, as at and for the period ended November 30, 2021.

2.3 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
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.

2.3 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS (CONTINUED)

The Company's financial instruments as at November 30, 2021 are as follows:

		FVTPL		*Amortized cost*
Financial assets				
Cash	$	417,393	$	–
Loan receivable		-		19,149
	$	417,393	$	19,149

2.4 OTHER REQUIREMENTS

Summary of Outstanding Share Data as of November 30, 2021:

Authorized: Unlimited number of common shares without par value. Issued and outstanding: 19,978,548
Stock options outstanding: nil Warrants outstanding: nil

As of the date of this MD&A (February 15, 2021) the Outstanding Share Data is as follows: Authorized: Unlimited number of

common shares without par value.
Issued and outstanding: 19,978,548
Stock options outstanding: nil Warrants outstanding: nil

2.5 ADDITIONAL DISCLOSURES

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

Dividends

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

Nature of the Securities

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

Proposed Transactions

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

2.5 ADDITIONAL DISCLOSURES (CONTINUED)

Approval

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

Forward Looking Information

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

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

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

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

SCHEDULE "C"

AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MAY 31, 2021

[ATTACHED]

TALENT INFINITY RESOURCE DEVELOPMENTS INC.
(FORMERLY TALENT INFINITY CAPITAL FUND CORPORATION)
(an exploration stage company)

FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FROM THE PERIOD FROM INCORPORATION ON JUNE 25, 2020 TO MAY 31, 2021

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

T: **604.318.5465**
F: **778.375.4567**

Adam Kim
ADAM SUNG KIM LTD.
CHARTERED PROFESSIONAL ACCOUNTANT

INDEPENDENT AUDITOR'S REPORT

To: the Shareholders of
Talent Infinity Capital Corporation

Opinion
I have audited the financial statements of Talent Infinity Capital Corporation (the "Company"), which comprise the statement of financial position as at May 31, 2021, and the statement of loss and comprehensive loss, statement of cash flows and statement of changes in equity for period from the date of incorporation June 25, 2020 to May 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2021, and its financial performance and its cash flow for the period from the date of incorporation June 25, 2020 to May 31, 2021 in accordance with International Financial Reporting Standards (IFRSs).

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

Material Uncertainty Related to Going Concern
I draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of $101,704 during the year ended May 31, 2021 and, as of that date, the Company had not yet achieved profitable operations, had accumulated losses of
$101,704 since its inception, and expects to incur further losses in the development of its business. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. My opinion is not modified in respect of this matter.

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

"Adam Sung Kim Ltd."
Chartered Professional Accountant

Unit# 168 – 4300 North Fraser
Way Burnaby, BC, Canada V5J
5J8 November 22, 2021

TALENT INFINITY CAPITAL FUND CORPORATION (an exploration stage company)

STATEMENT OF FINANCIAL POSITION
As at May 31, 2021
(Expressed in Canadian Dollars)

As at,	Notes:	**May 31, 2021**
ASSETS		
Current		
Cash		$ 548,640
Prepaid expenses		10,000
Receivables		1
Total current assets		558,641
Non-current		
Exploration and evaluation assets	5	10,000
TOTAL ASSETS		$ 568,641
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	4	$ 10,615
Loans Payable	8	253,283
Total Liabilities		$ 263,898
Shareholders' Equity		
Share Capital	7	124,349
Shares to be issued	7	282,098
Deficit		(101,704)
Total shareholders' equity		304,743
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$ 568,641

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

Approved and authorized by the Board on November 22, 2021:

"Derrick Gaon" Director *"Barry Bergstrom"* Director
Derrick Gaon Barry Bergstrom

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

TALENT INFINITY CAPITAL FUND CORPORATION (an exploration stage company)

STATEMENT OF LOSS AND COMPREHENSIVE LOSS
For the period from incorporation on June 25, 2020 to May 31, 2021
(Expressed in Canadian Dollars)

	For the period From incorporation on June 25, 2020 to May 31, 2021
EXPENSES	
Management and Consulting fees	$ 28,069
General and office administration	6,731
Professional fees	48,185
Foreign exchange loss	18,787
	101,772
OTHER INCOME	
Interest income	(68)
	(68)
Loss and comprehensive loss for the period	$101,704
Basic and diluted loss per common share	($0.21)
Weighted average number of common shares outstanding	486,040

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

TALENT INFINITY CAPITAL FUND CORPORATION (an exploration stage company)

STATEMENT OF CASH FLOWS
For the period from June 25, 2020 to May 31,
2021 (Expressed in Canadian Dollars)

	From the period from June 25, 2020 to May 31, 2021
CASH FLOWS FROM OPERATING ACTIVITIES	
Loss for the period	$ (101,704)
Change in non-cash working capital items:	
Prepaid expenses	(10,000)
Receivables	(1)
Accounts payable and accrued liabilities	10,615
Net Cash used in operating activities	(101,090)
CASH FLOWS FROM FINANCING ACTIVITIES	
Loans payable	$ 253,283
Shares issued for cash	124,349
Shares to be issued	282,098
Net cash provided by financing activities	659,730
CASH FLOWS FROM INVESTING ACTIVITIES	
Exploration and evaluation assets	$ (10,000)
Net cash used in investing activities	(10,000)
Change in cash for the period	548,640
Cash, beginning of period	-
Cash, end of period	$ 548,640
Cash paid during the year for interest	$-
Cash paid during the year for income taxes	$-

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

TALENT INFINITY CAPITAL FUND CORPORATION (an exploration stage company)
STATEMENT OF SHAREHOLDERS' EQUITY
For the period from Incorporation on June 25, 2020 to May 31, 2021
(Expressed in Canadian Dollars)

	Notes:	Share Capital Number	Share Capital Amount	Shares to be issued	Deficit	Total
Incorporation, on June 25, 2020						
Incorporator shares	7	100	1			$ 1
Private placement – first round	7	1,441,316	$ 28,826	-	-	28,826
Private placement – second round	7	4,782,230	95,645	-	-	95,645
Share issuance costs	7	-	(123)	-	-	(123)
Shares to be issued	7	-	-	282,098	-	282,098
Loss for the period		-	-	-	(101,704)	(101,704)
Balance at May 31, 2021		6,223,646	$ 124,349	$ 282,098	$ (101,704)	$ 304,743

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Talent Infinity Capital Corporation (the "**Company**") is incorporated under the *Business Corporations Act*, (British Columbia). The Company is engaged in the acquisition, exploration and development of mineral resource properties located in Canada. The Company was incorporated on June 25, 2020.

The Company's head office and records office is located at 5728 East Boulevard, Vancouver, British Columbia, Canada, V6M 4M4.

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

These financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. At May 31, 2021 the Company had not yet achieved profitable operations, had accumulated losses of $101,704 since its inception, and expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. A number of alternatives including, but not limited to selling an interest in one or more of its properties or completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due.

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

2. BASIS OF PREPARATION

Statement of Compliance

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

Basis of Presentation

The financial statements have been prepared on a historical cost basis except for certain financial assets measured at fair value. All dollar amounts presented are in Canadian Dollars unless otherwise specified.

2. BASIS OF PREPARATION (CONTINUED)

Significant accounting judgments and estimates

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

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

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

Income taxes

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

COVID-19

Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from novel coronavirus (COVID-19). The Company continues to operate its business at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations cannot be reasonably estimated at this time. The Company anticipates this could have an adverse impact on its business, results of operations, financial position and cash flows in 2021 and beyond.

3. SIGNIFICANT ACCOUNTING POLICIES

Foreign exchange

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian Dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian Dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in comprehensive loss.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments

IFRS 9 includes requirements for classification and measurement of financial assets and financial liabilities; impairment methodology for financial instruments; and general hedge accounting. IFRS 9 has specific requirements for whether debt instruments are accounted for at amortized cost, fair value through other comprehensive income or fair value through profit or loss. IFRS 9 requires equity instruments to be measured at fair value through profit or loss unless an irrevocable election is made to measure them at fair value through other comprehensive income, which results in changes in fair value not being recycled to the income statement.

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

Recognition and Classification

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

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics.

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at May 31, 2021. The following table shows the classifications under IFRS 9:

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

Measurement

Financial assets at FVTOCI
Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

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

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of net (loss) income in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of net (loss) income. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

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

Loss per share

Basic loss per share is calculated by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the year. Diluted earnings per share reflect the potential dilution of securities that could share in earnings of an entity. In a loss year, potentially dilutive common shares are excluded from the loss per share calculation as the effect would be anti-dilutive. Basic and diluted loss per share are the same for the periods presented.

Income taxes

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

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes (continued)

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Exploration and evaluation assets

The Company charges to operations all exploration and evaluation expenses incurred prior to the determination of economically recoverable reserves. These costs would also include periodic fees such as license and maintenance fees. The Company capitalizes direct mineral property acquisition costs and those expenditures incurred following the determination that the property has economically recoverable reserves. Mineral property acquisition costs include cash consideration and the fair value of common shares issued for mineral property interests, pursuant to the terms ofthe relevant agreement. These costs are amortized over the estimated life of the property following commencement of commercial production, or written off if the property is sold, allowed to lapse or abandoned, or when impairment in value has been determined to have occurred. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

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

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

Provision for environmental rehabilitation

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of mineral properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision. The increase in the provision due to the passage of time is recognized as interest expense. As at May 31, 2021, the Company, given the early stage of exploration on its mineral properties, has no reclamation costs and therefore no provision for environmental rehabilitation has been made.

(Expressed in Canadian Dollars)

4. ACCOUNTS PAYABLES AND ACCRUED LIABILITIES

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

		May 31, 2021
Trade payables	$	615
Accrued liabilities		10,000
Total	$	10,615

5. MINERAL PROPERTIES

Wildcat Property

On June 30, 2020 the Company entered into an option agreement (the "Option Agreement") whereby it can earn a 100% interest (subject to a 2.0% net smelter return royalty "NSR") in 10 mineral claims situated in the Quesnel Terrane area of the Province of British Columbia (the "Wildcat Property"). The interest in the Wildcat Property can be earned where certain requirements are met as set forth within the option agreement. These are further outlined below:

The terms of the option agreement include:

a) Total payments of $770,000 to the vendor as follows:
   i. $20,000 on or before July 31, 2021 ($10,000 paid during May 31, 2021 year-end and $10,000 paid on June 8, 2021)
   ii. $50,000 on or before November 30, 2021 ($25,000 paid on July 8, 2021)
   iii. $50,000 on or before the earlier of the second anniversary of the Company becoming publicly traded (the "Listing Date") or November 30, 2022
   iv. $250,000 on or before the earlier of the third anniversary of Listing Date or November 30, 2023
   v. $400,000 on or before the earlier of the fourth anniversary of the Listing Date or November 30, 2024

   The option may be exercised by the company through paying $770,000 to the vendor in a combination of cash and shares; with a minimum of 25% of the payment in cash (at the option of the vendor the minimum 25% payment may be requested to be made as shares of the company).

b) Incurring total work expenditures of $107,500 on the Wildcat Property on or before November 30, 2022.

The following is the Company's exploration and evaluation expenditures as at May 31, 2021:

	Wildcat Property	**Total**
Acquisition Costs		
Balance Jun 25, 2020	**$ -**	**$ -**
Additions	**10,000**	**10,000**
Balance, May 31, 2021	**$ 10,000**	**$ 10,000**

During the period ended May 31, 2021, the Company has paid $10,000 to the vendor of the Wildcat Property to meet option payment requirements under the Option Agreement.

6. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

During the period from inception on June 25, 2020 to the period ended May 31, 2021, the company incurred management and consulting fees of $28,069 to a director of the Company.

As at May 31, 2021, the company had amounts payable of $615 to a director of the Company.

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

7. SHARE CAPITAL AND RESERVES

a) Authorized share capital

As at May 31, 2021, the authorized share capital of the Company is an unlimited number of common shares without par value.

b) Issued share capital:

During the period ended May 31, 2021, the following share capital transactions occurred:

On June 25, 2020 within the course of incorporation, the Company issued one-hundred common shares for proceeds of $1 to the incorporator.

During the period ended May 31, 2021, the Company closed on the first and second round of a multiple stage non-brokered private placement (the "Private Placement"). There were no fees paid in respect of the Private Placement.

<u>First Round</u>
On April 26, 2021, the first round of the Private Placement closed and the company raised $28,826 via issuance of a total of 1,441,316 common shares at a value of $0.02 per common share.

<u>Second Round</u>
On May 7, 2021, the second round of the private placement closed and the company raised $95,645 via issuance of a total of 4,782,230 common share at a value of $0.02 per common share.

As a result of the closing of the first and second round Private Placement, the Company incurred $123 in share issuance costs.

As at May 31, 2021, the Company had 6,223,646 common shares issued and outstanding.

<u>Shares to be issued</u>
As at May 31, 2021, the Company has received cash of $254,598 in respect of the third round of the Private Placement, whereby, the Company issued 12,729,902 common shares at a price of $0.02 per common share on August 18, 2021.

Additionally, as at May 31, 2021, the Company has received cash of $27,500 in respect of the fourth round of the Private Placement, whereby the company issued 275,000 common shares at a price of $0.10 per common share on August 20, 2021.

7. SHARE CAPITAL AND RESERVES (CONTINUED)

c) Warrants

As at May 31, 2021, the Company had Nil outstanding warrants and no warrant transactions during the period from inception on June 25, 2020 to the period ended May 31, 2021.

d) Options

As at May 31, 2021, the Company had Nil outstanding stock options and no stock option transactions during the period from inception on June 25, 2020 to the period ended May 31, 2021.

8. LOAN PAYABLE

During the period ended May 31, 2021, the Company was advanced $253,283 (US$210,157) in cash by way of a non-interest bearing, non-recourse loan with no fixed date of repayment and due on demand (the "Loan Payable").

9. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the acquisition and exploration of mineral properties in Canada. As the operations comprise a single reporting segment, amounts disclosed also represent segment amounts.

10. FINANCIAL AND CAPITAL RISK MANAGEMENT

The three levels of the fair value hierarchy are:

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

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

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

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

The fair value of the Company's financial instruments has been classified within the fair value hierarchy as at May 31, 2021 as follows:

	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash	$ 548,640	-	-	$ 548,640
	$ 548,640	-	-	$ 548,640

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

Foreign exchange risk

Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates The Company has certain monetary assets denominated in United States Dollars. As at May 31, 2021, the Company had United States Dollar cash on hand with a Canadian dollar equivalent of $531,060.

10. FINANCIAL AND CAPITAL RISK MANAGEMENT (CONTINUED)

Assuming that all other variables remain constant, a fluctuation of +/- 1.0 percent in the exchange rate between the Canadian Dollar and the United States Dollar would impact loss before taxes by $5,310 as at May 31, 2021.

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

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

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

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

Capital management

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

(Expressed in Canadian Dollars)

11. INCOME TAXES

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

		2021
Statutory tax rate		27.0%
Loss before income taxes	$	(101,704)
Expected income tax recovery		(27,460)
Increase (decrease) in income tax recovery resulting from:		
Items deductible and not deductible for income tax purposes		(33)
Current and prior tax attributes not recognized		27,493
Deferred income tax recovery	$	-

Details of deferred tax assets are as follows:

		2021
Non-capital and capital losses	$	27,466
Share issuance costs		27
Less: Unrecognized deferred tax assets		(27,493)
	$	-

The Company has approximately $101,729 of non-capital losses available, which will expire in 2041 and may be applied against future taxable income. The Company also has approximately $10,000 of exploration and development costs which are available for deduction against future income for tax purposes. As at May 31, 2021 the net amount which would give rise to a deferred income tax asset has not been recognized as it is not probable that such benefit will be utilized in the future years.

12. SUBSEQUENT EVENTS

On August 18, 2021, the Company closed its Third Round of the Private Placement, issuing 12,729,902 common shares at a price of $0.02 per common share for proceeds of $254,598.

On August 20, 2021, the Company closed its Fourth Round of the Private Placement, issuing 275,000 common shares at a price of $0.10 per common share for proceeds of $27,500.

On August 23, 2021, the Company settled $75,000 of the loan for the issuance of 750,000 common shares of the company.

SCHEDULE "D"

MANAGEMENT DISCUSSION AND ANALYSIS FOR THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MAY 31, 2021

[ATTACHED]

Talent Infinity Capital Fund Corporation

MANAGEMENT DISCUSSION AND ANALYSIS
For the year ended May 31, 2021

1.1 Date and Subject of Report

This Management's Discussion and Analysis (this "MD&A" or "Report") of the financial condition of Talent Infinity Capital Fund Corporation ("Talent" or the "Company") and results of operations of the Company for the year ended May 31, 2021 has been prepared by management in accordance with the requirements under National Instrument 51-102 – *Continuous Disclosure Obligations* as at May 31, 2021. The Report should be read in conjunction with the audited financial statements and related notes thereto of the Company as at and for year ended November 22, 2021 (the "Financial Statements"). The Financial Statements are presented in accordance with International Financial Reporting Standards ("IFRS"), and Talent' accounting policies are described in Note 3 of the Financial Statements. All dollar amounts in the Report are in Canadian dollars unless otherwise noted.

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

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

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

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

1.2 Overview and Description of Business

The Company was incorporated on June 25, 2020 under the laws of British Columbia, Canada. The Company is engaged in the business of acquiring, exploring and developing mineral resource properties, with a focus on precious and base metal mineral properties/projects which have the potential for both near-term cash flow and significant exploration upside potential. The Company is considered to be in the exploration stage as it has not placed any mineral properties into production.

Wildcat Property

On June 30, 2020 the Company entered into an option agreement (the "Option Agreement") whereby it can earn a 100% interest (subject to a 2.0% net smelter return royalty "NSR") in 10 mineral claims situated in the Quesnel Terrane area of the Province of British Columbia (the "Wildcat Property"). The interest in the Wildcat Property can be earned where certain requirements are met as set forth within the option agreement. These are further outlined below:

The terms of the option agreement include:

a) Total payments of $770,000 to the vendor as follows:
   i) $20,000 on or before July 31, 2021 ($10,000 paid during May 31, 2021 year-end and $10,000 paid on June 8, 2021)
   ii) $50,000 on or before November 30, 2021 ($25,000 paid on July 8, 2021)
   iii) $50,000 on or before the earlier of the second anniversary of the Company becoming publicly traded (the "Listing Date") or November 30, 2022
   iv) $250,000 on or before the earlier of the third anniversary of Listing Date or November 30, 2023
   v) $400,000 on or before the earlier of the fourth anniversary of the Listing Date or November 30, 2024

   The option may be exercised by the company through paying $770,000 to the vendor in a combination of cash and shares; with a minimum of 25% of the payment in cash (at the option of the vendor the minimum 25% payment may be requested to be made as shares of the company).

b) Incurring total work expenditures of $107,500 on the Wildcat Property on or before November 30, 2022.

Mineral Property Acquisition Costs

During the period ended May 31, 2021, the Company paid $10,000 to fund its option payment requirements under the Wildcat Property option agreement.

Qualified Person

Mr. Kristian Whitehead, P. Geo, a Qualified Person within the meaning of National Instrument 43-101, has reviewed the technical information in this MD&A.

Financing Activity

On June 25, 2020 within the course of incorporation, the Company issued one-hundred common shares for proceeds of $1 to the incorporator.

During the period ended May 31, 2021, the Company closed on the first and second round of a multiple stage non-brokered private placement (the "Private Placement"). There were no fees paid in respect of the Private Placement.

First Round

On April 26, 2021, the first round of the Private Placement closed and the company raised $28,826 via issuance of a total of 1,441,316 common shares at a value of $0.02 per common share.

Second Round

On May 7, 2021, the second round of the private placement closed and the company raised $95,645 via issuance of a total of 4,782,230 common share at a value of $0.02 per common share.

As a result of the closing of the first and second round Private Placement, the Company incurred $123 in share issuance costs.

Shares to be issued
As at May 31, 2021, the Company has received cash of $254,598 in respect of the third round of the Private Placement, whereby, the Company issued 12,729,902 common shares at a price of $0.02 per common share on August 18, 2021.

Additionally, as at May 31, 2021, the Company has received cash of $27,500 in respect of the fourth round of the Private Placement, whereby the company issued 275,000 common shares at a price of $0.10 per common share on August 20, 2021.

Loan Payable

During the period ended May 31, 2021, the Company was advanced $253,283 in cash by way of a non- interest bearing, non-recourse loan with no fixed date of repayment (the "Loan Payable"). Under terms of the loan, the balance may be repaid in cash or via issuance of common shares of the Company at fair value on the date of repayment.

COVID-19

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

1.3 Results of Operations

Selected Annual Information *for the year ended May 31, 2021*

		Year ended May 31, 2021
Total Revenue	$	Nil
Net Loss and comprehensive loss	$	(101,704)
Loss per share	$	(0.21)
Total Assets	$	568,641
Total long-term liabilities	$	Nil
Cash dividends declared per share for each class of share	$	Nil

1.3 Results of Operations (Continued)

During the period ended May 31, 2021, the Company reported a net loss of $101,704 or ($0.21) per share.

The loss was primarily comprised of professional fees and management and consulting fees of $48,185 and $28,069 respectively. These costs were primarily related to fees incurred by the company as it commenced operations and developed its business, having entered into the Option Agreement on June 30, 2020. The loss was further comprised of general and office administrative costs of $6,731 which related to general corporate costs incurred by the company as well as foreign exchange loss of $18,787 which was recognized on US dollar cash balances held.

1.4 Summary of Quarterly Results

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

2021 Quarterly Results	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
Revenue	$ -	$ -	$ -	$ -
Income (loss) and comprehensive income (loss)	$ (96,573)	$ 5	$ (4,521)	$ (615)
Basic and diluted gain (loss) per share	$ (0.25)	$ 0.05	$ (452)	$ (6.15)
Total Assets	$ 568,641	$ 75,371	$ 67,635	$ 1
Working Capital surplus (deficiency)	$ 294,743	$ 75,084	$ 67,019	$ (614)

1.5 Liquidity and Capital Resources

As at May 31, 2021, the Company reported a working capital of $294,743 consisting of cash of $548,640, prepaid expenses of $10,000, receivables of $1, less trade payables and accrued liabilities of $10,615 and a loan payable of $253,283.

During the period ended May 31, 2021 the company incurred a net loss (accumulated deficit) of $101,704.

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

1.6 Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

1.7 Financial Instruments and Risk Management

Early Stage - Need for Additional Funds

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations. The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required.

Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable, especially in today's volatile and uncertain financial markets. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Exploration and Development

Exploration for minerals is a speculative venture involving substantial risk. There is no certainty that the expenditures made by the Company will result in discoveries of commercial metal reserves. Mining and development risks always accompany anticipated rewards, and uncertainties always exist where mineral properties are concerned. Uncertainties include the size, grade and recovery of naturally occurring mineral deposits. Although exploration and development efforts can outline a mineral deposit with a degree of certainty, ultimate grade and tonnages are never fully known until mining has been completed. Metal prices are also a significant factor in the development decision for a mineral property, as a mine may not be economically feasible in a period of depressed prices. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Pricing is affected by numerous factors such as international economic and political trends, global or regional consumption and demand patterns, and increased production by current producers.

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of metals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Title Risks

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases. The Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future. The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Environmental Regulations, Permits and Licenses

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

Economic Conditions

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

Conflicts of Interest

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

Core Business

The Company's business is focused on the acquisition, exploration and development of mineral resource properties located in Canada.

It will require significant risk and capital for the Company working towards establishing viable business in the sector, if ever. There can be no assurance that the Company ever becomes established or profitable in the sector, even with significant capital investment and business expertise.

Risks Related as a Going Concern

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

Reliance on Key Personnel and Advisors

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

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

Foreign exchange risk

Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company has certain monetary assets denominated in United States Dollars. As at May 31, 2021, the Company had United States Dollar cash on hand with a Canadian dollar equivalent of approximately $320,081.

Assuming that all other variables remain constant, a fluctuation of +/- 1.0 percent in the exchange rate between the Canadian Dollar and the United States Dollar would impact income before taxes by $3,200 as at May 31, 2021.

Credit risk

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

Interest rate risk

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

Liquidity risk

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

1.8 Transactions with Related Parties

As at May 31, 2021, the company had amounts payable to related parties of $615. During the period ended May 31, 2021, the company incurred management and consulting fees to the officers and directors of the Company and their companies of $ 28,069.

1.9 Subsequent Events

On June 8, 2021, the Company made an additional payment under the Option Agreement of $10,000 to acquire an interest in the Wildcat Property (see Note 5 for further details).

On August 18, 2021, the Company closed its Third Round of the Private Placement, issuing 12,729,902 common shares at a price of $0.02 per common share for proceeds of $254,598.

On August 20, 2021, the Company closed its Fourth Round of the Private Placement, issuing 275,000 common shares at a price of $0.10 per common share for proceeds of $27,500.

On August 23, 2021, the Company closed an additional round of the Private Placement, issuing 750,000 common shares at a price of $0.10 per common share for proceeds of $75,000.

The NI43-101 Technical Report on the Wildcat Property was completed dated October 15, 2021.

1.10 Critical Accounting Estimates

Not applicable.

1.11 Changes in Accounting Policies including Initial Adoption

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards. Our significant accounting policies are set out in Note 3 of the audited financial statements of the Company, as at and for the period ended May 31, 2021.

1.12 Financial Instruments and Other Instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The Company's financial instruments as at May 31, 2021 are as follows:

	Level 1	Level 2	Level 3	Total

Financial Assets						
Cash	$	548,640	-	-	$	548,640
	$	548,640	-	-	$	548,640

1.13 Other Requirements

Summary of Outstanding Share Data as of May 31, 2021:

Authorized: Unlimited number of common shares without par value. Issued and
outstanding: 6,223,646
Stock options outstanding: nil
Warrants outstanding: nil

As of the date of this MD&A (November 22, 2021) the Outstanding Share Data is as follows: Authorized:

Unlimited number of common shares without par value.
Issued and outstanding: 19,978,548
Stock options outstanding: nil
Warrants outstanding: nil

1.15 ADDITIONAL DISCLOSURES

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

Dividends

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

Nature of the Securities

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

Proposed Transactions

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

Approval

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

Forward Looking Information

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

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

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

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

SHEDULE "E"

AUDIT COMMITTEE CHARTER

[ATTACHED]

TALENT INFINITY RESOURCE DEVELOPMENTS INC.

(THE "COMPANY")

AUDIT COMMITTEE CHARTER

MANDATE

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

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

COMPOSITION

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

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

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

MEETINGS

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

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review

a. Review and update this Charter annually.

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

2. External Auditors

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

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

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

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

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

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

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

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

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

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

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

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

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled

meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee

3. Financial Reporting Processes

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

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

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

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

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

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

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

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

i. Review certification process.

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

RISK MANAGEMENT

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

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

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

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

OTHER

Review any related-party transactions.

SCHEDULE “F”

BUSINESS CODE OF CONDUCT

[ATTACHED]

TALENT INFINITY RESOURCE DEVELOPMENTS INC.

(THE "COMPANY")

CODE OF BUSINESS CONDUCT

1. PURPOSE

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

2. RESPONSIBILITY AND ACCOUNTABILITY

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

All Representatives are expected to read the entire Code.

3. ADDITIONAL RESPONSIBILITIES OF EMPLOYEES IN POSITIONS OF SENIOR MANAGEMENT

Employees in positions of senior management are expected to lead according to high standards of ethical conduct, in both words and actions. Managers are responsible for promoting open and honest two-way communications with Representatives. Managers must be role models who show respect and consideration for everyone involved with the Company. Managers must be diligent in looking for indications that unethical or illegal conduct has occurred.

Anyone having a concern about unethical or illegal activities is expected to inform their manager and take appropriate and consistent action.

4. RESPONSIBILITY TO EMPLOYEES AND CONSULTANTS

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

A. Harassment

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

Threats or acts of violence or physical intimidation are prohibited.

B. Safety and Health

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

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

C. Responsibility to Business Partners

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

D. Agents and Consultants

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

E. Subcontractors

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

F. Joint Ventures and Alliances

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

5. RESPONSIBILITY TO SHAREHOLDERS

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

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

6. PROPIETARY INFORMATION

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

7. INSIDE INFORMATION AND SECURITIES TRADING

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

8. ACCURACY OF RECORDS OF THE COMPANY

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

9. BUSINESS COMMUNICATIONS

All business records and communications should be clear, truthful and accurate. Business records and communications may become public through litigation, government investigations or the media.

Representatives should avoid exaggeration, colorful language, guesswork, legal conclusions, and derogatory remarks or characterizations of people and businesses. This applies to communications of all kinds, including e- mail and "informal" notes or memos. Records should always be retained and destroyed according to record retention policies of the Company.

10. RESPONSIBILITY TO COMPETITORS

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

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

11. PERSONAL COMMUNITY ACTIVITIES

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

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

12. ENVIRONMENT

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

13. RESPONSIBILITY TO GOVERNMENTS

A. Compliance With the Law

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

B. Political Activities

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

14. CONFLICTS OF INTEREST

A. General Guidance

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

B. Material Interest of Officers and Directors

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

C. Outside Employment

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

D. Board Memberships

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

E. Family Members and Close Personal Relationships

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

F. Investments

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

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

G. Receiving Gifts

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

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

H. Giving Gifts

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

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

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

15. ENTERTAINMENT

A. Receiving Entertainment

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

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

B. Providing Entertainment

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

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

16. TRAVEL

A. Acceptance of Travel Expenses

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

B. Providing Travel

Unless prohibited by applicable law or the policy of the recipient's organization, the Company may pay the transportation and lodging expenses incurred by customers, agents or suppliers in connection with a

visit to a Company property. The visit must be for a business purpose,for example, on-site examination of equipment, contract negotiations or training.

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

17. MONITORING AND COMPLIANCE

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

18. HOW TO GET HELP

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

CERTIFICATE OF THE CORPORATION

April 7, 2022

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

"*Barry Bergstrom*" Barry Bergstrom Chief Financial Officer	"*Derrick Gaon*" Derrick Gaon Chief Executive Officer, President and Corporate Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

"*Barry Bergstrom*" Barry Bergstrom Director	"*Derrick Gaon*" Derrick Gaon Director
"*George Nicholson*" George Nicholson Director	"*Brendan Purdy*" Brendan Purdy Director

CERTIFICATE OF THE PROMOTER

Date: April 7, 2022

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of British Columbia.

"Derrick Gaon"
Derrick Gaon
Chief Executive Officer, President, and Director