A copy of this preliminary prospectus has been filed with the securities regulatory Authorities in the provinces of British Columbia, Alberta and Ontario, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory Authorities.

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

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING August 27, 2021

Silverfish Resources Inc.

(the "**Issuer**" or the "**Company**")

OFFERING

Type of Securities	Number of Securities	Price per Security
Offered Shares	4,000,000	$0.25

This prospectus (the "**Prospectus**") qualifies the distribution (the "**Offering**") in the provinces of British Columbia, Alberta and Ontario, through Leede Jones Gable Inc. (the "**Agent**"), of 4,000,000 common shares without par value (the "**Offered Shares**") in the capital of the Issuer at a price of $0.25 per Offered Share (the "**Offering Price**") for aggregate gross proceeds of $1,000,000. See "*Description of Securities Distributed*" below. The Offering Price was determined by negotiation between the Issuer and the Agent.

The Offered Shares are being offered pursuant to an agency agreement (the "**Agency Agreement**") dated XX, 2021, between the Issuer and the Agent.

	Price to Public	Agent Discounts or Commission(1)	Proceeds to Issuer(2)(3)
Per Offered Share	$0.25	$0.0225	$0.2275
Total Offering(4)	$1,000,000	$90,000	$910,000

(1) Pursuant to the terms and conditions of the Agency Agreement between the Issuer and the Agent, the Issuer has agreed to pay the Agent upon closing of the Offering (the "**Closing**"), a cash commission (the "**Agent's Commission**") equal to 9% of the gross proceeds realized from the sale of the Offered Shares under the Offering. In addition, the Agent will also receive that number of compensation options (the "**Compensation Options**") equal to 9% of the aggregate number of Offered Shares issued in the Offering, which will entitle the Agent to purchase one common share (each a "**Compensation Share**") at a price that is equal to the Offering Price for a period of 24 months from the Closing. The Issuer has further agreed to pay the Agent a cash corporate finance fee of $35,000 plus GST (the "**Corporate Finance Fee**"), half of which has been paid to Agent as of the date of this Prospectus. This Prospectus also qualifies for distribution the Compensation Options.

(2) Before deducting expenses of the Offering, estimated at $160,000 (excluding the Agent's Commission and Corporate Finance Fee but including fees and expenses of the Agent (including its legal expenses) and the legal and audit expenses of the Issuer, which will be paid from the proceeds of the Offering.

(3) The Issuer has granted to the Agent an over-allotment option (the "**Over-Allotment Option**") exercisable, in whole or in part in the sole discretion of the Agent, up to 30 days following the Closing, to sell additional Offered Shares equal to 15% of the Offered Shares issued pursuant to this Offering. If the Over-Allotment Option is exercised by

the Agent, the Issuer will issue up to 600,000 additional Offered Shares (each an "**Over-Allotment Option Share**") for a purchase price equal to the Offering Price. This table excludes any Over-Allotment Option Shares issuable upon exercise of the Over-Allotment Option. See "*Plan of Distribution*" below. A purchaser who acquires Offered Shares forming part of the Agent's over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

(4) The Offering will remain open until the date that is 90 days after a receipt is issued for the Prospectus, unless an amendment to the Prospectus is filed and the principal regulator has issued a receipt for the amendment, in which case the Offering must cease within 90 days after the date of the receipt for the amendment to the Prospectus. In any event, the Offering must cease at the latest 180 days from the date of the receipt for the Prospectus.

ADDITIONAL DISTRIBUTIONS

This Prospectus also qualifies for distribution 250,000 common shares issuable to the Optionor (as defined herein) in respect of the Eastmain Property (as defined herein) pursuant to the Property Option Agreement (as defined herein). The common shares will be issued to the Optionor concurrently with the completion of the Offering. See "*General Development of Business*" and "*Plan of Distribution*" below.

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

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

The Issuer has applied to list its common shares (the "**Common Shares**") on the Canadian Securities Exchange. Listing will be subject to the Issuer fulfilling all of the requirements of the Canadian Securities Exchange.

The Agent's position is as follows:

Agent's Position	Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Over-Allotment Option(1)	600,000	Within 30 days following Closing	$0.25
Compensation Options(2)(3)	360,000	Within 24 months from the Closing	$0.25
Total Securities Issuable to Agent	**960,000** (all of which are available under option)		

(1) These securities are qualified for distribution by this Prospectus. See "*Plan of Distribution*" below.

(2) These securities are qualified compensation securities ("**Qualified Compensation Securities**") within the meaning of National Instrument 41-101 – General Prospectus Requirements ("NI 41-101") and are qualified for distribution by this Prospectus. See "Plan of Distribution" below.

(3) Assuming the Over-Allotment Option is not exercised. If exercised in full, the Agent will receive a total of 414,000 Compensation Options.

The Agent, as exclusive agent of the Issuer for the purposes of this Offering, offers the Offered Shares for sale under this Prospectus at the Offering Price on a commercially reasonable efforts basis, in accordance with the Agency Agreement referred to under "*Plan of Distribution*" below and subject to the approval of certain legal matters on behalf of the Issuer by Harper Grey LLP and on behalf of the Agent by DS Burstall

LLP. No person is Authorized to provide any information or to make any representation in connection with this Offering other than as contained in this Prospectus.

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

AGENT

LEEDE JONES GABLE INC.
1140 West Pender Street, Suite 1800
Vancouver, British Columbia
V6E 4G1

Telephone: (604) 658-3000
Facsimile: (604) 658-3099

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FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements and forward-looking information within the meaning of applicable securities laws (collectively referred to herein as "**forward-looking information**"). This forward-looking information includes, or may be based upon, estimates, forecasts, and statements as to management's expectations with respect to, among other things, the completion of the Offering, the use of proceeds of the Offering, the exploration potential of the Property comprising the Eastmain Property, the actual cost of the recommended exploration program in respect of the Property, the actual cost of the Issuer's general and administrative expenses, the ability of the Issuer to raise additional funding if necessary, the timeframe for completion of the Phase I exploration on the Property, and the exercise of convertible securities of the Issuer. Wherever possible, words such as "anticipate", "believe", "expect", "intend" and similar expressions have been used to identify such forward-looking information. Forward-looking information is based on the opinions and estimates of management at the date the information is given, and is based on information available to management at such time. Forward-looking information involves significant risk, uncertainties, assumptions and other factors that could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking information. These other factors, which should be considered carefully, include but are not limited to, those factors discussed herein under "Risk Factors", including the inherent risks involved in the exploration of mineral properties, the uncertainties involved in interpreting drill results and other geological data, fluctuating mineral resource prices, the possibility of project cost overruns or unanticipated costs and expenses, uncertainties relating to the availability and costs of financing needed in the future and other factors. Assumptions used to develop the forward-looking information contained in this Prospectus include, among other things, the level of exploration potential of the Property, the accuracy of the estimated cost of the recommended exploration programs in respect of the Property, the accuracy of the estimated cost of the Issuer's general and administrative expenses, the ability of the Issuer to raise additional funding if necessary, and the accuracy of the estimated time frame for completion of the Phase I exploration programs on the Property. Prospective investors should not place undue reliance on any forward-looking information. Although the forward-looking information contained in this Prospectus is based upon what management believes, or believed at the time, to be reasonable assumptions, the Issuer cannot assure prospective purchasers that actual results will be consistent with such forward-looking information as there may be other factors that cause results not to be as anticipated, estimated or intended and neither the Issuer nor any other person assumes responsibility for the accuracy and completeness of any such forward-looking information. The Issuer does not undertake to and assumes no obligation to update or revise any such forward-looking information contained herein to reflect new events or circumstances, except as may be required by law.

ELIGIBILITY FOR INVESTMENT

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

The Common Shares are not currently listed on a "designated stock exchange" and the Issuer is not otherwise a "public corporation" (as such term is defined in the Tax Act). The Issuer has applied to list the Common Shares on the Exchange. Listing will be subject to the Issuer fulfilling all of the requirements of the Exchange. The Issuer will rely upon the Exchange to list the Common Shares on the Exchange as of the day before Closing (the "**Listing**") and otherwise proceed in the manner described above to render the Offered Shares issued on the Closing to be listed on a designated stock exchange within the meaning of the Tax Act at the time of issuance. If the Exchange does not proceed as anticipated, the Common Shares will not be a "qualified investment" as per the Tax Act at the time of Closing. It is counsel's understanding that the Listing of the Common Shares on the Exchange is a condition of Closing.

Notwithstanding that the Common Shares may be a qualified investment for a TFSA, RRSP, RRIF, RDSP or RESP, the holder of the TFSA or the RDSP, the subscriber of the RESP or annuitant of the RRSP or RRIF (as the case may be) will be subject to a penalty tax as set out in the Tax Act if the Common Shares are a “prohibited investment” for the purposes of the Tax Act. The Common Shares will be a “prohibited investment” if the holder of the TFSA or the RDSP, the subscriber of the RESP or annuitant of the RRSP or RRIF (as the case may be): (i) does not deal at arm’s length with the Issuer for purposes of the Tax Act; or (ii) has a “significant interest” (within the meaning of the Tax Act) in the Issuer. In addition, the Common Shares will not be a “prohibited investment”, if the Common Shares are “excluded property”, as defined in the Tax Act, for a TFSA, RRSP, RRIF, RDSP or RESP. **Prospective holders that intend to hold Common Shares in a TFSA, RRSP, RRIF, RDSP or RESP are urged to consult their own tax advisers.**

METRIC EQUIVALENTS

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

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

GLOSSARY

"**Agency Agreement**" means the Agency Agreement dated XX, 2021 between the Agent and the Issuer.

"**Agent**" means Leede Jones Gable Inc.

"**Agent's Commission**" means the cash commission paid to the Agent equal to 9% of the gross proceeds in relation to this Offering.

"**Agent's Shares**" has the meaning ascribed to it on the face page of this Prospectus.

"**Authors**" means Donald Théberge, P.Eng., M.B.A., and Richard Genest, Geol., the authors of the Technical Report.

"**Be**" means beryl.

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

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

"**Closing**" means the closing of the Offering and the issuance by the Issuer of the Offered Shares, including the Common Shares to be issued to the Optionor pursuant to the Property Option Agreement.

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

"Compensation Options" means the options granted to the Agent as compensation for its services in relation to this Offering entitling the Agent to purchase one Common Share per option for a period of 24 months after the Closing Day.

"**Corporate Finance Fee**" means the fee to be paid by the Issuer to the Agent in consideration of corporate finance and structuring services provided by the Agent in the amount of $35,000, half of which has been paid to the Agent, with the remaining half to be paid on the Closing Day.

"**Cs**" means cesium.

"**Dyke or dike**" means a body of rock that cuts across the layers of its surroundings.

"**Eastmain Property**" or the "**Property**" means the 42 claims, in one contiguous block covering an area of 2,212.21 ha, approximately 41 kilometers east of the village of Eastmain in the Province of Quebec.

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

"**Escrow Agreement**" means the escrow agreement to be signed among the Issuer, the Escrow Agent and certain Common Shares and Warrants of the Issuer pursuant to which such Common Shares and Warrants will be held in escrow by the Escrow Agent

"**Escrowed Securities**" means the Shares and Warrants subject to the Escrow Agreement.

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

"**ICP-MS**" means inductively coupled plasma mass spectroscopy.

"**IP**" means induced polarization.

"**Issuer**" or the "**Company**" means Silverfish Resources Inc.

"**Li**" means lithium metal.

"**Li2O**" means lithium oxide.

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

"**Mag**" means magnetic.

"**MERN**" means the Ministère des Ressources Naturelles du Québec.

"**Nb**" means niobium.

"**NTS**" means National Topographic System.

"**Offered Shares**" means the Common Shares offered under this Offering.

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

"**Offering Price**" means $0.25 per Offered Share.

"**Optionor**" means Blair Naughty.

"**Over-Allotment Option Shares**" means the Common Shares to be issued upon exercise of the Over-Allotment Option.

"**Over-Allotment Option**" means the Agent's option to solicit up to 600,000 additional Offered Shares to raise additional gross proceeds of up to $150,000 exercisable up to 30 days following the Closing Day.

"**Pegmatite**" means an igneous rock formed underground with interlocking crystals usually larger than 2.5 cm.

"**Pluton**" means body of intrusive igneous rock that is crystallized from magma slowly cooling below the surface of the earth.

"**ppb**" means parts per billion.

"**ppm**" means parts per million.

"**Property Option Agreement**" means the mineral property option agreement dated October 8, 2020, made between the Optionor and the Issuer, with respect to the Eastmain Property.

"**Rb**" means rubidium.

"**SDBJ**" means Société de Développement de la Baie James (James Bay Development Corporation).

"**Spodumene**" means a mineral classified as a pyroxene, which is the main source of lithium in rock.

"**Stock Option Plan**" means a stock option plan approved by the Board of Directors of the Issuer on July 21, 2021, providing for the granting of incentive stock options to the Issuer's directors, officers, employees and consultants.

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

"**Ta**" means tantalum.

"**Technical Report**" means the technical report dated June 30, 2021, entitled "*NI 43-101 Technical Report, Eastmain Property, NTS 33C04, UTM 303 200E/5,788 700 N Zone 18, Nord du Quebec, Quebec, Canada, Eastmain River area*" authored by Donald Théberge, P.Eng., M.B.A., and Richard

Genest, Geol.

“**TGGM**” means Tonalite-granodiorite-granite-quartz monzodiorite.

“**TTG**” means Trondhjemite-tonalite-granodiorite.

“**TTGM**” means Trondhjemite-tonalite-granodiorite-quartz monzodiorite.

“**UTM**” means Universal Transverse Mercator (geographical coordinate system).

“**Warrants**” means the 2,400,000 issued and outstanding Common Share purchase warrants of the Issuer each warrant entitling the holder to purchase one Common Share of the Issuer at a price of $0.03 per Common Shares until January 26, 2026.

“**Y**” means yttrium.

Grade
1,000 ppb = 1 ppm
1 ppm = 1 g/t
31.1 g = 1 Troy ounce 10,000 ppm = 1%
To transform Li% to Li2O%, multiply by 2.153

PROSPECTUS SUMMARY

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

The Issuer:	The Issuer was incorporated under the *Business Corporations Act* (British Columbia) on August 18, 2020, under the name "Silver Surfer Mining Corp." On January 5, 2021, the Issuer changed its name to "Silverfish Resources Inc". The issuer does not have any subsidiaries. The Issuer's corporate office is located at 9285 203B Street, Langley, British Columbia V1M 2L9, and its registered and records office is located at Suite 3200 - 650 West Georgia Street, Vancouver, British Columbia, V6B 4P7.
The Issuer's Business:	The Issuer is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration program on the Eastmain Property. Further to these objectives, the Issuer entered into the Property Option Agreement pursuant to which it is entitled to earn an undivided 100% interest in the Eastmain Property. At the time of entering into the Property Option Agreement, the Optionor was not a related party of the Issuer. The Issuer intends to fund the exploration of the Eastmain Property and its initial commitments thereon using the proceeds of its prior private placement financings and this Offering. It is the intention of the Issuer to remain in the mineral exploration business. Should the Eastmain Property not be deemed viable, the Issuer shall explore opportunities to acquire interests in other properties. See "*Narrative Description of the Business*" below.
The Property:	The Eastmain Property consists of 42 claims, in one contiguous block covering an area of 2,212.21 hectares, approximately 41 kilometers east of the village of Eastmain in the Province of Quebec.
Management, Directors and Officers:	Joseph Cullen – Chief Executive Officer, President and Director James D. Rogers – Director Michael Romanik – Director Mark Lotz – Chief Financial Officer and Corporate Secretary See "*Directors and Officers*" below.
The Offering:	The Issuer is offering 4,000,000 Offered Shares for sale at a price of $0.25 per Offered Share in the provinces of British Columbia, Alberta and Ontario. This Prospectus also qualifies the distribution of (i) up to 360,000 Compensation Options to the Agent as Qualified Compensation Securities; and (ii) up to 600,000 Over-Allotment Option Shares issuable upon the exercise of the Over-Allotment Option; and (iii) 250,000 Common Shares issuable to the Optionor in respect of the Eastmain Property. See "*Plan of Distribution*" below.
Use of Proceeds:	The gross proceeds to the Issuer (excluding proceeds which may be received from the exercise of the Over-Allotment Option) from the sale of the Offered Shares offered hereby will be $1,000,000. The total funds available to the Issuer at the closing of the Offering, after deducting the estimated expenses of the Offering of $160,000, the Agent's Commission of $90,000 and the Corporate Finance Fee of

$35,000, and including the Issuer's estimated working capital as at July 31, 2021 of $254,768, are estimated to be $969,768.

Principal Purpose	**Funds to be Used[1] ($)**
To pay the estimated cost of phase one of the recommended exploration program and the budget on the Eastmain Property as outlined in the Technical Report	107,700
To provide funding sufficient to meet administrative costs for 12 months[2]	187,400
To pay the amount owing to the Optionor due October 8, 2021	20,000
To provide general working capital to fund the Issuer's ongoing operations	654,668
TOTAL:	**$969,768**

(1) See "*Use of Proceeds*" below. The Issuer intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. In the event of exercise of the Over-Allotment Option, the Issuer will use the proceeds for general working capital.

(2) See "*Narrative Description of the Business – Recommendations*" below for a summary of the work to be undertaken, a breakdown of the estimated costs and the nature of title to, or the Issuer's interest in, the Eastmain Property.

Summary of Financial Information:

The following selected financial information is subject to the detailed information contained in the audited financial statements of the Issuer and notes thereto appearing elsewhere in this Prospectus. The selected financial information is derived from the audited financial statements of the Issuer for the period from August 18, 2020 (date of incorporation) to June 30, 2021. The Issuer has established June 30th as its financial year end.

	Period Ended June 30, 2021 (audited) ($)
Total revenues	Nil
Exploration expenditures	121,461
Management fees	18,000
Legal fees	11,327
Accounting fees	14,500
Listing fees	2,946
General and administrative expenses	1,755
Rent	4,500
Net Loss	(53,028)
Basic and diluted loss per common share	(0.01)
Current assets	279,586
Exploration and evaluation assets	136,461
Current liabilities	14,825
Long-term financial liabilities	Nil
Cash dividends per share	Nil

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

Risk Factors: An investment in the Offered Shares should be considered highly speculative and investors may incur a loss on their investment. The Issuer has no history of earnings and to date has not defined any commercial quantities of mineral reserves on the Eastmain Property. The Issuer has an option only to acquire an interest in the Eastmain Property and there is no guarantee that the Issuer's 100% interest, if earned, will be certain or that it cannot be challenged by claims of aboriginal or indigenous title, or unknown third parties claiming an interest in the Eastmain Property. The Issuer and its assets may also become subject to uninsurable risks. The Issuer's activities may require permits or licenses which may not be granted to the Issuer. The Issuer competes with other companies with greater financial resources and technical facilities. The Issuer may be affected by political, economic, environmental and regulatory risks beyond its control. The Issuer is currently largely dependent on the performance of its directors and officers and there is no assurance the Issuer can retain their services. In recent years both metal prices and publicly traded securities prices have fluctuated widely. The global pandemic caused by COVID-19 may result in additional expenses and delays to the Issuer, the impact of which is uncertain on the Issuer at this time See "*Risk Factors*" below.

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

CORPORATE STRUCTURE

Name and Incorporation

The Issuer was incorporated under the *Business Corporations Act* (British Columbia) on August 18, 2020, under the name "Silver Surfer Mining Corp." On January 5, 2021, the Issuer changed its name to "Silverfish Resources Inc".

The Issuer's head office is located at 9285 203B Street, Langley, British Columbia V1M 2L9, and its registered and records office is located at Suite 3200, 650 West Georgia Street, Vancouver, British Columbia, V6B 4P7.

The Issuer has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Issuer

The Issuer is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. See "*Narrative Description of the Business*" below.

History

Subsequent to its incorporation, the Issuer has completed private seed capital equity financing, raising aggregate gross proceeds of approximately $454,250. These funds have been, and are being, used for the acquisition, exploration and maintenance of the Eastmain Property and general working capital. The Issuer intends to raise funds through the Offering to carry out additional exploration on the Eastmain Property, as set out in "*Use of Proceeds*" below.

Acquisitions

On October 8, 2020 the Issuer entered into the Property Option Agreement with the Optionor pursuant to which the Issuer has the right to acquire a 100% interest in the Property, subject to the Optionor's NSR (as hereinafter defined). The Property is comprised of 42 mineral claims covering an area of 2,212.21 hectares, approximately 40km due east of the village of Eastmain, Quebec. Particulars of the Property are described in greater detail under the heading "*Narrative Description of the Business*" below.

The Optionor will retain a 3.0% net smelter returns royalty on the Property (the "**NSR**"), subject to the Optionor's right to purchase a two-thirds interest in the NSR for cash consideration of $2,000,000 at any time.

To acquire a 100% interest in the Eastmain Property pursuant to the Property Option Agreement, the Issuer is required to: (i) pay a total of $35,000 in cash payments to the Optionor; (ii) issue a total of 600,000 Common Shares to the Optionor; and incur $225,000 of expenditures on the Property, all in accordance with the following schedule:

Date for Completion	Cash Payment	Number of Common Shares to be Issued	Property Expenditures
Upon execution of Property Option Agreement	$15,000 (paid)	Nil	Nil
On or before the earlier of (i) the listing of the Common Shares on the Exchange, and (ii) October 8, 2021	Nil	250,000[(1)]	Nil
On or before the October 8, 2021	$20,000	350,000[(2)]	$75,000
On or before October 8, 2022	Nil	Nil	$150,000

(1) These 250,000 Common Shares are qualified for distribution under this Prospectus. Upon completion of the Offering

and upon issuance of these Shares, the Optionor will own 15.8% of the issued Shares of the Issuer (see "*Principal Shareholders*" herein).

(2) Subject to such resale restrictions and legends as may be imposed by the applicable securities laws.

Subsequent to entering into the Property Option Agreement, the Optionor subscribed for 2,000,000 Common Shares of the Issuer, representing 20.1% of the issued and outstanding Shares of the Issuer as at the date of this prospectus (see "*Principal Shareholders*" herein). The Optionor was not a related party to the Issuer at the time the Property Option Agreement was entered into.

The Issuer will be the operator of work programs on the Eastmain Property during the term of the Property Option Agreement. The Issuer will also pay any rates, taxes, duties, royalties, assessments or fees levied with respect to the Eastmain Property or the Optionor's operations thereon and will apply and pay for assessment credits for the mineral claims comprising the Eastmain Property for all the work and expenditures conducted on all or any part of the Eastmain Property.

Trends

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

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

NARRATIVE DESCRIPTION OF THE BUSINESS

Overview

The Issuer is engaged in the business of acquiring and exploring mineral resource properties. The Issuer's sole property is the Eastmain Property, located in the Province of Quebec, 45 km east of the village of Eastmain. The Issuer's interest in the Property is governed by the Property Option Agreement. See "*Acquisitions*" above.

The Issuer intends to use the net proceeds from this Offering to carry out exploration on the Property and for working capital. The Issuer may decide to acquire other mineral properties in addition to the Property described below.

Eastmain Property, Quebec, Canada

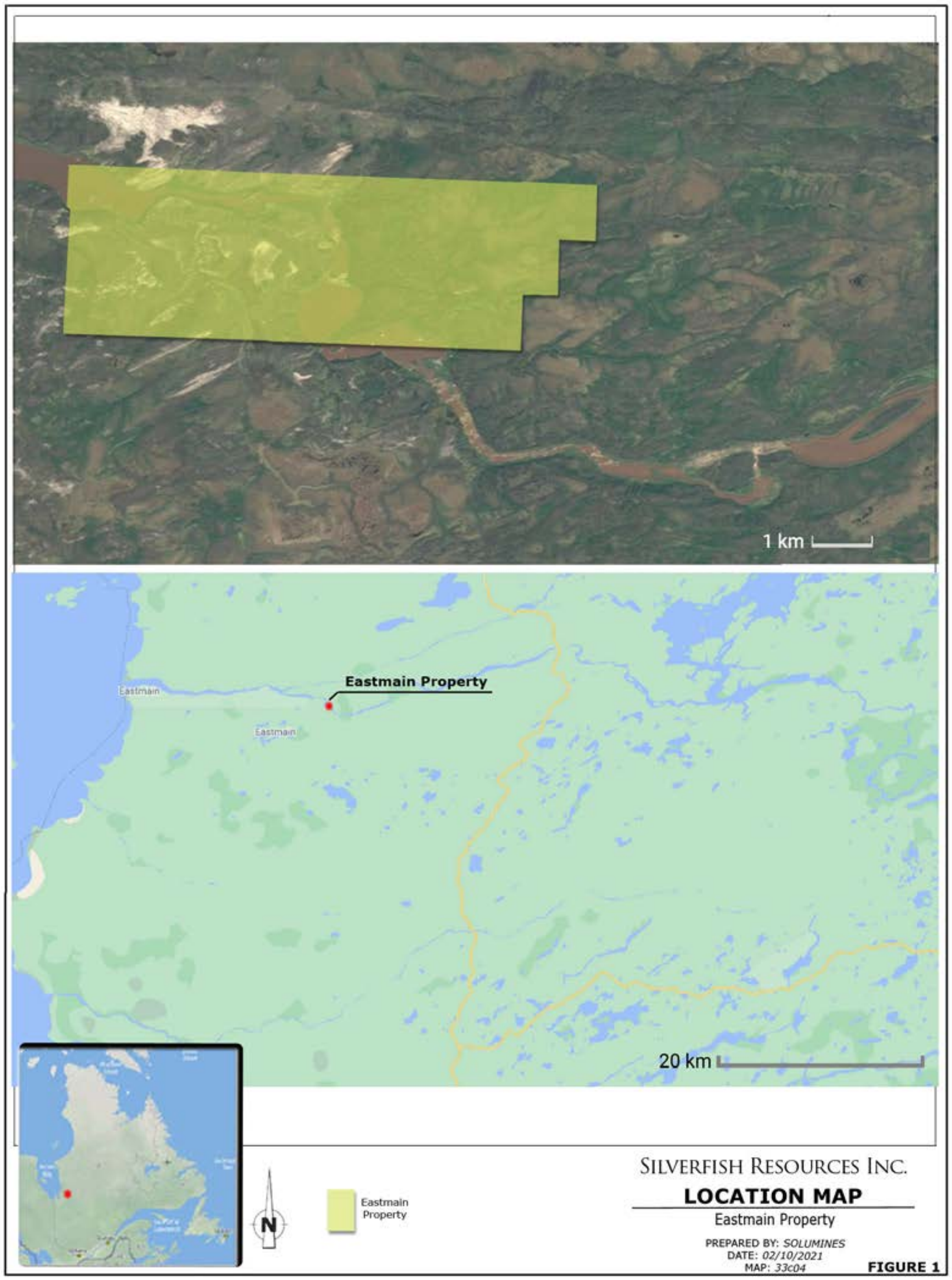
The following information regarding the Property is summarized or extracted from Technical Report dated June 30, 2021, entitled "*NI 43-101 Technical Report, Eastmain Property, NTS 33C04, UTM 303 200E/5,788 700 N Zone 18, Nord du Quebec, Quebec, Canada, Eastmain River area*" authored by Donald Théberge, P.Eng., M.B.A., and Richard Genest, Geol. in accordance with the requirements of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). Each of the Authors is a "qualified person" within the meaning of NI 43-101.

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

Description and Location

Area and Location

The Eastmain Property is made up of 42 map-designated cells, in one contiguous block, covering 2,212.21 ha, located in NTS 33C04. The claim block is centered on UTM coordinates 303,200E/5,788,700 N. The Property is located approximately 41 km due East of the village of Eastmain or 285 km North of the town of Matagami, as the crow flies. The claim boundaries have not been surveyed as they are defined by the NTS coordinate system. The location is shown in Figure 1 below.



Type of Mineral Tenure

The Eastmain Property is made up of 42 claims, for a total area of 2,212.21 ha, in one contiguous block. All the claims are located in NTS 33C04. Expiration dates range from April 28, 2022, to January 23, 2023. A total of $5,670 in exploration expenses will be required upon renewal, along with $6,535 in mining duties; no exploration expenses are currently credited on the claims.

All the cells are located on Category II land and are subject to mining restriction number 36824, whereby mining exploration is allowed under specific conditions, as follows: “The applicant for a claim is invited to communicate with the Cree Nation Government. Category II lands are areas where the Native people shall have the exclusive right to hunt and fish. Mining exploration and geoscientific works shall be carried out in such a manner as to avoid unreasonable conflict with the rights of the Native people under the Hunting, Fishing and Trapping Regime. Category II lands may be appropriated by Québec for development purposes, provided such lands are replaced or, if the Native people wish, and an agreement can be reached thereon, they are compensated.”[1] The claims are described in Table 1.

Table 1: Claims Description

NTS	Claim No.	Expiration date	Area (Ha)	Excess work	Required work	Required fees
33C04	2552494	January 23, 2023	52.84	$0	$135	$156
33C04	2552495	January 23, 2023	52.84	$0	$135	$156
33C04	2552496	January 23, 2023	52.84	$0	$135	$156
33C04	2552497	January 23, 2023	52.84	$0	$135	$156
33C04	2552498	January 23, 2023	52.84	$0	$135	$156
33C04	2552499	January 23, 2023	52.84	$0	$135	$156
33C04	2552500	January 23, 2023	52.83	$0	$135	$156
33C04	2552501	January 23, 2023	52.83	$0	$135	$156
33C04	2552502	January 23, 2023	52.83	$0	$135	$156
33C04	2552503	January 23, 2023	52.83	$0	$135	$156
33C04	2552504	January 23, 2023	52.83	$0	$135	$156
33C04	2552505	January 23, 2023	52.83	$0	$135	$156
33C04	2552506	January 23, 2023	52.83	$0	$135	$156
33C04	2552507	January 23, 2023	52.83	$0	$135	$156
33C04	2552508	January 23, 2023	52.83	$0	$135	$156
33C04	2552509	January 23, 2023	52.83	$0	$135	$156
33C04	2552510	January 23, 2023	52.83	$0	$135	$156
33C04	2552511	January 23, 2023	52.83	$0	$135	$156
33C04	2552512	January 23, 2023	52.82	$0	$135	$156
33C04	2552513	January 23, 2023	52.82	$0	$135	$156
33C04	2552514	January 23, 2023	52.82	$0	$135	$156
33C04	2552515	January 23, 2023	52.82	$0	$135	$156
33C04	2552516	January 23, 2023	52.82	$0	$135	$156
33C04	2552517	January 23, 2023	52.82	$0	$135	$156
33C04	2552518	January 23, 2023	52.82	$0	$135	$156
33C04	2552519	January 23, 2023	52.82	$0	$135	$156
33C04	2552520	January 23, 2023	52.82	$0	$135	$156
33C04	2552521	January 23, 2023	52.82	$0	$135	$156
33C04	2552522	January 23, 2023	52.82	$0	$135	$156

[1] From the Gestim website.

NTS	Claim No.	Expiration date	Area (Ha)	Excess work	Required work	Required fees
33C04	2552523	January 23, 2023	52.82	$0	$135	$156
33C04	2552524	January 23, 2023	52.82	$0	$135	$156
33C04	2552525	January 23, 2023	52.81	$0	$135	$156
33C04	2552526	January 23, 2023	52.81	$0	$135	$156
33C04	2552527	January 23, 2023	52.81	$0	$135	$156
33C04	2552528	January 23, 2023	52.81	$0	$135	$156
33C04	2552529	January 23, 2023	52.81	$0	$135	$156
33C04	2552530	January 23, 2023	52.81	$0	$135	$156
33C04	2552531	January 23, 2023	52.81	$0	$135	$156
33C04	2552532	January 23, 2023	52.83	$0	$135	$156
33C04	2563341	April 28, 2022	50.42	$0	$135	$156
33C04	2563342	April 28, 2022	49.74	$0	$135	$139
33C04	2563343	April 28, 2022	51.89	$0	$135	$156
		Total	**2,212.21**	**$0**	**$5,670**	**$6,535**

All the claims are registered to the Optionor.

Royalties

Under the terms of the Property Option Agreement, upon the exercise of its option, the Company will grant the Optionor a 3% NSR on production from the properties, of which two-thirds can be purchased back by the Company at any time for $2,000,000, leaving the Optionor with a 1% NSR.

Environmental Liabilities

To the knowledge of the Authors, there are no environmental liabilities pertaining to the Eastmain Property.

Required Permits

No permits are required for line cutting and geological, geochemical or geophysical surveys. However, a permis d'intervention en forêt[2] is required for diamond drilling, stripping and trenching. It usually takes one to two months to obtain this permit.

Significant Factors That May Affect The Property

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

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Topography, Elevation, Vegetation and Drainage

The topography of the Eastmain Property is relatively flat, with altitude ranging from 22 to 95 m above sea level. The Property is located at the boundary between the boreal forest and the taïga. At this latitude, there is no logging (hence no logging roads) and no permafrost. This region is a preferred habitat for big game such as moose and bear and small game such as rabbit, fox and partridge. The Eastmain River crosses the property in an east-west direction and there are several creeks and lakes on the property, providing a source of water for drilling and mining operations if needed.

[2] Permis d'intervention en forêt: forestry permit.

Accessibility

The Property is located approximately 40 km due east of the town of Eastmain, a Cree community of 800 people, and 13 km due north of the road that links the town of Eastmain and the Route de la Baie James. Relais Routier 381, along the James Bay road, is located approximately 55 km east of the Eastmain Property. It is owned and operated by SDBJ and can provide food and lodging for exploration crews and be used as a helicopter base.

There is no road leading directly to the Property and a helicopter will need to be used for the first phases of exploration. The Eastmain River flows through the property in an east-west direction. The town of Eastmain is located about 700 km to the NNW of the town of Val-d'Or and is serviced by Air Creebec.

Infrastructure

There is no mining infrastructure on the Property, food and lodging are available at Eastmain or at Relais Routier 381, owned by SDBJ and located about 50 km to the ENE of the Property. Services and equipment not available in Eastmain can be obtained from Matagami or Val-d'Or, located 453 and 700 km to the SSE, respectively.

Climate

The Eastmain area climate is classified as continental subarctic. This climate type is dominated by a long, bitterly cold winter season with short, clear days, relatively little precipitation, mostly in the form of snow, and low humidity. Mean monthly temperatures are below freezing for six to eight months, with an average frost-free period of only 50-90 days per year and snow remaining on the ground for many months. Summers are short and mild, with long days and a prevalence of frontal precipitation associated with maritime tropical air within traveling cyclones. Total annual precipitation is generally less than 500 mm, with a concentration in the summer. The average temperature for the year in Eastmain is -2.2°C. The warmest month, on average, is July, with an average temperature of 12.8°C. The coolest month on average is January, with an average temperature of -20.6°C. The average amount of precipitation for the year in Eastmain is 652.8 mm. The month with the most precipitation on average is July, with 86.4 mm of precipitation. The month with the least precipitation on average is February, with an average of 17.8 mm.[3] Geological survey, soil surveys and stripping and trenching can be done from mid-May to mid-October, at which time of the year the snow is usually gone. Geophysical surveys and drilling can be done all year long

History

Geological Work by the MERN

The main studies, surveys and reports done by the MERN over the years are listed in Table 2.

Table 2: Summary of Geological Work Done by the MERN

Report	Year	Survey	Results
DP 329	1975	Large-scale geological survey	Definition and description of the main geological units.
DP 358	1976	Geological compilation of the James Bay Territory.	Very large-scale geological compilation. Covered all the James Bay Territory.
DPV 574	1978	Large-scale geological survey	Defined the main geological units occurring on the property.
DPV 940	1983	Very large-scale geology, with the main mineral occurrences shown	No mineralized occurrences on the property.

[3] https://www.weatherbase.com/

Report	Year	Survey	Results
PRO 94-05	1994	Toward a better understanding of the mineral potential of the James Bay territory	Promotional document.
PRO 95-06	1995	Geology and mineral potential of the La Grande River area	Promotional document.
MB 98-10	1998	Metallic mineralization in the Lower and Middle Eastmain	All the know mineral occurrences located to the NE and East of the property. None on the property itself.
RG 2001-08	2001	Geological mapping at the scale of 1:50 000. Covered the whole property and outlined the main geological units.	
ET 2002-05	2002	Geochemical characterization of the volcanic rocks of the Lower and Middle Eastmain area.	
ET 2007-01 ET 2002-06	2007 and 2002	Regional geological and metallogenic synthesis	Covered the whole James Bay area.
EP 2008-02	2002	Definition of the most prospective zone for orogenic gold deposits in the James Bay area.	Property in the SW continuity of major gold potential.
PRO 2008-04	2008	Exploration targets for porphyry Cu-Au ± Mo deposits	One target named C04-02 located on the property, on claim 2552520, at UTM coordinates 300945E/5789566N, Zone 18
EP 2009-02	2009	Definition of the most prospective zone for porphyry Cu-Au ± Mo deposit in James Bay area.	One target named C04-02 located on the property.
MB 2011-04	2011	Geochronology of the Ashuanipi, Opinaca, Opatica and La Grande sub-provinces.	
DP 2011-03	2011	Regional magnetic survey	Covered the property, outlined the main geophysical features.
DP 2011-08	2011	Very large-scale magnetic compilation of the James Bay area	Property located immediately south of the Opinaca fault, and just east of a NNW-SSE lineament.
EP 2015-01	2015	Assessment of the most prospective zone for orogenic gold deposits in the Eeyou Istchee municipality, James Bay.	Property located immediately south of an anomalous gold trend.
MB 2017-14 MB 2020-02	2017 2020	Large-scale study of the Mag and Bouvier (gravity) results over the Eeyou Istchee area.	Covered in part the property, but at a very, very large scale.

Geological Work by Mining and/or Exploration Companies

Table 3: Summary of Work Done by Mining and/or Exploration Companies

GM	Year	Company	Exploration work	Results
09863A	1936	Dome Mines	Large-scale prospecting	Almost no work on the property.
34044	1974	SDBJ	Logistical report on a lake sediment geochemistry survey.	No results in the report.

GM	Year	Company	Exploration work	Results
34046	1975	SDBJ	Lake sediment survey	Very difficult to locate the samples. It seems that no anomalous results were obtained in the vicinity of the property.
57885	1975	Canico, SDBJ	Airborne Mag and spectrometer survey	Survey done immediately north and east of the actual property.
38445	1981	SDBJ	EM and Mag airborne survey	Did not cover the property.
46436 48311	1987 1988	Westmin Resources Ltd.	Several small grids of lines at the edge of the current property	No anomalous results obtained.
54391	1996	Barrick Gold Corp.	Soil geochemical survey.	Cover a very small part of the NE of the property. No anomalies located.
54392	1997	Barrick Gold Corp.	Geological survey and diamond drilling.	Immediately to the NE of the current property.
55790	1997	Barrick Gold Corp.	Geological survey and diamond drilling.	On a property located immediately to N and NE of the current property.
67833	2013	Augyva Mining Resources	Geological compilation Kali property.	Kali property located immediately to the NE of the current property.

Historical Resources

No resources or reserves have ever been estimated or reported for the Eastmain Property.

Historical Mineral Processing and Metallurgical Testing

No mineral processing and/or metallurgical testing has ever been reported on the Eastmain Property.

Production

There has never been any production from the Eastmain Property.

Historical Drilling

No drilling has never been reported on the Eastmain Property.

Geological Setting and Mineralization

General Geological Setting

The Eastmain Property is located in the north part of the Superior Province, which itself lies in the heart of the Canadian Shield. The Superior Province extends from Manitoba to Quebec and is mainly made up of Archean rocks. The general metamorphism is at the greenschist facies, except in the vicinity of intrusive bodies, where it can go to the amphibolite-to-granulite facies. The Superior Province has been divided in several sub-units; the property straddles the boundary between the La Grande sub- province to the north and the Nemiscau sub-province to the south and east.

Regional Geology

Regionally, the Property is located in the Lower Eastmain greenstone belt. Mouksil et al. give a good description of the Middle and Lower Eastmain greenstone belt in ET 2007-01. Their description is as follows:

> "*The region comprises an Archean volcano-sedimentary assemblage, which is assigned to the Eastmain Group. This group is made up of komatiitic to rhyolitic volcanic rocks and a variety of sedimentary rocks. The assemblage is overlain by the paragneiss of the Auclair Formation (Nemiscau and Opinaca basins). The mineral occurrences are spatially related to the Middle and Lower Eastmain greenstone belt (MLEGB) and grouped in very specific areas.*
>
> *In the Middle and Lower Eastmain sector, four volcanic cycles are recognized based on age: 1) 2752 to 2739 Ma; 2) 2739 to 2720 Ma; 3) 2720 to 2705 Ma; and 4) <2705 Ma. Research on plutons allowed the identification of several suites (TTG, TGGM and TTGM) with emplacement episodes spanning the period 2747 to 2697 Ma. Around 2668 Ma, late intrusions of granodioritic to granitic composition that are locally pegmatic transected the Auclair Formation. A number of lithium and molybdenum showings are associated with these late intrusions, which are attributed to a period of crustal extension.*
>
> *The regional setting and the geochemical composition of the volcanic rocks of the Middle and Lower Eastmain belt suggest that the earliest volcanic formations are the product associated with ocean floor spreading (i.e. mid-ocean ridges and/or oceanic platforms). The period 2752 to 2720 Ma (stages 1 and 2) marks the construction of oceanic platform and a few andesitic arcs. The calc-alkaline (1-type) plutonic rocks (TTG) are indicative of subduction zone magmatism occurring around 2747 Ma, although an episode of crustal thickening, followed by melting at the base of the crust, may explain the emplacement of a considerable array of batholiths up until 2710 Ma.*
>
> *The different types of synvolcanic mineralization reveal peak activity at specific stages of volcanic construction, that is, epithermal mineralization at ~2751 Ma, volcanogenic massive sulphide mineralization between 2720 and 2739 Ma, and porphyry type mineralization at ~2714 Ma.*
>
> *Between 2697 and 2710 Ma (stage 4), a resurgence of syntectonic plutonism (D1) occurred. After this period, crustal shortening (N-S) generated a number of regional faults (E-W to ENE) and widespread uplifting. The destruction of volcano-plutonic assemblages is partly reflected in the deposition of conglomerates (D_2). Orogenic type gold occurrences are associated with two deformation episodes; however, the most extensive zones of mineralization, such as the Eau Claire deposit and the mineral occurrences on the Auclair property, are related to D_2 events. Tectonic activity culminated with the formation of the Nemiscau and Opinaca basins (before 2700 Ma), which are associated with arc- extension periods.*"

Property Geology

The Property is underlain by two major geological formations. The west part of the Property is underlain by the Akakanipanuch Batholith, which is made up of felsic rocks, mainly tonalite, granodiorite and remnants of paragneiss. Many pegmatites are also known to occur in this batholith on the property.

The east part of the Property is underlain by the paragneiss of the Auclair Formation. They are associated with biotite/hornblende in the north part of the Property and show a higher degree of metamorphism in the south part of the Property, with minerals like garnet/staurolite and andalusite.

These two geological domains are well delineated by the airborne magnetic survey, the Akakanipanuch Batholith being more magnetic than the paragneiss of the Auclair Formation (see "*Airborne survey*").

Mineralization

No mineralized zones have been identified on the Property to date.

Deposit Types

LCT Pegmatites

As the main geological unit observed during the reconnaissance survey consisted of pegmatites, the deposit type sought will be of the lithium-bearing pegmatite type, which is described below.

Lithium, tantalum and rare-metals-bearing pegmatites

Pegmatites are known to be present in association with granitic intrusions. They are observed as lenses or dykes filling schistosity planes and/or linear features related to major fault systems. Pegmatites form at depth and constitute residual phases of the main granitic body. They are enriched in silica, flux components and hydrothermal fluids, making them relatively fluid, so they migrate to some distance from the source magma.

Depending on various conditions, these residual fluids can carry immiscible valuable chemical elements that will form concentrations in the pegmatites as they consolidate in the vicinity of the main granitic body. The various conditions will also have an impact on the segregation level or zoning of the minerals forming the pegmatites.

The literature classifies pegmatites into two families: the LCT (lithium, cesium and tantalum) pegmatites and the NYF (niobium, yttrium and fluorine) pegmatites. On the Property, the LCT type has the most potential.

Quartz Veins

As the east part of the Property is underlain by paragneiss, gold-bearing quartz veins may also exist on this part of the Property; however, the geological knowledge must be refined with more surveys before defining a precise type of gold mineralization.

Exploration

Since acquiring the Property, the Company has completed a magnetic airborne survey and a three-day sampling program on the Property.

Magnetic Airborne Survey

From March 24 to 26, 2021, a high-resolution helicopter-borne survey was completed by Prospectair Geosurvey, with the interpretation done by Joel Dubé, P.Eng., geophysicist. A total of 484 line-km were surveyed on lines 50 m apart and oriented north-south, with control lines flown every 500 m perpendicular to the survey lines. During the survey, the helicopter was based at Relais Routier 381, located 55 km to the ENE of the property.

The results and discussion of the survey by J. Dubé are as follow:[4]

> "*Two very distinct magnetic domains are found in the survey area. First, the northwest part of the block is dominated by a wide deformed ellipsoid feature characterized by stronger magnetic background values and somewhat smooth and bulky textures, with several smaller-size curved units within or besides the main elliptic feature. This feature could relate to a sizable felsic-to-intermediate intrusive complex. Then, the areas to the east and south of this wide and complex magnetic anomaly are characterized by much weaker background values and linear magnetic features characteristic of alternating sequences of meta-sedimentary rocks, with possibly intermediate to felsic volcanic rocks. Some smaller-size felsic intrusive stocks may also occur locally. In a general sense, areas with lower background values and decreased signal variability are likely to be dominated by sedimentary rocks. Stronger anomalies relating to the large magnetic*

[4] Dubé, J., 2021: Technical report, high resolution heliborne magnetic survey, Eastmain property, Eastmain area, Eeyou Istchee Baie James region, Quebec 2021., for Silverfish Resources Inc. Internal report.

intrusive complex are best seen on Figure 8, which shows the residual TMI data with a linear colour distribution. Note, however, that these stronger anomalies are actually not very strong in absolute terms.

Several magnetic lineaments are curved, even heavily locally, either by folding or at the contact zone with the postulated intrusive complex, attesting that the area underwent strong deformation events in the past, and that shearing may have affected some of these lineaments. Pressure shadow areas at the contact zone with the wide intrusion may also have developed. These kinds of features could be of interest for exploration. Aside from areas with possible intrusions, most magnetic lineaments are generally trending from ESE-WNW, mostly in the western part of the block, to ENE-WSW, mostly in its eastern part. In general terms, magnetic lineaments are related to rock formations that are enriched in magnetic minerals (magnetite and/or pyrrhotite).

In some areas it is possible to detect structural features offsetting observed magnetic lineaments and causing abrupt interruption or changes of the magnetic response. These features are typically caused by faults, fractures and shear zones. If they are though to be favourable structures in the exploration context of the Eastmain Property, they should be paid particular attention and should be the object of a comprehensive structural interpretation, which is beyond the scope of this report.

Shorter wavelength anomalies are greatly enhanced on the FVD and on the TILT products. Since the FVD attenuates longer wavelength anomalies and the TILT enhances very weak amplitude anomalies, they are the preferred products for structural interpretation."

Drilling

The Company has not done any drilling since acquiring the Property.

Sample Preparation, Analyses and Security

Samples were taken by the crew under the supervision of Richard Genest, a certified professional geologist. Grab samples were taken in the most promising units, in this case the pegmatites. They were put in sample bags and the UTM position was recorded, and in many cases a photo was also taken. The samples were brought back to Relais Routier Nemiscau every night and kept under the supervision of Richard Genest. On return to Val-d'Or, the samples were re-checked and in some cases re-packaged in plastic bags by the Authors and brought by Mr. Genest to the ALS laboratory in Val-d'Or. No breaches in samples security were reported by the field crew or by the laboratory.

Due to the limited number of samples, no blanks or standards were added to the analytical chain by the authors. All the samples were analysed following the ALS code ME-MS89L, which is specific for minerals contained in pegmatites. This method uses Na_2O fusion and ALS's super traces ICP-MS methodology. To be sure nothing was missed, all the samples were also analysed for gold according to ALS code Au AA23, where 30 grams of the sample are analysed for gold by fire assay with a atomic absorption spectroscopy finish. In Val-d'Or, the ALS laboratory is located at 1322 rue Turcotte; ALS is a laboratory certified ISO/IEC 17065 by both ANSI and SCC. The Authors ares of the opinion that the sample preparation, security, and analytical procedures are reliable and consistent with the industry standards, and the results obtained are reliable.

Data Verification

Historical work reported has mainly been done in the vicinity of the Property and sometimes covered only a small part of the Property. This historical work is impossible to verify as only the reports still exist. On the other hand, the reconnaissance survey conducted by the Issuer discovered many new pegmatites, and many of them had never been sampled before. Over the 3 days of prospecting and sampling only a small fraction of the Property has been prospected and many outcrops have not been visited because of lack of time.

Mineral Processing and Metallurgical Testing

Silverfish has not done any mineral processing and/or metallurgical testing, and none has been reported in the past.

Mineral Resource and Mineral Reserve Estimates

No mineral resources have ever been estimated for the Property, nor have historical resources ever been reported on the Property.

Adjacent Properties

There are currently no adjacent properties that could have a material impact on the Eastmain Property. However, the Elmer property, held by Azimut Exploration, is located about 12 km to the NE of the Property and the Patwon zone on the Elmer property is located 20 km to the NE of the Eastmain Property. On the Patwon zone, Azimut has reported many gold-bearing intersections in drill holes, with 24.04 g/t Au over 18 m, 3.15 g/t Au over 102.5 m, 6.43 g/t Au over 40.6 m and 4.43 g/t Au over 46.05 m. The Authors have not been able to verify this information and have noted that the information is not necessarily indicative of the mineralization on the Property that is the subject of the Technical Report.

Other Relevant Data and Information

All the relevant data and information has been given in the described above and in the Technical Report.

Interpretation and Conclusions

The history of the Property is still recent, with the first serious exploration dating back to 1975. The MERN did several geological surveys and studies, mainly to delineate the main geological units and the stratigraphy of the area. Mining companies have mainly done airborne geophysical and soil geochemical surveys, usually at the northern edge of the Eastmain Property.

The Property is underlain by two geological formations, with a tonalitic batholith occupying the west part of the property and the paragneiss of the Auclair Formation in the east. The contact between the two formations is well defined by the magnetic survey. Many pegmatites occur in the tonalite and close to the contact between the two formations.

Since acquiring the Property, the Company has completed an airborne magnetic survey and a three-day reconnaissance prospecting and sampling survey. No anomalous results have been obtained, either for gold or for lithium and associated elements. This reconnaissance survey covered only a fraction of the Property and most of the Property remains untouched. In light of these facts, it is recommended that exploration resume on the Property.

Recommendations

Even though the reconnaissance prospecting and sampling surveys did not return anomalous results, it is recommended that exploration resume on the Property. In fact, these surveys were the first surveys that covered the Property; historical surveys were done mainly at the northern edge of the current claims and barely touched the Eastmain Property. To define drill targets, it is recommended that Phase I consist of systematic rock sampling and, where the bedrock does not outcrop, a soil geochemical survey. If warranted by the results of Phase I, a Phase II program consisting of 2,000 m of drilling is recommended. The budget for Phases I and II is given in Table 4.

Table 4: Budget

Phase I: Geology, soil geochemistry					
Proposed work	**Quantity**	**Units**	**Unit cost**	**Total**	
Ground prospecting and soil sampling: 4-person crew consisting of 2 geologists and 2 helpers	10	days	$2,400.00	$24,000.00	
Helicopter: 3 hours minimum/day, at $1,500/hour or $4,500/day	10	days	$4,500.00	$45,000.00	
Assays	400	samples	$50.00	$20,000.00	
Room and board, $160/day/person, 5 people	10	days	$800.00	$8,000.00	
Pick-up rental and gasoline				$1,000.00	
Contingency 10%				$9,700.00	
	Total Phase I				**$107,700.00**
Phase II: Drilling					
Proposed work	**Quantity**	**Unit**	**Unit cost**	**Total**	
Diamond drilling all inclusive, mob-demob, tree clearing, geologist, samples, etc.	2,000	metres	$225.00	$450,000.00	
Contingency 10%				$45,000.00	
	Total Phase II				**$495,000.00**
			Total Phases I and II		**$602,700.00**

USE OF PROCEEDS

Proceeds

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Offered Shares offered pursuant to the Offering in the provinces of British Columbia, Alberta and Ontario. If all of the Offered Shares offered pursuant to this Offering are sold, the gross proceeds to the Issuer will be $1,000,000 (assuming no exercise of the Over-Allotment Option).

This Offering is subject to the completion of a minimum subscription of 4,000,000 Offered Shares for gross proceeds to the Issuer of $1,000,000. If the minimum subscription is not completed within 90 days of the issuance of a receipt for the Prospectus, all subscription monies will be returned to Subscribers without interest or deduction. Subject to the foregoing, the Offering will remain open until the date that is 90 days after a receipt is issued for the Prospectus, unless an amendment to the Prospectus is filed and the principal regulator has issued a receipt for the amendment, in which case the Offering must cease within 90 days after the date of the receipt for the amendment to the Prospectus. In any event, the Offering must cease at the latest 180 days from the date of the receipt for the Prospectus.

Funds Available

The gross proceeds to the Issuer (excluding proceeds which may be received from the exercise of the Over-Allotment Option) from the sale of the Offered Shares offered hereby will be $1,000,000. The total funds available to the Issuer at the closing of the Offering, after deducting the estimated expenses of the Offering of $160,000, the Agent’s Commission of $90,000 and the Corporate Finance Fee of $35,000 and including estimated working capital as at July 31, 2021, of $254,768, are estimated to be $969,768.

Principal Purposes

Expenses	Funds to be Used ($)
To pay the estimated cost of phase one of the recommended exploration program and the budget on the Eastmain Property as outlined in the Technical Report[(1)]	107,700
To provide funding sufficient to meet administrative costs for 12 months[(2)]	187,400
To pay the amount owing to the Optionor due October 8, 2021	20,000
To provide general working capital to fund the Issuer's ongoing operations	654,668
TOTAL:	**$969,768**

(1) See "*Narrative Description of the Business – Recommendations*" above for a summary of the work to be undertaken, a breakdown of the estimated costs and the nature of title to, or the Issuer's interest in, the Eastmain Property.

(2) See "*Administrative Expenses*" table below.

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

Administrative Expenses	Funds to be Used ($)
Office Rent	9,000
Executive Compensation[(1)]	48,000
Administration Services[(2)]	36,000
Miscellaneous Office and Supplies	6,800
Transfer Agent	9,600
Legal	48,000
Accounting and Audit	30,000
TOTAL:	**187,400**

(1) Payable to Joseph Cullen, the Issuer's CEO, and Mark Lotz, the Issuer's CFO (see "*Executive Compensation – Employment, Consulting and Management Agreements*" and "*Executive Compensation - Proposed Compensation*").

(2) Payable to Matalia Investments Ltd. pursuant to Administrative Services Agreement dated August 18, 2020 (see "*Material Contracts*").

Since its incorporation on August 18, 2020, the Issuer has not generated cash flow from its operations and has incurred certain operating losses. Such losses and negative operating cash flow are expected to continue since funds will be expended to pay its administrative expenses and to conduct the recommended exploration program on the Eastmain Property. Although the Issuer has allocated $187,400 (as above) from the Offering to fund its ongoing operations for a period of 12 months, thereafter, the Issuer will be reliant on future equity financings for its funding requirements.

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

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

In the event of exercise, in full, of the Over-Allotment Option, potential additional gross proceeds totalling $150,000 will be added to the Issuer's general working capital.

Stated Business Objectives and Milestones

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

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

(b) conduct phase 1 of the exploration program on the Eastmain Property recommended in the Technical Report.

The Issuer has applied to list its Common Shares on the Exchange. Listing will be subject to the Issuer fulfilling all of the requirements of the Exchange.

Upon completion of the Offering, phase 1 of the exploration program on the Eastmain Property is expected to be conducted and completed in the first quarter of 2022.

If the results of the phase 1 work program are successful, the Issuer plans to undertake and complete the recommended phase 2 program on the Property in the second quarter of 2022. However, the phase 2 work program will require the Issuer to raise additional capital. The additional capital may come from future equity or debt financings and there can be no assurance that the Issuer will be able to raise such additional capital if and when required or on terms acceptable to the Issuer or at all.

However, notwithstanding management's estimates as to when the phase 1 program and if applicable, the phase 2 work program, may be completed, the current COVID-1f9 pandemic may result in travel bans, closure of assay labs, work delays, difficulties for contractors and employees getting to and from the Property and divert the attention of management, all of which, in turn, could have a negative impact on the Issuer's ability to implement the work programs for the costs and by the completion dates estimated by management (see "*Risk Factors – COVID 19 Pandemic*").

Should the Eastmain Property not be deemed viable, the Issuer shall explore opportunities to acquire interests in other properties. Any such opportunities, if pursued, will also likely require that the Issuer raise additional capital. It is the intention of the Issuer to remain in the mineral exploration business. There can be no assurance that the Company can raise such additional capital if and when required. See "*Risk Factors*."

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Financial Information

The Issuer was incorporated in the province of British Columbia on August 18, 2020. The following table summarizes selected information from the Issuer's audited financial statements for the period August 18, 2020 (date of incorporation) to June 30, 2021.

	Period ended June 30, 2021 (audited) ($)
Total revenues	Nil
Exploration expenditures	121,461
Management fees	18,000(1)
Legal fees	11,327
Accounting fees	14,500
Listing fees	2,946
General and administrative expenses	1,755

	Period ended June 30, 2021 (audited) ($)
Rent	4,500
Net Loss	(53,028)
Basic and diluted loss per Common Share	(0.01)
Current assets	279,586
Exploration and evaluation assets	136,461
Current liabilities	14,825
Long-term financial liabilities	Nil
Cash dividends per share	Nil

(1) Accounting fees paid to a firm owned by Mark Lotz, the Company's Chief Financial Officer, and administrative services fees paid to Matalia Investments Ltd. pursuant to an Administrative Services Agreement dated August 18, 2020 (see "*Material Contracts*").

Dividends

There are no restrictions that would prevent the Issuer from paying dividends on the Common Shares, however, the Issuer has neither declared nor paid any dividends on its Common Shares since incorporation and has not established any dividend or distribution policy. The Issuer intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

Management's Discussion and Analysis

The Issuer's Management's Discussion and Analysis provides an analysis of the Issuer's financial results for the period August 18, 2020 (date of incorporation) to June 30, 2021 and should be read in conjunction with the audited financial statements and related notes for such period. The Issuer's Management's Discussion and Analysis for the period August 18, 2020 (date of incorporation) to June 30, 2021 is attached to this Prospectus as Schedule C.

Certain information included in the Issuer's Management's Discussion and Analysis is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of the uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Forward-Looking Statements*" for further detail.

The Issuer is not a reporting issuer and was not required to prepare interim financial statements therefore, quarterly results are not available.

Liquidity and Capital Resources

During the first year after completion of this Offering, the Issuer estimates that the aggregate annual cost of general administration for its operations will be approximately $187,400. See "*Use of Proceeds*" above. The net proceeds from the Offering should be sufficient to fund the Issuer's operations for at least a period of 12 months. There are no other capital expenditures to be incurred by the Issuer during the period.

The Issuer does not yet generate positive cash flow from operations and is therefore reliant upon the issuance of its Common Shares to fund its operations. As of June 30, 2021, its capital resources consisted of a cash balance of $268,314, accounts receivable of $7,334 and accounts payable of $14,825. The Issuer expects that it will be able to meet its current obligations as they come due with its existing cash and other receivable balances.

The Issuer's sole property is the Eastmain Property located approximately 45 km east of the village of Eastmain in the Province of Quebec, consisting of 42 mineral claims. The Issuer has the option of acquiring a 100% interest in the Eastmain Property, subject to a 3% NSR as set out in the Property Option Agreement (see "*General Development of the Business*" above).

During the period ended June 30, 2021, the Issuer incurred $136,461 in exploration and asset acquisition expenditures comprised of a $15,000 initial payment to the Optionor pursuant to the Property Option Agreement and $121,461 in exploration costs on the Eastmain Property. In order to exercise the Option under the Property Option Agreement, the Issuer is required to (a) issue 250,000 shares on the Listing Date, (b) pay $20,000, issue 350,000 shares and incur $75,000 in expenditures on the Property on or before October 8, 2021, and (c) incur $150,000 in expenditures on the Property on or before October 8, 2022. For a summary of the Issuer's payment and exploration expenditure obligations under the Property Option Agreement, see "*General Development of the Business*" above. In order to meet future exploration commitments and cash payments, the Issuer will require additional capital resources.

As of July 31, 2021, the Issuer had a working capital balance of approximately $254,768. The Issuer expects to incur losses for at least the next 24 months and there can be no assurance that the Issuer will ever make a profit. To achieve profitability, the Issuer must advance its Property through further exploration in order to bring the Property to a stage where the Issuer can attract the participation of a major resource company, which has the expertise and financial capability to place such property into commercial production.

The Issuer has concluded transactions and arrangements with related parties. See "*Interest of Management and Others in Material Transactions*" below for further details.

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

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The Authorized share capital of the Issuer consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus, 9,950,000 Common Shares were issued and outstanding as fully paid and non-assessable shares.

Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Issuer and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Issuer. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Issuer, are entitled to receive such dividends in any financial year as the Board of Directors may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Issuer, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Issuer, the remaining property and assets of the Issuer.

Compensation Options

The Issuer has agreed to grant to the Agent, Compensation Options entitling the Agent to purchase that amount of Common Shares as is equal to 9% of Common Shares to be issued pursuant to this Offering, with an exercise price that is equal to the Offering Price.

Additional Common Shares

The Issuer has agreed to issue 250,000 Common Shares to the Optionor on the Listing Date in respect of the Eastmain Property. See "*General Development of the Business*" above and "Plan of Distribution" below.

CONSOLIDATED CAPITALIZATION

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

Description	Authorized Amount	Authorized at the date of this Prospectus	Outstanding as at June 30, 2021 (Audited)	Outstanding at the date of this Prospectus (Unaudited)	Outstanding after giving effect to this Offering (Unaudited) (1)(2)
Common Shares	Unlimited	Unlimited	9,950,000	9,950,000	14,200,000
Warrants	N/A	N/A	2,400,000	2,400,000	2,400,000
Compensation Options	N/A	N/A	Nil	Nil	360,000
Long Term Debt	Nil	Nil	Nil	Nil	Nil

(1) As partial consideration for the sale of Common Shares pursuant to this Prospectus, the Issuer has agreed to grant the Agent Compensation Options entitling the Agent to purchase up to that amount of Common Shares as is equal to 9% of the number of Common Shares issued pursuant to this Offering, including any Common Shares sold under the Over-Allotment Option. The Compensation Options may be exercised at a price of $0.25 per Common Share for a period of 24 months from the Closing Day. This Prospectus qualifies the distribution of the Compensation Options to the Agent to the extent that such Compensation Options constitute as Qualified Compensation Securities. The Common Shares issuable on exercise of the Compensation Options and Over-Allotment Option are not reflected in these figures.

(2) Includes the 250,000 Common Shares to be issued to the Optionor upon Closing in respect of the Eastmain Property, but does not include any Common Shares issued upon any exercise of the Over-Allotment Option (up to 600,000 additional Offered Shares), the Compensation Options or the exercise of any stock options granted under the Stock Option Plan.

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Stock Option Plan was approved by the Issuer's directors on July 21, 2021. The purpose of the Stock Option Plan is to assist the Issuer in attracting, retaining and motivating directors, officers, employees and consultants (together "eligible persons") of the Issuer and of its affiliates and to closely align the personal interests of such eligible persons with the interests of the Issuer and its shareholders.

From the date that the Issuer becomes a reporting issuer with its Common Shares listed on a stock exchange (in this section, the "**Listing Date**"), the Stock Option Plan provides that the aggregate number of Common Shares reserved for issuance will be 10% of the number of Common Shares of the Issuer issued and outstanding from time to time.

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

Options may be granted under the Stock Option Plan to such eligible persons of the Issuer and its affiliates, if any, as the Board may from time to time designate, including, but not limited to directors, senior officers, employees of the Issuer, consultants (as defined in National Instrument 45-106 - *Prospectus Exemptions*), employees of an external management company or corporation controlled by a Consultant of the Issuer and its subsidiaries, or an eligible charitable organization. The exercise prices shall be determined by the Board, but shall, in no event, be less than the greater of the closing market price of the Issuer's shares on the Exchange on (i) the trading day prior to the date of the grant of the options and (ii) the date of grant of such options. The Stock Option Plan provides that after the Listing Date, the number of Common Shares issuable on the exercise of options granted to all persons together with all of the Issuer's other previously granted options may not exceed 10% of the Issuer's issued and outstanding Common Shares on a non-diluted basis, from time to time. In addition, the number of Common Shares, which may be reserved for issuance to any one individual upon the exercise of all stock options held by such individual within a one-year period, may not exceed 5% of the Common Shares issued and outstanding on the grant date, on a non-diluted basis, unless otherwise approved by disinterested shareholders of the Issuer. Subject to earlier termination in the event of dismissal for cause, early retirement, voluntary resignation or termination other than for cause, or in the event of death or disability, all options granted under the Stock Option Plan will expire on the date set by the Board as the expiry date of the option, which expiry date shall not be more than 10 years from the date that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

The terms of stock options granted under the Stock Option Plan may not be amended once issued. If an option is cancelled prior to its expiry date, the Issuer must post notice of the cancellation on the Exchange and shall not grant new options to the same person until 30 days have elapsed from the date of cancellation.

No stock options have been granted pursuant to the Stock Option Plan as of the date hereof.

Warrants

The Issuer has 2,400,000 issued and outstanding Warrants, each Warrant entitling the holder to purchase one Common Share of the Issuer at a price of $0.03 per Common Shares until January 26, 2026. The Warrants were issued on January 26, 2021 as part of a private placement conducted by the Issuer. See "*Prior Sales*" below.

Compensation Options

The Issuer will issue to the Agent, Compensation Options for the purchase of up to that number of Common Shares as is equal to 9% of the Offered Shares of the Issuer issued pursuant to the Offering, including any Offered Shares sold under the Over-Allotment Option, exercisable at a price of $0.25 per Common Share for a period of 24 months from the Closing Day.

PRIOR SALES

The following table summarizes the sales of securities of the Issuer in the twelve months prior to the date of this Prospectus:

Issue Date	Price Per Security ($)	Number of Securities Issued	Proceeds to the Issuer ($)
August 18, 2020	0.005	1,650,000 Common Shares	8,250
January 26, 2021	0.02	4,800,000 units[1]	96,000
February 12, 2021	0.10	3,500,000 Common Shares	350,000
		TOTAL:	**454,250**

(1) Each unit consisting of one flow-through Common Share and one half of one Warrant, each Warrant entitling the holder to purchase one Common Share at a price of $0.03 per Common Share until January 26, 2026.

ESCROWED SECURITIES

Escrowed Securities

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 escrow regime applicable to initial public distributions. Equity securities, including Common Shares, owned or controlled by the Principals of the Issuer are subject to the escrow requirements set out in National Instrument 46-201 - *Escrow for Initial Public Offerings*.

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

(a) directors and senior officers of the Issuer, as listed in this Prospectus;

(b) promoters of the Issuer during the two years preceding this Offering;

(c) those who own and/or control more than 10% of the Issuer's voting securities immediately before and immediately after completion of this Offering if they also have appointed or have the right to appoint a director or senior officer of the Issuer or of a material operating subsidiary of the Issuer;

(d) those who own and/or control more than 20% of the Issuer's voting securities immediately before and immediately after completion of this Offering; and

(e) associates and affiliates of any of the above.

The Principals of the Issuer are Joseph Cullen, James D. Rogers, Michael Romanik and Mark Lotz.

In addition to the securities held by Principals, the policies of the Exchange require that where convertible securities (such as stock options, common share purchase warrants, special warrants, convertible debentures or notes) are issued less than 18 months before listing and exercisable or convertible into listed shares at a price that is less than the issuance price per security under a prospectus offering or other financing or acquisition made contemporaneously with the Exchange listing application, then the underlying securities will also be subject to escrow. Accordingly, the issued and outstanding Warrants of the Issuer will also be subject to escrow.

The Issuer is an "emerging issuer" as defined in the applicable policies and notices of the Canadian Securities Administrators and if the Issuer achieves "established issuer" status during the term of the Escrow Agreement (as defined below), it will "graduate" resulting in a catch-up release and an accelerated release of any securities remaining in escrow under the 18-month schedule applicable to established issuers as if the Issuer had originally been classified as an established issuer.

Pursuant to the terms of the Escrow Agreement, the Common Shares and Warrants that are subject to escrow (the "**Escrowed Securities**") may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within the escrow are:

(a) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Issuer or of a material operating subsidiary, with approval of the Board of Directors;

(b) transfers to a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Issuer's outstanding securities;

(c) transfers to a person or company that after the proposed transfer will (i) hold more than 10% of the voting rights attached to the Issuer's outstanding securities; and (ii) has the right to elect or appoint one or more directors or senior officers of the Issuer or any of its material operating subsidiaries;

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

(e) transfers upon bankruptcy to the trustee in bankruptcy;

(f) pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; or

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

The following table sets forth details of the Escrowed Securities that are subject to the Escrow Agreement as of the date of this Prospectus:

Name	**Number and Description of Escrowed Securities** [(1)(2)]	**Percentage of Issued Common Shares (After Giving Effect to the Offering)**[(3)(4)] **(%)**
Joseph Cullen	500,000 Common Shares	3.5
James D. Rogers	500,000 Common Shares	3.5
Michael Romanik	1,000,000 Common Shares 250,000 Warrants	7.0
Mark Lotz	150,000 Common Shares	1.1
Blair Naughty	2,000,000 Common Shares 1,000,000 Warrants	14.1
Brooke Naughty	1,000,000 Common Shares 500,000 Warrants	7.0
Sheila Auyeung	1,000,000 Common Shares 500,000 Warrants	7.0
Robert Coltura	150,000 Warrants	-
TOTAL:	**6,150,000 Common Shares** **2,400,000 Warrants**	**43.3**

(1) These securities have been deposited in escrow with the Escrow Agent.

(2) Pursuant to an escrow agreement (the "**Escrow Agreement**") dated effective August XX, 2021 among the Issuer, the Escrow Agent and certain Principals and Warrant holders of the Issuer, the Principals and Warrant holders have agreed to deposit in escrow the Escrowed Securities with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that, where there are no changes to the Escrowed Securities initially deposited and no additional Escrow Securities, the remaining Escrowed Securities will be released in equal tranches of 15% every 6-month interval thereafter, over a period of 36 months.

(3) Does not include exercise of Compensation Options or Over-Allotment Option, the stock options granted under the Stock Option Plan or the Warrants.

(4) Includes the 250,000 Common Shares to be issued to the Optionor upon Closing; in result, the aggregate number of issued and outstanding Common Shares after completion of the Offering would total 14,200,000 Common Shares.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Issuer, as of the date of this Prospectus, no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Issuer's Common Shares, other than as follows:

Prior to the Offering			After Giving Effect to the Offering		
Name	**Number of Common Shares Owned Directly or Indirectly**	**Percentage of Common Shares Held (%)**	**Number of Common Shares Owned Directly or Indirectly**	**Percentage of Common Shares Held(1)(2) (%)**	**Percentage of Fully Diluted Common Shares Held(3) (%)**
Blair Naughty	2,000,000	20.1	2,250,000(2)(4)	15.8	18.5
Brooke Naughty	1,000,000	10.1	1,000,000(5)	7.0	8.5
Sheila Auyeung	1,000,000	10.1	1,000,000(6)	7.0	8.5
Michael Romanik	1,000,000	10.1	1,000,000(7)	7.0	7.1

(1) Does not include exercise of Compensation Options or Over-Allotment Option.

(2) Includes the 250,000 Common Shares to be issued to the Optionor upon Closing.

(3) On a fully-diluted basis, assuming completion of the Offering, the issuance of the 250,000 Common Shares to the Optionor, the exercise of all 414,000 potential Compensation Options and the Over-Allotment Option (600,000 Offered Shares) and the exercise of all 2,400,000 Warrants, being 17,614,000 Common Shares in total.

(4) Mr. Naughty also holds 1,000,000 Warrants.

(5) Ms. Naughty also holds 500,000 Warrants.

(6) Ms. Auyeung also holds 500,000 Warrants.

(7) Mr. Romanik also holds 250,000 Warrants.

DIRECTORS AND OFFICERS

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

Name and Province of Residence and Position with the Issuer	**Director/ Officer Since**	**Principal Occupation for the Past Five Years**	**Number and % of Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)**
Joseph Cullen(1) British Columbia, Canada *President, Chief Executive Officer, Director*	Director since August 18, 2020 President and Chief Executive Officer since August 18, 2020	Investor relations consultant, Entheon Biomedical Corp. and Jaxon Mining Inc.	500,000 (direct) 5.0%
James D. Rogers(1) British Columbia, Canada *Director*	Director since October August 18, 2020	President and CEO of Longford Exploration Services Ltd. and director and officer of several junior resource companies.	500,000 5.0%
Michael Romanik(1) Manitoba, Canada *Director*	Director since August 18, 2020	President and CEO of GoldOn Resources Ltd, Silver Dollar Resources Inc. and Anacott Acquisition Corporation.	1,000,000(2) 10.1%

Name and Province of Residence and Position with the Issuer	Director/ Officer Since	Principal Occupation for the Past Five Years	Number and % of Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
Mark Lotz British Columbia, Canada *Chief Financial Officer and Corporate Secretary*	Chief Financial Officer since August 18, 2020 Corporate Secretary since July 21, 2021	Accountant; director and officer of several companies in various industries, including mining.	150,000 1.5%

(1) Denotes a member of the Audit Committee of the Issuer.
(2) Mr. Romanik also holds 250,000 Warrants.

As at the date hereof, the directors and officers of the Issuer, as a group, currently beneficially own, directly or indirectly, or exercise control or direction over 2,150,000 Common Shares, representing 21.6% of the Issuer's issued and outstanding Common Shares.

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

The Issuer has one committee, the audit committee, comprised of Michael Romanik (Chairman), Joseph Cullen and James D. Rogers.

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

Joseph Cullen, *Chief Executive Officer, President and Director*

Mr. Cullen is Chief Executive Officer, President and director of the Issuer and provides his services to the Issuer on a part-time basis. He has served as director, Chief Executive Officer and President of the Issuer since August 18, 2020. He will devote approximately 75% of his time to the affairs of the Issuer. In his capacity as Chief Executive Officer and President, his responsibilities include managing the day-to-day operations of the Issuer, executing policies implemented by the Board of Directors and reporting back to the Board.

Mr. Cullen is a businessman with over 6 years of public market experience primarily focused on the resource and technology sectors with an emphasis on investor relations and corporate finance. He is a founder, Chief Executive Officer and a shareholder of Hyperlaunch Investments Inc. (formerly Hyperbridge Technology Inc.), a private company focused on developing a blockchain enabled crowdfunding protocol. Mr. Cullen has a Business degree from Swansea University and a Postgrad in Economics from University College Cork.

Mr. Cullen is an independent contractor of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer and is 38 years of age.

James D. Rogers, *Director*

Mr. Rogers is a director of the Issuer and provides his services to the Issuer on a part-time basis. He has served as a director of the Issuer since August 18, 2020, and will devote approximately 10% of his time to the affairs of the Issuer. As a director, he is responsible for directing and overseeing management of the Issuer.

Mr. Rogers is a resource professional and entrepreneur active in the exploration and mining sector for over 13 years. Mr. Rogers is the principal of Longford Exploration Services Ltd., a company which provides mineral exploration services to the mining industry including project management, target generation and geologic and related services.

Mr. Rogers is an independent contractor of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer and is 32 years of age.

Michael Romanik, *Director*

Mr. Romanik is a director of the Issuer and provides his services to the Issuer on a part-time basis. He has served as a director of the Issuer since August 18, 2020, and will devote approximately 10% of his time to the affairs of the Issuer. As a director, he is responsible for directing and overseeing management of the Issuer.

Mr. Romanik is a businessman with over 14 years of resource exploration and public market experience with an emphasis on management, promotion and corporate finance. He has built a network of resource and investment industry contacts over the years and demonstrated a proven ability to utilize those relationships to advance his business objectives. Mr. Romanik is the President and CEO of GoldON Resources (GLD:TSXV) , the President and CEO of Silver Dollar Resources Inc. (SLV:CSE) and the President and CEO of Anacott Acquisition Corporation (TSXV: AAC).

Mr. Romanik is an independent contractor of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer and is 42 years of age.

Mark Lotz, CPA, *Chief Financial Officer and Corporate Secretary*

Mr. Lotz is a Chartered Professional Accountant and the Chief Financial Officer of the Issuer. He provides his services to the Issuer on a part time basis. He has served the Issuer as Chief Financial Officer since August 18, 2020. He will devote approximately 5% of his time to the affairs of the Issuer, or such greater amount as may be required on an as-needed basis. In his capacity as Chief Financial Officer, Mr. Lotz reports to the President and Chief Executive Officer of the Issuer regarding strategic and tactical matters as they relate to budget management, cost-benefit analysis, forecasting needs and securing adequate funding.

Mr. Lotz is a businessman and provides management consulting and corporate finance services to public and private companies. He has several years of experience with reporting issuers, and currently serves as a director and/or officer of Gold Hunter Resources Inc. (CSE: HUNT), Candente Copper Corp. (TSX: DNT), Xali Gold Corp. (TSXV: XGC), PreveCeutical Medical Inc. (formerly Carrara Exploration Corp.) (CSE: PREV), FOBI AI Inc. (formerly, Loop Insights Inc.) (TSXV: FOBI), Gnomestar Craft Inc. (formerly, Vodis Pharmaceuticals Inc.) (CSE: GNOM), and Voleo Trading Systems Inc. (formerly, Logan Resources Ltd.) (TSXV: TRAD).

Mr. Lotz is an independent contractor of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer and is 57 years of age.

Corporate Cease Trade Orders or Bankruptcies

To the Issuer's knowledge:

(a) Except as disclosed below, no existing or proposed director, executive officer or promoter of the Issuer is, or within the ten years prior to the date hereof has been, a director or executive officer of any other company that, while that person was acting in the capacity of director or executive officer of that company, was the subject of a cease trade order or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days;

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

(c) Except as disclosed below, no existing or proposed director, executive officer or promoter of the Issuer is, or within the ten years prior to the date hereof has been, a director or executive officer of any other company that, while that person was acting in the capacity of director, executive officer or promoter of that company, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

James D. Rogers was a director and/or officer of Navis Resources Corp. ("**Navis**") when, on November 23, 2018, the British Columbia Securities Commission issued a cease trade order pursuant to which Mr. Rogers was prohibited from trading in securities of Navis until such time as Navis filed a preliminary prospectus and a prospectus, or a Form 45-106F1 – Report of Exempt Distribution. On December 17, 2018, the cease trade order was revoked following Navis' filing of the required records.

Mark Lotz was the CFO of Specialty Liquid Transport Corporation ("**Specialty**") when, on May 1, 2019, the British Columbia Securities Commission granted a voluntary management cease trade order pursuant to which Mr. Lotz was prohibited from trading in securities of Specialty until such time as Specialty had filed certain delinquent financial statements. On August 6, 2019, a cease trade order was issued by the British Columbia Securities Commission against Speciality which remains in force.

Mark Lotz was the CFO of Vodis Pharmaceuticals Inc. ("**Vodis**") when, on July 30, 2019, the British Columbia Securities Commission granted a voluntary management cease trade order pursuant to which Mr. Lotz was prohibited from trading in securities of Vodis until such time as Vodis had filed certain delinquent financial statements. On October 2, 2019, the management cease trade order was revoked following Vodis's filing of the required financial statements.

Mark Lotz was the CFO of Ascent Industries Corp. ("**Ascent**") when, on March 11, 2020, the British Columbia Securities Commission granted a voluntary management cease trade order pursuant to which Mr. Lotz was prohibited from trading in securities of Ascent until such time as Ascent had filed certain delinquent financial statements. On May 12, 2020, the management cease trade order was revoked following Ascent's filing of the required financial statements.

Mark Lotz was the CFO of Handa Mining Corp. ("**Handa**") when, on July 17, 2020, the British Columbia Securities Commission granted a voluntary management cease trade order pursuant to which Mr. Lotz was prohibited from trading in securities of Handa until such time as Handa had filed certain delinquent financial statements. On August 18, 2020, the management cease trade order was revoked following Handa's filing of the required financial statements.

Mark Lotz was appointed CFO of Luff Enterprises Ltd. (formerly Ascent Industries Corp.) in April 2019 after it voluntarily sought protection under the *Companies' Creditors Arrangements Act* ("**CCAA**"). Mr. Lotz's mandate was to complete the CCAA process and all outstanding financial reporting requirements. The CCAA process was completed and the company returned to good standing with the CSE and the BCSC in May of 2020 which concluded Mr. Lotz's engagement with the company.

Penalties or Sanctions

Except as disclosed below, to the Issuer's knowledge, no existing or proposed director, executive officer, promoter or other member of management of the Issuer has been subject to any penalties or sanctions imposed by a court or securities regulatory Authority relating to trading in securities, promotion, formation or management of a publicly traded company, or involving fraud or theft.

In 2002, Mark Lotz paid a fine in the amount of $20,000 to the Investment Dealers Association ("**IDA**"), the predecessor to the Investment Industry Regulatory Organization of Canada ("**IIROC**"), for having failed to file an application with the IDA reflecting a change of his employment status with Golden Capital Securities Ltd., a registered investment dealer where he was employed ("**Golden Capital**"). At the time, Mr. Lotz had a part-time accounting and tax practise which, under IDA policies, should have been reflect in his employment status. Also, upon termination of his employment and after Golden Capital having declared its intent to cease operations, Mr. Lotz undertook to act as CFO for a public company but inadvertently failed to disclose this engagement with the IDA.

Personal Bankruptcies

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

Conflicts of Interest

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

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

STATEMENT OF EXECUTIVE COMPENSATION

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

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

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

(c) in respect of the Issuer and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with Section 1.3(5) of Form 51-102F6V under National Instrument 51-102 – *Continuous Disclosure Obligations*, for that financial year; and

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Issuer, nor acting in a similar capacity, as at the end of the most recently completed financial year,

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

During the period ended June 30, 2021, the Issuer had two individuals who were Named Executive Officers, namely (i) Joseph Cullen, who was appointed the Chief Executive Officer and President of the Issuer on August 18, 2020 and (ii) Mark Lotz, who was appointed Chief Financial Officer of the Issuer on August 18, 2020 and Corporate Secretary on July 21, 2021.

Compensation Discussion and Analysis

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

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

The Issuer's Named Executive Officer compensation during the most recently completed financial period ended June 30, 2021 was determined and administered by the Board of Directors. The Board of Directors was solely responsible for assessing the compensation to be paid to the Issuer's Named Executive Officers and for evaluating their performance.

It is expected that once the Issuer becomes a reporting issuer, base salary will be the principal component of Named Executive Officer compensation. The base salary for each Named Executive Officer will be based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable junior mineral exploration companies at the Issuer's stage of development and which constitute the Issuer's peer group. As of the date of this Prospectus, the Issuer has identified Gold Hunter Resources Inc., Golcap Resources Corp., Mansa Exploration Inc. and Mosaic Minerals Corp. as comparable junior mineral exploration companies with properties at a similar stage of development. The Issuer considers it appropriate to be guided by compensation levels within this peer group because such companies, while in the exploration stage, generally have no revenues and are dependent on equity financings to raise the necessary capital to undertake further exploration activities and are therefore constrained in their ability to compensate Named Executive Officers. Individual and corporate performance will also be taken into account in determining base salary levels.

Another component of Named Executive Officer compensation is the grant of stock options pursuant to the Issuer's Stock Option Plan. The objective of this compensation component is to attract, retain and motivate certain persons of training, experience and leadership as key service providers to the Issuer, including its directors, Named Executive Officers and employees and to advance the interest of the Issuer by providing such persons with additional compensation and the opportunity to participate in the success of the Issuer.

In addition to, or in lieu of, the compensation components described above, payments may be made from time to time to individuals, including Named Executive Officers or directors of the Issuer, or companies they control for the provision of management or consulting services. Such services are paid for by the Issuer at competitive industry rates for work of a similar nature by reputable arm's length services providers.

Summary Compensation Table

The following table sets forth the value of the compensation, excluding compensation securities, of the Issuer's Named Executive Officers, for the period August 18, 2020 (date of incorporation) to June 30, 2021:

Name and principal position	Year	Salary	Share-based awards	Option-based awards	Non-equity incentive plan compensation: Annual incentive plans	Non-equity incentive plan compensation: Long-term incentive plans	Pension value	All other compensation	Total compensation
Joseph Cullen *Chief Executive Officer, President and Director*	2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mark Lotz *Chief Financial Officer and Corporate Secretary*	2021	Nil	Nil	Nil	Nil	Nil	Nil	$6,500[(1)]	$6,500

(1) During the period ended June 30, 2021, a firm owned by Mr. Lotz was paid accounting fees of $6,500.

Director Compensation Table

The following table sets out the compensation of directors that are not also Named Executive Officers of the Issuer.

Name	Year	Fees earned	Share-based awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total
James D. Rogers	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Romanik	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Employment, Consulting and Management Agreements

Of the Issuer's Named Executive Officers, neither Joseph Cullen or Mark Lotz were or are employees of the Issuer.

Joseph Cullen, the Issuer's Chief Executive Officer, has not entered into a written agreement with the Issuer. He provides his services to the Company on a consulting basis at established market rates and invoices the Issuer from time to time as services are provided Mr. Cullen provides general management services to the Issuer and oversees day-to-day operations. His responsibilities include seeking out and negotiating strategic acquisitions and financing opportunities for the Issuer.

Mark Lotz, the Issuer's Chief Financial Officer, has not entered into a written agreement with the Issuer. He provides his services to the Company on a consulting basis at established market rates and invoices the Issuer from time to time as services are provided.

The compensation arrangements with Mr. Cullen and Mr. Lotz contain no provisions with respect to change of control, severance, termination or constructive dismissal or rights to incremental payments in the event of any such occurrences.

Other than as described above, as of the date of this Prospectus, the Issuer has not entered into any employment or consulting agreements or other compensation arrangements with any directors or Named Executive Officers.

Stock Options and Other Compensation Securities

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

There were no stock options or other compensation securities granted or issued during the most recent financial year. See "*Options to Purchase Securities*" above.

Proposed Compensation

During the 12 month period following the completion of the Offering, the Issuer expects to pay the following compensation to its Named Executive Officers and directors:

Name and Principal Position	Salary ($)	All Other Compensation ($)	Total Compensation ($)
Joseph Cullen *Director, Chief Executive Officer and President*	Nil	$36,000(1)	$36,000(1)

Name and Principal Position	Salary ($)	All Other Compensation ($)	Total Compensation ($)
Mark Lotz *Chief Financial Officer and Corporate Secretary*	Nil	12,000[(2)]	12,000[(2)]
James D. Rogers *Director*	Nil	Nil	Nil
Michael Romanik *Director*	Nil	Nil	Nil

(1) Estimated amounts payable based on invoices for services received from time to time from Joseph Cullen as services are rendered. See "*Employment, Consulting and Management Agreements*" above.

(2) Estimated amounts payable based on invoices for services received from time to time from Mark Lotz as services are rendered. See "*Employment, Consulting and Management Agreements*" above.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than routine indebtedness for travel and other expense advances, no existing or proposed director, executive officer or senior officer of the Issuer or any associate of any of them, was indebted to the Issuer as at June 30, 2021, or is currently indebted to the Issuer at the date of this Prospectus.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), NI 41-101 and Form 52-110F1 require the Issuer to disclose certain information relating to the Issuer's audit committee (the "**Audit Committee**") and its relationship with the Issuer's independent auditors.

Audit Committee Charter

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

Composition of Audit Committee

The members of the Audit Committee are set out below:

Michael Romanik (Chairman)	Independent[(1)]	Financially literate[(2)]
James D. Rogers	Independent[(1)]	Financially literate[(2)]
Joseph Cullen	Not Independent[(1)]	Financially literate[(2)]

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

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

Relevant Education and Experience

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

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

(b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;

(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 Issuer's financial statements or experience actively supervising individuals engaged in such activities; and

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

Joseph Cullen: Mr. Cullen has over 6 years of public market experience primarily focused on the resource and technology sectors with an emphasis on investor relations and corporate finance. Mr. Cullen has a Business degree from Swansea University and a Postgrad in Economics from University College Cork. Mr. Cullen has become familiar with public company financial statements and the accounting principles used in reading and preparing financial statements.

James D. Rogers: Mr. Rogers has over 13 years of experience a resource professional and entrepreneur active in the exploration and mining sector. Mr. Rogers has become familiar with public company financial statements and the accounting principles used in reading and preparing financial statements.

Michael Romanik: Mr. Romanik has over 14 years of resource exploration and public market experience with an emphasis on management, promotion and corporate finance. He has worked with numerous companies in the energy and junior mining sectors, holding management and executive positions in both sectors, and is familiar with the financial reporting requirements applicable to public companies in Canada.

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

Audit Committee Oversight

The Audit Committee was established on July 21, 2021 and will, among other things, make recommendations to the Board of Directors to nominate or compensate an external auditor. As of the date of this Prospectus, the Audit Committee has not made any such recommendations for the Board to consider.

Reliance on Certain Exemptions

At no time since the commencement of the Issuer's most recently completed financial period has the Issuer relied on the exemptions in Sections 2.4, 3.2, 3.4, 3.5, 3.6 or Part 8 of NI 52-110, or an exemption from subsections 3.3(2) of NI 52-110. The Issuer is relying on the exemption in Section 6.1 of NI 52-110 regarding the composition of the audit committee and reporting obligations.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board and the Audit Committee, on a case-by-case basis, as applicable. It is not anticipated that the Issuer will adopt specific policies and procedures.

External Auditor Service Fees

The aggregate fees billed by the external auditors to the Issuer for the period from incorporation on August 18, 2020 (date of incorporation) to June 30, 2021 were:

Audit Fees[1] ($)	Audit-Related Fees[2] ($)	Tax Fees[3] ($)	All Other Fees[4] ($)
Nil	Nil	Nil	Nil

(1) "Audit Fees" include fees necessary to perform the annual audit of the Issuer's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

Exemption

As per Section 223 of the *Business Corporations Act* (British Columbia), the Issuer is not a public company or a financial institution and as such, was not required to establish an Audit Committee at the first annual meeting following incorporation.

Corporate Governance

General

The Board of Directors believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - *Corporate Governance Guidelines* ("**NP 58-201**") provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Issuer. In addition, National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**NI 58-101**") prescribes certain disclosure by the Issuer of its corporate governance practices. This disclosure is presented below.

Board of Directors

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

The Board is currently comprised of three directors, of whom James D. Rogers and Michael Romanik are independent for the purposes of NI 52-110. Joseph Cullen is not independent as he serves as Chief Executive Officer and President of the Issuer. Because the Board is not comprised of a majority of independent directors, in order to facilitate its exercise of independent supervision over the Issuer's management, the Board carefully examines the issues before it, consults with outside counsel and other advisors as necessary and encourages the independent directors to regularly and independently confer amongst themselves.

Directorships

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

Name	Reporting Issuer (Exchange/Market: Trading Symbol)
James D. Rogers	Clarity Gold Corp. (CSE: CLAR) Global UAV Technologies Ltd. (CSE: UAV)
Michael Romanik	Anacott Acquisition Corporation (TSXV: AAC) GoldON Resources Ltd. (TSXV: GLD) Silver Dollar Resources Inc. (CSE: SLV)

Name	Reporting Issuer (Exchange/Market: Trading Symbol)
Mark Lotz	Straightup Resources Inc. (CSE:ST) Candente Copper Corp. (TSX: DNT) FOBI AI Inc. (formerly, Loop Insights Inc.) (TSXV: FOBI) Gnomestar Craft Inc. (formerly, Vodis Pharmaceuticals Inc.) (CSE: GNOM) Gold Hunter Resources Inc. (CSE: HUNT) PreveCeutical Medical Inc. (formerly Carrara Exploration Corp.) (CSE: PREV) Voleo Trading Systems Inc. (formerly, Logan Resources Ltd.) (TSXV: TRAD) Xali Gold Corp. (TSXV: XGC)

Board Mandate

The Board of Directors has not adopted a written mandate or code delineating the Board's roles and responsibilities, since it believes it is adequately governed by the requirements of applicable corporate and securities common and statute law which provide that the Board has responsibility for the stewardship of the Issuer. That stewardship includes responsibility for strategic planning, identification of the principal risks of the Issuer's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Issuer's internal control and management information systems.

Orientation and Continuing Education

When new directors are appointed they receive orientation, commensurate with their previous experience, on the Issuer's business, assets and industry and on the responsibilities of directors. Meetings of the Board are sometimes held at the Issuer's offices and, from time to time, are combined with presentations by the Issuer's management to give the directors additional insight into the Issuer's business. In addition, management of the Issuer makes itself available for discussion with all members of the Board.

Ethical Business Conduct

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

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

Given the Issuer's current stage of development and size of the Board, the Board is presently of the view that it functions effectively as a committee of the whole with respect to the nomination of directors. The entire Board will assess potential nominees and take responsibility for selecting new directors. Any nominees are expected to be generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the Chief Executive Officer of the Issuer.

Compensation

The Board is responsible for determining compensation for the directors of the Issuer to ensure it reflects the responsibilities and risks of being a director of a public company.

Other Board Committees

The Board has no committee other than the Audit Committee.

Assessments

Due to the minimal size of the Board of Directors, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

PLAN OF DISTRIBUTION

The Offering consists of 4,000,000 Offered Shares at a price of $0.25 per Offered Share, to raise gross proceeds of $1,000,000, and will be conducted through the Agent in the provinces of British Columbia, Alberta and Ontario.

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

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

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

The Issuer has agreed to (i) pay the Agent (A) a cash Agent's Commission equal to 9% of the aggregate Offering Price of the Offered Shares sold under the Offering; and, if applicable, the Over-Allotment Option and (B) a cash Corporate Finance Fee of $35,000. In addition, upon successful completion of the Offering, the Agent is entitled to receive, as part of its remuneration, Compensation Options entitling the holder thereof to purchase that number of Common Shares equal to 9% of the number of Offered Shares issued pursuant to this Offering and if applicable, the Over-Allotment Option. The Compensation Options will be exercisable at a price of $0.25 per Common Share for a period of 24 months from the Closing Day.

The Issuer has granted to the Agent an Over-Allotment Option exercisable, in whole or in part, up to 30 days following Closing, to sell an additional number of Offered Shares up to a maximum of 600,000 Offered Shares. The Over-Allotment Option and the Over-Allotment Option Shares are also qualified for distribution under this Prospectus.

Pursuant to NI 41-101 the aggregate number of securities which may be distributed under a prospectus to an Agent as compensation must not exceed 10% of the Offered Shares offered pursuant to this Prospectus, which in the case of this Offering (and assuming the exercise of the Over-Allotment Option in full) is 460,000 securities. For the purposes of this Offering, up to an aggregate of 414,000 Compensation Options are Qualified Compensation Securities and are qualified for distribution by this Prospectus.

This Offering is subject to the completion of a minimum subscription of 4,000,000 Offered Shares for gross proceeds to the Issuer of $1,000,000, which proceeds shall be held by the Agent pending the completion of the Offering. If the minimum subscription is not completed within 90 days of the issuance of a receipt for the final prospectus, all subscription monies will be returned to Subscribers without interest or deduction.

The Issuer has applied to list its Common Shares on the CSE. Listing of the Common Shares on the CSE will be subject to the Issuer fulfilling all of the requirements of the CSE. Confirmation of the Listing of the Common Shares on the Exchange as of the Closing Day is a condition of Closing.

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

Subscriptions for the Offered Shares will be received and subject to rejection or allotment in whole or in part by the Issuer and the right is reserved to close the subscription books at any time. Upon rejection of a subscription, the subscription price and the subscription agreement will be returned to the Subscriber forthwith without interest or deduction.

This Prospectus also qualifies the distribution of the 250,000 Common Shares issuable to the Optionor in respect of the Eastmain Property as set out under the heading "*General Development of the Business*" above.

RISK FACTORS

The Issuer is in the business of exploring mineral properties, which is a highly speculative endeavor. A purchase of any of the securities offered hereunder involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities offered hereunder should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective purchasers should evaluate carefully the following risk factors associated with an investment in the Issuer's securities prior to purchasing any of the securities offered hereunder.

Insufficient Capital

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

Financing Risks

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

Limited Operating History and Negative Operating Cash Flow

The Issuer has no history of earnings. There are no known commercial quantities of mineral reserves on the Eastmain Property. The purpose of this Offering is to raise funds to carry out exploration and development on the Eastmain Property with the objective of establishing economic quantities of mineral reserves.

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

Resale of Shares

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

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have 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 quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Issuer in creating revenues, cash flows or earnings. The value of Common Shares distributed hereunder will be affected by such volatility.

Before this Offering, there has been no public market for the Issuer's Common Shares. An active public market for the Common Shares might not develop or be sustained after this Offering. The Offering Price of the Offered Shares has been determined by negotiations between the Issuer and representatives of the Agent, and such Offering Price will not necessarily reflect the prevailing market price of the Common Shares following this Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the Offering Price to the public.

Property Interests

The Issuer does not own the mineral rights pertaining to the Eastmain Property. Rather, it holds an option to acquire a 100% interest. There is no guarantee the Issuer will be able to raise sufficient funding in the future to explore and develop the Eastmain Property so as to maintain its interests therein. If the Issuer loses or abandons its interest in the Eastmain Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Issuer, whether by way of option or otherwise, should the Issuer wish to acquire any additional properties.

In the event that the Issuer acquires a 100% interest in the Eastmain Property, there is no guarantee that title to the Eastmain Property will not be challenged or impugned. The Issuer's mineral property interests may be subject to prior unregistered agreements or transfers or aboriginal or indigenous land claims or title may be affected by undetected defects. Surveys have not been carried out on any of the Issuer's mineral properties, therefore, in accordance with the laws of the jurisdiction in which such properties are situated; their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Issuer can give no assurance as to the validity of title of the Issuer to those lands or the size of such mineral lands.

First Nations Land Claims

First Nations rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of reserve land. The Eastmain Property may now or in the future be the subject of aboriginal or indigenous land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Issuer's ownership interest in the Eastmain 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 Eastmain Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Issuer's activities. Even in the absence of such recognition, the Issuer 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 Eastmain Property, there is no assurance that the Issuer will be able to establish a practical working relationship with any First Nations in the area which would allow it to ultimately develop the Eastmain Property.

Specifically, as all the claims are located on Category II lands, the claims are subject to exclusive hunting and fishing rights of the Cree Nation Government, and the Issuer is required to carry out works in such a manner as to avoid unreasonable conflict with the rights of First Nations people. Category II lands appropriated by the province of Québec for development purposes are subject to certain requirements, which among other things may require that the Cree Nation Government be compensated in certain situations. The nature of these conditions create risks and uncertainties for the Issuer which may lead to delays and additional costs. See "*Narrative Description of the Business - Eastmain Property, Quebec, Canada – Type of Mineral Tenure.*"

Exploration and Development

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

There is no assurance that the Issuer's mineral exploration and development activities will result in any discoveries of commercial bodies of ore, even in the event of the successful completion by the Issuer of phase 1 of its exploration program. The long-term profitability of the Issuer's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. In the event the results of phase 1 of the exploration program do not warrant the completion of phase 2, the Issuer may be required to acquire and focus its operations on one or more additional mineral properties that the Issuer may acquire in the future. There can be no assurance that any such properties will be available for acquisition, by the Issuer, or that, if available, the terms of the acquisition will be favourable to the Issuer.

Uninsurable Risks

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. It is not always possible to fully insure against such risks and the Issuer may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Issuer.

Permits and Government Regulations

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

Environmental Laws and Regulations

Environmental laws and regulations may affect the operations of the Issuer. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Issuer for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Issuer generally relies on recognized designers and development contractors from which the Issuer will, in the first instance, seek indemnities. The Issuer intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Issuer's operations more expensive.

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

No Commercial Ore

The Eastmain Property on which a portion of the proceeds of the Offering is to be expended does not contain any known amounts of commercial ore.

Competition

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

Management

The success of the Issuer is currently largely dependent on the performance of its officers. The loss of the services of these persons will have a materially adverse effect on the Issuer's business and prospects. There is no assurance the Issuer can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Issuer and its prospects.

Fluctuating Mineral Prices

The Issuer's revenues, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Issuer may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Issuer's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices. In addition, currency fluctuations may affect the cash flow which the Issuer may realize from its operations, since most mineral commodities are sold in the world market in United States dollars.

Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Issuer. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Business Corporations Act* (British Columbia).

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

(a) participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;

(b) no commissions or other extraordinary consideration will be paid to such directors and officers; and

(c) business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Issuer except on the same or better terms than the basis on which they are offered to third party participants.

Dividends

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

COVID-19 Pandemic

The Issuer may incur additional expenses and delays due to the impact of the global pandemic caused by COVID-19 on the capital markets and general market conditions. Such expenses and delays may result in a material adverse impact in connection with the Issuer's ability to complete its Offering, its ability to undertake its proposed mineral exploration and development activities, and its ability to obtain additional necessary capital in the future. In particular, while the precise impact of the COVID-19 outbreak on the Issuer or the Property remains unknown, rapid spread of COVID-19 and its declaration as a global pandemic may result in travel bans, closure of assay labs, work delays, difficulties for contractors and employees getting to and from the Property and divert the attention of management, all of which, in turn, could have a negative impact on the Company's ability to implement the work program on the Property in a timely manner, the cost of the recommended work program and the business of the Company in general.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of common shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair the Issuer's ability to raise capital through future sales of Common Shares. The Issuer has previously issued Common Shares at an effective price per share which is lower than the effective price of the Common Shares qualified under this prospectus. Accordingly, a significant number of shareholders of the Issuer have an investment profit in the Common Shares that they may seek to liquidate

PROMOTERS

Joseph Cullen is considered to be a promoter of the Issuer in that he took the initiative in organizing the business of the Issuer. Mr. Cullen beneficially holds, directly or indirectly, a total of 500,000 (5%) of the Issuer's currently issued and outstanding Common shares. See "*Principal Shareholders*" above for further details.

LEGAL PROCEEDINGS

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

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

During the period from August 18, 2020 (date of incorporation) to June 30, 2021, the Issuer paid $6,500 in accounting fees to a firm owned by Mark Lotz, the Issuer's CFO.

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

RELATIONSHIP BETWEEN THE ISSUER AND AGENT

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

AUDITORS

The auditor of the Issuer is Manning Elliott LLP, Chartered Professional Accountants, of Suite 1700, 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3.

REGISTRAR AND TRANSFER AGENT

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

MATERIAL CONTRACTS

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

1. Property Option Agreement made between the Issuer and the Optionor, dated October 8, 2020 referred to under "*General Development of the Business*".

2. Administrative Services Agreement made between the Issuer and Matalia Investments Ltd. dated August 18, 2020. Matalia Investments Ltd. ("**Matalia**") is a private company controlled by Robert Coltura. Matalia provides administrative services to the Issuer for a fee of $3,000 per month. These services include general administrative services and advice to the Board of Directors, management of the Issuer's finances (pursuant to directions from the Issuer), and general liason and instruction of the Issuer's legal, accounting and financial advisors on behalf of the Issuer. The agreement has no fixed term and may be terminated by either party upon notice to the other, subject to three months notice of termination or payment of three months fees to Matalia under the agreement if terminated by the Issuer.

3. Stock Option Plan approved by the Board of Directors on July 21, 2021 referred to under "*Options to Purchase Securities*".

4. Escrow Agreement among the Issuer, Endeavor Trust Corporation and Principals of the Issuer made as of XX, 2021 referred to under "*Escrowed Shares*".

5. Agency Agreement between the Issuer and Leede Jones Gable Inc., dated for reference XX, 2021 referred to under "*Plan of Distribution*".

A copy of any material contract and the Technical Report may be inspected during the Offering of the Offered Shares being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Issuer's offices at 9285 203B Street, Langley, British Columbia V1M 2L9. As well, the Technical Report is available for viewing on SEDAR located at: www.sedar.com.

EXPERTS

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

Certain legal matters related to this Offering will be passed upon on behalf of the Issuer by Harper Grey LLP and by DS Burstall LLP on behalf of the Agent.

Donald Théberge, P.Eng., M.B.A., and Richard Genest, Geol., the Authors of the Technical Report on the Eastmain Property, are independent from the Issuer within the meaning of NI 43-101.

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

OTHER MATERIAL FACTS

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

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

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

FINANCIAL STATEMENTS

Attached as Schedule B and forming part of this Prospectus are the audited financial statements of the Issuer for the period August 18, 2020 (date of incorporation) to June 30, 2021.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Attached as Schedule C and forming part of this Prospectus is the Management Discussion and Analysis for the Issuer for the period August 18, 2020 (date of incorporation) to June 30, 2021.

SCHEDULE "A"

Silverfish Resources Inc.

(the "**Company**")

AUDIT COMMITTEE CHARTER

1. Mandate and Purpose of the Committee

The Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of the Company is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

(a) the integrity of the Company's financial statements;

(b) the Company's compliance with legal and regulatory requirements, as they relate to the Company's financial statements;

(c) the qualifications, independence and performance of the Company's auditor;

(d) internal controls and disclosure controls;

(e) the performance of the Company's internal audit function;

(f) consideration and approval of certain related party transactions; and

(g) performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

2. Authority

The Committee has the authority to:

(i) engage and compensate independent counsel and other advisors as it determines necessary or advisable to carry out its duties; and

(ii) communicate directly with the Company's auditor.

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

3. Composition and Expertise

The Committee shall be composed of a minimum of three members, each of whom is a director of the Company. A majority of the Committee's members must be "independent" and "financially literate" as such terms are defined in applicable securities legislation.

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of shareholders or until they are removed by the Board or cease to be directors of the Company.

The Board shall appoint one member of the Committee to act as Chair of the Committee. If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

4. Meetings

Any member of the Committee or the auditor may call a meeting of the Committee. The Committee shall meet at least four times per year and as many additional times as the Committee deems necessary to carry out its duties. The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting. The Company's auditor shall be given notice of every meeting of the Committee and, at the expense of the Company, shall be entitled to attend and be heard thereat. If requested by a member of the Committee, the Company's auditor shall attend every meeting of the Committee held during the term of office of the Company's auditor.

A majority of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Business may also be transacted by the unanimous written consent resolutions of the members of the Committee, which when so approved shall be deemed to be resolutions passed at a duly called and constituted meeting of the Committee.

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Company. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

5. Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any guidelines recommended by regulators or the Canadian Securities Exchange and shall recommend changes to the Board thereon.

6. Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

7. Duties and Responsibilities

(a) **Financial Reporting**

The Committee is responsible for reviewing and recommending approval to the Board of the Company's annual and interim financial statements, MD&A and related news releases, before they are released.

The Committee is also responsible for:

(i) being satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in the preceding paragraph, and for periodically assessing the adequacy of those procedures;

(ii) engaging the Company's auditor to perform a review of the interim financial statements and receiving from the Company's auditor a formal report on the auditor's review of such interim financial statements;

(iii) discussing with management and the Company's auditor the quality of applicable accounting principles and financial reporting standards, not just the acceptability of thereof;

(iv) discussing with management any significant variances between comparative reporting periods; and

(v) in the course of discussion with management and the Company's auditor, identifying problems or areas of concern and ensuring such matters are satisfactorily resolved.

(b) **Auditor**

The Committee is responsible for recommending to the Board:

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

(ii) the compensation of the Company's auditor.

The Company's auditor reports directly to the Committee. The Committee is directly responsible for overseeing the work of the Company's auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the Company's auditor regarding financial reporting.

(c) **Relationship with the Auditor**

The Committee is responsible for reviewing the proposed audit plan and proposed audit fees. The Committee is also responsible for:

(i) establishing effective communication processes with management and the Company's auditor so that it can objectively monitor the quality and effectiveness of the auditor's relationship with management and the Committee;

(ii) receiving and reviewing regular feedback from the auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditor's final report;

(iii) reviewing, at least annually, a report from the auditor on all relationships and engagements for non-audit services that may be reasonably thought to bear on the independence of the auditor; and

(iv) meeting in camera with the auditor whenever the Committee deems it appropriate.

(d) **Accounting Policies**

The Committee is responsible for:

(i) reviewing the Company's accounting policy note to ensure completeness and acceptability with applicable accounting principles and financial reporting standards as part of the approval of the financial statements;

(ii) discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;

(iii) reviewing with management and the auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;

(iv) discussing with management and the auditor the acceptability, degree of aggressiveness/conservatism and quality of underlying accounting policies and key estimates and judgments; and

(v) discussing with management and the auditor the clarity and completeness of the Company’s financial disclosures.

(e) **Risk and Uncertainty**

The Committee is responsible for reviewing, as part of its approval of the financial statements:

(i) uncertainty notes and disclosures; and

(ii) MD&A disclosures.

The Committee, in consultation with management, will identify the principal business risks and decide on the Company’s “appetite” for risk. The Committee is responsible for reviewing related risk management policies and recommending such policies for approval by the Board. The Committee is then responsible for communicating and assigning to the applicable Board committee such policies for implementation and ongoing monitoring.

The Committee is responsible for requesting the auditor’s opinion of management’s assessment of significant risks facing the Company and how effectively they are managed or controlled.

(f) **Controls and Control Deviations**

The Committee is responsible for reviewing:

(i) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and

(ii) major points contained in the auditor’s management letter resulting from control evaluation and testing.

The Committee is also responsible for receiving reports from management when significant control deviations occur.

(g) **Compliance with Laws and Regulations**

The Committee is responsible for reviewing regular reports from management and others (e.g. auditors) concerning the Company’s compliance with financial related laws and regulations, such as:

(i) tax and financial reporting laws and regulations;

(ii) legal withholdings requirements;

(iii) environmental protection laws; and

(iv) other matters for which directors face liability exposure.

(h) **Related Party Transactions**

All transactions between the Company and a related party (each a “related party transaction”), other than transactions entered into in the ordinary course of business, shall be presented to the Committee for consideration.

The term “related party” includes (i) all directors, officers, employees, consultants and their associates (as that term is defined in the Securities Act (British Columbia)), as well as all entities with common directors, officers, employees and consultants (each “general related parties”), and (ii) all other individuals and entities having beneficial ownership of, or control or direction over, directly or indirectly securities of the Company carrying more than 10% of the voting rights attached to all of the Company’s outstanding voting securities (each “10% shareholders”).

Related party transactions involving general related parties which are not material to the Company require review and approval by the Committee. Related party transactions that are material to the Company or that involve 10% shareholders require approval by the Board, following review thereof by the Committee and the Committee providing its recommendation thereon to the Board.

8. Non-Audit Services

All non-audit services to be provided to the Company or its subsidiary entities by the Company’s auditor must be pre-approved by the Committee.

9. Submission Systems and Treatment of Complaints

The Committee is responsible for establishing procedures for:

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

(b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee is responsible for reviewing complaints and concerns that are brought to the attention of the Chair of the Audit Committee and for ensuring that any such complaints and concerns are appropriately addressed. The Committee shall report quarterly to the Board on the status of any complaints or concerns received by the Committee.

10. Procedure For Reporting Of Fraud Or Control Weaknesses

Each employee is expected to report situations in which he or she suspects fraud or is aware of any internal control weaknesses. An employee should treat suspected fraud seriously, and ensure that the situation is brought to the attention of the Committee. In addition, weaknesses in the internal control procedures of the Company that may result in errors or omissions in financial information, or that create a risk of potential fraud or loss of the Company’s assets, should be brought to the attention of both management and the Committee.

To facilitate the reporting of suspected fraud, it is the policy of Company that the employee (the “whistleblower”) has anonymous and direct access to the Chair of the Audit Committee. Should a new Chair be appointed prior to the updating of this document, current Chair will ensure that the whistleblower is able to reach the new Chair in a timely manner. In the event that the Chair of the Audit Committee cannot be reached, the whistleblower should contact the Chair of the Board of Directors. Access to the names and place of employment of the Company’s Directors can be found in the Company’s website.

In addition, it is the policy of the Company that employees concerned about reporting internal control weaknesses directly to management are able to report such weaknesses to the Committee anonymously. In this case, the employee should follow the same procedure detailed above for reporting suspected fraud.

11. Hiring Policies

The Committee is responsible for reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Company.

SCHEDULE "B"

Audited Financial Statements for the
Period from August 18, 2020 (date of incorporation) to June 30, 2021

See attached.

SILVERFISH RESOURCES INC.

FINANCIAL STATEMENTS

FOR THE PERIOD FROM INCORPORATION ON AUGUST 18, 2020 TO JUNE 30, 2021

(EXPRESSED IN CANADIAN DOLLARS)

manning elliott

17th floor, 1030 West Georgia St., Vancouver, BC, Canada V6E 2Y3

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INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Silverfish Resources Inc.

Opinion on the financial statements
We have audited the accompanying financial statements of Silverfish Resources Inc. (the "Company") which comprise the statement of financial position as at June 30, 2021, and the statements of loss and comprehensive loss, cash flows and changes in shareholders' equity for the period from incorporation on August 18, 2020 to June 30, 2021, and the related notes, including a summary of significant accounting policies and other explanatory information (collectively referred to as the "financial statements").

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2021, and its financial performance and its cash flows for the period from incorporation on August 18, 2020 to June 30, 2021 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

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

Material Uncertainty Related to Going Concern
We draw attention to Note 1 of the accompanying financial statements, which indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information
Management is responsible for the other information, which comprises the information included in the Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and do not and will not express any form of assurance conclusion thereon. In connection with our audits of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indicators that the other information appears to be materially misstated.

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, 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.

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

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

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

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

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

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

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

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

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

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
August XX, 2021

SILVERFISH RESOURCES INC.
STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2021
(Expressed in Canadian dollars)

		2021
ASSETS		
CURRENT		
Cash	$	268,314
Amounts receivable		7,334
Prepaid expenses		3,938
		279,586
EXPLORATION AND EVALUATION ASSET (*Note 4)*		136,461
	$	**416,047**
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities *(Note 6)*	$	14,825
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (*Note 5*)		454,250
DEFICIT		(53,028)
		401,222
	$	**416,047**

NATURE OF BUSINESS AND CONTINUING OPERATIONS (*Note 1*)
COMMITMENTS (*Note 10)*
SUBSEQUENT EVENT (*Note 11)*

Approved on behalf of the Board:

"" Director

"" Director

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

SILVERFISH RESOURCES INC.
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 18, 2020 TO JUNE 30, 2021
(Expressed in Canadian dollars)

		2021
EXPENSES		
Accounting fees (Note 6)	$	14,500
General and administration		1,755
Legal fees		11,327
Listing fees		2,946
Management fees		18,000
Rent		4,500
NET LOSS AND COMPREHENSIVE LOSS		**(53,028)**
LOSS PER SHARE – BASIC AND DILUTED	**$**	**(0.01)**
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – BASIC AND DILUTED		**5,532,911**

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

SILVERFISH RESOURCES INC.
STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 18, 2020 TO JUNE 30, 2021
(Expressed in Canadian dollars)

			2021
OPERATING ACTIVITIES			
Net loss for the period		$	(53,028)
Changes in non-cash working capital balances:			
Amounts receivable			(7,334)
Prepaid expenses			(3,938)
Accounts payable and accrued liabilities			14,825
Cash used by operating activities			(49,475)
INVESTING ACTIVITY			
Exploration and evaluation asset			(136,461)
FINANCING ACTIVITY			
Shares issued for cash			454,250
CHANGE IN CASH			268,314
CASH, BEGINNING OF PERIOD			-
CASH, END OF PERIOD	$$	$	268,314

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

SILVERFISH RESOURCES INC.
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE PERIOD FROM INCORPORATION ON AUGUST 18, 2020 TO JUNE 30, 2021
(Expressed in Canadian dollars)

	Common shares			
	Number of shares	**Amount**	**Deficit**	**Total**
As at August 18, 2020	-	$ -	$ -	$ -
Founders' shares issued	1,650,000	8,250	-	8,250
Shares issued for cash	8,300,000	446,000	-	446,000
Net loss	-	-	(53,028)	(53,028)
As at June 30, 2021	9,950,000	$ 454,250	$ (53,028)	$ 401,222

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

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Silverfish Resources Inc. was incorporated on August 18, 2020 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is Suite 9285 203B Street Langley, British Columbia, Canada. On January 5, 2021, the Company changed its name from Silver Surfer Mining Corp. to Silverfish Resources Inc.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at June 30, 2021, the Company has not yet determined whether the Company's mineral property asset contain ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition.

The Company had a deficit of $53,028 as at June 30, 2021, which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying value is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. The outcome of these matters cannot be predicted at this time and indicate the existence of a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

The outbreak of the Coronavirus Disease 2019, or COVID-19, has spread across the globe and is impacting worldwide economic activity. This global pandemic poses the risk that the Company or its clients, employees, contractors, suppliers, and other partners may be unable to conduct regular business activities for an indefinite period of time. At this point, the impact on the Company has been minimal. The Company continues to monitor the situation and is taking all necessary precautions in order to follow rules and best practices as set out by the federal and provincial governments.

2. BASIS OF PREPARATION

Statement of Compliance

These financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Approval of the Financial Statements

The financial statements of the Company for the period from incorporation on August 18, 2020 to June 30, 2021 were reviewed by the Audit Committee and approved and authorized for issuance by the Board of Directors on August XX, 2021.

Basis of Measurement

These financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value as explained in the accounting policies set out in Note 3.

The functional and presentation currency of the Company is the Canadian dollar.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

a) Cash equivalents include short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. As of June 30, 2021, the Company held no cash equivalents.

b) Significant Accounting Estimates and Judgements

The preparation of these financial statements 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 reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

i. the measurement of deferred income tax assets and liabilities.

Significant accounting judgments

i. the determination of categories of financial assets and financial liabilities;

ii. the evaluation of the Company's ability to continue as a going concern; and

iii. the assessment of indications of impairment of the Company's exploration and evaluation asset and related determination of the net realizable value and write-down of the Company's exploration and evaluation asset where applicable.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c) Income Taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the financial statements date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income taxes are recorded using the liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

d) Loss Per Share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive. Basic and diluted loss per share excludes all of the Company’s common shares from the weighted average shares calculation that are contingently returnable.

e) Share Issuance Costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to operations.

f) Share-based payments

The fair value of equity settled stock options awarded to employees defined under IFRS 2 Share-based payments (i.e. employees for legal and tax purpose, directors and certain consultants), determined as of the date of grant, and awarded to non-employees defined under IFRS 2, as of the date of delivery of service, is recognized as share-based payments, included in general and administrative expenses in the statement of comprehensive loss, over the vesting period of the stock options based on the estimated number of options expected to vest, with a corresponding increase to equity.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

g) Financial Instruments

On initial recognition financial assets are classified as measured at:

i. Amortized cost;

ii. Fair value through other comprehensive income ("FVOCI"); and

iii. Fair value through profit and loss ("FVTPL").

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification:

i. Amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.

The Company does not have any assets classified at amortized cost.

ii. FVOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.

The Company does not have any assets classified at FVOCI.

iii. FVTPL

Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the statement of loss and comprehensive loss in the period in which it arises.

The Company's cash is classified at FVTPL.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

g) Financial Instruments (continued)

Financial Liabilities and Equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group entities are recorded at the proceeds received, net of direct issue costs.

Financial liabilities are classified as measured at (i) FVTPL; or (ii) amortized cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI and the remaining amount of the change in the fair value is presented in profit or loss.

The Company does not classify any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

The Company classifies its accounts payable at amortized cost.

A financial liability is derecognized when the contractual obligation under the liability is discharged, cancelled or expires or its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

h) Exploration and evaluation assets

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units-of-production method over estimated recoverable reserves.

Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written-down to the estimated recoverable amount.

The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Exploration and evaluation assets (continued)

When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

i) Decommissioning, restoration and similar liabilities

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the units-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

j) Flow-through shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. As expenditures are incurred, the liability associated with the renounced tax deductions is recognized through profit and loss with a pro-rata portion of the deferred premium.

To the extent that the Company has deferred tax assets in the form of tax loss carry-forwards and other unused tax credits as at the reporting date, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

(Expressed in Canadian dollars)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

k) Adoption of new accounting standards, interpretations and amendments

The Company has performed an assessment of new standards issued by the IASB that are not yet effective. The Company has assessed that the impact of adopting these accounting standards on its financial statements would not be significant.

4. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	Exploration Costs	Total
Balance at August 18, 2020	$ -	$ -	$ -
Additions:			
Property deposit	15,000	-	15,000
Reports	-	14,297	14,297
Travel	-	858	858
Survey	-	52,039	52,039
Assay costs	-	22,001	22,001
Equipment rental	-	32,266	32,266
Balance at June 30, 2021	$ 15,000	$ 121,461	$ 136,461

Eastmain Project Property

On October 8, 2020, the Company entered into a Mineral Property Option Agreement (the "Option Agreement") with Blair Naughty (the "Optionor") pursuant to which the Company has an option to acquire 100% interest in 42 mineral claims known as the Eastmain Project Property located in the Province of Québec (the “Claims”). Under the terms of the Option Agreement, the Company has to make cash payments totaling $35,000 and issue 600,000 common shares and incur $225,000 of exploration expenditures on the Claims as follows:

a. make a cash payment of $15,000 on signing of this Agreement - paid;
b. issue 250,000 common shares to the Optionor on the earlier of (i) listing of the Company’s common shares on the Canadian Securities Exchange, and (ii) the first anniversary of the Effective Date (the Effective Date being October 8, 2020); and
c. incurring $75,000 of exploration expenditures on the Claims, making a further cash payment to the Optionor of $20,000 and issuing a further 350,000 common shares of the Optionee to the Optionor on or before the first anniversary of the Effective Date; and
d. incurring an additional $150,000 of exploration expenditures on claims on or before the second anniversary of the Effective Date.

Under the terms of the Option Agreement, the Optionor has granted the Company the option to acquire all rights, title and interest in the claims. In addition, the claims are subject to Net Smelter Return (the "NSR") or 3% which can be purchased at any time for purchase a two-thirds interest in the Optionor’s NSR for a cash consideration of $2,000,000.

(Expressed in Canadian dollars)

5. SHARE CAPITAL

a) Authorized: Unlimited number of common shares without par value.

b) Escrow shares:

As at June 30, 2021, there were no common shares held in escrow.

c) Issued and outstanding as at June 30, 2021: 9,950,000 common shares.

During the period ended June 30, 2021, the Company had the following transactions:

On August 18, 2020, the Company issued 1,650,000 common shares at a price of $0.005 per share for gross proceeds of $8,250 to the founders.

On January 26, 2021, the Company completed a private placement for 4,800,000 flow-through common shares at a price of $0.02 per share for gross proceeds of $96,000. Each unit consists of one common share of the Company and one-half share purchase warrant. Each warrant entitles the holder to acquire one additional non flow-through common share of the Company at an exercise price of $0.03 on or before January 26, 2026.

On February 12, 2021, the Company completed a private placement for 3,500,000 non-flow-through common shares at $0.10 per share for gross proceeds of $350,000.

d) Warrants

A continuity of the warrants outstanding as at June 30, 2021:

	Number of warrants	Weighted average exercise
Balance, August 18, 2020	-	-
Issued	2,400,000	$0.03
Balance, June 30, 2021	2,400,000	$0.03

As at June 30, 2021, the Company had the following outstanding warrants:

Number of warrants	Weighted average exercise price	Weighted average years outstanding	Expiry date
2,400,000	$0.03	4.58	January 26, 2026

(Expressed in Canadian dollars)

6. RELATED PARTY BALANCES AND KEY MANAGEMENT TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Key management includes directors and key officers of the Company, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO").

The Company had incurred the following key management personnel cost from related parties for the period ended June 30, 2021:

	2021
	$
Accounting fees	6,500

During the period ended June 30, 2021, the Company paid $6,500 in accounting fees to a company controlled by the CFO and director of the Company.

As at June 30, 2021, accounts payable includes $6,500 in professional fees due to the CFO of the Company. The amounts payable is unsecured, non-interest bearing and due on demand.

7. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification, evaluation and acquisition of its exploration and evaluation asset. The Company does not have any externally imposed capital requirements to which it is subject.

The Company's capital structure consists of equity. As at June 30, 2021, the Company had capital resources consisting of cash. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets or adjust the amount of cash.

8. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair value of financial instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at June 30, 2021 were as follows:

		Fair value measurement using		
	Carrying amount	Level 1	Level 2	Level 3
Cash	$ **268,314**	$ 268,314	$ -	$ -

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

8. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (*continued*)

Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

Interest Rate Risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short- term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

Liquidity risk

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

9. INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates:

		2021
Canadian statutory income tax rate		27%
Income tax recovery at statutory rate	$	(14,357)
Permanent differences and other		14,357
Deferred income tax recovery	$	-

Significant components of the Company's deferred income tax assets are shown below:

		2021
Non-capital loss carry forwards	$	14,318
Exploration and evaluation assets		(14,318)
Total gross deferred income tax assets		-
Unrecognized deferred income tax assets	$	-
Net deferred income tax assets	$	-

As at June 30, 2021, the Company had approximately $40,461 in non-capital loss carry forward available to reduce taxable income for future years. The non-capital losses expire in 2041.

10. COMMITMENTS

The Company is committed to certain cash payments, common share issuances and exploration expenditures as described in Note 4.

11. SUBSEQUENT EVENT

On July 6, 2021, the Company entered into an agreement with Leede Jones Gable Inc. (“Leede”) whereby Leede agreed to act as the lead agent for the Company’s proposed initial public offering of common shares to be completed concurrent with the listing of the Company’s share on the Canadian Securities Exchange.

The Company intends to offer 4,000,000 shares at a price of $0.25 for gross proceeds of $1,000,000. The agreement provides for an over-allotment option equal to 15% of the offering at the same terms.

The Company has agreed to pay Leede a corporate finance fee of $35,000 and a cash commission equal to 9% of the amount raised under the offering. The Company will also issue compensation options to Leede entitling Leede to purchase shares in an amount equal to 9% of the number of shares sold pursuant to the offering, exercisable for a period of 24 months after the closing date.

SCHEDULE "C"

Management's Discussion and Analysis for the Period from August 18, 2020 (date of incorporation) to June 30, 2021

See attached.

The following Management's Discussion and Analysis ("MD&A") is current as of August 27, 2021. This MD&A contains a review and analysis of financial results for Silverfish Resources Corporation. ("the Company") for the period ended June 30, 2021.

This MD&A supplements but does not form part of the condensed financial statements of the Company and Notes thereto for the period ended June 30, 2021, and consequently should be read in conjunction with the afore-mentioned financial statements and Notes thereto.

All amounts both in the Company's financial statements and this MD&A are expressed in Canadian dollars.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain "forward-looking information" which may include, but is not limited to, statements with respect to future events or future performance, management's expectations regarding the Company's growth, results of operations, estimated future revenues, requirements for additional capital, production costs and revenue, future demand for and prices of gold and precious metals, business prospects and opportunities. In addition, statements relating to mineral estimates or mineralized material of recoverable metals are forward-looking information, as they involve implied assessment, based on certain estimates and assumptions, that the metals can be profitably produced in the future. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative or grammatical variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. A number of known and unknown risks, uncertainties and other factors may cause the actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. Such factors include, among others, general business, economic, competitive, political and social uncertainties; development and/or exploration activities and the accuracy of probability simulations prepared to predict prospective mineral resources; changes in project parameters as plans continue to be refined; political instability or insurrection or war; labor force availability and turnover; delays in obtaining governmental approvals and permits or in the completion of development or construction activities or in the commencement of operations; as well as those factors discussed in the section entitled "Risks Factors" in this MD&A. These factors should be carefully considered and readers of this MD&A should not place undue reliance on forward-looking information.

Although the forward-looking information contained in this MD&A is based upon what management believes to be reasonable assumptions, there can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Such forward-looking information is made as of the date of this MD&A and, other than as required by applicable securities laws, the Company assumes no obligation to update or revise such forward-looking information to reflect new events or circumstances.

BASIS OF PRESENTATION

In this document and in the Company's consolidated financial statements, unless otherwise noted, all financial data is prepared in accordance with IFRS.

BUSINESS OVERVIEW

The Company is principally engaged in the acquisition and exploration of mineral properties. The Company's sole asset is the Eastmain Project property. On October 8th, 2020, the Company (the "Optionee") entered into a Mineral Property Option Agreement (the "Agreement") with Blair Naughty (the "Optionor"). Pursuant to the Agreement, the Optionee has an option to acquire 100% interest in the mineral claims known as Eastmain Project property located in the Province of Québec (the "Claims") from the Optionor.

Under the terms of the Agreement, the Optionor has granted the Optionee the option to acquire all rights, title and interest in the Claims. In addition, the Claims are subject to the reservation by the Optionor of a 3% net smelter returns royalty (the "Optionor's NSR") to be paid by the Optionee upon exercise of the option in full.

Under the Option Agreement, the Optionee will be required to make cash payments totaling $35,000, issue 600,000 common shares, and incur $225,000 as follows:

a. make a cash payment of $15,000 on signing of this Agreement - **paid**;
b. issue 250,000 common shares of the Optionee on the earlier of (i) listing of the Optionee's common shares on the Canadian Securities Exchange, and (ii) the first anniversary of the Effective Date; and
c. incurring $75,000 of Expenditures on Claims, making a further cash payment to the Optioner of $20,000 and issuing a further 350,000 common shares of the Optionee to the Optionor on or before the first anniversary of the effective Date; and
d. incurring an additional $150,000 of Expenditures on Claims on or before the second anniversary of the Effective Date

Following the exercise of the Option, the Optionee will have the right to purchase a two-thirds interest (2%) of the Optionor's NSR for $2,000,000.

The value of the Company's exploration and evaluation asset was comprised of the following as of June 30, 2021:

	Acquisition Costs	Exploration Costs	Total
Balance at August 18, 2020	$ -	$ -	$ -
Additions:			
Property deposit	15,000	-	15,000
Reports	-	14,297	-
Travel	-	858	-
Survey	-	52,039	-
Assay costs	-	22,001	-
Equipment rental	-	32,266	-
Balance, June 30, 2021	$ 15,000	$ 121,461	$ 136,461

SUMMARY OF ANNUAL RESULTS

Below is a summary of the Company's annual results, prepared under International Financial Reporting Standards:

	Year ending June 30, 2021
Net loss	(53,028)
Basic and diluted loss per share	(0.01)

Financial Performance

For the period ended June 30, 2021

Net loss for the period ended June 30, 2021 was $53,028. This included general and administrative expenses of $1,755; rent expense of $4,500; accounting fees of $14,500; management fees of $18,000; legal fees of $11,327 and listing fees of $2,946.

Cash Flows

In the period ended June 30, 2021 net cash of $49,475 was used in operating activities, $136,461 was used in investing activities. Financing activities for the period provided $454,200. The company ended the period with $268,314 in cash.

Liquidity and Capital Resources

Total shareholders' equity as of June 30, 2021 was $401,221 as follows:

Balance as of August 18, 2020	$	NIL
Current period loss		(53,028)
Shares issued for cash		454,250
Balance as of June 30, 2021	$	401,222

Working capital was $264,761 as of June 30, 2021.

The Company does not generate cash flows from operations and accordingly, the Company will need to raise additional funds through the issuance of shares. Although, the Company has been successful in raising funds in the past there can be no assurance that the Company will be able to raise sufficient funds in the future, in which case the Company may be unable to meet obligations in the normal course of business. These factors may cast significant doubt regarding the Company's ability to continue as a going concern. Should the Company be unable to discharge liabilities in the normal course of business, the net realizable value of the Company's assets may be materially less than amounts on the statement of financial position.

COMMITMENTS AND CONTINGENCIES

The Company is committed to certain cash payments, common share issuances and exploration expenditures as described in the Business Overview.

RELATED PARTY TRANSACTIONS

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

The Company had incurred the following key management personnel cost from related parties for the period ended June 30, 2021:

	2021
	$
Accounting fees	6,500

During the period ended June 30, 2021, the Company paid $6,500 in accounting fees to a company controlled by the CFO and director of the Company.

As at June 30, 2021, accounts payable includes $6,500 in accounting fees due to the CFO of the Company. The amounts payable is unsecured, non-interest bearing and due on demand.

OFF-BALANCE SHEET ARRANGEMENTS

There were no off-balance sheet arrangements for the period ended June 30, 2021.

PROPOSED TRANSACTIONS

There were no proposed transactions for the period ended June 30, 2021.

CRITICAL ACCOUNTING ESTIMATES

The preparation of these financial statements 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 reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

i. the measurement of deferred income tax assets and liabilities; and

Significant accounting judgments

i. the determination of categories of financial assets and financial liabilities;

ii. the evaluation of the Company's ability to continue as a going concern; and

iii. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable;

ADOPTION OF NEW ACCOUNTING STANDARDS, INTERPRETATIONS AND AMENDMENTS

The Company has performed an assessment of new standards issued by the IASB that are not yet effective. The Company has assessed that the impact of adopting these accounting standards on its financial statements would not be significant.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair value of financial instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at June 30, 2021 were as follows:

		Fair value measurement using		
	Carrying amount	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 268,314	$ 268,314	$ -	$ -

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

Interest Rate Risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short- term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

Liquidity risk

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

RISKS AND UNCERTAINTIES

In conducting its business, the Company faces a number of risks and uncertainties related to the mineral exploration industry. In addition to the factors set out below, please see "Risk Factors" in the Prospectus (as defined below).

Dilution

The Company does not generate any revenues from production and may not have sufficient financial resources to undertake by itself all of its planned exploration programs. The Company has limited financial resources and has financed its operations primarily through the sale of common shares. The Company assesses various options for financing; however, the Company may need to continue its reliance on the sale of securities for future financing, resulting in potential dilution to the Company's existing shareholders. The amount of additional funds required will depend largely on the success of the Company's exploration programs.

Further exploration programs will depend on the Company's ability to obtain additional financing which may not be available under favorable terms, if at all. If adequate financing is not available, the Company may not be able to commence or continue with its exploration and development programs or to meet minimum expenditure requirements to prevent the full or partial loss of its mineral properties.

No Known Mineral Reserves

The Company's mineral properties are in the exploration stage and it is without known mineral reserves. Although the Company may discover mineral reserves through its exploration programs, commercial production may not be warranted due to insufficient quantities or unfavourable economic conditions.

In the event a mineral reserve is discovered, substantial expenditures are required to develop the mineral reserve for production including facilities for mining, processing, infrastructure and transportation. The marketability of any minerals discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately predicted, such as global economic conditions, mineral markets and mineral pricing, global smelting and refining availability, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. Depending on the price of minerals produced, the Company may determine that it is not warranted to commence or continue commercial production.

Key Personnel

The Company is dependent on a relatively small number of key personnel, the loss of any of whom could have an adverse effect on the operations of the Company. The Company's success is dependent to a great degree on its ability to attract and retain qualified management personnel. The loss of such key personnel, through incapacity or otherwise, may require the Company to seek and retain other qualified personnel and could compromise the pace and success of its exploration activities. The Company does not maintain key person insurance in the event of a loss of any such key personnel. Also, certain management personnel of the Company are officers and/or directors of other publicly-traded companies and may devote only part of their time to the Company.

Additionally, the Company has relied on and is expected to continue relying upon consultants and others for exploration and development expertise.

Industry Operating Hazards and Risks

Mineral exploration and development involve many risks, including location of commercially productive mineral resources or reserves, which may not occur even with a combination of experience, knowledge and careful evaluation. The operations in which the Company has a direct or indirect interest may be subject to some or all of the hazards and risks normally incidental to resource companies, any of which could result in work stoppages. Fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides social disruptions, and the inability to obtain suitable or adequate machinery, equipment or labour are some of the industry operating risks involved in the development and operation of mines and the conduct of exploration programs. Other risks include injury or loss of life, severe damage to or destruction of property, clean-up responsibilities, regulatory investigation and penalties and suspension of operations. The occurrence of any of these operating risks and hazards may have an adverse effect on the Company's financial condition and operations and may incur legal liability.

Although the Company will, when appropriate, secure liability insurance in an amount which it considers appropriate, the nature of these risks is such that liabilities might exceed policy limits, the liability and hazards might not be insurable, or the Company might elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that may have a material adverse effect upon its financial condition and operations.

Government Regulations and Political Climate

Mineral exploration on the Company's properties are affected to varying degrees by: (i) government regulations relating to such matters as environmental protection, health, safety and labour; (ii) mining law reform; (iii) tax laws (iv) restrictions on production, price controls, and tax increases; (v) maintenance of claims; (vi) tenure; and (vii) expropriation of property through nationalization, requisition or confiscation. Any mineral exploration activities conducted by the Company, including commencement of production, require permits from governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, mining, production, exports, 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 increased costs, and delays in development and/or production and other schedules as a result of the need to comply with applicable laws, regulations and permits. All permits required for the conduct of exploration, development and mining operations, including the construction of mining facilities, may not be obtainable by the Company on reasonable terms, which would have an adverse effect on any mining project the Company might undertake. Additionally, 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 exploration, development or operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

To the best of the Company's knowledge, the Company is and will continue to operate in compliance with applicable legal and environmental regulations and social requirements. However, amendments to current governmental laws and regulations affecting mining companies, or the more stringent application thereof, or shifts in political conditions or attitudes could adversely affect the Company's operations including the potential to curtail or cease exploration programs or to preclude entirely the economic viability of a mineral property. The extent of future changes to governmental laws and regulations cannot be predicted or quantified, but it should be assumed that such laws and regulations will become more stringent in the future. Generally, new laws and regulations will result in increased compliance costs, including costs and time and effort for obtaining permits, and increased delays or fines resulting from loss of permits or failure to comply with the new requirements.

DISCLOSURES

This MD&A supports information disclosed in the Company's financial statements. More information regarding the Company's mineral right interests can be found under Note 4 of the Company's financial statements for the current reporting period.

Internal Controls Over Financial Reporting ("ICFR")

There were no changes in the Company's internal control over financial reporting during the period from August 18, 2020 (date of incorporation) to June 30, 2021 that have materially affected, or are reasonably likely to affect, the Company's internal control over financial reporting.

Impact of COVID-19

The outbreak of the Coronavirus Disease 2019, or COVID-19, has spread across the globe and is impacting worldwide economic activity. This global pandemic poses the risk that the Company or its clients, employees, contractors, suppliers, and other partners may be unable to conduct regular business activities for an indefinite period of time. At this point, the impact on the Company has been minimal. The Company continues to monitor the situation and is taking all necessary precautions in order to follow rules and best practices as set out by the federal and provincial governments.

SUBSEQUENT EVENTS

As of August 27 2021, the Company is in the process of filing a preliminary prospectus (the "**Prospectus**"). The prospectus will qualify an offering to the public of 4,000,000 common shares at a price of $0.25 per common share for gross proceeds of $1,000,000.

CERTIFICATE OF SILVERFISH RESOURCES INC.

Dated: August 27, 2021

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

"Joseph Cullen"	*"Mark Lotz"*
JOSEPH CULLEN	MARK LOTZ
Chief Executive Officer and President	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF SILVERFISH RESOURCES INC.

"James D. Rogers"	*"Michael Romanik"*
JAMES D. ROGERS	MICHAEL ROMANIK
Director	Director

CERTIFICATE OF THE PROMOTER

Dated: August 27, 2021

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

"Joseph Cullen"
JOSEPH CULLEN

CERTIFICATE OF THE AGENT

Dated: August 27, 2021

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

LEEDE JONES GABLE INC.

"Richard H. Carter"

RICHARD H. CARTER
Senior Vice President, General Counsel and
Corporate Secretary