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.

PROSPECTUS

INITIAL PUBLIC OFFERING March 14, 2022

ROCK EDGE RESOURCES LTD.
(the "Issuer")

OFFERING

Type of Securities	**Number of Securities**	**Price per Security**
Common Shares	**3,500,000**	**$0.10**

This prospectus (the "Prospectus") qualifies the distribution (the "Offering") in the provinces of British Columbia and Alberta, through Research Capital Corporation (the "Agent"), of 3,500,000 common shares without par value (the "Common Shares") in the capital of the Issuer at a price of $0.10 per Common Share (the "Offering Price") for aggregate gross proceeds of $350,000. See "Description of the Securities to be Distributed" below. The Offering Price was determined by negotiation between the Issuer and the Agent.

The Common Shares are being offered pursuant to an agency agreement (the "Agency Agreement") dated March 14, 2022, between the Issuer and the Agent.

	Price to Public	**Agent's Commission(1)**	**Proceeds to Issuer(2)(3)**
Per Common Share	$0.10	$0.01	$0.09
Total Offering(4)	$350,000	$35,000	$315,000

Notes:
(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 10% of the aggregate gross proceeds realized from the sale of the Common Shares under the Offering. In addition, the Agent will also receive that number of compensation warrants (the "Compensation Warrants") equal to 10% of the aggregate number of Common Shares issued in the Offering, with each Compensation Warrant entitling the holder to purchase one Common Share (a "Compensation Share") at a price that is equal to the Offering Price for a period of 24 months from the Closing Day (as defined herein). The Issuer has further agreed to pay the Agent a cash corporate finance fee of $25,000 plus GST (the "Corporate Finance Fee"), of which $15,000 inclusive of GST has been paid by the Issuer. This Prospectus also qualifies for distribution the Compensation Warrants.
(2) Before deducting remaining expenses of the Offering, to be borne by the Issuer, estimated to be $37,000.
(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 48 hours prior to the Closing, to sell up to that number of additional Common Shares equal to 15% of the Common Shares issued pursuant to this Offering. If the Over-Allotment Option is exercised by the Agent, the Issuer will issue up to 525,000 additional Common Shares (each an "Over-Allotment Share") for a purchase price equal to the Offering Price, and up to 52,500 additional Compensation Warrants, which would result in aggregate gross proceeds of $402,500. A purchaser who acquires Over-Allotment Shares forming part of the Agent's over-allocation position acquires those securities under the Prospectus, regardless of whether the overallocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. This table excludes any Over-Allotment Option Shares issuable upon exercise of the Over-Allotment Option. See "Plan of Distribution" below.
(4) The Offering will remain open until the date that is 90 days after a receipt is issued for the final Prospectus, unless an amendment to the final 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 final Prospectus. In any event, the Offering must cease at the latest 180 days from the date of the receipt for the final Prospectus. If the Offering is not complete within the distribution period, all subscription funds will be returned to investors by the Agent, without interest or deduction. The Offering will not be

completed and no subscription funds will be advanced to the Issuer unless and until the minimum subscription of 3,500,000 Common Shares for aggregate gross proceeds of $350,000 has been raised.

ADDITIONAL DISTRIBUTIONS

This Prospectus also qualifies for distribution 100,000 Common Shares issuable to the Optionor (as defined herein) in respect of the Stockwork Property (as defined herein) pursuant to the Property Option Agreement (as defined herein). See "General Development of Business" and "Plan of Distribution" below.

There is no market through which the warrants, including the Compensation Warrants, 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 warrants offered hereunder must be considered highly speculative due to the nature of the Issuer's business and an investment in the warrants is suitable only for those purchasers who are willing to risk some or all of their investment and who can afford to lose some or all of their investment. 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). See "Risk Factors" below.

The Issuer has applied to list its Common Shares on the Canadian Securities Exchange (the "Exchange") and has received conditional approval for the listing of its Common Shares thereon. Listing will be subject to the Issuer fulfilling all of the requirements of the Exchange, including the public distribution requirements.

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)	Up to 525,000 Common Shares	Up to 48 hours prior to Closing	$0.10 per Over-Allotment Share
Compensation Warrants(2)	Up to 402,500 Compensation Warrants(3)	Within 24 months from the Closing	$0.10 per Compensation Share
Total Securities Issuable to Agent	**927,500**		

Notes:
(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 full exercise of the Over-Allotment Option.

The Agent, as exclusive agent of the Issuer for the purposes of this Offering, offers the Common 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 Lotz & Company and on behalf of the Agent by Vantage Law Corporation. 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. It is anticipated that the Common Shares will be issued as non-certificated book-entry securities through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. Consequently, purchasers of Common Shares are expected to receive a customer confirmation from the registered dealer that is a CDS participant from or through which the Common Shares were purchased and no certificate evidencing the Common Shares will be issued. Registration will be made through the depository services of CDS.

AGENT

RESEARCH CAPITAL CORPORATION
1075 West Georgia Street, Suite 1920
Vancouver, British Columbia
V6E 3C9

Telephone: (604) 662 - 1800
Facsimile: (778) 373 - 4101

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FORWARD-LOOKING STATEMENTS

This Prospectus contains "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information may include, but is not limited to, statements with respect to the future price of metals, historical estimates of mineralization, capital expenditures, success of exploration activities, permitting time lines, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage, the completion of regulatory approvals. In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information in this Prospectus includes, among other things, proposed expenditures for exploration work on the Property, results of such exploration work, economic viability of exploration at the Property, general and administrative expenses, expectations generally regarding completion of this Offering, the ability of the Issuer to raise further capital for corporate purposes, the utilization of the net proceeds of the Offering and treatment under applicable governmental regimes for permitting and approvals. See "Narrative Description of the Business – Recommendations", "Use of Proceeds" and "Risk Factors" below.

Such forward-looking information is based on a number of material factors and assumptions, including, but not limited in any manner, to those disclosed in any of the Issuer's public filings that timelines regarding exploration of the Property will be within industry experience, that the costs for exploration activities will not deviate significantly from recent trends, the ultimate determination of mineral reserves, if any, the availability and final receipt of required approvals, licenses and permits, sufficient working capital to develop and operate any proposed mine, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to capital and debt markets and associated costs of funds, the ability of the Issuer to retain key personnel, availability of a qualified work force, and the ultimate ability to mine, process and sell mineral products on economically favourable terms. While the Issuer considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to, risks and uncertainties disclosed in this Prospectus. See "Risk Factors" below. The Issuer has no specific policies or procedures for updating forward-looking information. Forward-looking information is based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Issuer does not intend, and undertakes no obligation, to update any forward-looking information to reflect, among other things, new information or future events.

Investors are cautioned against placing undue reliance on forward-looking information.

ELIGIBILITY FOR INVESTMENT

In the opinion of Thorsteinssons LLP, Canadian tax counsel to the Issuer, 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 (an "RDSP"), a registered education savings plan (a "RESP"), and a tax-free savings account (a "TFSA", and collectively with RRSP, RRIF and RDSP, the "Registered Plans").

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 and otherwise proceed in the manner described above to render the Common 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 Common Shares are not listed on the Exchange at the time of their issuance on the Closing and the Issuer is not otherwise a "public corporation" at that time, the Common Shares will not be qualified investments for the Registered Plans at that time. It is counsel's understanding that the Listing is a condition of Closing.

Notwithstanding that the Common Shares may be a qualified investment for a Registered Plan, 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 Registered Plan. **Prospective holders that intend to hold Common Shares in a Registered Plan 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 (ha)	0.404686
Feet	Metres (m)	0.30480
Miles	Kilometres (km)	1.609344
Tons	Tonnes (t)	0.907185
Ounces (troy)/ton	Grams/Tonne	34.2857

GLOSSARY

"**Agency Agreement**" means the Agency Agreement dated March 14, 2022, between the Agent and the Issuer.

"**Agent**" means Research Capital Corporation.

"**Agent's Commission**" means the cash commission payable to the Agent equal to 10% of the gross proceeds in relation to this Offering.

"**Author**" means Linda Caron, M.Sc., P.Eng., the author of the Technical Report.

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

"**Closing**" means the closing of the Offering and the issuance by the Issuer of the Common Shares.

"**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.

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

"Compensation Shares" means the Common Shares to be issued upon exercise of the Compensation Warrants.

"**Compensation Warrants**" means the options granted to the Agent as compensation for its services in relation to this Offering entitling the Agent to purchase up to that amount of Compensation Shares as is equal to 10% of the aggregate number of Common Shares issued pursuant to this Offering (including any Over-Allotment Shares issued by the Issuer upon the exercise of the Over-Allotment Option). Each Compensation Warrant entitles the Agent to acquire one Compensation Share at the Offering Price for a period of 24 months after the Closing Day.

"**Consulting Services Agreement**" means the Consulting Services Agreement between the Issuer and Musil G Consulting Services Ltd., dated September 15, 2020.

"**Corporate Finance Fee**" means the fee of $25,000 plus GST to be paid by the Issuer to the Agent on the Closing Day in consideration of corporate finance and structuring services provided by the Agent, of which $15,000 inclusive of GST has been paid by the Issuer.

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

"**Escrow Agreement**" means the escrow agreement dated effective March 9, 2022, among the Issuer, the Escrow Agent and certain securityholders of the Issuer.

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

"**Issuer**" means Rock Edge Resources Ltd.

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

"**Listing Date**" means the date the Common Shares are listed on the Exchange.

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

"**Offering Price**" means $0.10 per Common Share.

"**Optionor**" means Laurel Wong.

"**Over-Allotment Option**" means the Agent's option to solicit up to 525,000 Over-Allotment Shares to raise additional gross proceeds of up to $52,500 exercisable up to 48 hours prior to the Closing Day.

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

"**Principals**" has the meaning ascribed to it in NP 46-201.

"**Property Option Agreement**" means the option agreement dated September 23, 2020 made among the Issuer and the Optionor with respect to the Stockwork Property.

"**Stock Option Agreements**" mean the stock option agreements dated March 30, 2021, between the Issuer and certain directors and officers of the Issuer.

"**Stock Option Plan**" means a stock option plan approved by the Board of Directors of the Issuer on March 30, 2021 providing for the granting of incentive stock options to the Issuer's directors, officers, employees and consultants.

"**Stockwork Property**" or the "**Property**" means the property covering an area of 645 hectares in southern British Columbia, approximately 55 km southeast of Vernon, within the Vernon Mining Division.

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

"**Technical Report**" means the technical report dated November 26, 2021 and dated effective March 9, 2021, entitled "*National Instrument 43-101 Technical Report on the Stockwork Property*" authored by Linda Caron, M.Sc, P.Eng.

GLOSSARY OF TECHNICAL TERMS

Ag	Chemical symbol for silver.
Anomalous	A description of anything statistically out of the ordinary.
As	Chemical symbol for arsenic.
Au	Chemical symbol for gold.
Ba	Chemical symbol for barium.
Bi	Chemical symbol for bismuth.
Cd	Chemical symbol for Cadmium
Chalcopyrite	A sulphide of copper common to most copper mineral deposits.
Chlorite	A member of a group of minerals resembling micas (the tabular crystals of chlorite cleave into small, thin flakes or scales that are flexible, but not elastic like those of micas); they may also be considered as clay minerals when very fine grained. Chlorites are widely distributed, especially in low-grade metamorphic rocks, or as alteration products of ferromagnesian minerals.
Co	Chemical symbol for cobalt.
Cr	Chemical symbol for Chromium.
Cu	Chemical symbol for copper.
EM	Electromagnetic.
Epidote	A lustrous yellow-green crystalline mineral, common in metamorphic rocks. It consists of a hydroxyl silicate of calcium, aluminum, and iron.
Fe	Chemical symbol for iron.
Feldspar	A common silicate mineral that occurs in all rock types and decomposes to form much of the clay in soil, including kaolinite.
Ga	Chemical symbol for gallium.
Ge	Chemical symbol for germanium.
Geochemical	Pertaining to various chemical aspects (e.g. concentration, associations of elements) of natural media such as rock, soil and water.
Hf	Chemical symbol for hafnium.
Hg	Chemical symbol for mercury.
Igneous Rock	A rock formed by the crystallization of magma or lava.
In	Chemical symbol for indium.
K	Chemical symbol for potassium (kalium).
La	Chemical symbol for lanthanum.
Li	Chemical symbol for lithium.
Magnetite	A grey-black magnetic mineral which consists of an oxide of iron and is an important form of iron ore.
Metamorphic	Pertaining to the process of metamorphism or to its results.
Mg	Chemical symbol for magnesium.
Mineralization	The presence of minerals of possible economic value – and also the process by which concentration of economic minerals occurs.
Mn	Chemical symbol for manganese.
Mo	Chemical symbol for molybdenum.
Na	Chemical symbol for sodium.
Ni	Chemical symbol for nickel.
Nb	Chemical symbol for niobium.
P	Chemical symbol for phosphorus.
Pb	Chemical symbol for lead.
Ppb	Parts per billion.

Ppm	Parts per million.
Pyrite	An iron sulphide.
Rb	Chemical symbol for rubidium.
Re	Chemical symbol for rhenium.
S	Chemical symbol for sulphur.
Sb	Chemical symbol for antimony (stibium).
Sc	Chemical symbol for scandium.
Se	Chemical symbol for Selenium.
Sn	Chemical symbol for Tin (Stannum).
Sr	Chemical symbol for Strontium.
Ta	Chemical symbol for Tantalum.
Te	Chemical symbol for Tellurium.
Th	Chemical symbol for Thorium.
Ti	Chemical symbol for Titanium.
Tl	Chemical symbol for Thallium.
U	Chemical symbol for Uranium.
V	Chemical symbol for Vanadium.
W	Chemical symbol for tungsten (wolfram).
Y	Chemical symbol for Yttrium.
Stockwork	A complex system of structurally controlled or randomly oriented veins.
V	Chemical symbol for vanadium.
Zn	Chemical symbol for zinc.

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 January 10, 2020, under the name "Rock Edge Resources Ltd." and does not have any subsidiaries. The Issuer's corporate office is located at 615 – 800 West Pender Street, Vancouver, British Columbia, V6C 2V6, and its registered and records office is located at Lotz & Company, Suite 1170, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1.
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 Stockwork 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 Stockwork Property, subject to a 3% net smelter returns royalty. The Issuer intends to fund the exploration of the Stockwork Property and its initial commitments thereon using the proceeds of its prior private placement financings and this Offering. See "Narrative Description of the Business" below.
The Property:	The Stockwork Property consists of four mineral claims covering an area of 645 hectares in southern British Columbia, approximately 55 km southeast of Vernon, within the Vernon Mining Division. The Property is entirely underlain by Crown land.
Management, Directors and Officers:	Gary Musil – Chief Executive Officer, President, Director and Promoter Mark Lotz – Chief Financial Officer, Corporate Secretary and Director Twila Jensen – Director James Place – Director See "Directors and Officers" below.
The Offering:	**The Issuer is offering 3,500,000 Common Shares for sale at a price of $0.10 per Common Share in the provinces of British Columbia and Alberta**. This Prospectus also qualifies the distribution of (i) up to 402,500 Compensation Warrants, to the Agent as Qualified Compensation Securities; (ii) up to 525,000 Over-Allotment Shares issuable upon the exercise of the Over-Allotment Option; and (iii) 100,000 Common Shares issuable to the Optionor in respect of the Property. The Offering is subject to the completion of a minimum subscription of 3,500,000 Common Shares for gross proceeds to the Issuer of $350,000, which proceeds shall be held by the Agent pending the completion of the Offering. 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 Common Shares offered hereby will be $350,000. The total funds available to the Issuer at the closing of the Offering, after deducting the estimated remaining expenses of the Offering of $37,000, the Agent's Commission of $35,000 and the balance of the Corporate Finance Fee of $10,000 not including the applicable GST, and including the Issuer's estimated working capital deficiency as at February 28, 2022 of ($41,140), are estimated to be $226,860.

Principal Purpose	Funds to be Used(1)
To fund the Phase 1 exploration program on the Stockwork Property(2)	$125,000
To pay the amount owing to the Optionor on or before Listing	$5,000
To provide funding sufficient to meet administrative costs for 12 months	$94,000(3)
To provide general working capital to fund ongoing operations	$2,860
TOTAL:	**$226,860**

Notes:
(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 intends to use the proceeds for general working capital and, if warranted, to fund Phase 2 of the recommended exploration program on the Stockwork Property.
(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, Stockwork Property.
(3) The Issuer anticipates that $30,000 will be paid as consulting fees to Musil G. Consulting Services Ltd., a private company controlled by Gary Musil, the Chief Executive Officer and President of the Issuer.

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 year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020, and the six-month period ended October 31, 2021. The Issuer has established April 30 as its financial year end.

	Six Month Period Ended October, 2021 and 2020 (unaudited)	Year ended April 30, 2021 and the Period from Incorporation on January 10, 2020 to April 30, 2020 (audited)
Total revenues	$Nil	$Nil
Exploration Expenditures and Evaluation Asset	$137,553	$137,553
Management fees	$15,000	$33,425
Professional fees	$60,778	$17,701
Office expenses	$175	$291
Incorporation costs	$Nil	$1,927
Interest and bank charges	$123	$105
Stock Based Compensation	$Nil	$54,181
Net Loss and Comprehensive Loss	($76,076)	($107,630)
Basic and diluted loss per common share	($0.01)	($0.01)
Total assets	$216,256	$224,821

Long-term financial liabilities	$Nil	$Nil
Cash dividends per share	$Nil	$Nil

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

Risk Factors: An investment in the Common 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 Property, nor can there by any guarantee that such reserves may ever be defined. The Issuer has an option only to acquire a 100% interest in the Stockwork 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 Stockwork 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

Rock Edge Resources Ltd. was incorporated pursuant to the *Business Corporations Act* (British Columbia) on January 10, 2020.

The Issuer's head office is located at 615 – 800 West Pender Street, Vancouver, British Columbia, V6C 2V6, and its registered and records office is located at Lotz & Company, Suite 1170, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1.

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. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration program on the Stockwork Property.

History

Financings

The Issuer issued one (1) Common Share at a price of $1.00 to the incorporator on January 10, 2020. Subsequent to its incorporation, the Issuer has completed private seed capital equity financing, raising aggregate gross proceeds of approximately $254,000.

On September 25, 2020, the Issuer completed a non-brokered private placement of 2,000,000 Common Shares at $0.005 per Common Share for gross proceeds of $10,000.

On September 28, 2020, the Issuer completed a non-brokered private placement of 4,700,000 Common Shares at $0.02 per Common Share for gross proceeds of $94,000. Of the 4,700,000 Common Shares issued, 4,500,000 were issued as "flow-through" Common Shares.

On November 20, 2020, the Issuer completed a non-brokered private placement of 3,000,000 Common Shares at $0.05 per Common Share for gross proceeds of $150,000.

See "Description of the Outstanding Securities" below for further information on the private seed capital equity financing. These funds have been, and are being, used for the acquisition, exploration and maintenance of the Stockwork Property and general working capital. The Issuer intends to raise funds through the Offering to carry out additional exploration on the Stockwork Property, as set out in "Use of Proceeds" below.

Development

The Company has undertaken the following steps since incorporation to develop its business: (1) identified and acquired a mineral property with sufficient merit to warrant exploration being the Stockwork Property; (2) raised sufficient financing to acquire an initial 51% interest in the Stockwork Property (and the option to acquire up to a 100% interest, as described in "Acquisitions" below) and complete an initial exploration program; (3) completed an exploration program as well as commission a technical report on the Stockwork Property; (4) recruited directors and officers with the skills required to operate a junior public mineral exploration company; (5) engaged the Agent to assist the Company in making an application for listing on the Exchange, and to raise funding under this Prospectus; and (6) make an application for listing on the Exchange. In the event that the Stockwork Property is not deemed to be viable, the Issuer currently expects that it will explore other opportunities to acquire interests in other mineral properties.

Acquisitions

To this end, the Issuer entered into the Property Option Agreement (dated September 23, 2020) whereby the Issuer was granted an irrevocable and exclusive option to acquire up to a 100% interest in the Stockwork Property (the "Option"), consisting of four mineral claims covering an area of 645 hectares, approximately 55 km south of the town of Vernon, in the Vernon Mining Division, British Columbia, the particulars of which are described in greater detail below.

The Issuer acquired a 51% interest in the Property (the "Stage 1 Interest") through the payment of $5,000 to the Optionor (the "Stage 1 Option Consideration"). To acquire an additional 49% interest in the Stockwork Property, the Issuer is required to: (i) pay a total of $155,000 in cash payments to the Optionor; (ii) issue a total of 600,000 Common Shares to the Optionor; and (iii) incur an aggregate minimum of $500,000 in exploration expenditures on the Stockwork Property (together with the Stage 1 Option Consideration, the "Option Consideration"), all in accordance with the following schedule:

Date for Completion	Cash Payment	Number of Common Shares to be Issued	Minimum Exploration Expenditures to be Incurred
Upon execution of Property Option Agreement	$5,000 (paid)	Nil	Nil
Upon the Listing	$5,000	Nil	Nil
Upon the Closing	Nil	100,000(1)	Nil
On or before the 1st anniversary of the Listing Date	$20,000	100,000(2)	$100,000 (Complete)
On or before the 2nd anniversary of the Listing Date	$30,000	100,000(2)	$100,000
On or before the 3rd anniversary of the Listing Date	$100,000	300,000(2)	$300,000

Notes:
(1) These 100,000 Common Shares are qualified for distribution under this Prospectus.
(2) Subject to such resale restrictions and legends as may be imposed by the applicable securities laws.

Once the Issuer has paid the Option Consideration in full, then it shall be deemed to have earned a 100% undivided interest in the Property, subject to a 3% net smelter returns royalty (the "Royalty") on the Property. The Issuer will have the right to purchase 33.33% (being 1%) of such Royalty for $750,000, and the remaining 66.66% (being 2%) of such Royalty for $1,000,000. Otherwise, once the Issuer exercises its option to acquire a 100% interest in the Property and upon the commencement of commercial production thereon, the Royalty is payable to the Optionor on all base, rare earth elements and precious metals upon receipt by the Issuer of payment from the smelter refinery or other place of treatment of the proceeds from the sale of the minerals, ore, concentrates or other products from the Property. The Issuer will be the operator of the Property during the term of the Property Option Agreement and Rich River Exploration Ltd. will be the primary contractor when possible. The Issuer will also pay any rates, taxes, duties, royalties, assessments or fees levied with respect to the Property or the Optionor’s operations thereon and will apply and pay for assessment credits for the mineral claims comprising the Property for all the work and expenditures conducted on all or any part of the 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.

On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, nonessential business closures, quarantines, self-isolations, shelters-in-place and social distancing. To date, there have been no outbreaks of COVID-19 at the Issuer's operations and there has not been a material impact from COVID-19 on the Issuer's exploration of the Property. However, travel restrictions and protocols put in place by the government of Canada and/or British Columbia may lead to the Issuer postponing future operations on the Property. The spread of COVID-19 may also have a material adverse effect on global economic activity and could result in volatility and disruption to global supply chains and the financial and capital markets, which could affect the business, financial condition, results of operations and other factors relevant to the Issuer, including its ability to raise additional financing, including through the Offering, for the funding of further exploration of the Property and the cash payments due under the Property Option Agreement in order to earn a 100% interest in the Property. With continued market volatility and slower worldwide economic growth, the Issuer's current strategy is to complete the Listing of the Common Shares on the Exchange and continue exploring the Property, while monitoring potential acquisition opportunities.

The government of Canada and/or British Columbia are continually issuing new rules and restrictions and changing them periodically based on the specific circumstances of the COVID-19 outbreak. The Issuer follows all rules, guidelines and restrictions that are implemented by the applicable governmental authorities. While the Issuer's exploration work on the Property to date has not been materially adversely affected by COVID-19, there are no comparable recent events which may provide guidance as to the effect of the spread of COVID-19 and the ultimate impact of COVID-19 or a similar health epidemic is highly uncertain and subject to change. The Issuer does not yet know the full extent of potential delays or impacts on its business, operations or the global economy as a whole. However, the ultimate effects could have a material impact on the Issuer's operations, including its ability to earn a 100% interest in the Property, and it will continue to monitor the COVID-19 situation closely. See "Use of Proceeds" and "Risk Factors" below for further information regarding the potential impact of COVID-19 on the development of the Issuer's business.

Apart from the risk factors noted above and 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.

Intention Regarding Future Business of the Issuer

The Issuer is currently engaged in the business of mineral exploration of the Property, located in British Columbia, Canada. The Issuer has the sole and exclusive option to acquire a 100% interest in and to the Property. It is the current intention of the Issuer to explore and, if warranted, develop the Property. It is also the current intention of the Issuer to remain in the mineral exploration business. Should the Property not be deemed viable, the Issuer currently expects that it will explore other opportunities to acquire interests in other mineral properties.

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 Stockwork Property, located on Vancouver Island, British Columbia, approximately 55 km south of the town of Vernon, in the Vernon Mining Division. The Issuer's interest in the Property is governed by the Property Option Agreement. See "General Development of the Business - 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.

Stockwork Property, Vernon Mining Division, British Columbia, Canada

The following information regarding the Property is summarized or extracted from an independent technical report dated November 26, 2021, and effective March 9, 2021, entitled "*NI 43-101 Technical Report on the Stockwork Property*" (the "Technical Report") prepared for the Issuer by Linda Caron, Ph.D., P.Geo. (the "Author") in accordance with the requirements of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). The Author is a "qualified person" within the meaning of NI 43-101.

All photo, 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 of the Stockwork Property

The Stockwork Property is located in Vernon, British Columbia, Canada,

The project is centered at 49º 55' 26" N latitude and 118º 41' 59" W longitude on NTS map sheet 82E/15 and on TRIM maps 082E.097. It is accessed by a network of logging and historic mineral exploration roads. A general location map is included as Figure 1.

Mineral Tenure

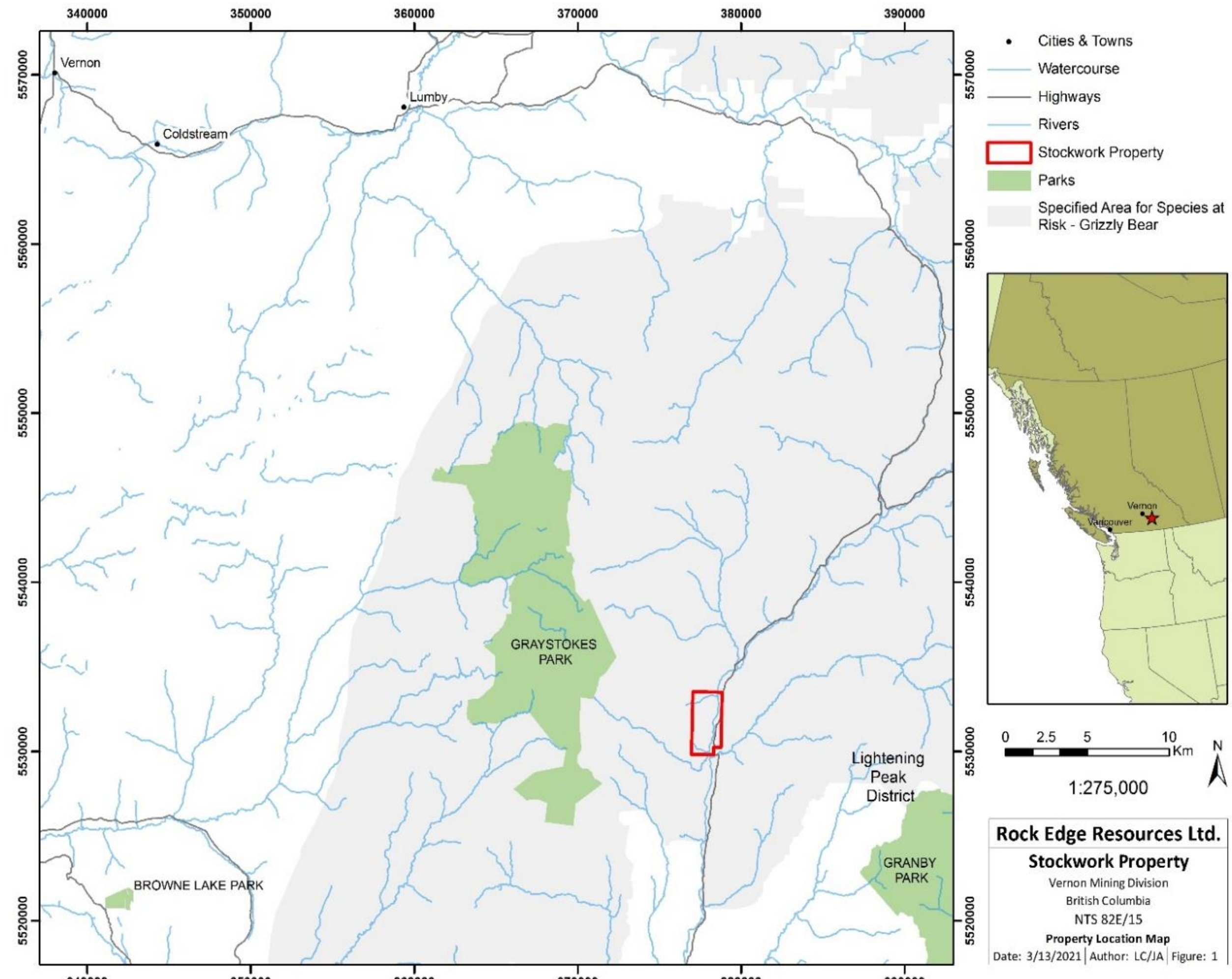
The Stockwork Property covers 645 hectares and is comprised of 4 mineral claims, as listed below in Table 1 and shown in Figure 2.

Table 1. Stockwork Property Mineral Claims

Tenure Number	Claim Name	Issue Date	Good To Date	Area (ha)
1077913	GOLDEN KETTLE	Mineral	2031/MAR/31	291.20
1077916	GOLDEN KETTLE NW	Mineral	2031/MAR/31	41.59
1078857	GOLDEN KETTLE EAST	Mineral	2031/MAR/31	104.00
1078858	WESTERN STOCKWORK	Mineral	2031/MAR/31	208.00

Total Area: 644.79 ha

The above claims are registered to the Optionor. The Issuer holds a 51% beneficial interest in the claims comprising the Property pursuant to the Property Option Agreement, see "General Development of the Business - Acquisitions" above for further information. The Property Option Agreement also provides for a 3 km area of interest.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350000
360000
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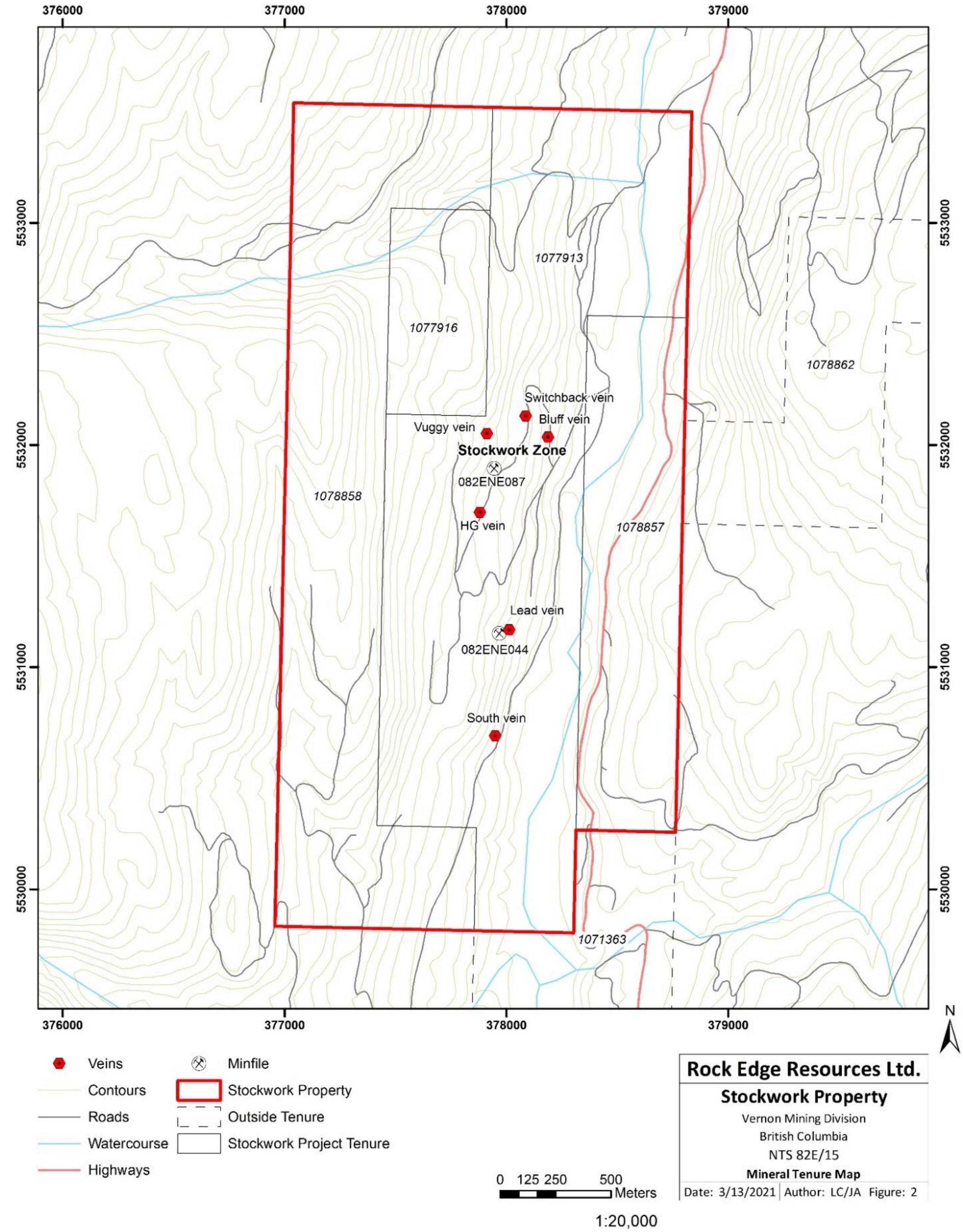
5550000
5540000
5530000
5520000
Vernon
Lumby
Coldstream
GRAYSTOKES PARK
BROWNE LAKE PARK
Lightening Peak District
GRANBY PARK
Cities & Towns
Watercourse
Highways
Rivers
Stockwork Property
Parks
Specified Area for Species at Risk - Grizzly Bear
Vernon
Vancouver
0 2.5 5 10 Km
N
1:275,000
Rock Edge Resources Ltd.
Stockwork Property
Vernon Mining Division
British Columbia
NTS 82E/15
Property Location Map
Date: 3/13/2021 | Author: LC/JA | Figure: 1



Mineral claims within the province of British Columbia require assessment work (such as geological mapping, geochemical or geophysical surveys, diamond drilling) be completed each year to maintain title to the ground. Annual work commitments are determined by a 4 tier structure, as follows:

$5.00 per hectare for claims in anniversary years 1 & 2

$10.00 per hectare for claims in anniversary years 3 & 4

$15.00 per hectare for claims in anniversary years 5 & 6

$20.00 per hectare for claims in subsequent anniversary years

Work in excess of the annual requirement may be credited towards future years. In lieu of assessment work, cash payments can be made to maintain title. To encourage exploration work, cash-in-lieu-of requirements have been set at twice the requirement for assessment work (i.e. $10 per hectare in years 1 and 2, etc.). Under filing regulations, Portable Assessment Credits (PAC) which have been accrued from work completed anywhere in the province, but are excess to assessment obligations at the time of filing, may be used to satisfy up to 30% of the annual expenditure requirement.

All of the claims that comprise the Stockwork Property are in anniversary year 1. For the next 2 years, assessment requirements are $5/hectare, or a total of $3,225 per year. The assessment work obligation will rise to a maximum of $12,900 per year by the time the claims are in anniversary years 7 and greater. In response to the Covid pandemic, a Time Extension Order for completing assessment work was granted by Order of the Gold Commissioner for all claims within the province. This means all claims are protected until December 31, 2021 and that assessment work which is required to maintain the claim status does not have to be filed until that date.

Subsequent to the completion of the Technical Report, $89,968.15 of exploration expenditures from the 2020 work program completed by the Issuer (see "Exploration" below) were applied as assessment work on the mineral claims comprising the Property, such that the claims are in good standing until March 31, 2031.

Permitting and Environmental Liabilities

Permits from the Ministry of Energy, Mines and Low Carbon Innovation (EMLI) are required for any exploration or development work that involves mechanized ground disturbance. No such work can commence without prior approval. Reclamation bonds are required before final permit approval is granted, with bonding commensurate with the amount of disturbance.

An important component of the permitting process, and of successful project operation anywhere in Canada, is meaningful First Nations engagement. There are no Indian Reserves in the vicinity of the Stockwork Property. British Columbia's Consultative Area Database (CAD) provides contact information for First Nations who may have aboriginal interests within the query area. The CAD identifies 6 First Nations who may have interests in the Property area, including the Penticton Indian Band, the Westbank First Nations, Qwelminte Secwepemc, the Upper Nicola Band, the Lower Similkameen Indian Band, and the Okanagan Indian Band. Each of these First Nations is given the opportunity to review the permit application and to outline any concerns about how the proposed work may impact their interests.

Proximity to any parks or special use areas can also impact the ability to successfully permit mining operations within Canada. As illustrated in Figure 1, the closest parks to the Stockwork Property are Graystokes Provincial Park, 7 km to the west, and Granby Provincial Park, 12 km to the southeast. Both are wilderness parks, without developed facilities, that are popular recreational areas for snowmobile use as well as for hiking, fishing and back country skiing.

The Stockwork Property falls within a large area identified as habitat for grizzly bear, a species at risk in British Columbia. Special conditions for timber harvesting apply within this area (Species at Risk Area 8-232). Three smaller areas (8-134, 8-135, 8-144) located 2 to 5 km west of the Property cover more sensitive grizzly bear habitat and are designated as "No Harvest" areas.

In November of 2020, Rich River Exploration Ltd. (manager of the 2020 work program) applied for a 5 Year, Area Based exploration permit for the Stockwork Property (MYAB permit). When approved, the permit will authorize 10 drill sites (with multiple holes allowed per site), 5 excavator trenches, 0.5 km of access road modification, and 8.2 line km of induced polarization survey. A $6,000 reclamation bond has been posted to cover disturbance related to the above work. The bond will be assessed annually, and adjusted based on the amount of outstanding disturbance from the exploration work.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Stockwork Property is located southeast of Vernon, British Columbia and can be accessed either from Highway 6 to the north, or from Highway 33 to the south. From the south, access from Highway 33 is via the Christian Valley road (Valley Forest Service Road) for 83 km. This point is located on the divide between the Kootenay-Boundary and the Thompson-Okanagan Forest Districts and here the Valley FSR (83 km marker) turns into the Kettle FSR (81 km marker). Continue north on the Kettle FSR for 13 km (68 km marker), then turn west onto the 201 FSR to the Property. A subsidiary road at 1.7 km from the start of the 201 FSR heads southwest to the Stockwork and Lead Zones while the South Zone is located adjacent to the west side of the 201 FSR, a further 1.7 km to the south.

The Stockwork Property measures 3.7 km from north to south and 1.8 km from east to west. The Property straddles both the Kettle River and Stove Creek. The main zones of known mineralization are located on the moderate to steep east-facing slope to the west of the Kettle River.

Elevations on the Property range from 1,015 m in the Kettle River valley in the southeast, to 1,485 m north of Stove Creek, in the northwest. The South Zone is located at an elevation of 1,070 m, while the Lead Zone, HG Zone and Stockwork Zones are located at average elevations of approximately 1,100-1,120 m.

Vegetation consists of dense second growth forest with thick undergrowth. The main timber species are lodge pole pine, fir and white spruce, as well as alder and vine maple. Portions of the Property were historically logged but all are now in various stages of regrowth. Disturbed areas, including historic roads, are densely regrown with alder and vine maple. Secondary roads on the Property require annual brushing out to keep them passable.

The climate is typical of mountainous areas of south-central British Columbia. Summers are warm with modest rainfall. Winters are similarly modest, with temperatures averaging between -5 and -10°C although lows of -20°C or more are not uncommon. Typical winter snow load can exceed 2 metres, with most of that accumulating between the months of November and April. The Property is generally snow free from mid May until late October.

The Property is located within the Upper Kettle range unit and is actively used as summer range for cattle. The area has limited recreational activity, although seasonally it is popular for hunting.

Water for drilling is available year-round from the Kettle River or from Stove Creek, or seasonally from numerous small ponds or creeks on the Property.

History

Alteration and mineralization on the Stockwork Property was discovered by S. Arnold in the early 1970's, during logging road construction. In 1972, Arnold and partner R. Yorke-Hardy was staked the Property as the BS claims. For the next 27 years, Yorke-Hardy held claims near-continuously over the Property (then known as the SAB or BAS property) until they were allowed to lapse in 1999. Extensive exploration work was completed in the late 1970's and early 1980's. For a portion of that time, Mohawk Oil held the project under option. Exploration targeted the mineralized quartz veins as well as the porphyry copper and epithermal gold-silver potential of the Property.

In the fall of 1999, the Property was staked as the Kettle property by J. Kemp and L. Caron (with Caron's interest transferred to J. Turner in 2003). The Kettle claims were optioned to Leroy Ventures in late 2003, and in 2004-2005, Leroy Ventures completed an airborne magnetic and EM survey, soil geochemistry, rock sampling and excavator trenching on the Property. The Kettle claims were allowed to lapse in 2010.

The Property was staked by C. Lynes in 2016. Ownership was transferred to the Optionor in August 2020 and, in September 2020, the Issuer optioned the Property and subsequently completed the work program that is described under "Exploration".

Historic exploration work on the Stockwork Property is summarized below in Table 2, with additional details included following the table. Property boundaries have varied over the years.

Table 2: Summary of Exploration, Stockwork Property

Year	Operator	Summary
1972	R. Yorke-Hardy and S. Arnold	Mineralized quartz veins and extensive zones of gossan and alteration within porphyritic intrusive were exposed during logging road construction by S. Arnold. Prospecting follow-up led to the discovery of all of the currently known zones of quartz veining on the Property (South, Lead, HG, Vuggy, Switchback and Bluff veins). A chip sample from the South vein returned 0.317 oz/t Au and 4.58 oz/t Ag over 4' (Yorke-Hardy, 1973).
1978-79	Snowflake Mining	Snowflake Mining optioned the Property. Bulldozer stripping was completed at the Stockwork Zone (HG, Switchback and Bluff vein) to facilitate chip sampling and detailed mapping. A 4 hole (1082') percussion drill program was completed at the Stockwork Zone. Two holes tested the Vuggy vein area and 2 the Switchback area. There were no significant results from drilling (Yorke-Hardy, 1978). At the HG Zone, elevated values, to 0.66 oz/t Au and 1.03% Cu over 1.5' and 0.23 oz/t Au, 4.38 oz/t Ag and 0.16% Cu over 4' were returned from chip samples of the HG vein. Soil sampling and an IP survey were also completed in this period, but information regarding these programs has not been located (Waldner, 1981; Callaghan and Yorke-Hardy, 1996a). A 24.2 ton bulk sample was collected from the HG Zone and shipped to the Selmon Resources mill in Slocan City, with the concentrate sent to the smelter in Trail. The average grade from the bulk sample was 0.11 oz/t Au and 4.2 oz/t Ag (Cruickshank and Mark, 1989).
1979-84	Mohawk Oil	Mohawk Oil optioned the Property and, over a 6 year period, completed in excess of $1 million in exploration spending to explore for porphyry Cu, high grade Au +/- Ag, Pb, Zn veins and epithermal Au (Waldner, 1981, 1982; Callaghan, 1985). Much of this work was not filed for assessment purposes and details are absent, however the work is summarized by Cruickshank and Mark (1989) and by Callaghan and Yorke-Hardy (1996a). Numerous private reports referenced by those authors were unavailable to the current author. 1980: A 25 hole ddh program (3114 m) was completed. Narrow intervals of gold mineralization were returned from several drill holes (HG and Stockwork Zones). 1981: Exploration included soil and silt geochemistry (1310 soils, 213 silts), an IP survey, geological mapping, cat trenching and diamond drilling (19 holes). Au-Ag and Pb-Zn-Ag soil anomalies were defined. The program suggested structural control to mineralization by the Kettle River fault and a possible porphyry target at the intersection of faults following the Kettle River and Stove Creek. Logistical/technical issues were reported for the IP survey, but a deep chargeability was defined west of the Kettle River and about 900 m south of the South Zone. Narrow intervals of Ag-Pb-Zn mineralization were returned from drilling at the Lead Zone. 1982: Trenching, follow-up soil geochemistry, VLF-EM and ground magnetometer surveys were done over part of the Property. In many cases, the 1982 soil geochemistry did not replicate earlier results. 13 ddh were drilled and narrow intervals of Au-Ag mineralization were returned from drilling at the HG Zone. A small portable test mill was constructed on the Property in 1982 and test mining/milling was completed in 1982-83 from the Lead Zone, and to a lesser extent from the HG and South Zones. Mill concentrates were shipped to the Trail smelter. Results of the test mining program are unknown. 1983: 12 ddh were drilled to test the on-strike extension of the Lead Zone and attempt to block out sufficient reserves to warrant underground bulk sampling. Several narrow intervals of Ag and/or Au mineralization were intersected by

		drilling, but the program was not successful at defining reserves for bulk sampling. 1984: An IP survey was completed and 5 ddh were drilled to test the epithermal potential of the Property. Drilling tested resistivity lows to determine whether these corresponded to epithermal alteration zones. Narrow zones of elevated Au-Ag were returned near the eastern end of the Lead Zone. Holes 84-4 and 84-5 tested a large resistivity low 400-500 m NW of the Lead Zone and encountered zones of intense alteration and narrow, sooty black quartz veins. Additional soil geochemistry was also completed. 1985: The SAB 9 claim was staked adjoining the SAB property to the south, to cover an alteration zone exposed by logging road construction. A soil sampling program was completed, with no significant results. This area is south of the current Stockwork Property.
1988-1989	Y-T Technical Services	A compilation of historic exploration work was completed (Cruickshank and Mark, 1989).
1991-1996	Y-T Technical Services	Additional compilation and interpretation of previous work was undertaken, but there was limited actual new exploration done during this period (Callaghan and Yorke-Hardy, 1996a).
1999-2003	Kemp/Caron/Turner	The SAB property lapsed in 1999 and was staked by J. Kemp and L. Caron as the Kettle claims. In 2003, Caron's interest in the Property was transferred to J. Turner. Limited rock sampling was completed (Caron, 2000).
2004-2005	Leroy Ventures Ltd.	Leroy Ventures optioned the Property in late 2003, and completed a Fugro airborne magnetic and EM survey (235 line km) in 2004. A number of mag low and conductivity anomalies were identified, and an association between mag lows, zones of conductivity and known alteration and mineralization was noted. In 2005, a modern soil geochemical survey was undertaken (679 samples) plus prospecting, rock sampling and a small VLF-EM survey. Excavator trenching was done to follow-up geophysical and soil geochemical anomalies. Overburden depth exceeded 9 m in places and several trenches failed to reach bedrock. There were no significant results from trenching (Wilkinson 2004a,b, 2005). Leroy Ventures dropped their option on the Property in late 2005, and the claims were allowed to lapse in 2010.
2016-2019	C. Lynes	The Property was staked by C. Lynes in 2016. A small rock sampling program was completed (Lynes, 2017).
2020	Rock Edge Resources Ltd.	Ownership of the Property was transferred from C. Lynes to the Optioner in August 2020. The Issuer optioned the Property in the fall of 2020, and carried out the exploration program described under "Exploration"..

Much of the exploration that was completed on the Property in the 1970's and 1980's was not filed for assessment purposes. Internal company reports describing this work were not available to the Author and as such, the Author has relied on compilation reports by others for information about work during this period. Descriptions of sampling and analytical method are often absent and location control for historic grids, samples, and drill holes can be poor. Drill logs and analytical results for most of the historic drill holes are absent. More recent exploration work on the Property (post-2000) is well documented and appears to conform to industry-acceptable standards. None of the previous sampling appears to have included any independent QA/QC sampling.

Historic Soil Geochemistry

Numerous soil geochemical surveys have been completed over portions of the Stockwork Property, as listed above in Table 2. These historical programs were by different operators, using different sampling and analytical techniques, and employing different sample spacing. None of the historic sampling programs included a QA/QC program. The largest of the historic soil sampling programs were by Mohawk Oil in 1981 and by Leroy Ventures in 2005. In their compilation of historic work, Cruickshank and Mark (1989) noted that results from the 1981 soil sampling program were not replicated by follow-up sampling in 1982. Because of uncertainty regarding the integrity of the early soil geochemistry, the Author chose not to include pre-2005 soil geochemical results in the Technical Report.

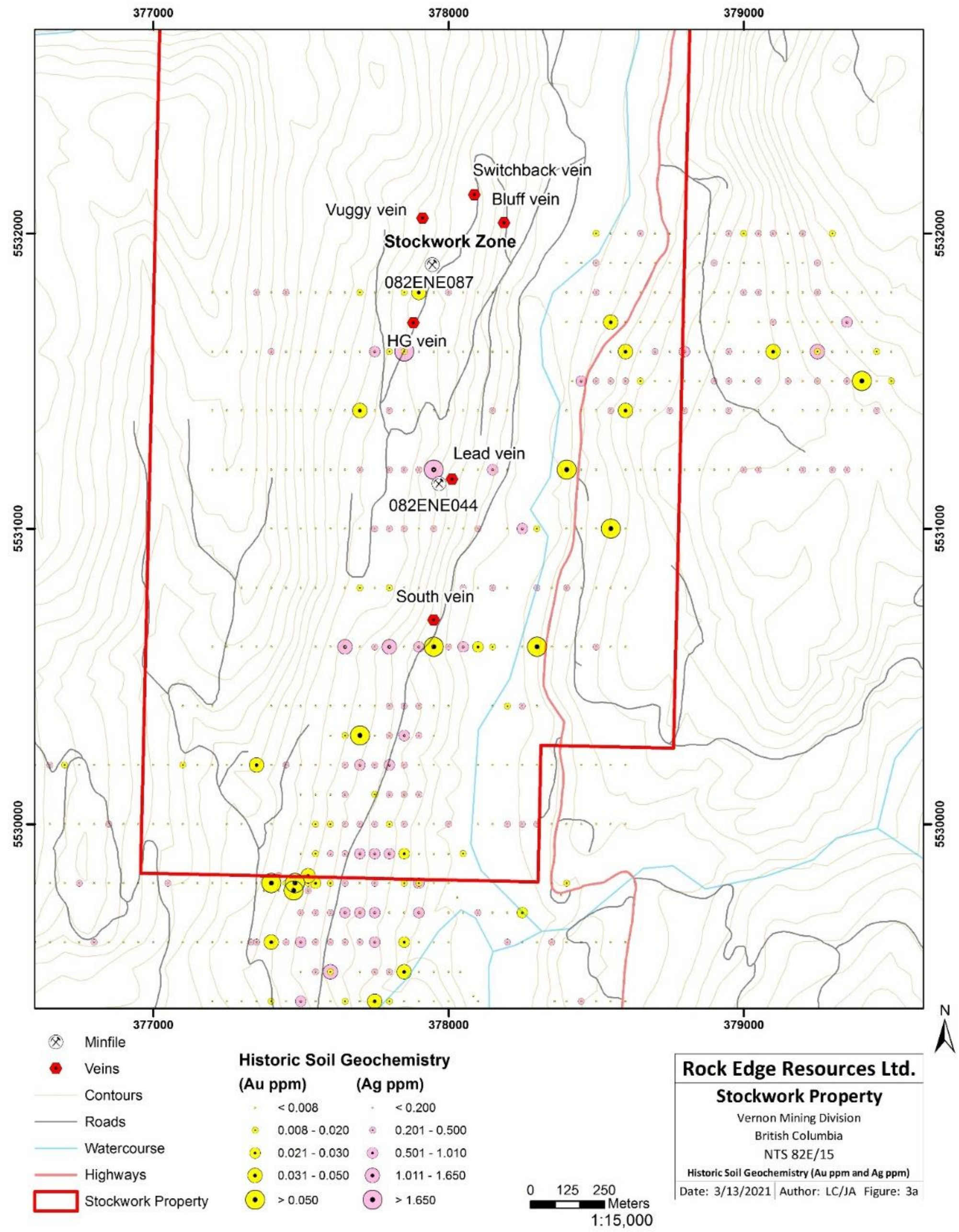
Results from the 2005 soil sampling program were compiled digitally and verified against original analytical certificates. The 2005 survey consisted of 679 samples. The majority of these were collected at 50 m intervals on 200 m spaced east-west lines, with infill sampling done in areas of interest. UTM coordinates available for all samples. Soil samples were submitted to Acme Analytical Laboratory in Vancouver for 36 element ICP analysis following aqua-regia digestion of a 0.5 gm sample (Acme's 1DX method). Original assay certificates are available for all samples.

Figures 3a-b show results for gold, silver, lead, and zinc, for the 2005 soil survey. The 2005 grid covered only the southern part of the current Stockwork Property. The Stockwork Zone and the area to the north were not covered by the soil survey. Correlation coefficients and basic statistics are shown in Table 3 for any element that showed weak, moderate or strong correlation with gold, silver, lead or zinc.

Table 3: Historic Soil Samples: Statistics and Correlation Coefficients

	Au_ppb	Ag_ppm	Pb_ppm	Zn_ppm	Bi_ppm	S_%	Fe_%	As_ppm	Mo_ppm	Sb_ppm	Ba_ppm	W_ppm
Max	438.40	27.10	68	333	9.80	0.48	8.83	8.0	18.2	0.50	710	11.1
Avg	4.98	0.26	10	75	0.25	0.03	2.40	1.7	1.2	0.17	145	0.2
Avg + 1SD	25.51	1.32	14	110	0.63	0.05	3.12	2.6	2.4	0.32	222	0.7
Avg + 2SD	46.04	2.37	19	146	1.01	0.07	3.84	3.6	3.5	0.47	300	1.1
Correlation Coefficients												
Au:xx	1.00	0.14	0.05	-0.03	0.14	0.09	-0.01	-0.04	-0.03	0.12	-0.03	0.01
Ag:xx	0.14	1.00	0.12	-0.04	0.97	0.75	0.02	-0.04	0.04	0.08	0.04	0.23
Zn:xx	-0.03	-0.04	0.51	1.00	0.01	-0.09	0.42	0.20	0.22	-0.12	0.41	-0.05
Pb:xx	0.05	0.12	1.00	0.51	0.18	0.00	0.21	0.32	0.19	-0.16	0.22	-0.01

As shown in Table 3, gold shows only a weak correlation with other elements, notably Ag, Bi and Sb. Silver correlates strongly with Bi and S, moderately with W and weakly with Au and Pb. Zinc correlates strongly with Pb, moderately with Fe, Ba and Mo, and weakly with As. Lead correlates strongly with Zn, moderately with As, Fe and Ba and weakly with Ag, Bi and Mo.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378000
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5532000
5531000
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Switchback vein
Bluff vein
Vuggy vein
Stockwork Zone
082ENE087
HG vein
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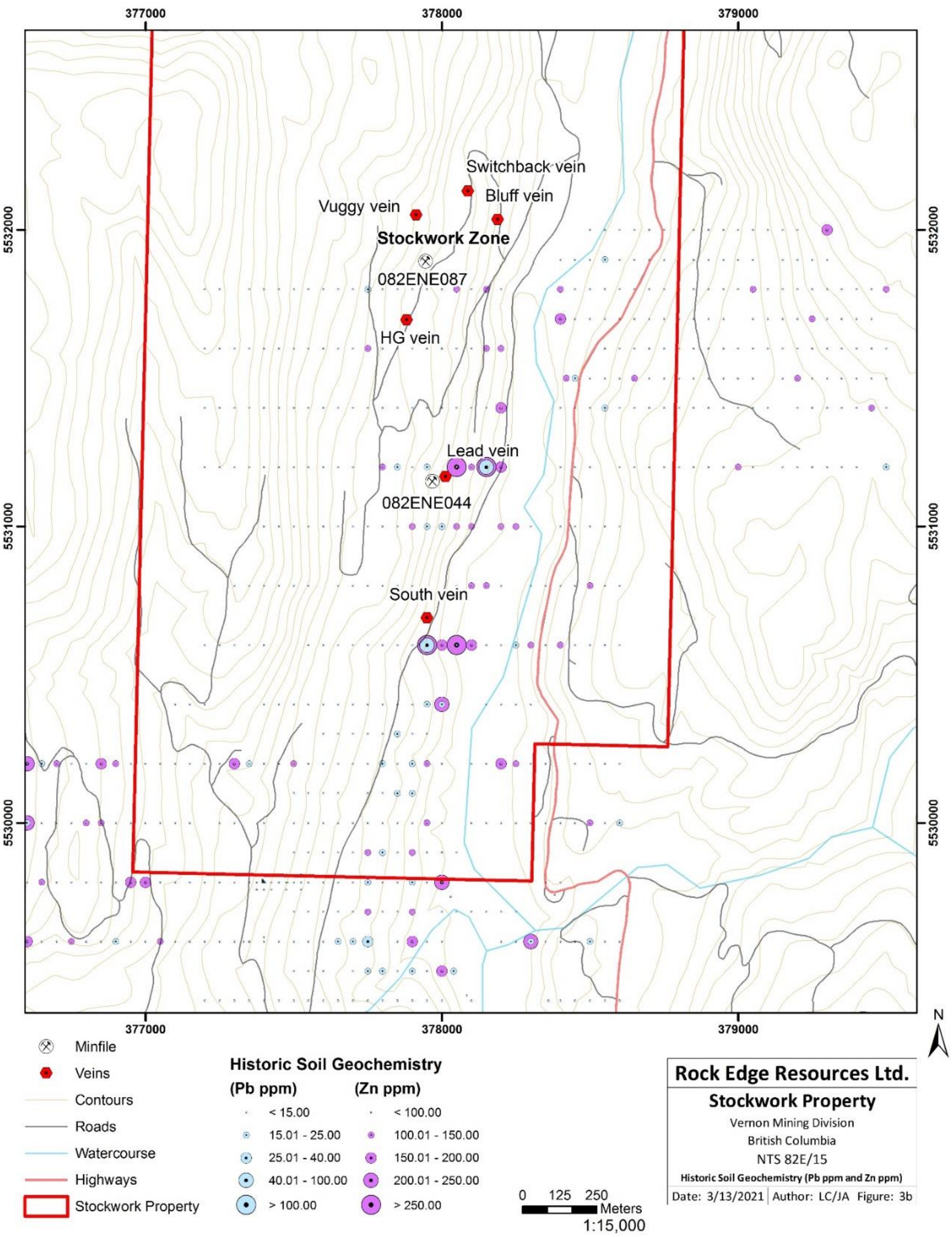
Minfile
Veins
Contours
Roads
Watercourse
Highways
Stockwork Property
Historic Soil Geochemistry
(Au ppm)
(Ag ppm)
< 0.008
0.008 - 0.020
0.021 - 0.030
0.031 - 0.050
> 0.050
< 0.200
0.201 - 0.500
0.501 - 1.010
1.011 - 1.650
> 1.650
0 125 250
Meters
1:15,000
Rock Edge Resources Ltd.
Stockwork Property
Vernon Mining Division
British Columbia
NTS 82E/15
Historic Soil Geochemistry (Au ppm and Ag ppm)
Date: 3/13/2021 Author: LC/JA Figure: 3a



A 100 m long east-west trending (single line) coincident Au-Ag anomaly was defined 950 m southwest of the South Zone, at the southern boundary of the current Stockwork Property. This anomaly, which includes the highest Au and Ag values from the 2005 survey (438 ppb Au and 27.1 ppm Ag), is located on a steep east-facing slope and almost certainly includes a component of down-slope dispersion. Leroy Ventures attempted to trench the anomaly, without success, due to the steep terrain and the presence of a clay "hardpan" layer. Bedrock was not intersected in trenches.

A broad low-level Pb-Zn-Ag (+/- erratic Au) soil anomaly occurs downslope of the Au-Ag anomaly described above, and extends for more than 700 m to both the south and north (to the South Zone). A Pb-Zn-Ag-Au soil anomaly is associated with the South Zone, and a Pb-Zn-Ag anomaly with the Lead Zone.

A 400 m long by 50-150 m wide, weak to moderate Au-Ag-Zn soil anomaly occurs upslope to the west of the HG Zone and extends both north and south of it. Hole 84-4 and 84-5 were drilled at the southern end of this soil anomaly, to test a large resistivity low. The drill holes encountered zones of intense alteration and narrow, sooty black quartz veins that were interpreted to be part of an epithermal system.

It should be emphasized that sample spacing in the 2005 soil geochemical survey was too great to adequately test for vein targets.

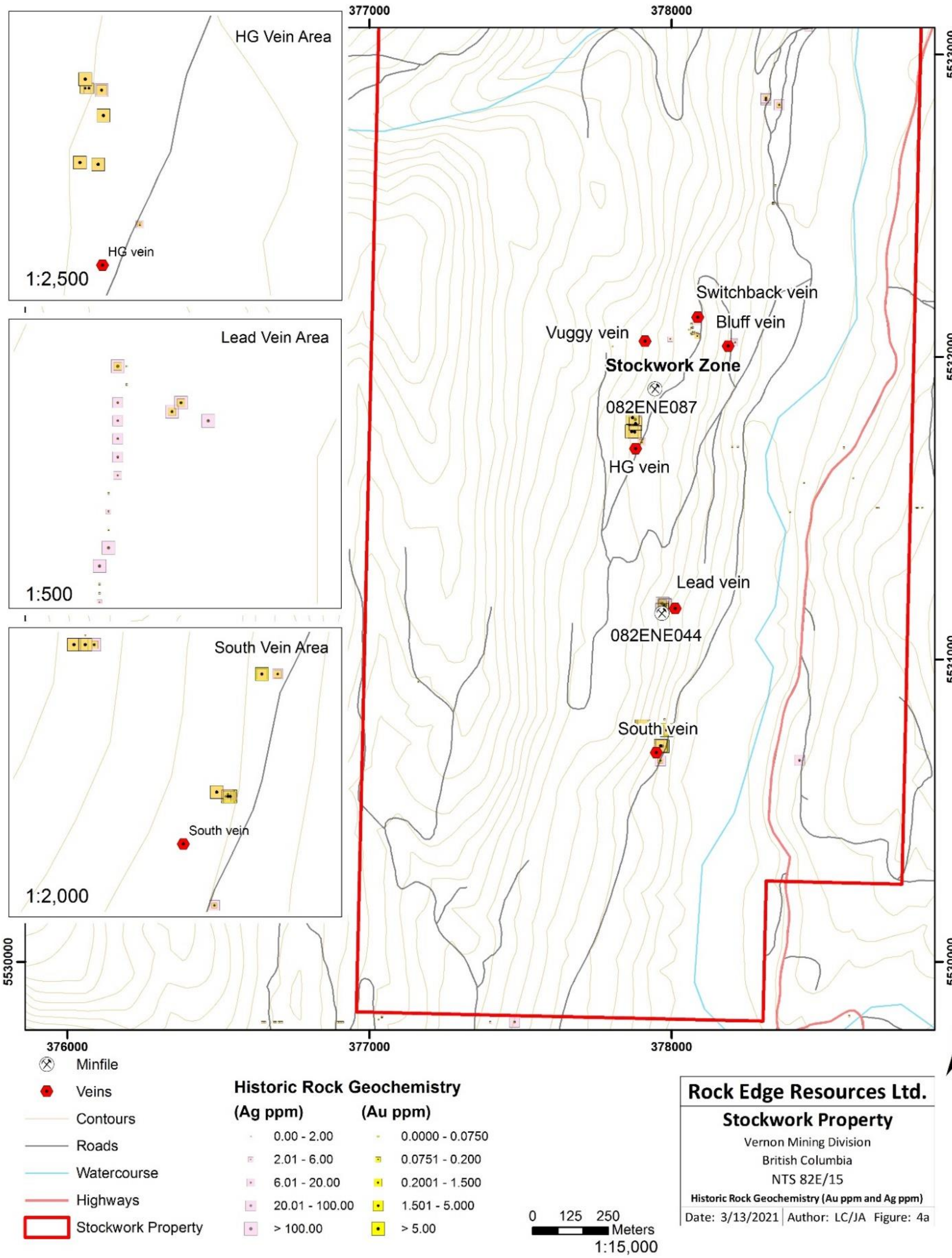
Historic Rock Geochemistry

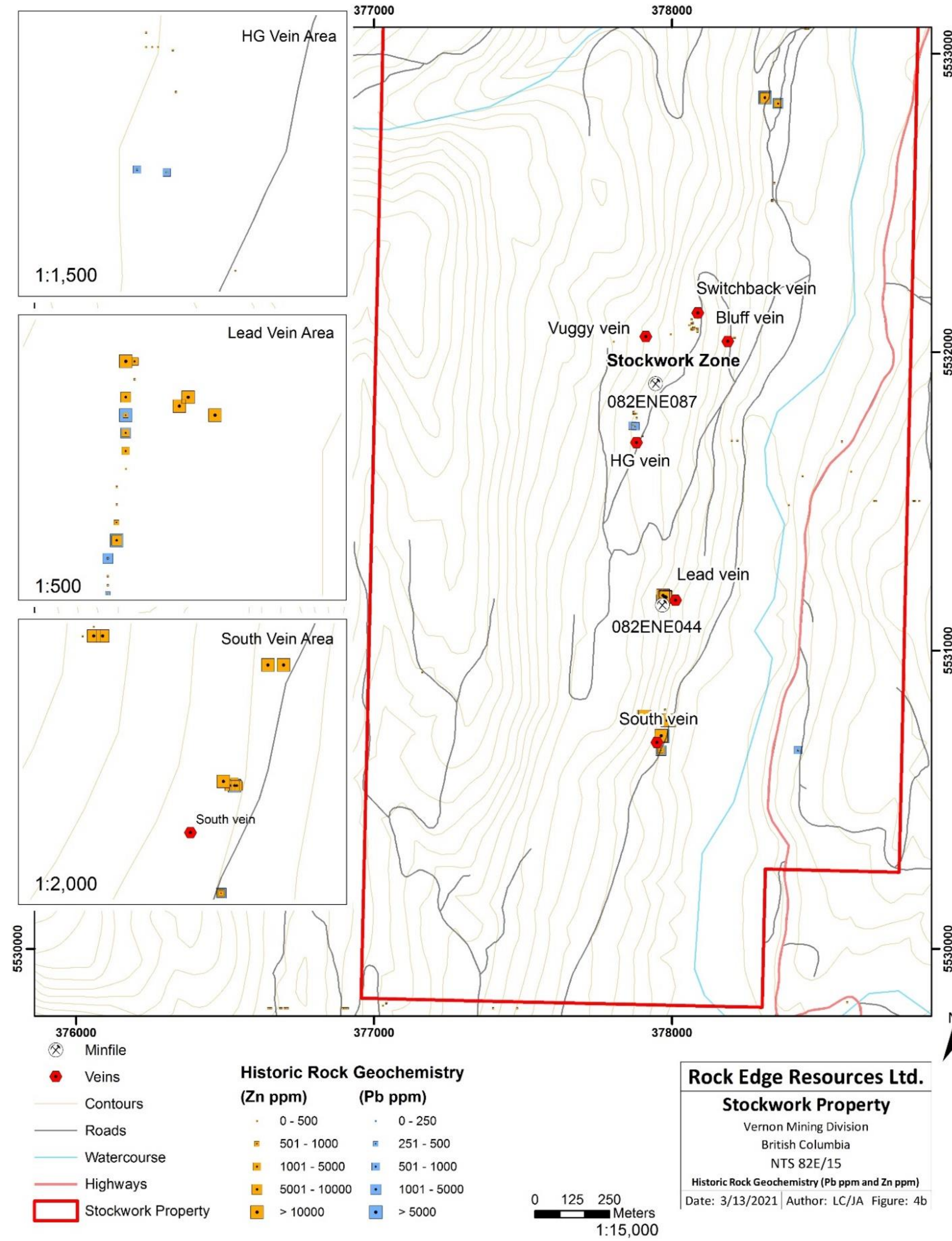
Numerous historical rock geochemical surveys have been completed on the Stockwork Property and, as with soil samples, the historical rock sampling was by different operators, using different analytical laboratories and analytical techniques. Many of the historical rock samples were collected prior to the use of GPS technology in exploration work and as such, have poor location accuracy. None of the previous rock geochemical programs included any QA/QC samples.

Results were compiled digitally for all rock samples collected on the Property from 1999 to 2016. No attempt was made to incorporate results from pre-1999 rock samples, because of the lack of available information for these samples.

A total of 191 samples have been incorporated into the historic rock sample database, although some of these fall outside the limits of the current Property. Sample locations, sample descriptions and original assay certificates were available for all samples that were included in the database. The majority of the historic samples were grab samples (148 samples of the 191 sample total). Grab samples are useful in identifying the presence of mineralization but are not indicative of representative grade.

Figures 4a-b shows the results for gold, silver, lead, and zinc from historical rock samples. Many of the historic rock samples are clustered around zones of known mineralization (South Zone, Lead Zone, HG Zone, Stockwork Zone) and represent resampling of known zones of mineralization. Of note is the cluster of samples in northeast part of Property which does not represent in-situ mineralization. These were samples of rock transported from other parts of the Property, which is spilled near the historic portable mill site.


HG Vein Area
HG vein
1:2,500
Lead Vein Area
1:500
South Vein Area
South vein
1:2,000
377000
378000
376000
5533000
5532000
5531000
5530000
Switchback vein
Bluff vein
Vuggy vein
Stockwork Zone
082ENE087
HG vein
Lead vein
082ENE044
South vein
N
Minfile
Veins
Contours
Roads
Watercourse
Highways
Stockwork Property
Historic Rock Geochemistry
(Ag ppm)
0.00 - 2.00
2.01 - 6.00
6.01 - 20.00
20.01 - 100.00
> 100.00
(Au ppm)
0.0000 - 0.0750
0.0751 - 0.200
0.2001 - 1.500
1.501 - 5.000
> 5.00
0 125 250
Meters
1:15,000
Rock Edge Resources Ltd.
Stockwork Property
Vernon Mining Division
British Columbia
NTS 82E/15
Historic Rock Geochemistry (Au ppm and Ag ppm)
Date: 3/13/2021 Author: LC/JA Figure: 4a



Statistics for rock samples (average, standard deviation etc) are skewed because of the clustering of samples, and have thus been omitted from the report, however correlation coefficients are presented below in Table 4.

Table 4: Historic Rock Samples: Correlation Coefficients

	Au_ppm	Ag_ppm	Pb_ppm	Zn_ppm	Cu_ppm	Mo_ppm	As_ppm	Bi_ppm
Correl Coeff Au:xx	1.00	0.26	0.02	0.06	0.21	0.08	-0.03	0.24
Correl Coeff Ag:xx	0.26	1.00	0.63	0.71	0.41	0.25	0.60	0.06
Correl Coeff Pb:xx	0.02	0.63	1.00	0.70	0.24	0.06	0.52	0.02
Correl Coeff Zn:xx	0.06	0.71	0.70	1.00	0.41	0.30	0.61	0.07

	B_ppm	Cd_ppm	Fe_%	Hg_ppm	S_%	Sb_ppm	Tl_ppm	W_ppm
Correl Coeff Au:xx	0.16	0.27	0.49	0.41	0.50	-0.01	0.48	0.28
Correl Coeff Ag:xx	0.21	0.46	0.49	0.23	0.61	0.54	0.30	0.44
Correl Coeff Pb:xx	0.53	0.39	0.27	0.28	0.57	0.95	0.45	0.34
Correl Coeff Zn:xx	0.58	0.54	0.39	0.33	0.59	0.60	0.49	0.45

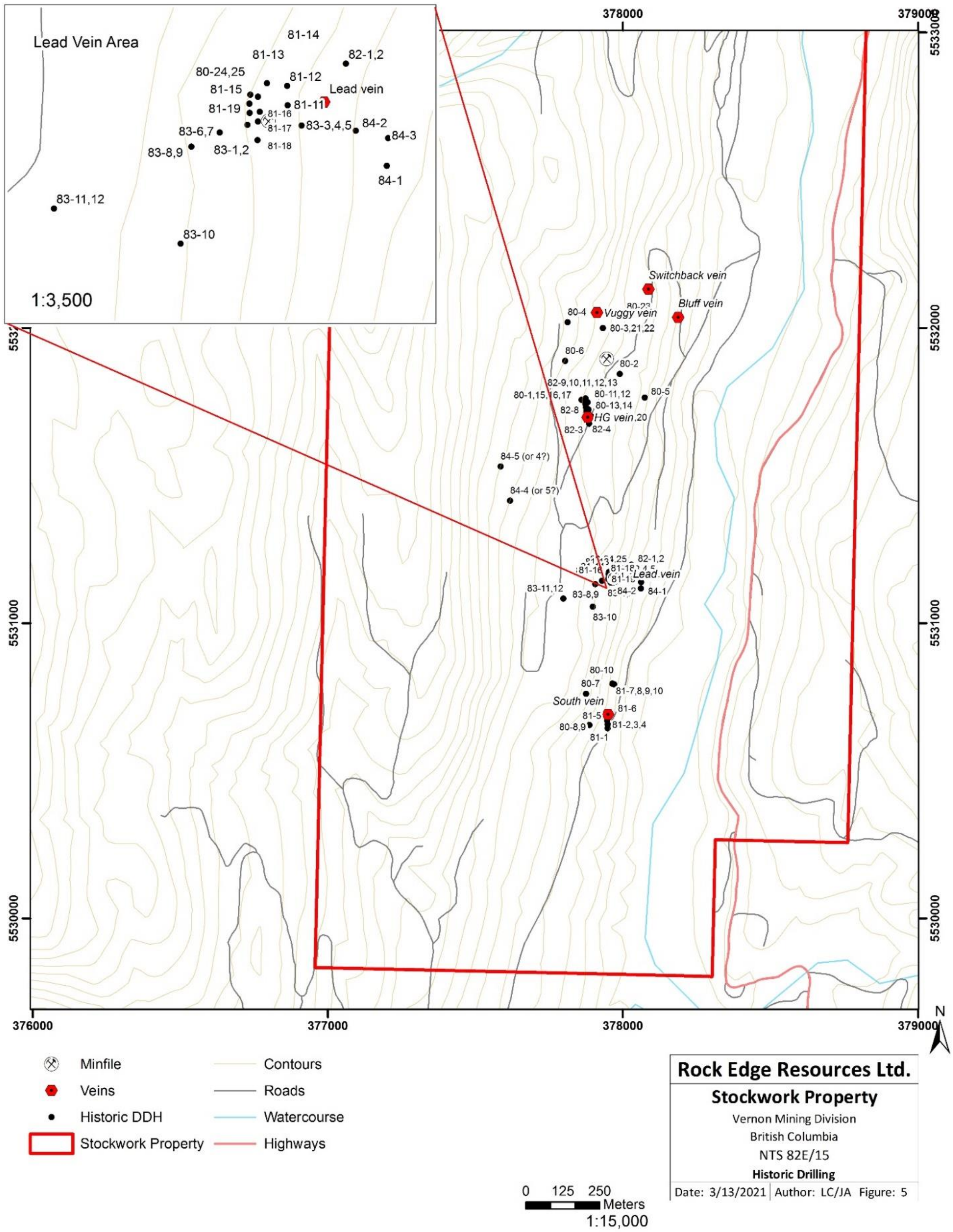
Gold in rock samples correlates moderately with Fe, Hg, S and Tl and weakly with Ag, Cu, Bi, Cd and W. Silver correlates strongly with Zn, moderately with Pb, Cu, As, Cd, Fe, S, Sb, and weakly with Au, Mo, B, Hg, Tl and W. Lead correlates strongly with Zn and Sb, moderately with Ag, B, S and Tl, and weakly with Cu, Cd, Fe, Hg and W. Zinc correlates strongly with Ag and Pb, moderately with Cu, As, B, Cd, S, Sb, Tl and W, and weakly with Mo, Fe, and Hg. Based on these correlations, two styles of mineralization are inferred, a gold-silver event, with associated Bi and Hg (i.e. HG Zone), and a silver-lead-zinc event, with associated As, Sb, and B (i.e. Lead Zone). Both styles of mineralization are present at the South Zone.

Eleven historic rock samples (all grab samples) returned values exceeding 5 ppm Au. All of these were collected at either the South Zone or the HG Zone. Four of these samples returned > 25 ppm Au, to a maximum of 53.25 ppm Au with 154.2 ppm Ag from the South Zone and 51.5 ppm Au with 679 ppm Ag from the HG Zone. Fourteen samples (all grab samples) returned > 1% Pb or Zn, to a maximum of 34.5% Pb, 9.5% Zn and 1090 ppm Ag from the Lead Zone.

Historic Drilling

In 1978, 4 percussion holes were drilled on the Stockwork Property. Results were inconclusive, and diamond drilling was recommended for future drill programs (Yorke-Hardy, 1979). Between 1980 and 1984, a total of 74 diamond drill holes were drilled on the Property (Waldner, 1981; Cruickshank and Mark, 1989). A summary of drilling is included below in Table 5 and diamond drill holes are shown on Figure 5.

Original drill logs and analytical certificates are available for 1980 drill holes, however many of the drill logs are, at least in part, illegible. In addition, although assay certificates are available, corresponding sample intervals are not always reported. For 1981-1984 drill holes, original data, including hole azimuth and dip, sample intervals and analytical certificates, is unavailable. Cruickshank and Mark (1989) provide summary information for these programs, including approximate drill hole locations, but this could not be independently verified against original data. No internal QA/QC sampling are believed to have been included in the historic drill programs.



Select highlights of drilling, as reported by Cruickshank and Mark (1989) are included in Table 5. Note that all intercepts represent core intercepts. Insufficient documentation exists to determine the relationship between core intercept and true width of the mineralization.

Table 5: Summary of Historical Drill Holes

Year	Holes	Type[1]	Metres	Operator	Highlights
1978	4	pdh	330	Yorke-Hardy and Arnold	
1980	25	ddh	3114	Mohawk Oil	**HG Zone:** ddh 80-1: 1.5' @ 0.32 oz/t Au, 7.5 oz/t Ag, 0.9% Cu ddh 80-1: 2.6' @ 0.21 oz/t Au ddh 80-13: 0.5' @ 0.23 oz/t Au, 6.7 oz/t Ag **Stockwork Zone:** ddh 80-3: 2.2' @ 0.11 oz/t Au[2] **South of Stockwork (IP Target):** ddh 80-2: 2.5' @ 0.12 oz/t Au
1981	19	ddh	Unknown	Mohawk Oil	**Lead Zone:** ddh 81-13: 3.47' @ 9.6 oz/t Ag, 5.2% Pb, 3.4% Zn ddh 81-13: 0.5' @ 40.5 oz/t Ag, 0.96% Pb, 15.4% Zn ddh 81-17: 1.32' @ 14.7 oz/t Ag, 5.5% Pb, 9.3% Zn ddh 81-17: 3.74' @ 6.1 oz/t Ag, 0.3% Pb, 8% Zn ddh 81-19: 1.52' @ 8.5 oz/t Ag, 1.5% Pb, 1.9% Zn
1982	13	ddh	Unknown	Mohawk Oil	**HG Zone:** ddh 82-6: 0.5' @ 0.23 oz/t Au, 4.4 oz/t Ag ddh 82-7: 0.33' @ 0.10 oz/t Au, 1.8 oz/t Ag ddh 82-8: 0.66' @ 0.19 oz/t Au, 4.6 oz/t Ag ddh 82-13: 2.33' @ 0.52 oz/t Au, 8.2 oz/t Ag, 1.3% Pb, 0.1% Zn, 0.1% Cu
1983	12	ddh	Unknown	Mohawk Oil	**Lead Zone:** ddh 83-6: 1' @ 0.02 oz/t Au, 6 oz/t Ag, 4.2% Pb, 7.9% Zn **West Lead Zone (Epithermal Alteration):** ddh 83-11: 2' @ 0.2 oz/t Au, 0.1 oz/t Ag
1984	5	ddh	Unknown	Mohawk Oil	**Lead Zone (Low Resistivity Target):** ddh 84-1: 1' @ 0.1 oz/t Au, 14.8 oz/t Ag, within 10.4' of 0.02 oz/t Au, 3 oz/t Ag ddh 84-2: 1.5' @ 0.02 oz/t Au, 2.3 oz/t Ag

[1] pdh = percussion drill hole ddh = diamond drill hole

[2] this intercept is reported by Cruickshank and Mark (1989) but was not reported on original assay certificates for drilling in Waldner (1981)

Although purporting to explore the Property for a large porphyry-style target, the vast majority of historic drill holes were short, closely spaced holes that tested the South, Lead and HG Zones. Numerous narrow intervals of elevated gold, silver, lead and zinc were intersected in these areas, as listed in Table 5.

In 1983 and 1984, the drilling explored for structurally-controlled epithermal mineralization. Several narrow intervals of elevated gold and silver were intersected and drilling showed that resistivity-low targets were associated with zones of hydrothermal alteration.

Historic Geophysics

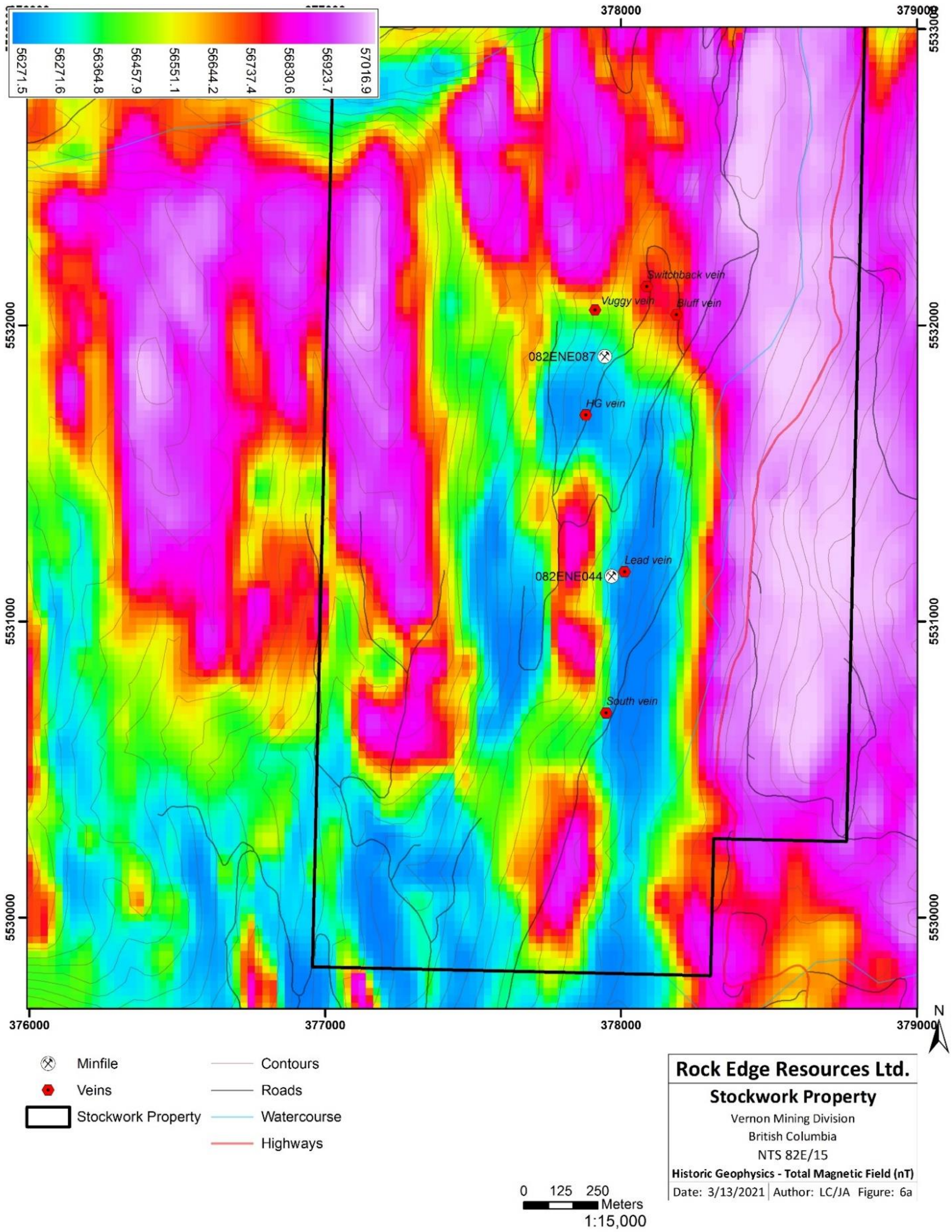
Various geophysical surveys have been completed on the Property, as listed in Table 2. In 1982, ground VLF-EM and magnetometer surveys were done over part of the Property, however details of these surveys are unavailable.

IP surveys were done in 1979, 1981 and 1984. Specifics of the 1979 and 1981 surveys are not available, and the 1981 survey was reported to have logistical/technical issues. In 1984, Mohawk Oil completed an 8.15 line km IP survey, with east-west trending lines spaced at 120 m intervals. The survey encompassed the South Zone in the south, but only extended far enough to cover a portion of the Stockwork Zone in the north. Coverage was not continuous, and there was a 350 m north-south gap between the HG Zone and the Lead Zone that was not surveyed. Results from the 1984 IP survey are reported in Cruickshank and Mark (1989). The northern portion of the survey used a pole-dipole array, while the southern part of the survey used a dipole-dipole array. The orientation of the grid lines was such that lines were very steep and the lack of elevation control during the survey contributed to difficulty in interpretation. Nonetheless, several anomalies were defined, including a coincident chargeability high and resistivity low at the Stockwork Zone and a 200 x 700 m north-trending strong resistivity low west of the Stockwork and HG Zones.

In the early 1980's drilling tested various IP anomalies, and a correlation between resistivity lows and zones of strong argillic alteration was reported. Near the eastern edge of the Lead Zone, elevated gold and silver over narrow intervals intersected in holes drilled to test a resistivity low. Northwest of the Lead Zone, narrow black sooty quartz veins were intersected within a zone of intense alteration, at the southern end of the strong, north-trending resistivity low located west of the Stockwork and HG Zones. The northern portion of the resistivity low is untested by any drilling.

In 2004, Leroy Ventures completed a 235 line km Fugro helicopter-borne magnetic and frequency-domain EM survey over the Property. The survey was flown on 100 m spaced, east-west trending lines. Line orientation made maintaining a consistent height above ground for the sensors problematic, and bird height ranged from 30 to as much as 120 m (Garrie, 2004).

Total Field Magnetics from the Fugro survey is shown in Figure 6a and Apparent Resistivity (7200 Hz) in Figure 6b. All of the known zones of mineralization occur within a strong north-trending magnetic low anomaly that appears to coincide with the 500 m wide, north-trending Kspar megacrystic granite pluton (unit KMG on Figure 8) which hosts the known veins (see Sections 7.2 & 7.3 of the report). Two strong north-trending resistivity lows were defined (see Figure 6b). Both of these anomalies correspond to resistivity lows defined by the 1984 IP survey. Their trend, parallel to north-trending lamprophyre dykes and to the KMG unit, suggests that they could be defining major long-lived fault zones, that controlled intrusive emplacement, as well as alteration and perhaps veining. A northwest-trending resistivity low that truncates the western resistivity low, merges into the eastern resistivity low and encompasses the South Zone, may reflect an additional structure. As suggested by Wasteneys (2021), a low-angle west-dipping structure may be an important control to the South Zone mineralization.


56271.5
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56457.9
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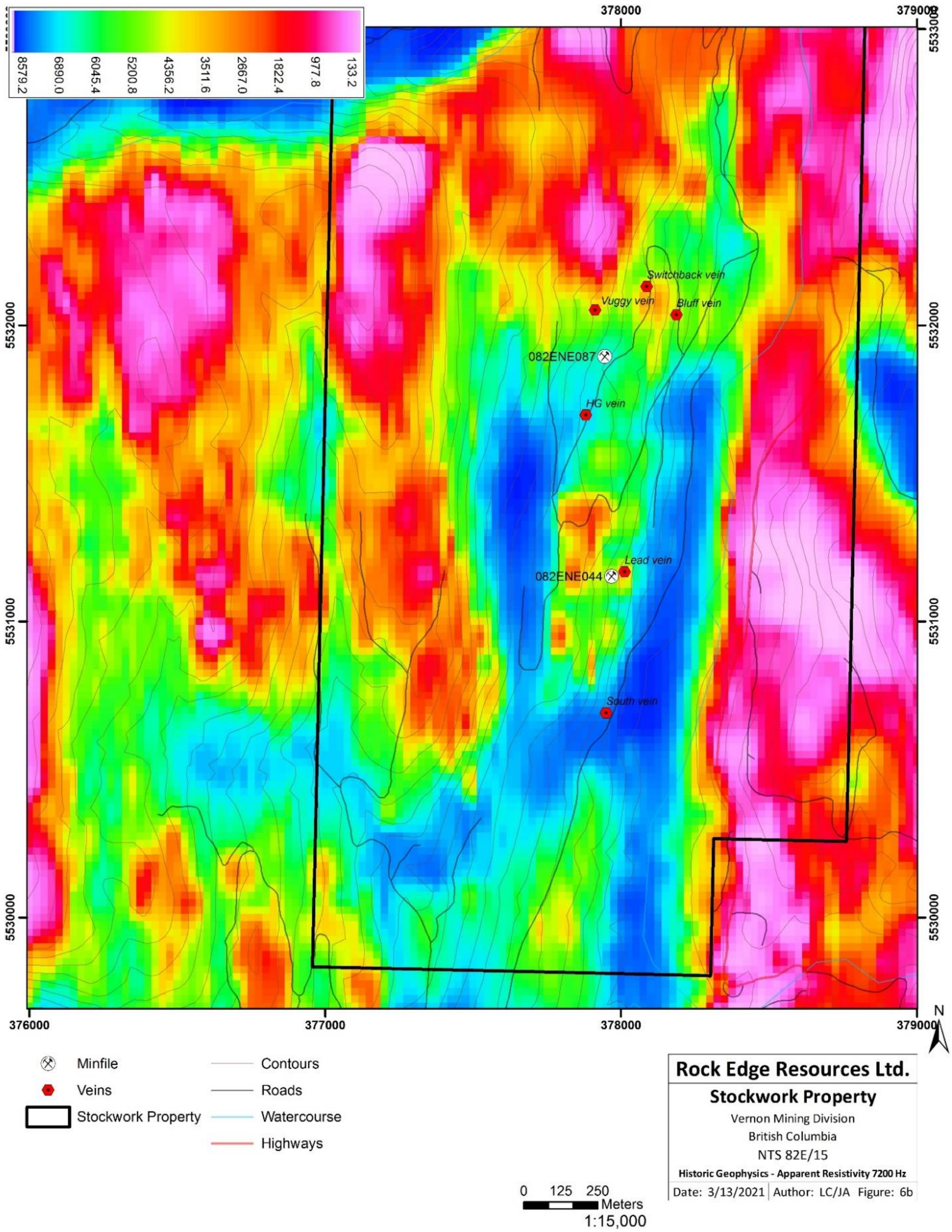
377000
378000
379000
5530000
5531000
5532000
5533000
Switchback vein
Vuggy vein
Bluff vein
082ENE087
HG vein
Lead vein
082ENE044
South vein
N
Minfile
Veins
Stockwork Property
Contours
Roads
Watercourse
Highways
0 125 250
Meters
1:15,000
Rock Edge Resources Ltd.
Stockwork Property
Vernon Mining Division
British Columbia
NTS 82E/15
Historic Geophysics - Total Magnetic Field (nT)
Date: 3/13/2021 Author: LC/JA Figure: 6a



Geological Setting and Mineralization

Regional and Local Geology

The regional geology of the project area is illustrated in Figure 7 and is based on the British Columbia digital geology map, which in turn represents mapping by Templeman-Kluit (1989), Jones (1959) and Little (1957).

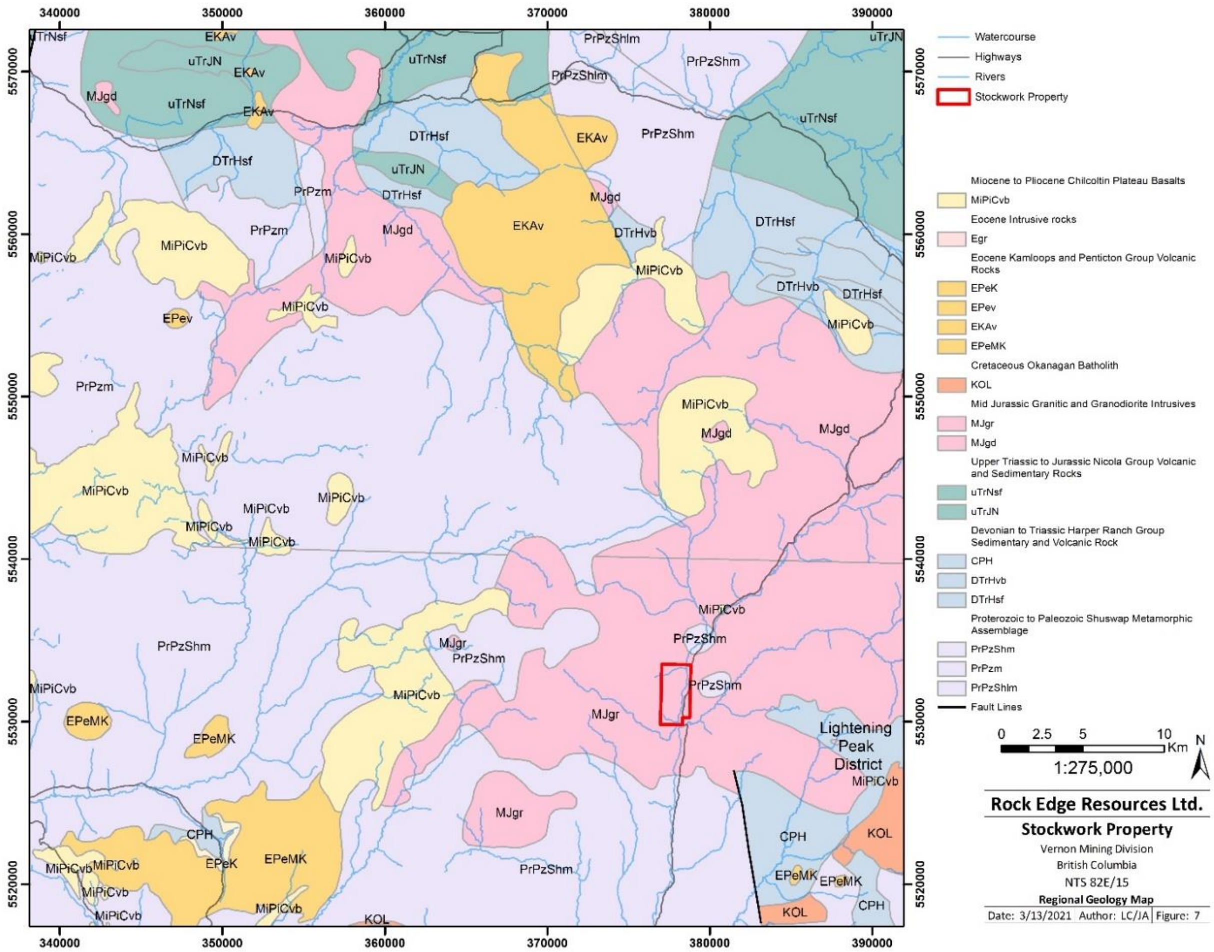
The Stockwork Property is located within the Omineca Belt. The oldest rocks in the region are Paleozoic to Proterozoic gneisses of the Shuswap Metamorphic Complex, which represent North American basement rocks that were uplifted during Eocene extension. Metavolcanic and metasedimentary rocks of the Carboniferous to Permian Harper Ranch Group are part of the accreted Quesnellia terrane. Post-accretionary granitic intrusives are widespread in the region, and include Jurassic, Cretaceous, Paleocene and Eocene intrusives. Rocks of the Harper Ranch Group may occur as large roof pendants within these intrusions. Eocene and Miocene volcanics are the youngest of the layered rocks in the area.

As shown on Figure 7, a large part of the map area is underlain by intrusive rocks that are largely undifferentiated and assigned to either the Jurassic Nelson Complex, the Paleocene Okanagan batholith, or the Eocene Coryell syenite. Recent work by Höy et al (2020) examined a series of small, high-level stocks within the larger undifferentiated intrusives. Their work, which incorporated geological mapping, mineral deposit studies, and radiometric dating, included a study in the Lightening Peak area to the west of the Stockwork Property, and is especially pertinent to the Stockwork Property.

Höy et al (2020) recognize 6 separate intrusions in the area, including Jurassic diorite, granite and granodiorite, Paleocene to Cretaceous pink massive granite and porphyritic granite/granodiorite, the Paleocene Okanagan batholith, and Eocene Coryell syenite. In many cases, contacts between different intrusive phases are gradational and the units are not easily distinguished. Of particular note is the fact that both the Jurassic and the Paleocene/Cretaceous granites are Kspar megacrystic units.

Property Geology

Historical geological mapping on the Stockwork Property is described by Cruickshank and Mark (1989). During 2020, more detailed geological mapping was completed within a 140 hectare area that encompassed all of the known zones of mineralization on the Property. Rock samples were collected and analyzed by whole rock characterization methods (major oxides, minor elements, REE's, common metallic elements and gold) to aid in characterization of intrusives. Alteration mineralogy was also determined for rock samples, using Visible Near Infrared (VNIR) and Short Wave Infrared (SWIR) spectroscopy. The 2020 mapping program was by H. Wasteneys, Ph.D., P.Geo and is described in Wasteneys (2021), from which the following is summarized. Results of the mapping program are illustrated in Figure 8.



The Property is underlain by various intrusive rocks, and to a lesser extent by foliated granite, metavolcanics and marble of the basement Paleozoic metamorphic gneiss complex which is exposed in the Kettle River valley in the eastern part of the claims. The oldest intrusives are leucocratic granite and hornblende diorite in the western part of the Property. These are interpreted as part of the regionally extensive Jurassic intrusive (MJgr, MJgd on Figure 7). Sandwiched between, and intruding, the Paleozoic gneiss and the Jurassic granite, is a 500 m wide, north-trending Kspar megacrystic granite pluton (unit KMG on Figure 8). Unit KMG is distinguished by large (2-3 cm) blocky pink orthoclase phenocrysts within a coarse hypidiomorphic granular matrix of plagioclase, orthoclase, quartz and minor biotite and hornblende.

Unit KMG is interpreted as equivalent to the Paleocene/Cretaceous Kspar megacrystic granite (dated at 137.11 Ma) that Höy et al (2020) have mapped in the Lightening Peak Camp, 12 km to the east of the Stockwork Property. Gold-bearing veins in the Lightening Peak Camp are hosted by the Kspar megacrystic unit in the Lightening Peak Camp, placing the age of that mineralization as no older than Early Cretaceous. All of the known zones of mineralization on the Stockwork Property are hosted by unit KMG, and are assumed to be the same age and style as mineralization in the Lightening Peak Camp. Zones of mineralization on the Property are described in Section 7.3, below.

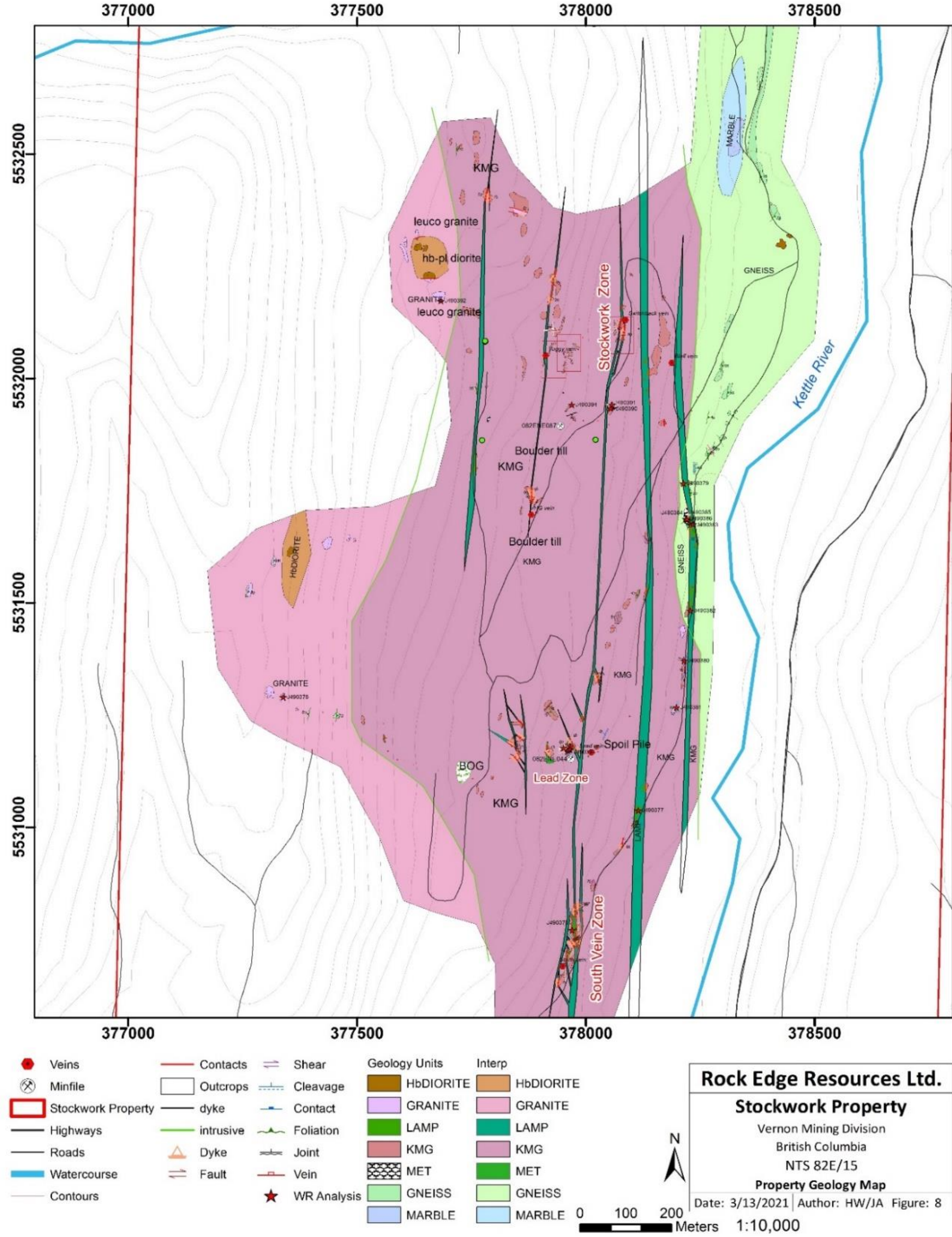
Five north-trending, steeply-dipping dyke systems cut the KMG intrusive on the Property. Dykes include coarse grained hornblende-biotite phyric monzonite, which range up to 20 m in width, plus narrow (1-3 m) biotite-lamprophyre dykes. The lamprophyre dykes form interconnecting branching arrays between the larger monzonite dykes, and appear to be coextensive with the monzonite.

Alteration and Mineralization

Four zones of mineralization are known on the Stockwork Property. From south to north, these zones are the South Zone, Lead Zone, HG (High Grade) Zone and Stockwork Zone. All of the zones of mineralization are hosted by Kspar megacrystic granite (unit KMG) and occur within a 1.5 km, north-trending belt.

Historically, mineralization on the Property was interpreted as indicating gold-copper porphyry and/or polymetallic vein-style mineralization. Later, on the basis of a 50 x 300 m long north-trending zone of argillic alteration related to a north-trending fault system, mineralization was interpreted as part of a structurally-controlled epithermal system (Cruickshank and Mark, 1989). During 2020, SWIR and VNIR spectroscopy was used to characterize the alteration assemblages and their distribution, as a test of these hypotheses. White mica, kaolinite, montmorillonite, amphibole, biotite and carbonate were detected by SWIR, while chlorite, goethite, and hematite were identified by VNIR (Wasteneys, 2021).

Alteration may be associated with the same north-trending structures that control emplacement of post-mineral dykes. Kaolinite, which can form by hydrothermal alteration or by weathering, was the dominant alteration mineral in the eastern part of the Property. Montmorillonite and white mica were more dominant in samples



collected from the Lead Zone, South Zone and areas to the west. No higher temperature clay minerals (i.e. dickite, pyrophyllite) were identified, and although limited to only 17 samples, the distribution of alteration minerals did not appear to indicate spatial zonation related to a mineralization system.

Based on similarities to host rocks, vein style and vein orientation in the Lightening Peak Camp 12 km to the east, mineralization on the Stockwork Property is interpreted as part of this same regional event. In the Lightening Peak area, two types of vein mineralization are known, east-west trending high-silver polymetallic veins, and north-trending, pyritic, gold-bearing quartz veins. Similar vein orientations are observed on the Stockwork Property.

South Zone - Minfile 082ENE044

The South Zone consists of 4 subparallel, shallow-west dipping gold-silver-lead-zinc bearing quartz veins. The veins are hosted within the KMG unit, and have minimal associated alteration. The veins range from 0.5 to 4 m in width, averaging about 1.5 m, and are discontinuously exposed over a 185 m strike length. Mineralization consists of galena, sphalerite and related silver minerals in a quartz gangue. Wasteneys (2021) interprets the veins as related to reactivation of shallow dipping fault structures resulting from unroofing of metamorphic core complexes.

The veins are exposed at the base of a steep cliff, and as such were more difficult to explore by stripping and exploit by bulk sampling than the HG and Lead Zones. Fourteen drill holes were drilled at the South zone in the early 1980's, with no significant results. Veins are poorly exposed at present, but a large pile of mineralized quartz has been stockpiled near the road. Historic grab samples at the South Zone have returned up to 53.25 ppm Au, with 154.2 ppm Ag, 16.6% Pb and 2.1% Zn, as illustrated on Figures 4a and 4b. As noted in Section 6.2, grab samples are intended to demonstrate the presence or absence of mineralization. They are not representative of average grade of the vein.

Lead Zone - Minfile 082ENE044

The Lead Zone is an east-west trending, moderate to steeply south-dipping shear-hosted vein hosted within strong sericite-chlorite altered KMG intrusive. Mineralization consists of galena, pyrite and sphalerite as blebs and semi-massive to massive bands within a white quartz gangue. The shear zone itself averages about 1.5 m in width and is comprised of up to 25% vein material. In the late 1970's and early 1980's, the Lead Vein was exposed over a continuous length of 170 m, then discontinuously by trenching for a further 200 m (Callaghan and Yorke-Hardy, 1996a). It is truncated on the east by a northwest trending lamprophyre dyke.

The Lead Vein is primarily a silver-lead-zinc vein with low gold values. Silver occurs as native silver (in calcite) and as ruby silver, which is associated with sphalerite. Select grab samples from the vein have returned up to 2169 ppm Ag, with 9.2% Pb, 8.1% Zn and 0.68 ppm Au, and to as much as 34.4% Pb, 13.4% Zn and 0.835 ppm Au. In 1996, detailed geological mapping and representative chip sampling in the Upper Lead Zone pit returned 20.8 oz/t Ag over a 2.5 m true width, in the hangingwall of the main shear vein. In 2005, representative chip sampling was completed across 14 m in the Lower Lead Zone pit, returning a weighted average of 25.3 ppm Ag, 892 ppm Pb, 988 ppm Zn and 0.012 ppm Au over 14 m (Wilkinson, 2005).

In the early 1980's, 28 were holes drilled to explore the Lead Zone and delineate the vein for bulk sampling. Drilling tested the zone to a depth of only 75 m, and the vein remains open to depth. Highlights from drilling at the Lead Zone are listed in Table 5 (Section 6.3), and include 3.47' @ 9.6 oz/t Ag, 5.2% Pb, 3.4% Zn (ddh 81-13), 0.5' @ 40.5 oz/t Ag, 0.96% Pb, 15.4% Zn (ddh 81-13) and 1.32' @ 14.7 oz/t Ag, 5.5% Pb, 9.3% Zn (ddh 81-17).

Several holes were drilled, to the east and west of the Lead Zone, to test low resistivity targets for associated alteration. Encouraging gold values were returned from these holes (i.e. ddh 83-11: 2' @ 0.2 oz/t Au, 0.1 oz/t Ag, and ddh 84-1: 1' @ 0.1 oz/t Au, 14.8 oz/t Ag, within 10.4' of 0.02 oz/t Au, 3 oz/t Ag).

Test mining and milling was done from the Lead Zone in 1982-83, but results are unknown.

HG (High Grade) Vein - Minfile 082ENE087

The HG vein is a gold-silver vein that strikes 340o and dips 30-40o to the west. It averages 0.75 m in width and consists of fine grained quartz surrounding a core of coarse druzy quartz and sulfides. Pyrite is the dominant sulfide, and occurs as euhedral cubes, fine grained blegs, discontinuous veinlets and semi-massive to massive sections. Chalcopyrite, argentite and scheelite are also reported (Yorke-Hardy, 1979; Cruickshank and Mark, 1989).

In 1978, the vein was stripped for geological mapping and representative chip sampling. Elevated values, including 0.66 oz/t Au and 1.03% Cu over 1.5' and 0.23 oz/t Au, 4.38 oz/t Ag and 0.16% Cu over 4' were returned from chip samples of the vein (Yorke-Hardy, 1979). A 24.2 ton bulk sample was subsequently collected and shipped to the Selmon Resources mill in Slocan City, with concentrates sent to the Trail smelter and returning an average grade of 0.11 oz/t Au and 4.2 oz/t Ag (Cruickshank and Mark, 1989).

In the early 1980's, 22 drill holes were completed at the HG Zone. Highlights from drilling are shown in Table 5 (Section 6.3 of the report) and include 1.5' @ 0.32 oz/t Au, 7.5 oz/t Ag, 0.9% Cu and 2.6' @ 0.21 oz/t Au (ddh 80-1) and 2.33' @ 0.52 oz/t Au, 8.2 oz/t Ag, 1.3% Pb, 0.1% Zn, 0.1% Cu (ddh 82-13), among others.

The HG Zone has been backfilled and is currently not well exposed.

Stockwork Zone - Minfile 082ENE087

The Stockwork Zone is located about 300 m northeast of the HG Zone. It encompasses a 30 x 100 m stripped area, the Switchback Zone, where highly fractured, sericite-chlorite altered KMG is cut by abundant quartz veins and veinlets containing minor pyrite. It also includes the Vuggy Vein, 200 m southwest of the Switchback Zone, and the Bluff Vein, 130 m southeast of it. At the Vuggy Vein, massive and vuggy quartz veins and stockwork veinlets are exposed in altered KMG outcrop, in a roughly 25 m x 180 m north-trending band (Callaghan and Yorke-Hardy, 1996a).

The Switchback Zone was previously characterized as stockwork veining, but current mapping (Wasteneys, 2021) suggests that vein arrays are related to shear zone deformation, rather than to a magmatic hydrothermal stockwork.

Historic rock samples from the Stockwork Zone have returned only weakly elevated gold and silver values, to 0.13 ppm Au and 11 ppm Ag, respectively. Seven holes were drilled at the Stockwork Zone in the early 1980's, with results including 2.2' @ 0.11 oz/t Au (ddh 80-3), and 2.5' @ 0.12 oz/t Au (from ddh 80-2, drilled to the south of the Stockwork Zone to test an IP target).

Deposit Types

Historically, mineralization on the Stockwork Property was interpreted as indicating gold-copper porphyry and/or polymetallic vein mineralization. Later, on the basis of a 50 x 300 m long north-trending zone of argillic alteration, mineralization was interpreted as part of a structurally-controlled epithermal system (Cruickshank and Mark, 1989). During 2020, SWIR and VNIR spectroscopy was used to characterize the alteration assemblages and their distribution, and test these hypotheses. Kaolinite was the dominant alteration mineral in the eastern part of the Property. Montmorillonite and white mica were more dominant in samples collected from the Lead Zone, South Zone and areas to the west. No higher temperature clay minerals were identified, and although limited to only 17 samples, the distribution of alteration minerals did not appear to indicate spatial zonation related to a mineralization system (Wasteneys, 2021).

Based on similarities to host rocks, vein style and vein orientation, mineralization on the Stockwork Property is interpreted as part of this same regional event as at the Lightening Peak Camp, 12 km to the east. In the Lightening Peak area, two types of vein mineralization are known, east-west trending high-silver polymetallic veins, and north-trending, pyritic, gold-bearing quartz veins. While the relationship between the east-trending polymetallic veins and the north-trending gold veins is unknown, Höy et al (2020) postulate that they represent a zoned mineralizing system related to the Paleogene Okanagan Batholith, with proximal silver-base metal veins and distal gold veins.

In the Author's opinion, mineralization on the Stockwork Property best fits a polymetallic vein model. Based mineral assemblages and geochemistry, two styles of mineralization are inferred, a gold-silver event, with associated Bi and Hg (i.e. HG Zone), and a silver-lead-zinc event, with associated As, Sb, and B (i.e. Lead Zone). Both mineralization assemblages are present at the South Zone.

Polymetallic veins (Deposit Type I05, as described by Lefebure and Church (1996)) are the most common deposit type in British Columbia and have historically been an important source of silver, gold, lead and zinc in the province. BC examples include the Sandon, Ainsworth and Beaverdell districts, among others. Other well-known examples are the Mayo District in the Yukon and the Coeur d'Alene District in Idaho.

The veins are genetically related to, and typically contemporaneous with, nearby intrusions and can occur in a wide range of tectonic settings. Veins have strong structural controls and are commonly emplaced along faults and fractures in country rock adjacent to intrusive stocks. They occur as individual veins or as sets of steeply dipping, narrow, tabular or splayed veins that vary from cm-scale to in excess of 3 m in width, but can also widen to stockwork zones exceeding 10 m in width. Veins are commonly a few hundred meters to up to 1 km in both strike and depth extent. Mineralization occurs in shoots which are localized along the vein structure and are controlled by a variety of factors, including intrusive contacts, changes in competency of the host rock, flexures in the structure, and intersecting fault zones. Mineralization consists of a range of sulfides, as well as free gold.

Exploration

The Issuer completed an exploration program on the Stockwork Property during October 2020. The work program was managed by Rich River Exploration Ltd. and consisted of geological mapping plus rock and soil sampling, as summarized below. Historical exploration by previous operators is described in "History".

Geological Mapping and Rock Sampling

During 2020, 1:1000 scale geological mapping was completed within a 140 hectare area that encompassed all of the known zones of mineralization on the Property. Mapping was by H. Wasteneys, Ph.D., P.Geo and is described in Wasteneys (2021). The purpose of the mapping program was to provide an understanding of the geological and structural framework for mineralization, and in particular to determine the relationships between various intrusives and zones of mineralization on the Property. Another objective of the mapping program was to understand the distribution and nature of alteration assemblages, and to determine any spatial zonation related to a mineralization system.

Results of the mapping program are illustrated in Figure 8 and have been described under "Property Geology", with details of known zones of mineralization described "Alteration and Mineralization".

Rock sampling was done in conjunction with the mapping program and included 17 samples that were submitted for whole rock characterization, including major oxides, minor elements, REEs, common metallic elements and gold. The mandate of the sampling program was not to sample known zones of veining, which had been historically sampled on numerous occasions, but rather to add information that aided in a better understanding of the geological setting of the Property.

Wasteneys (2021) presents a detailed description of analytical results. A TAS plot (Total Alkali vs Silica), shows compositions ranging from granite to monzonite, with all of the monzonites representing coarse grained dykes that cut the KMG unit. An AFM plot (Alkali-Iron-Magnesium) shows that the intrusives fall within the calc-alkaline series, while a Pearce element plot (Zr/Ti vs Nb/Y) shows a tight clustering of data points within the trachy-andesite field. Other plots included in Wasteneys (2021) include Spider plot, showing REEs by rock type to indicate degree of fractionation, and Harker diagrams of major oxides versus SiO_2, which show compatible behavior and possible continuous magma series for the intrusives.

Samples were also analyzed by SWIR and VNIR spectroscopy, to characterize alteration assemblages. White mica, kaolinite, montmorillonite, amphibole, biotite and carbonate were detected by SWIR, while chlorite, goethite, and hematite were identified by VNIR. Alteration may be associated with the same north-trending structures that control emplacement of post-mineral dykes. Kaolinite, which can form by hydrothermal alteration or by weathering, was the dominant alteration mineral in the eastern part of the Property. Montmorillonite and white mica were more dominant in samples collected from the Lead Zone, South Zone and areas to the west. No higher temperature clay minerals (i.e. dickite, pyrophyllite) were identified, and although limited to only 17 samples, the distribution of alteration minerals did not appear to indicate spatial zonation related to a mineralization system.

Soil Geochemistry

Historical soil samples by Leroy Ventures in 2005 (see Section 6.1, Figures 4a,b) was on 200 m spaced grid lines, with 50 m sampling along lines and did not extend northwards to cover the Stockwork Zone. In 2020, the Issuer completed a soil geochemical survey to extend the historical grid to the north. Lines were east-west trending and spaced at 100 m intervals, with samples collected at 25 m intervals along lines. In addition to extending the 2005 grid to the north, infill grid lines were completed in the northern portion of the 2005 survey area, to provide coverage on a 100 m line spacing.

Grid lines were stopped when they reached the gently sloping Kettle River valley, because of the deep alluvial cover in this part of the Property. To the west of the river valley, the topography can be quite steep. In some places, jogs in grid lines were required to avoid cliff-like sections.

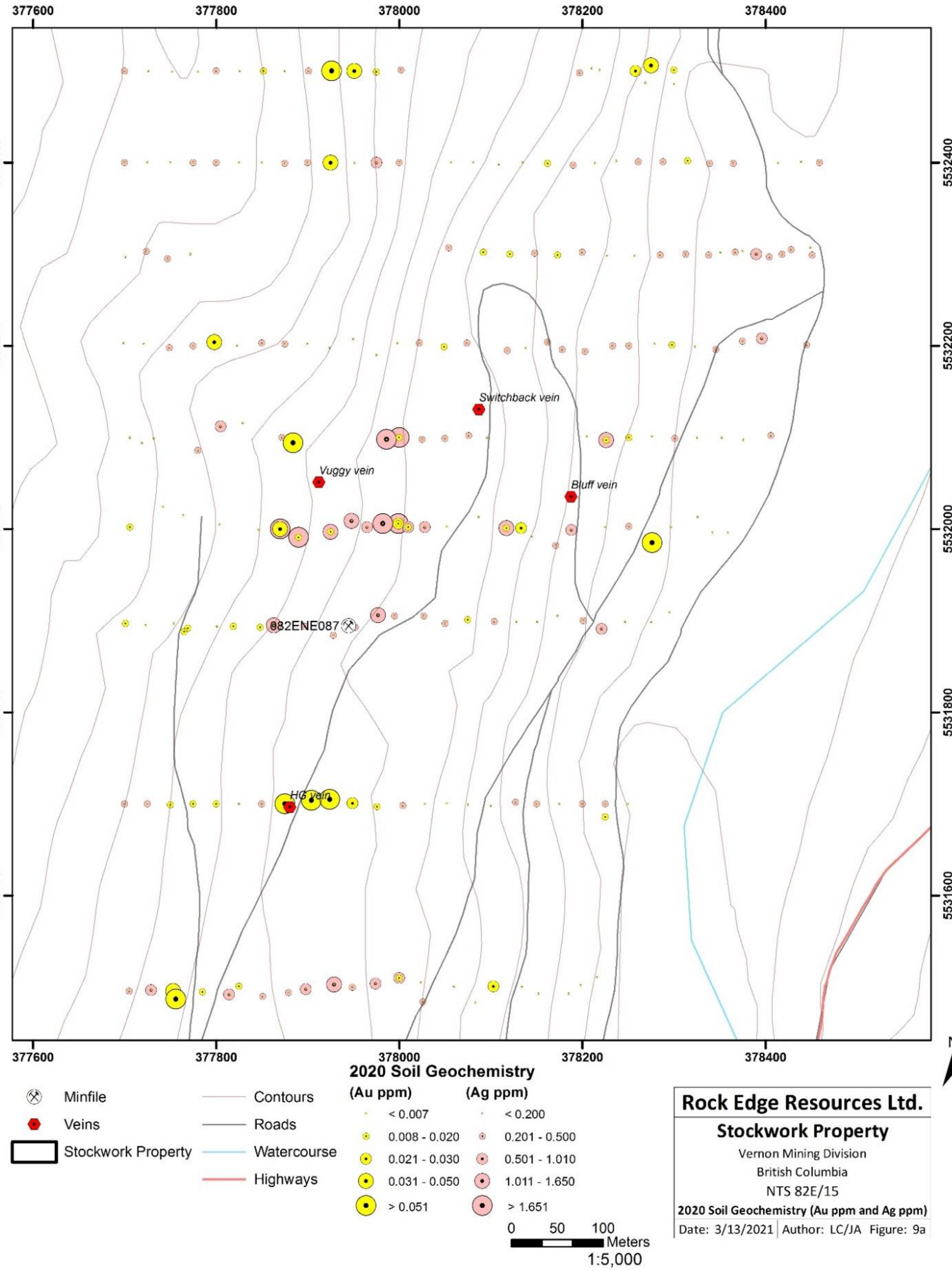
Results for the 2020 program of soil geochemistry are shown on Figures 9a-b, and statistics are presented below in Table 6.

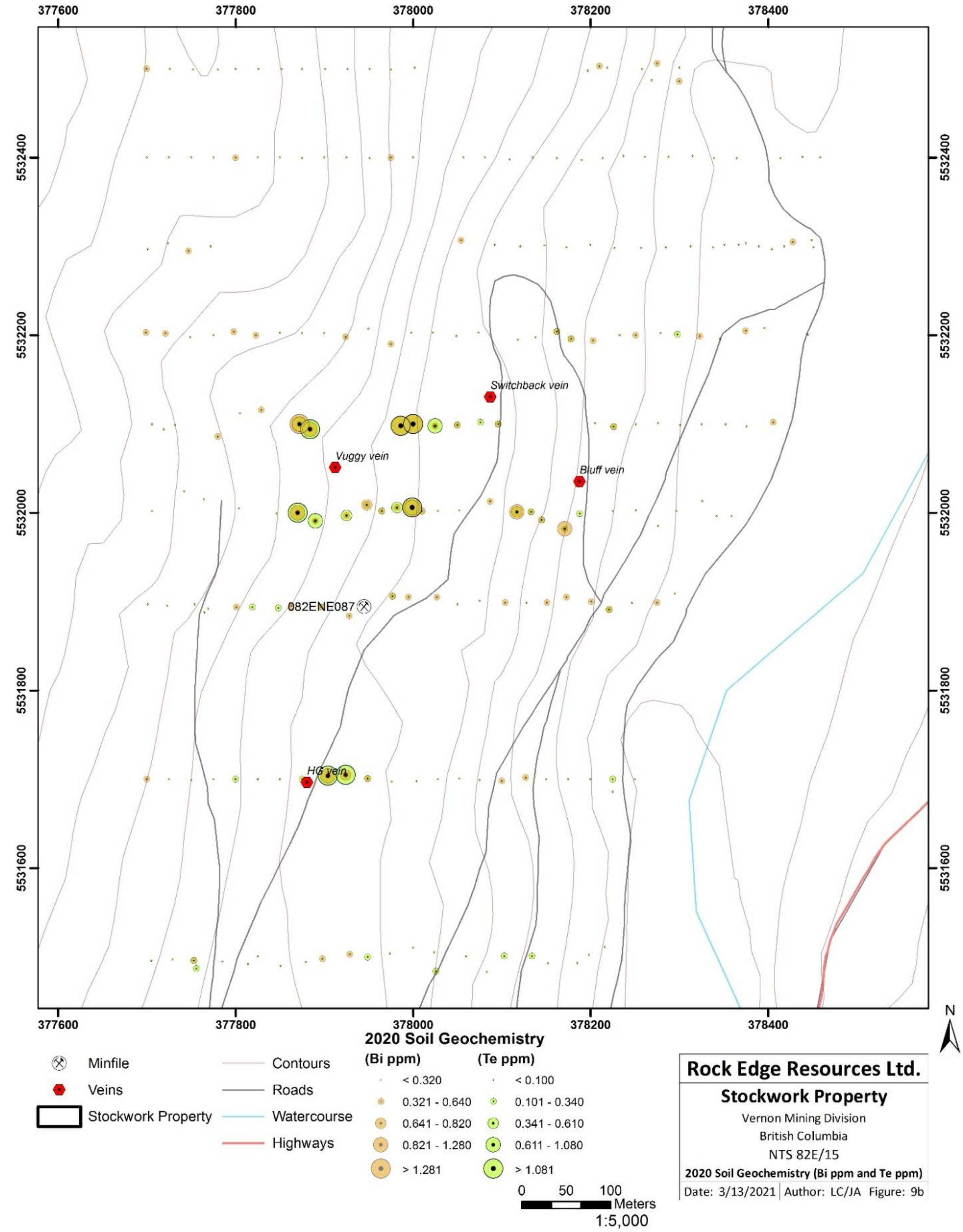
Table 6: 2020 Soil Geochemistry Statistics

	Ag_ppm	Au_ppm	Bi_ppm	Cu_ppm	Fe_%	Ge_ppm	Hg_ppm	Pb_ppm	S_%	Se_ppm	Te_ppm
Max	5.02	0.23	6.50	131.80	9.34	0.41	0.12	40.30	0.09	1.00	4.97
Avg	0.38	0.01	0.35	12.73	3.19	0.09	0.04	11.88	0.02	0.17	0.14
SD	0.63	0.02	0.46	10.31	1.08	0.05	0.02	4.78	0.01	0.16	0.47
Avg+1SD	1.01	0.03	0.82	23.04	4.28	0.14	0.06	16.67	0.04	0.34	0.61
Avg+2SD	1.65	0.05	1.28	33.34	5.36	0.19	0.08	21.45	0.05	0.50	1.08
Correl Au:xx	0.48	1.00	0.13	0.21	0.09	0.11	-0.16	0.21	0.03	-0.05	0.60
Correl Ag:xx	1.00	0.48	0.50	0.26	0.21	0.21	0.24	0.27	0.38	0.20	0.83
Correl Pb:xx	0.27	0.21	0.34	0.16	0.28	0.16	0.20	1.00	0.35	0.10	0.30
Correl Zn:xx	-0.05	-0.09	0.09	0.05	0.45	0.09	-0.11	0.30	-0.06	-0.21	0.00

Gold correlates strongly with Te in soils, moderately with Ag, and weakly with Bi, Cu, Ge, Pb. Silver correlates strongly with Te, moderately with Au, Bi and S, and weakly with Cu, Fe, Ge, Hg, Pb and Se.

A 1250 m long by 300 m wide north-northwest trending, moderate to strong Au:Ag:Pb:Zn:Bi:Te anomaly extends from south of the HG Zone to the northern limit of the surveyed area. The anomaly appears strongest in the vicinity of Vuggy Vein (part of the Stockwork Zone). This is an intriguing target which is not well tested by historical work. A coincident resistivity low-chargeability high anomaly was defined by the 1984 IP survey in this area (see "Historic Geophysics").


377600
377800
378000
378200
378400
5532400
5532200
5532000
5531800
5531600
Switchback vein
Vuggy vein
Bluff vein
082ENE087
HG vein
N
2020 Soil Geochemistry
Minfile
Veins
Stockwork Property
Contours
Roads
Watercourse
Highways
(Au ppm)
< 0.007
0.008 - 0.020
0.021 - 0.030
0.031 - 0.050
> 0.051
(Ag ppm)
< 0.200
0.201 - 0.500
0.501 - 1.010
1.011 - 1.650
> 1.651
0 50 100
Meters
1:5,000
Rock Edge Resources Ltd.
Stockwork Property
Vernon Mining Division
British Columbia
NTS 82E/15
2020 Soil Geochemistry (Au ppm and Ag ppm)
Date: 3/13/2021 Author: LC/JA Figure: 9a



The two highest Au values from the 2020 soil sampling program (0.225 and 0.146 ppm Au) are associated with the HG Zone. The third highest value (0.144 ppm Au), along with several other anomalous gold values, occurs on the northernmost grid line. Recommendations to extend soil coverage to the north to close off this anomaly are included under "Recommendations".

The 2020 soil survey did not extend to the west far enough to cover the strong, north-trending resistivity low defined by both the 1984 IP survey and the 2005 airborne EM survey. Recommendations are also included that soil coverage be extended to the west.

Drilling

The Issuer has not completed any drilling on the Stockwork Property. Historic drilling is described above under "History".

Sampling Preparation, Analyses and Security

During the 2020 work program, rock and soil samples were collected by individuals contracted by Rich River Exploration Ltd. and were kept in the company's possession until shipping to the analytical laboratory. All bags were sealed with a nylon lock-strap prior to shipping. No employee, officer, director or associate of the Issuer was involved in any aspect of sampling or sample preparation. In the Author's opinion, sample preparation, security and analytical procedures were appropriate for the style of mineralization and stage of exploration on the Property.

Soil samples were submitted to MS Analytical Laboratory ("MS") in Langley for preparation and analysis. The Author's independent rock samples were also submitted to MS Analytical. MS is a certified assay and geochemical laboratory under the ISO/IEC 17025 and ISO 9001 standard. Rock samples were dried, crushed and a 250 g split of the crushed rock was pulverized to 85% passing 75 µ. Rock samples were analyzed for 51 elements by MS method IMS-132, where a 40 g sample of the pulverized rock was analyzed by ICP-MS following aqua regia digestion. Samples returning over 3 ppm Au were analyzed for gold by 30 g Fire Assay with AAS finish (method FAS 111). Samples returning over-limit values of Ag, Pb or Zn by ICP-MS were assayed using ore grade 4-acid digestion with ICP-ES finish (MS method ICF-6xx). Soil samples were dried and a 500 g split was screened to -80 mesh. Samples were then analyzed for 51 elements by MS method IMS-131, where a 20 g sample was analyzed by ICP/MS, following aqua-regia digestion.

Rock samples collected for geological purposes were submitted to ALS Global (ALS) in North Vancouver for preparation and complete characterization analysis. ALS is a certified lab under the ISO/IEC 17025 standard. Sample preparation was by ALS methods CRU-31, SLL-21 and PUL-31, where the sample was crushed to 70% passing < 2mm, then split through a riffle splitter and a 250 g split pulverized to 85% passing < 75 µ. The complete characterization package includes analyses by multiple methods, including lithium borate fusion/ICP-MS, multi-element ICP-MS, ICP-AES, IR Spectroscopy for total carbon and total sulfur, base metals by 4-acid digestion and ICP-AES, with overlimits by ore grade assay, and gold by 30 gram Fire Assay-AA finish. Spectral analysis (VNIR and SWIR) was at ALS' Reno facility by method TRSPEC-20, with interpretation by aiSIRIS software at AusSpec International in Australia (INTERP-11).

Sample preparation and analysis from the 2020 program was in accordance with Exploration Best Practices Guidelines. Historic sampling on the Property appears to be appropriate for the era in which the data was collected, although generally it cannot be confirmed that samples were collected in accordance with Exploration Best Practices Guidelines. Original laboratory certificates and details regarding sample preparation, analytical methods and sample security are available for all historic rock and soil samples from 1999 to the present, but with few exceptions, are lacking for sampling prior to 1999.

Data Verification

Rock Edge's 2020 work program was managed by Rich River Exploration Ltd. The crew was comprised of experienced workers. The Author completed a site visit to the Property while field work was underway. She also completed independent rock sampling from 3 of the known zones of mineralization (South Zone, Lead Zone and Stockwork Zone). Results from the Author's independent sampling, presented below in Table 7, confirm high Ag, Pb, and Zn values from the Lead Zone, low base and previous metals from the Switchback Zone, and high Ag, Pb, and Zn, with elevated gold, from the South Zone. Because of poor vein exposure, no samples were collected from the HG Zone. The Author incorporated independent analytical standards of known grade into her sample sequence and confirmed the results for these QA/QC samples against the reference grade for the standards.

Table 7: Independent Rock Samples, L. Caron, October 2020

Sample_ID	Area	Type	Au_ppm	Ag_ppm	As_ppm	Bi_ppm	Pb_ppm	Te_ppm	Zn_ppm
1459441	Lead Zone	grab	0.065	107.00	611.7	0.6	1265	0.05	15300
1459442	Lead Zone	0.6 m chip	0.024	27.69	166.1	0.1	412	0.09	198
1459443	Lead Zone	grab	0.004	45.97	27.7	0.1	7630	<0.01	334
1459444	Switchback	grab	0.004	0.30	1.8	0.2	13	0.21	12
1459445	Switchback	grab	0.003	0.48	0.8	0.2	9	0.26	10
1459447	Switchback	0.4 m chip	0.004	0.25	2.0	0.2	5	0.16	37
1459448	South Zone	grab	3.646	326.00	6.6	201.5	3324	223.06	16400
1459449	South Zone	grab	0.721	103.00	5.2	93.9	58000	27.71	54300

Historic rock and soil sample data was compiled by the Author for soil samples collected in 2005 and for rock samples collected from 1999 to the present. Original laboratory certificates, details of analytical methodology, and GPS coordinates were available for all samples included in the data compilation. No attempt was made to include soil samples collected prior to 2005, or rock samples prior to 1999, since location accuracy was poor and, for the most part, original analytical certificates and details of analytical methodology could not be verified. None of the previous sampling programs included any independent QA/QC sampling.

Historic drill data (1980 – 1984) from the Property is poorly documented. Drill hole locations are only known from a 1989 compilation report (Cruickshank and Mark, 1989), and with only a few exceptions, drill logs, sample intervals and analytical certificates are unavailable for drill holes. None of the historic drill hole collars were visible in the field, although drill collars, or at least drill pads, could possibly be located by additional fieldwork, for verification against the historic drill hole compilation.

No attempt has been made to compile historic ground magnetic, VLF-EM or IP data from the Property. As described under "Historic Geophysics", original data is missing for these programs, although 1984 IP results are described and shown in plan and profile in the 1989 compilation by Cruickshank and Mark. The IP survey cannot be located with any degree of accuracy, lacked good elevation control, and is useful only in general terms to indicate areas of potential that should be tested by subsequent geophysical surveys. Recommendations are included under "Recommendation" that a drone magnetic survey be completed over the Property, and that a modern IP survey be completed.

The Author is of the opinion that data is of industry standard and suitable for use for exploration purposes.

Mineral Processing and Metallurgical Testing

Apart from several historic bulk samples, for which summary information only is reported as follows, no mineral processing or metallurgical testing has been completed on the Stockwork Property.

A 24.2 ton bulk sample was collected from the HG Zone in 1978-79 and shipped to the Selmon Resources mill in Slocan City, with the resulting concentrate sent to the smelter in Trail. The average grade from the bulk sample was 0.11 oz/t Au and 4.2 oz/t Ag. In 1982, a small portable test mill was constructed on the Property and test mining/milling was completed from the Lead Zone, and to a lesser extent from the HG and South Zones. Mill concentrates were again shipped to the Trail smelter Cruickshank and Mark (1989), but results are unknown.

Mineral Resource Estimates

There are no current mineral resource estimates for the Stockwork Property.

Adjacent Properties

Numerous mineral occurrences are located in the Lightening Peak Camp, 12 km east of the Stockwork Property. The following information regarding the Lightening Peak Camp is summarized from publicly disclosed information, including Höy et al (2020), Peterson (2013) and Cairnes (1930), and from BC Minfile. It has not been independently verified by the Author. The reader is cautioned that the information below is not necessarily indicative of the mineralization on the Stockwork Property.

There is limited historic production from the Lightening Peak Camp, although vein-type occurrences in the area have been explored intermittently over the past 100+ years. Minfile occurrences include 082ENE017, 022-029, 031-032, 034-035, 037-039, 072-73, and 075-079, all of which occur within a northwest-trending belt that extends for 7.5 km. Mineralization is primarily hosted by Paleozoic Harper Ranch Group limestone and metasedimentary rocks, and to a lesser extent in the surrounding Jurassic and Cretaceous intrusives. The Harper Ranch Group may represent a large roof pendant within these intrusions.

Two types of vein mineralization are known in the area. The first are polymetallic veins, hosted by limestone and metasedimentary rocks. The veins are high-silver veins which trend generally east-west. They are mineralized with galena, sphalerite, pyrite, chalcopyrite, ruby silver, argentite and native silver, in a gangue of quartz and minor calcite. The Waterloo mine (Minfile 082ENE017) is an example of this style of veining.

The second style of veins are north-trending, pyritic, gold-bearing quartz veins which, in the northern portion of the camp, are hosted by Paleocene/Cretaceous Kspar megacrystic granodiorite that has been dated at 137.11 Ma (Höy et al, 2020). The relationship between the east-trending polymetallic veins and the north-trending gold veins is unknown. Höy et al (2020) postulate that they represent a zoned mineralizing system related to the Paleogene Okanagan Batholith, with proximal silver-base metal rich veins, and distal gold veins. Callaghan and Yorke Hardy (1996b) describe porphyry molybdenum-copper mineralization at the TP occurrence (Minfile 082ENE049), 6 km to the northeast of the main Lightening Peak Camp, suggesting a zoned mineral district centered on the porphyry occurrence.

Other Relevant Data and Information

The Author is unaware of any additional information or data that is relevant to the Stockwork Property.

Interpretations and Conclusions

The Stockwork Property is a road-accessible property situated in southern British Columbia which hosts gold-silver and silver-lead-zinc veins. The veins are hosted within a 500 m wide, north trending, Kspar megacrystic granitic intrusive, and all occur within a 1.5 km, north-trending belt. Two styles of mineralization have been identified, a predominantly east-west trending Ag-Pb-Zn event (i.e. Lead Zone), and a more northerly trending Au-Ag event (i.e. HG Zone). The Stockwork Zone is located about 300 m northeast of the HG Zone and encompasses a large area of highly fractured, sericite-chlorite altered intrusive that is cut by abundant quartz veins and veinlets containing minor pyrite. Precious and base metal values are low within the Stockwork Zone, but based on the size and strength of the veining and alteration in this area, it remains a target of interest. Widespread strong argillic alteration occurs on the Property but work to date has not determined the association between alteration and veining. The Property has potential for narrow vein style mineralization or for larger, low grade, bulk tonnage style mineralization related to vein arrays and/or stockwork zones.

A 1984 IP survey was completed on the Property. The survey encompassed the South Zone in the south, but only extended far enough to cover a portion of the Stockwork Zone in the north. In addition, coverage was not continuous, and a gap was left unsurveyed between the HG Zone and the Lead Zone. Line orientation was such that lines were very steep. The lack of elevation control during the survey contributes to difficulty in interpretation. Nonetheless, several anomalies were defined, including a coincident chargeability high and resistivity low at the Stockwork Zone and a 200 x 700 m north-trending strong resistivity low west of the Stockwork and HG Zones. Drilling in the early 1980's showed a correlation between resistivity lows and zones of strong argillic alteration, with several intercepts of veining and/or elevated gold values. Recommendations are included in Section 26 of this report that a modern 3D IP survey be completed to test the northern portion of the Property (from the Lead Zone to the Stockwork Zone). Due to improvements in IP data processing and inversion, lines could be run north-south, or northeast-southwest (i.e. parallel to the slope) and still provide good coverage of the area of interest.

In 2004, a helicopter-borne magnetic and frequency-domain EM survey was flown over the Property. As with historic IP, line orientation for this survey was east-west, which made maintaining a consistent sensor height above the ground surface problematic. Despite this, results showed that all of the known zones of mineralization occur within a strong north-trending mag low anomaly that correlates with the north-trending Kspar megacrystic granite pluton. A more detailed drone magnetic survey is recommended as part of the Phase 1 work program.

Soil sampling was completed in 2020, to extend the historic soil coverage to the north. A 1250 m by 300 m north-northwest trending multi-element geochemical anomaly (Au-Ag-Pb-Zn-Bi-Te) is present in the north part of the Property, which starts south of the HG vein and remains open to the north, beyond the limits of the survey. The anomaly appears to be strongest in the vicinity of the Vuggy Vein (part of the Stockwork Zone). This is an intriguing target which is not well tested by historical work. A coincident resistivity low-chargeability high anomaly was defined by the 1984 IP survey in this area. Soil geochemistry is recommended in the "recommendations" section this report (below), to extend the soil coverage to the north and west of the 2020 grid, to close off the anomaly and to encompass a strong north-trending resistivity low that was defined by historical geophysics on the Property.

The Property is an exploration-stage property without known mineral resources and without proven economic viability. There are no significant risks or uncertainties that could reasonably be expected to affect the reliability or confidence in the exploration information.

Recommendations

A two-phase, $335,000 program is recommended to further explore the Stockwork Property. The Phase 1 program includes a drone magnetic survey, an IP survey, and additional soil geochemistry. Phase 2 includes geological mapping to follow-up features of interest from 2020 program and from the recommended Phase 1 program, followed by diamond drilling. It is in part contingent on the results of the Phase 1 program. Covid-19 protocols must be established prior to any further work on the Property, and work must be done in full compliance with these protocols to ensure the safety of crew members and of the general public.

<u>Phase 1 - $125,000</u>

A drone-based magnetic survey is recommended for the Stockwork Property to provide more detailed coverage than the historic Fugro airborne magnetic survey. Approximately 100 line km would be required to provide coverage of the area from the South Zone to north of the Stockwork Zone, on 25 m spaced, east-west oriented, survey lines.

Additional soil geochemistry is recommended to build on the 2020 program. This includes infilling gaps in the 2020 grid which were left unsampled due to weather conditions. It also includes extending the soil coverage to the north, to close off a large multi-element anomaly from the 2020 survey, and extending coverage to the west of the 2020 survey, to encompass the strong north-trending resistivity low defined by historical geophysics on the Property.

A 3D induced polarization (IP) survey is also recommended as part of the Phase 1 program, to cover an area approximately 900 m east-west by 1.5 km north-south, encompassing the soil anomaly and the Lead Zone, HG Zone and Stockwork Zone, plus the historically-defined strong north-trending resistivity low to the west.

A budget for the proposed Phase 1 program is as follows:

PHASE 1 BUDGET		
Drone magnetic survey 100 line km, 25 m line spacing, E-W oriented lines		$ 30,000
Soil geochemistry 400 samples, includes sample collection and analyses		$ 30,000
3D IP Survey Approximately 7.5 line km (5 x 1.5 km N-S oriented lines)		$ 45,000

Report		$ 10,000
	Total:	$ 115,000
	+ ~10% contingency	$ 10,000
	TOTAL:	**$ 125,000**

Phase 2 - $210,000

The Phase 2 program includes surface exploration (geology, rock sampling), to follow-up on the 2020 work program and on the results of the recommended Phase 1 program, followed by 800 m of diamond drilling. Phase 2 is in part contingent on the results of the Phase 1 program.

PHASE 2 BUDGET		
Surface Exploration Geological mapping, rock geochemistry. Includes room/board and support.		$ 20,000
Drilling 800 m HQ core, including moves, pad building, core logging, core splitting, sample analysis, room/board	@ $200/m all-in	$ 160,000
Reporting		$ 10,000
	Total: + ~ 10% contingency **TOTAL:**	$ 190,000 $ 20,000 **$ 210,000**

USE OF PROCEEDS

Proceeds

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered pursuant to the Offering in the provinces of British Columbia and Alberta. If all of the Common Shares offered pursuant to this Offering are sold, the gross proceeds to the Issuer will be $350,000, assuming no exercise of the Over-Allotment Option; and up to an additional $52,500, assuming the full exercise of the Over-Allotment Option.

This Offering is subject to the completion of a minimum subscription of 3,500,000 Common Shares for gross proceeds to the Issuer of $350,000. The Offering will remain open until the date that is 90 days after a receipt is issued for the final Prospectus, unless an amendment to the final 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 final Prospectus. In any event, the Offering must cease at the latest 180 days from the date of the receipt for the final Prospectus. 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.

Funds Available

The total funds expected to be available to the Issuer upon the completion of the Offering are described below (excluding any proceeds which may be received from the exercise of the Over-Allotment Option).

Funds Available	**Amount**
Gross proceeds of the Offering	$350,000
Estimated working capital deficiency as at February 28, 2022	($41,140)
Estimated expenses of the Offering(1)	($82,000)
TOTAL:	**$226,860**

Note:
(1) Comprised of the Agent's Commission of $35,000, the balance of the Corporate Finance Fee of $10,000 (not including the applicable GST) and the estimated remaining expenses of the Offering of $37,000.

Principal Purposes

Expenses	**Funds to be Used(1)**
To pay the estimated cost of the recommended Phase 1 exploration program and the budget on the Stockwork Property as outlined in the Technical Report(2)	$125,000
To pay the amount owing to the Optionor on or before Listing	$5,000
To provide funding sufficient to meet administrative costs for 12 months	$94,000(3)
To provide general working capital to fund the Issuer's ongoing operations	$2,860
TOTAL:	**$226,860**

Notes:
(1) 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 additional proceeds for general working capital and, if warranted, to fund Phase 2 of the recommended exploration program on the Stockwork Property.
(2) 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 Stockwork Property.
(3) The Issuer anticipates that $30,000 will be paid as consulting fees to Musil G. Consulting Services Ltd., a private company controlled by Gary Musil. See the "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**
Management and Administration Services	$30,000(1)
Miscellaneous Office and Supplies	$6,000
Transfer Agent	$4,000
Legal	$20,000
Accounting and Audit	$25,000(2)
CSE Monthly Maintenance Fees	$9,000
TOTAL:	**$94,000**

Notes:
(1) The Issuer anticipates that $30,000 will be paid as consulting fees to Musil G. Consulting Services Ltd., a private company controlled by Gary Musil.
(2) The Issuer anticipates that a firm controlled by its Chief Financial Officer will provides accounting services to the Issuer, and it is anticipated that the firm will receive approximately $10,000 for providing such services to the Issuer over the next 12 months.

Since its incorporation on January 10, 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 Stockwork Property. Although the Issuer has allocated $94,000 (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, including in respect of future exploration work that may be conducted on the Property, depending on results of the recommended exploration program, and for payments due under the Property Option Agreement.

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, additional gross proceeds totalling $52,500, minus the applicable Agent’s Commission thereon of up to $5,250 and any additional expenses, 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) complete the Listing; and

(b) conduct the Phase 1 exploration program on the Stockwork Property recommended in the Technical Report.

The Listing is expected to cost the Issuer $15,000 in respect of the initial listing fee payable to the Exchange, of which $5,000 (plus GST) has been paid (which amount comprises part of the estimated remaining expenses of the Offering of $37,000). The Listing is subject to the Issuer fulfilling all of the requirements of the Exchange; however, it is expected by the Issuer that the Listing will be completed in the first quarter of 2022.

Upon completion of the Offering, the first phase of the exploration program on the Property is projected to cost $125,000 and is expected to be conducted in spring or summer of 2022, depending on the weather. If the results of the Phase 1 work program warrant continued exploration of the Property, the Issuer would be required to raise further capital to fund additional exploration on the Property and there can be no assurance that the Issuer will be successful in raising such funds.

The table below sets out the estimated timeline and costs for the Company's business objectives and milestones which, subject to working capital resources, the Company intends to accomplish over the 12 months following the completion of the Offering.

	Timeline and Estimated Cost	
Objective	**Month 1-5**	**Month 6-12**
Payment owing to the Optionor on or before Listing pursuant to Property Option Agreement	$5,000	--
Phase 1 exploration program on Stockwork Property recommended in the Technical Report	--	$125,000
Administrative Expenses (see table on page 45 for breakdown of expenses)	$39,500	$54,500
TOTAL:	**$44,500**	**$179,500**

Note:
(1) The Listing (and the expenses of the Listing) have been excluded from this table as the expenses have been accounted for in the total funds available to the Issuer upon the completion of the Offering.

Notwithstanding the Issuer's estimate as to when the recommended exploration program on the Property will occur, the COVID-19 pandemic may result in travel bans, closure of assay labs, work delays, and difficulties for contractors and employees getting to and from the Property. These difficulties could subsequently divert the attention of management, which in turn could have a negative impact on the Issuer's ability to implement the recommended work program for the cost, and in accordance with the timeline, estimated by the Issuer. Further information on the risks relating to the impact of COVID-19 on the Issuer's business objectives can be found under the heading "Risk Factors - COVID-19 Outbreak.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Financial Information

The Issuer was incorporated in the province of British Columbia on January 10, 2020. The following table summarizes selected information from the Issuer's audited financial statements for the period from incorporation to April 30, 2021 and the unaudited financial statements for the six-month period ended October 31, 2021.

	Six Month Period Ended October 31, 2021 (unaudited)	**Year ended April 30, 2021 and the Period from Incorporation on January 10, 2020 to April 30, 2020 (audited)**
Total revenues	$Nil	$Nil
Exploration expenditures and evaluation asset	$137,553	$137,553
Management fees	$15,000	$33,425
Professional fees	$60,778	$17,701
Office and miscellaneous	$175	$291
Incorporation costs	$Nil	$1,927
Interest and bank charges	$123	$105
Stock Based Compensation	$Nil	$54,181
Net Loss and comprehensive loss	($76,076)	($107,630)
Basic and diluted loss per common share	($0.01)	($0.01)
Total assets	$216,256	$224,821
Long-term financial liabilities	$Nil	$Nil
Cash dividends per Common Share	$Nil	$Nil

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 following discussion of the operating results and financial position of the Issuer should be read in conjunction with the unaudited financial statements and related notes for the six month period ended October 31, 2021 and the audited financial statements and related notes for the period from incorporation to April 30, 2021. The financial statements are included in this Prospectus under Schedule "B" and should be referred to when reading this disclosure. The financial statements summarize the financial impact of the Issuer's financings, investments and operations, which financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following Management's Discussion and Analysis ("MD&A") is quoted in Canadian dollars. The effective date of this MD&A is March 14, 2022.

The Issuer is not a reporting issuer and was not required to prepare interim financial statements, therefore, other than for the three and six month period ended October 31, 2021, quarterly results are not available.

Overall Performance

The Issuer is engaged in the business of mineral exploration in Canada. During this period, the Issuer entered into the Option Agreement to acquire a 100% interest in the Property, see "General Development of the Business" above and "Liquidity and Capital Resources" below.

Results of Operations

Three Month Period ended October 31, 2021

During the three month period ended October 31, 2021, the Issuer reported $nil revenue and a net loss of ($25,767) ($0.00 per common share). The Issuer incurred $56 for bank and interest charges and had no office and administration expenses. The Issuer also incurred the aggregate amount of $7,500 in management fees to Musil G. Consulting Services Ltd., a private company controlled by the Issuer's Chief Executive Officer and President pursuant to a consulting agreement and incurred $18,211 in professional fees. The payments to the private company controlled by the Issuer's Chief Executive Officer are considered to be related party transactions.

In the three month period ended October 31, 2021, the Issuer did not receive any proceeds for shares issued.

Six Month Period ended October 31, 2021

During the six month period ended October 31, 2021, the Issuer reported $nil revenue and a net loss of ($76,076) ($0.01 per common share). The Issuer incurred $123 for bank and interest charges, and $175 for office and administration expenses. The Issuer also incurred the aggregate amount of $15,000 in management fees to Musil G. Consulting Services Ltd., a private company controlled by the Issuer's Chief Executive Officer and President pursuant to a consulting agreement and incurred $60,778 in professional fees, $2,963 of which was incurred to a company controlled by the Chief Financial Officer of the Company and $45,817 was incurred for legal fees to a corporation controlled by a family member of the Chief Financial Officer. The payments to the private company controlled by the Issuer's Chief Executive Officer and the professional fees to the Issuer's Chief Financial Officer and to a corporation controlled by a family member of the Chief Financial Officer are considered to be related party transactions.

In the six month period ended October 31, 2021, the Issuer did not receive any proceeds for shares issued.

Year ended April 30, 2021 and the Period from Incorporation on January 10, 2020 to April 30, 2020

During the financial year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020, the Issuer reported $nil revenue and a net loss of ($107,630) ($0.01 per Common Share). The Issuer incurred $33,425 for management fees to Musil G. Consulting Services Ltd., a private company controlled by the Issuer's Chief Executive Officer and President pursuant to a consulting agreement, and to a private company controlled by the Issuer's Chief Financial Officer; $17,701 was incurred for legal fees; $2,323 for office expenses, incorporation costs, bank and interest charges. The Issuer made share-based payments to each of the directors and officers consisting of a total of 700,000 stock options valued at $24,181. The payments to the private companies controlled by the Issuer's Chief Executive Officer and the Issuer's Chief Financial Officer, and to a corporation controlled by a family member of the Chief Financial Officer are considered to be related party transactions.

During the financial year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020, the Issuer incurred exploration expenditures in the aggregate amount of $137,553 which was comprised of a $5,000 initial payment to the Optionor pursuant to the Property Option Agreement and $132,553 in exploration costs incurred in connection with work conducted on the Stockwork Property. Please see "Liquidity and Capital Resources" below for further information.

The Issuer received $254,000 in gross proceeds for shares issued, all of which was received for shares issued in the year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020. Further particulars of the proceeds received for shares issued can be found under "Prior Sales" below.

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 $88,500. 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.

Three and Six Month Period ended October 31, 2021

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 October 31, 2021, its capital resources consisted of a cash balance of $40,183, amounts receivable of $310 and prepaid expenses of $38,210. The Issuer also had an accounts payable balance of $98,580. 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 Stockwork Property located near Vernon, British Columbia, consisting of four mineral claims. The Issuer has the option of acquiring a 100% interest in the Stockwork Property, subject to a 3% NSR royalty, as set out in the Property Option Agreement (see "General Development of the Business" above). During the period ended October 31, 2021, the Issuer did not incur any exploration and evaluation asset expenditures. In order to exercise the Option under the Property Option Agreement, the Issuer is required to pay $5,000 on or before the Listing Date, and thereafter is not required to make any exploration expenditures on the Stockwork Property or make further payments of cash installments to the Optionor until 12 months after the Listing Date. 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 February 28, 2022, the Issuer had a working capital deficiency of approximately ($41,140). 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 it 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.

Assuming that the Issuer expends the exploration expenses in accordance with the recommendations on the Property, the Issuer presumably will have achieved one of its material stated business objectives which is to determine whether the Property contains mineralized deposits and whether the results warrant the Issuer carrying out further work on the Property. If the results on the Property do not warrant the Issuer incurring further exploration expenditures, then the Issuer anticipates that it would have sufficient funds to meet its budgeted administrative costs for the next calendar year. However, if a further work program is recommended on the Property, then the Issuer would be required to look to raise further capital. Other than as disclosed in this Prospectus, the Issuer does not anticipate incurring any other material capital expenditures. 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.

Year ended April 30, 2021 and the Period from Incorporation on January 10, 2020 to April 30, 2020

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 April 30, 2021, its capital resources consisted of a cash balance of $69,265, amounts receivable of $8,003 and prepaid expenses of $10,000. The Issuer also had an accounts payable balance of $31,069. 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 Stockwork Property located near Vernon, British Columbia, consisting of four mineral claims. The Issuer has the option of acquiring a 100% interest in the Stockwork Property, subject to a 3% NSR royalty, as set out in the Property Option Agreement (see "General Development of the Business" above). During the year ended April 30, 2021, the Issuer incurred $137,533 in exploration and evaluation asset expenditures comprised of a $5,000 initial payment to the Optionor pursuant to the Property Option Agreement and $132,553 in exploration costs incurred in connection with work conducted on the Stockwork Property. In order to exercise the Option under the Property Option Agreement, the Issuer is required to pay $5,000 on or before the Listing Date, and thereafter is not required to make any exploration expenditures on the Stockwork Property or make further payments of cash installments to the Optionor until 12 months after the Listing Date. 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 February 28, 2022, the Issuer had a working capital deficiency of approximately ($41,140). 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 Stockwork 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.

Assuming that the Issuer expends the exploration expenses in accordance with the recommendations on the Property, the Issuer presumably will have achieved one of its material stated business objectives which is to determine whether the Property contains mineralized deposits and whether the results warrant the Issuer carrying out further work on the Property. If the results on the Property do not warrant the Issuer incurring further exploration expenditures, then the Issuer anticipates that it would have sufficient funds to meet its budgeted administrative costs for the next calendar year. However, if a further work program is recommended on the Property, then the Issuer would be required to look to raise further capital. Other than as disclosed in this Prospectus, the Issuer does not anticipate incurring any other material capital expenditures. 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.

Transactions Between Related Parties

Three Month Period Ended October 31, 2021

For the three month period ended October 31, 2021, the Issuer incurred management fees of $7,500 to Musil G. Consulting Services Ltd., a private company controlled by Gary Musil, under the Administrative Services Agreement. The transaction is considered to be a related party transaction as at the date of execution of the Consulting Services Agreement, Mr. Musil was the Chief Executive Officer and President of the Issuer. Mr. Musil is also a promoter of the Issuer. The Issuer also incurred professional fees of $2,963 to Lotz CPA Inc., a company controlled by the Chief Financial Officer of the Company and incurred $8,248 for legal fees to a corporation controlled by a family member of the Chief Financial Officer.

Pursuant to the Administrative Services Agreement, Musil G. Consulting Services Ltd. provides management and administrative services to the Issuer for a fee of $2,500 per month.

Six Month Period Ended October 31, 2021

For the six month period ended October 31, 2021, the Issuer incurred management fees of $15,000 to Musil G. Consulting Services Ltd., a private company controlled by Gary Musil, under the Administrative Services Agreement. The transaction is considered to be a related party transaction as at the date of execution of the Consulting Services Agreement, Mr. Musil was the Chief Executive Officer and President of the Issuer. Mr. Musil is also a promoter of the Issuer. The Issuer also incurred professional fees of $2,963 to Lotz CPA Inc., a company controlled by the Chief

Financial Officer of the Company, and incurred $45,816 for legal fees to a corporation controlled by a family member of the Chief Financial Officer.

Pursuant to the Administrative Services Agreement, Musil G. Consulting Services Ltd. provides management and administrative services to the Issuer for a fee of $2,500 per month.

Year ended April 30, 2021 and the Period from Incorporation on January 10, 2020 to April 30, 2020

For the year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020, the Issuer paid management fees of $18,750 to Musil G. Consulting Services Ltd., a private company controlled by Gary Musil, under the Administrative Services Agreement. The transaction is considered to be a related party transaction as at the date of execution of the Consulting Services Agreement, Mr. Musil was the Chief Executive Officer and President of the Issuer. Mr. Musil is also a promoter of the Issuer. The Issuer also incurred management fees to a private company controlled by the Chief Financial Officer of the Issuer of $6,800, and incurred $17,701 in legal fees to a family member of the Chief Financial Officer.

Pursuant to the Administrative Services Agreement, Musil G. Consulting Services Ltd. provides management and administrative services to the Issuer for a fee of $2,500 per month.

DESCRIPTION OF THE OUTSTANDING SECURITIES

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, 9,700,001 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.

Options

As at the date of this Prospectus, there are 700,000 outstanding stock options granted to the Issuer's directors and Named Executive Officers. See "Options and Other Rights to Purchase Securities" below.

DESCRIPTION OF THE SECURITIES TO BE DISTRIBUTED

Offered Common Shares

An aggregate of 3,500,000 Common Shares and up to 525,000 Over-Allotment Shares are hereby offered at the Offering Price of $0.10 per Common Share. The securities to be distributed pursuant to the Offering hereunder are qualified by this Prospectus and are more particularly described under the heading "Plan of Distribution".

Compensation Warrants

The Issuer has agreed to grant to the Agent, Compensation Warrants entitling the Agent to purchase that amount of Compensation Shares as is equal to 10% of the aggregate number of Common Shares issued pursuant to this Offering (including any Over-Allotment Shares upon exercise of the Over-Allotment Option) with an exercise price per Compensation Share that is equal to the Offering Price for a period of 24 months from the Closing Day. This Prospectus qualifies for distribution the Compensation Warrants.

Common Shares to Optionor

The Issuer has agreed to issue 100,000 Common Shares to the Optionor upon the Listing in respect of the Property. See "General Development of the Business" above and "Plan of Distribution" below. This Prospectus also qualifies for distribution the 100,000 Common Shares issuable to the Optionor.

Reserved for Issuance

After the completion of the Offering, up to 1,550,000 Common Shares will be reserved for issuance as follows:

Description of Securities	Number of Common Shares Reserved for Issuance
Common Shares issuable upon the exercise of the Options issued under the Stock Option Plan	700,000
Compensation Shares(1)	350,000
Common Shares issuable under the Property Option Agreement(2)	500,000
TOTAL:	**1,550,000**

Notes:
(1) In the event the Over-Allotment Option is exercised in full, a further 52,500 Compensation Warrants will be issued to the Agent and a further 52,500 Compensation Shares will be reserved for issuance.
(2) Assuming the full exercise of the Option and not including the 100,000 Common Shares to be issued to the Optionor upon the Closing in respect of the Property.

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	Outstanding as at October 31, 2021 (Unaudited)	Outstanding as at April 30, 2021 (Audited)	Outstanding at the date of this Prospectus (Unaudited)	Outstanding after giving effect to this Offering (Unaudited)(1)
Common Shares	Unlimited	9,700,001	9,700,001	9,700,001	13,300,001(2)
Stock Options	10% of the issued and outstanding	700,000	700,000	700,000	700,000
Long Term Debt	Nil	Nil	Nil	Nil	Nil

Notes:
(1) Includes the 100,000 Common Shares to be issued to the Optionor in respect of the Stockwork Property, but does not include any Over-Allotment Shares issued upon any exercise of the Over-Allotment Option (up to 525,000 additional Over-Allotment Shares), the exercise of any Compensation Warrants (up to 402,500 Compensation Shares) or the exercise of any stock options granted under the Stock Option Plan (up to 700,000 additional Common Shares).
(2) The number of Common Shares outstanding on a fully-diluted basis, assuming completion of the Offering, and (i) the issuance of the 100,000 Common Shares to the Optionor; (ii) the exercise of all 700,000 stock options; (iii) the exercise of all 402,500 potential Compensation Warrants (assuming the exercise of the Over-Allotment Option); and (iv) the issuance of 525,000 Over-Allotment Shares issued pursuant to the exercise of the Over-Allotment Option; would be 14,927,501 Common Shares in total.

OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES

The Stock Option Plan was approved by the Issuer's directors on March 30, 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.

The Stock Option Plan provides that so long as the Issuer is a non-reporting issuer, the maximum number of Common Shares which may be issued pursuant to options granted under the Stock Option Plan shall be that number equal to 15% of the Issuer's then issued share capital on the date on which an option is granted.

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 a 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 within a one-year period: (i) to any one individual upon the exercise of all stock options held by such individual, 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, (ii) to any one consultant may not exceed 2% in the aggregate of the total number of Common Shares issued and outstanding on the grant date on a non-diluted basis, or (iii) to all persons who undertake Investor Relations Activities (as defined in the CSE policies) may not exceed 1% in the aggregate of the total number of issued and outstanding Common Shares on the grant date on a non-diluted basis. 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. Options are exercisable by an eligible person under the Stock Option Plan delivering to the Issuer a notice specifying the number of Common Shares in respect of which the option is exercised together with payment in full of the option price.

The following table sets out information about the stock options issued and outstanding pursuant to the Stock Option Plan as of the date hereof:

Name of Optionee	Designation of Securities under Option	Number of Common Shares under Option	Exercise price per Common Share	Expiry Date
All executive officers and past executive officers as a group (2 persons)	Common Shares	500,000	$0.10	March 30, 2024
All directors and past directors who are not also executive officers as a group (2 persons)	Common Shares	200,000	$0.10	March 30, 2024

Compensation Warrants

The Issuer will issue to the Agent, Compensation Warrants for the purchase of up to that number of Common Shares as is equal to 10% of the aggregate number of Common Shares of the Issuer issued pursuant to the Offering, including any Common Shares sold under the Over-Allotment Option, exercisable at a price of $0.10 per Common Share for a period of 24 months from the Closing Day.

PRIOR SALES

The following table summarizes the issuance of Common Shares, or securities convertible into Common Shares of the Issuer for the 12 month period prior to the date of this Prospectus:

Issue Date	Type of Security	Number of Securities	Issue or Exercise Price
March 30, 2021	Stock Options	700,000(1)	$0.10

Note:
(1) Issued under the Stock Option Plan. See "Options and Other Rights to Purchase Securities" above.

ESCROWED SECURITIES

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals (as defined below) in NP 46-201 are required to be held in escrow in accordance with the escrow regime applicable to initial public distributions. Equity securities, including Common Shares, and Warrants, owned or controlled by the Principals of the Issuer are subject to the escrow requirements set out in NP 46-201.

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 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 after completion of this Offering;

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

(f) a spouse and relatives that live at the same address as the Principal will also be treated as principals.

The Principals of the Issuer are Gary Musil, Mark Lotz, James Place and Twila Jensen.

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 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	**No. of Escrowed Common Shares**(1)(2)	**Percentage of Common Shares (After Giving Effect to the Offering)**(3)
Gary Musil	1,800,001 owned beneficially and of record	13.53%
Mark Lotz	100,000 owned beneficially and of record	0.75%
Twila Jensen	100,000 owned beneficially and of record	0.75%
James Place	100,000 owned beneficially and of record	0.75%

Notes:
(1) These securities been deposited in escrow with the Escrow Agent.
(2) Pursuant to the "Escrow Agreement", the securityholders agreed to deposit in escrow their securities (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 Common Shares 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) Includes the 100,000 Common Shares to be issued to the Optionor; in result, the aggregate number of issued and outstanding Common Shares immediately after completion of the Offering would total 13,300,001 Common Shares, but does not include any Over-Allotment Shares issued upon any exercise of the Over-Allotment Option (up to 525,000 additional Over-Allotment Shares), the exercise of any Compensation Warrants (up to 402,500 Compensation Shares) or the exercise of any stock options granted under the Stock Option Plan (up to 700,000 additional Common Shares). Assumes that none of Mr. Musil, Mr. Lotz, Ms. Jensen, and Mr. Place purchase any Common Shares under the Offering.

PRINCIPAL SECURITYHOLDERS

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 except for the following:

Prior to the Offering				**After Giving Effect to the Offering**		
Name	**Number of Common Shares Owned Directly or Indirectly**	**Percentage of Common Shares Held**	**Percentage of Common Shares Held on a Fully-Diluted Basis(1)**	**Number of Common Shares Beneficially Owned Directly or Indirectly(2)**	**Percentage of Common Shares Held(2)(3)**	**Percentage of Common Shares Held on a Fully-Diluted Basis(2)(4)**
Gary Musil	1,800,001 owned beneficially and of record	18.56%	21.15%(5)	1,800,001 owned beneficially and of record	13.53%	14.74% (5)
Laura England	1,000,000 owned beneficially and of record	10.31%	9.62%	1,000,000 owned beneficially and of record	7.52%	6.70%

Notes:
(1) On a fully-diluted basis, assuming the exercise of all 700,000 stock options (10,400,001 Common Shares).
(2) Assumes that each principal securityholder does not purchase any additional Common Shares under the Offering.
(3) Includes the 100,000 Common Shares to be issued to the Optionor in respect of the Property, but does not include any Over-Allotment Shares issued upon any exercise of the Over-Allotment Option (up to 525,000 Over-Allotment Shares), the exercise of any Compensation Warrants (up to 402,500 Compensation Shares) or the exercise of any stock options granted under the Stock Option Plan (up to 700,000 additional Common Shares).
(4) On a fully-diluted basis, assuming completion of the Offering, and (i) the issuance of the 100,000 Common Shares to the Optionor; (ii) the exercise of all 700,000 stock options; (iii) the exercise of all 402,500 potential Compensation Warrants (assuming the exercise of the Over-Allotment Option); and (iv) the issuance of 525,000 Over-Allotment Shares issued pursuant to the exercise of the Over-Allotment Option; being 14,927,501 Common Shares in total.
(5) Includes (i) 1,800,001 Common Shares and (ii) assumes the exercise of 400,000 stock options.

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)	Stock Options held[(2)]
Gary Musil[(1)] British Columbia, Canada *Chief Executive Officer, President, and Director*	Chief Executive Officer, President and Director since January 10, 2020	Businessman; Currently Chief Financial Officer and Director of Belmont Resources Inc. (TSX-V, FSE) from December 1999 to present); and Chief Financial Officer & Director of Highbank Resources Ltd. (TSX-V, FSE) from December 1988 to present). Formerly the Chief Executive Officer, President and a director of International Montoro Resources Inc. (TSX-V, FSE); Chief Executive Officer and President of 79 Resources Ltd. (CSE) from April 2019 to December 2020; Chief Executive Officer and President of Rockland Resources Ltd. (CSE) from April 2020 to April 2021; and owner/consultant of Musil G. Consulting Services Ltd. from July 2019 to present	1,800,001 18.56%	400,000
Mark Lotz British Columbia, Canada *Chief Financial Officer, Corporate Secretary and Director*	Chief Financial Officer, Corporate Secretary and Director since September 24, 2020	Accountant; director and officer of several public companies, including Candente Copper Corp. (TSX) from September 2018 to present, Xali Gold Corp. (TSX-V) from September 2018 to present, Gold Hunter Resources Inc. (CSE) from October 2019 to present, Leopard Lake Gold Corp. (CSE) from July 2020 to present, PreveCeutical Medical Inc. (CSE) from June 2019 to present and Fairchild Gold Corp. (TSX-V) from November 2019 to present.	100,000 1.03%	100,000

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)	Stock Options held[(2)]
Twila Jensen[(1)] British Columbia, Canada *Director*	Director since September 24, 2020	Businesswoman; Senior Capital Markets Strategist of Stockhouse Publishing since November 2013 and has served as a director of several public companies, including BTU Metals Corp. (TSX-V) from December 2016 to April 2019, Crop Infrastructure Corp. (CSE) from May 2018 to November 2019, Goldhaven Resources Corp. (CSE) from February 2019 to May 2020, Golden Lake Exploration Inc. (CSE) from May 2019 to March 2021, Durango Resources Inc. (TSX-V) since November 2015, 79 Resources Ltd. (CSE) from April 2019 to March 2021 and Spearmint Resources Inc. (TSX-V) from September 2020 to October 2020.	100,000 1.03%	100,000
James Place[(1)] British Columbia, Canada *Director*	Director since September 24, 2020	2001 to present – owner/consultant of Geomorph Consulting; Chief Executive Officer, President and director of Belmont Resources Inc. (TSX-V, FSE) from February 2018 to November 2019; Chief Executive Officer and President of Highbank Resources Ltd. (TSX-V, FSE) since 2016; Director of Baden Resources Inc. since May 2021 (CSE); formerly director of Rocklands Resources Ltd. (CSE) from April 2020 to May 2021; and director of 79 Resources Ltd. (CSE) from May 2019 to May 2021.	100,000 1.03%	100,000

Note:
(1) Denotes a member of the Audit Committee of the Issuer.

(2) Each stock option is exercisable for one Common Share at a purchase price of $0.10 per Common Share until March 30, 2024.

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 Gary Musil, James Place (Chairman) and Twila Jensen.

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

Gary Musil, *Chief Executive Officer, President, Director and Promoter*

Mr. Musil is the Chief Executive Officer, President, director and a promoter of the Issuer and provides his services to the Issuer on a part-time basis. He has served the Issuer as Chief Executive Officer, President and a director since January 10, 2020. He will devote approximately 20% of his time to the affairs of the Issuer. His responsibilities with the Issuer in his capacity as Chief Executive Officer and President include managing day-to-day operations of the Issuer, executing policies implemented by the Board of Directors and reporting back to the Board.

Mr. Musil has more than 30 years of management and financial consulting experience and has served as an officer and director on numerous public companies since 1988. This experience has resulted in his overseeing the financial aspects and expenditures on exploration projects in Peru, Chile, Eastern Europe (Slovak Republic), and British Columbia, Saskatchewan, Ontario, Quebec and New Brunswick (Canada). Previously, he was employed for 15 years with Dickenson Mines Ltd. and Kam-Kotia Mines Ltd. as a Controller for the producing silver/lead/zinc mine in the interior of British Columbia Canada. Mr. Musil currently serves as an Officer/Director on several public companies listed on the TSX Venture Exchange. Mr. Musil received a Diploma in Business Administration from Selkirk College (British Columbia) in 1970.

Mr. Musil is an independent contractor of the Issuer, has not entered into a non-competition or non-disclosure agreement with the Issuer and is 71 years of age.

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

Mr. Lotz is the Chief Financial Officer, Corporate Secretary and a director of the Issuer and provides his services to the Issuer on a part time basis. He has served the Issuer as director and Chief Financial Officer since September 24, 2020. He will devote approximately 10% of his time to the affairs of the Issuer. 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 of Voleo Trading Systems Inc. (formerly, Logan Resources Ltd.), Gnomestar Craft Inc. (formerly, Vodis Pharmaceuticals Inc.) and PreveCeutical Medical Inc. Mr. Lotz also serves as the Chief Financial Officer several public companies, including Candente Copper Corp., Xali Gold Corp. (formerly, Candente Gold Corp.) and Leopard Lake Gold Corp. Mr. Lotz is a Chartered Professional Accountant (1994) and holds a Bachelor's degree in Business Administration, with a joint major in Economics, from Simon Fraser University (1989).

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.

Twila Jensen, *Director*

Ms. Jensen has been a director of the Issuer since September 24, 2020 and provides her services to the Issuer on a part-time basis. She will devote approximately 10% of her time to the affairs of the Issuer. As a director, she is responsible for directing and overseeing management of the Issuer.

Ms. Jensen is a businesswoman and has extensive experience with reporting issuers, having served as a director of various public companies traded on the TSX Venture Exchange and the CSE. Ms. Jensen has over 20 years of experience working in the capital markets within sales and marketing roles and as an independent director. She has worked with hundreds of public companies across North America in various sectors over the last two decades. Ms. Jensen currently serves as a director for Cirrus Gold Corp.

Ms. Jensen is not an independent contractor or employee of the Issuer, has not entered into a non-competition or nondisclosure agreement with the Issuer and is 39 years of age.

James Place, *Director*

Mr. Place has been a director of the Issuer since September 24, 2020 and provides his services to the Issuer on a part-time basis. He 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. Place is a professional geoscientist (registered in BC) with more than 30 years of experience in the base and precious metals, as well as industrial minerals and aggregate mining, heavy construction, and engineering fields. He has worked on all phases of mineral projects from exploration and permitting through to testing, development, marketing, production, and reclamation; primarily in western North America.

Mr. Place has held management and director positions with several public companies, government, engineering companies, and environmental consulting companies. He currently serves as the CEO/President of Highbank Resources Ltd. Mr. Place received a Bachelor of Science degree in Physical Geography and Resource Management from the University of Victoria (BC) in 1983 and has been a registered professional Geoscientist (BC) since 1992.

Mr. Place is not an independent contractor or employee of the Issuer, has not entered into a non-competition or nondisclosure agreement with the issuer and is 61 years of age.

Corporate Cease Trade Orders or Bankruptcies

To the Issuer's knowledge:

(a) except as disclosed below, no director or executive officer of the Issuer is as of the date hereof, or within the ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any other company that, while that person was acting in the capacity as director, chief executive officer or chief financial 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) except as disclosed below, no director or executive officer of the Issuer is, or within the ten years prior to the date hereof ceased to be a director, chief executive officer or chief financial 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 or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director or chief executive officer or chief financial officer; and

(c) except as disclosed below, no director or executive officer of the Issuer, or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer as at the date hereof, or within the ten years prior to the date hereof has been a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact.

On May 1, 2019, the British Columbia Securities Commission issued a management cease trade order against Mark Lotz in his capacity as Chief Financial Officer of Specialty Liquid Transportation Corp. ("Specialty Liquid"), for the Specialty Liquid's failure to file annual audited financial statements and management's discussion and analysis for the year ended December 31, 2018 (collectively, the "2018 Financial Statements") within the prescribed time period. On August 6, 2019, at a time when Mr. Lotz was the Chief Financial Officer of Specialty Liquid, a cease trade order was issued to Specialty Liquid by the British Columbia Securities Commission, for its failure to file the 2018 Financial

Statements, interim financial report for the period ended March 31, 2019, management's discussion and analysis for the period ended March 31, 2019 and certification of annual and interim filings for the periods ended December 31, 2018 and March 31, 2019. The management cease trade order against Mr. Lotz and the cease trade order against Specialty Liquid is currently outstanding as a result of the inability of Specialty Liquid to attain pertinent information from Specialty Liquid's Korean and Argentinian subsidiaries.

On July 30, 2019, at Mark Lotz's request, the British Columbia Securities Commission issued a management cease trade order against Mr. Lotz in his capacity as Chief Financial Officer and director of Gnomestar Craft Inc. ("Gnomestar"), for Gnomestar's failure to file annual audited financial statements and management's discussion and analysis for the year ended March 31, 2019 within the prescribed time period. Gnomestar was unable to file such financial statements within the prescribed period of time as a result of delays in completion of Gnomestar's audit. The cease trade order against Gnomestar was revoked on October 2, 2019. On July 30, 2021, at Mr. Lotz's request, the British Columbia Securities Commission issued a management cease trade order against Mr. Lotz in his capacity as Chief Financial Officer and director of Gnomestar, for Gnomestar's failure to file annual audited financial statements and management's discussion and analysis for the year ended March 31, 2021 within the prescribed time period. Gnomestar was unable to file such financial statements within the prescribe period of time as a result of delays in completion of Gnomestar's audit. The cease trade order against Gnomestar was revoked on October 7, 2021.

Mark Lotz was appointed the Chief Financial Officer of LUFF Enterprises Ltd., formerly Ascent Industries Corp. ("Ascent") 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 British Columbia Securities Commission in May of 2020, which concluded Mr. Lotz's engagement with Ascent.

Mark Lotz was the Chief Financial Officer of 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 annual audited financial statements and management's discussion and analysis for the year ended December 31, 2018, as well as interim financial reports and management's discussion and analysis for the periods ended March 31, 2019, June 30, 2019 and September 30, 2019. On May 12, 2020, the management cease trade order was revoked following Ascent's filing of the required financial statements and management's discussion and analysis.

Mark Lotz was the Chief Financial Officer 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 its annual audited financial statements and management's discussion and analysis for the year ended January 31, 2020. On August 18, 2020, the management cease trade order was revoked following Handa's filing of the required financial statements and management's discussion and analysis.

On July 5, 2016, at a time when James Place was a director of Nomad Ventures Inc. ("Nomad"), a cease trade order was issued to Nomad by the BCSC for failing to file annual audited financial statements and management's discussion and analysis for the year ended February 29, 2016. The required financial statements and management's discussion and analysis were subsequently filed and a revocation order from the British Columbia Securities Commission was issued on August 16, 2016.

Penalties or Sanctions

Except as disclosed below, to the Issuer's knowledge, no director, executive officer or promoter of the Issuer, or any shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

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 reflected in his employment status. Upon termination of his employment and after Golden Capital had declared its intent to cease operations, Mr. Lotz undertook to act as the Chief Financial Officer for a public company but inadvertently failed to disclose this engagement with the IDA.

Personal Bankruptcies

To the Issuer's knowledge, no existing or proposed director, executive officer, promoter or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the issuer is as of the date hereof, or within the ten years prior to the date hereof, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Conflicts of Interest

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 or her 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.

The directors and officers of the Issuer are aware of the existing laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest and the Issuer will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breach of duty by any of its directors or officer.

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 year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020, the Issuer had two individuals who were Named Executive Officers, namely (i) Gary Musil, who was appointed the Chief Executive Officer and President of the Issuer on January 10, 2020 and (ii) Mark Lotz, who was appointed Chief Financial Officer and Corporate Secretary of the Issuer on September 24, 2020.

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 year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020 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 mining companies. 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 directors and Named Executive Officers, for the year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020:

Name and principal position	Year	Salary, consulting fee, retainer or commission	Bonus	Committee or meeting fees	Value of perquisites	Value of all other compensation	Total compensation
Gary Musil *Chief Executive Officer, President and Director* (1)	2021	Nil	Nil	Nil	Nil	$18,750(3)	$18,750
Mark Lotz *Chief Financial Officer and Corporate Secretary* (2)	2021	Nil	Nil	Nil	Nil	$6,800(4)	$6,800
Twila Jensen *Director*(5)	2021	Nil	Nil	Nil	Nil	Nil	Nil
James Place *Director*(6)	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:
(1) Gary Musil was appointed Chief Executive Officer, President and a director on January 10, 2020.
(2) Mark Lotz was appointed Chief Financial Officer, Corporate Secretary and a director on September 24, 2020.

(3) Paid to Musil G. Consulting Services Ltd., a private company controlled by Gary Musil, for management and administrative purposes.
(4) Paid to Lotz CPA Inc, a private company controlled by Mark Lotz, for management and administrative purposes.
(5) Twila Jensen was appointed a director on September 24, 2020.
(6) James Place was appointed a director on September 24, 2020.

External Management Companies

Of the Issuer's Named Executive Officers, neither Gary Musil nor Mark Lotz is or was an employee of the Issuer.

As of the date of this Prospectus, the Issuer has not executed any employment or consulting agreements with any of its directors or Named Executive Officers. Musil G. Consulting Services Ltd., a private company controlled by Gary Musil, provides management and administrative services to the Issuer for a fee of $2,500 per month.

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 and Other Rights to Purchase Securities" above for a description of the material terms of the Issuer's Stock Option Plan.

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of Issue or grant	Issue, conversion or exercise price	Closing price of security or underlying security on date of grant	Closing price of security or underlying security at year end	Expiry date
Gary Musil *Chief Executive Officer, President and Director*	Stock Option	400,000	March 30, 2021	$0.10	N/A	N/A	March 30, 2024
Mark Lotz *Chief Financial Officer, Corporate Secretary and Director*	Stock Option	100,000	March 30, 2021	$0.10	N/A	N/A	March 30, 2024
Twila Jensen *Director*	Stock Option	100,000	March 30, 2021	$0.10	N/A	N/A	March 30, 2024
James Place *Director*	Stock Option	100,000	March 30, 2021	$0.10	N/A	N/A	March 30, 2024

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

Employment, Consulting and Management Agreements

The Issuer has executed a Consulting Services Agreement (the "CSA") between the Issuer and Musil G. Consulting Services Ltd. (the "Consultant") dated September 15, 2020, whereby the Consultant makes available Gary Musil to act as Chief Executive Officer and President of the Issuer for a fee of $2,500 per month. In the event the CSA is terminated at the election of the Consultant upon a Change of Control (as defined in the CSA) or if the Consultant is terminated without cause or by constructive dismissal by the Issuer, the Issuer will pay the Consultant a lump sum equal to $5,000.

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 April 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:

Gary Musil	Not Independent	Financially literate(2)
Twila Jensen	Independent(1)	Financially literate(2)
James Place (Chairman)	Independent(1)	Financially literate(2)

Notes:
(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.

Gary Musil: Mr. Musil has more than 30 years of management and financial consulting experience and has served as an officer and director on numerous public companies since 1988.

Twila Jensen: Ms. Jensen has numerous years of experience with mineral exploration and mining development companies and is familiar with the financial reporting requirements applicable to public companies in Canada. Ms. Jensen is also a current member of the audit committee of Golden Lake Exploration Inc. and Durango Resources Inc.

James Place: Mr. Place has held management and director positions with several public companies (including Belmont Resources Inc, Highbank Resources Ltd, Edison Cobalt Inc, Lodge Resources Inc, Bankers Cobalt Inc., 79 Resources Ltd., and Rockland Resources Inc.), government, engineering companies, and environmental consulting companies.

See "Directors and Officers" above for further details.

Audit Committee Oversight

The Audit Committee was established on July 6, 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.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Issuer's external auditors and approve in advance the provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services engaged by the Issuer. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration and, if thought fit, approval in writing.

External Auditor Service Fees

The following table sets out the aggregate fees billed by the Issuer's external auditor its last two fiscal years in the category of fees described:

	April 30, 2021(1)	**April 30, 2020(2)**
Audit Fees	$Nil	$Nil
Audit Related Fees	$Nil	$Nil
Tax Fees	$Nil	$Nil
All Other Fees	$Nil	$Nil
TOTAL:	**$Nil**	**$Nil**

Note:
(1) The audit work for the year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020 was completed in a subsequent period and has not yet been billed, however, the Issuer expects to incur approximately $13,500 in audit fees for the period.
(2) The fiscal year April 30, 2020 was audited as part of the audit of the year ended April 30, 2021 and the period from incorporation

on January 10, 2020 to April 30, 2020, and as such no fees were incurred during the year ended April 30, 2020.

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 four directors, of whom Twila Jensen and James Place are independent for the purposes of NI 52-110. Gary Musil is not independent as Mr. Musil serves as Chief Executive Officer and President of the Issuer, and Mark Lotz is not independent as Mr. Lotz serves as Chief Financial Officer and Corporate Secretary of the Issuer. Therefore, the Board is not comprised of a majority of independent directors, and, in order to further facilitate the 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)
Gary Musil	Highbank Resources Ltd. (TSX.V: HBK) Belmont Resources Inc. (TSX.V: BEA)
Mark Lotz	Gnomestar Craft Inc. (formerly, Vodis Pharmaceuticals Inc.) (CSE: GNOM) PreveCeutical Medical Inc. (CSE: PREV) Xali Gold Corp. (TSX.V: XGC) Voleo Trading Systems Inc. (TSX.V: TRAD) Fairchild Gold Corp. (TSX.V: FAIR) Leopard Lake Gold Corp. (CSE: LP)
Twila Jensen	Cirrus Gold Corp. (CSE: CI) Prosperity Exploration Corp. (CSE: PROP)
James Place	Highbank Resources Ltd. (TSX.V: HBK) Belmont Resources Inc. (TSX.V: BEA) Baden Resources Inc. (CSE: BDN) Hi-View Resources Inc. (CSE: HVW)

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.

The Board does not have a nominating committee and these functions are currently performed by the Board as a whole, however, if there is a change in the number of directors required by the Issuer, this policy will be reviewed.

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 3,500,000 Common Shares at a price of $0.10 per Common Share, to raise gross proceeds of $350,000 (assuming the Over-Allotment Option is not exercised), and will be conducted through the Agent in the provinces of British Columbia and Alberta, subject to compliance with all legal requirements and the terms and conditions contained in the Agency Agreement. For a summary of the material attributes and characteristics of the Common Shares and certain rights attaching thereto, see "Description of Securities Distributed".

This Offering is subject to the completion of a minimum subscription of 3,500,000 Common Shares for gross proceeds to the Issuer of $350,000, which proceeds shall be held by the Agent pending the completion of the Offering. The Offering will remain open until the date that is 90 days after a receipt is issued for the final Prospectus, unless an amendment to the final 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 final Prospectus. In any event, the Offering must cease at the latest 180 days from the date of the receipt for the final Prospectus. If the minimum subscription is not completed within the distribution period for the Offering, all subscription monies will be returned to Subscribers without interest or deduction. Subscriptions for the Common 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.

The Offering Price was determined by negotiation between the Issuer and the Agent.

The Issuer has granted to the Agent the Over-Allotment Option exercisable, in whole or in part, up to 48 hours prior to the Closing Day, to sell an additional (up to a maximum of) 525,000 Over-Allotment Shares at the Offering Price.

This Prospectus also qualifies the distribution of the 100,000 Common Shares issuable to the Optionor in respect of the Property; such Common Shares will be issued in accordance with the schedule set out under the heading "General Development of the Business" above. There is currently no market through which the warrants of the Issuer, including the Compensation Warrants, may be sold and purchasers and holders thereof may not be able to resell or dispose of any of the warrants purchased, distributed or qualified under this prospectus.

The Agent

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 arm's length 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 Common Shares offered pursuant to the Offering in the provinces of British Columbia and Alberta. This Prospectus qualifies the distribution of the Common Shares (including the Over-Allotment Shares pursuant to the exercise of the Over-Allotment Option) 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 Warrants 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.

In connection with the Offering, the Issuer has agreed to pay the Agent and its sub-agents, if any, (A) a cash Agent's Commission equal to 10% of the aggregate gross proceeds of the Common Shares sold under the Offering; and, if applicable, the Over-Allotment Option and (B) a cash Corporate Finance Fee of $25,000, of which $15,000 inclusive of GST has been paid by the Issuer. The Issuer will also pay all reasonable costs and expenses of the Agent related to this Offering, including the Agent's legal fees and disbursements, of which $10,000 has been paid by the Issuer as a retainer.

In addition, upon successful completion of the Offering, the Agent is entitled to receive, as part of its remuneration, Compensation Warrants entitling the holder thereof to purchase that number of Common Shares equal to 10% of the number of Common Shares issued pursuant to this Offering and, if applicable, the Over-Allotment Option. The Compensation Warrants will be exercisable at a price of $0.10 per Common Share for a period of 24 months from the Closing Day.

The Issuer has agreed not to issue, sell, grant or announce any intention to issue, sell or grant any additional equity or quasi-equity securities for a period of 120 days after the closing of the Offering without the prior written consent of the Agent, which consent shall not be unreasonably withheld by the Agent, except in conjunction with: (i) the grant or exercise of Options and other similar issuances pursuant to the Stock Option Plan and other similar incentive plans; (ii) the exercise of any outstanding warrants or Compensation Warrants; (iii) obligations in respect of existing mineral property agreements, including the Property Option Agreement; and (iv) the issuance of securities in connection with property or share acquisitions in the normal course of business. Further, the Issuer has agreed to grant the Agent a right of first refusal to provide any brokered equity financing that the Issuer proposes to conduct for a period ending one year from the Closing Day.

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 Common 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 402,500 securities. For the purposes of this Offering, up to an aggregate of 402,500 Compensation Warrants are Qualified Compensation Securities and are qualified for distribution by this Prospectus.

Listing of Common Shares on the Exchange

The Issuer has applied to list its Common Shares on the CSE, and has received conditional approval for the listing of its Common Shares thereon. Listing of the Common Shares on the CSE will be subject to the Issuer fulfilling all of the requirements of the CSE, including public distribution requirements. 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.

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, and for the exploration and development of the Property, if warranted, the Issuer will require additional funds which may be obtained through various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to the Issuer and might involve substantial dilution to existing shareholders. The Issuer may not be successful in locating suitable financing transactions in the time period required or at all.

A failure to raise capital when needed would have a material adverse effect on the Issuer's business, financial condition and results of operations, and could result in the loss of the Issuer's interest in the Property. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Issuer may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets, the price of commodities and/or the loss of key management personnel. Failure to obtain sufficient financing will result in a delay or indefinite postponement of exploration or development, including further exploration, if warranted, at the 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. The effects of COVID-19 and measures taken by governments to contain the pandemic have significantly impacted global economic activity, contributed to increased market volatility and resulted in changes to the macroeconomic environment. If the COVID-19 pandemic is prolonged, including the possibility of subsequent waves or the emergence of variants that give rise to similar effects, the impact of the pandemic on economic activity could be prolonged and could result in declines in financial markets and further market volatility, any of which could have an adverse effect on the ability of the Issuer to raise funds. 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 Property. The purpose of this Offering is to raise funds to carry out exploration and development on the 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.

Loss of Entire Investment

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

Resale of the Issuer's Securities

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 or convertible securities. An active public market for the Common Shares might not develop or be sustained after this Offering. The Offering Price of the Common Shares has been determined by negotiations between the Issuer and 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.

Dilution from Equity Financing could Negatively Impact Holders of Common Shares Offered Pursuant to this Prospectus

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

COVID-19 Outbreak

In December 2019, COVID-19 emerged and spread around the world causing significant business and social disruption. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions. The continued spread of COVID-19 nationally and globally could have an adverse impact on the business, financial condition, results of operations and cash flows. The outbreak of COVID-19 may cause disruptions to the Issuer's business and operational plans. These disruptions may include disruptions resulting from (i) shortages of skilled workers, (ii) unavailability of contractors and subcontractors and the inability of same to get to and from the Property, (iii) interruption of supplies from third parties upon which the Issuer relies, (iv) restrictions that governments impose to address the COVID-19 pandemic, and (v) restrictions that the Issuer and its contractors and subcontractors impose to ensure the safety of employees and others, (vi) closure of assay labs, (vii) work delays, and (viii) the diversion of management's attention from the Issuer's business objectives due to dealing with any of the aforementioned disruptions. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Issuer's business, financial condition and results of operations. Such adverse effect could be rapid and unexpected. These disruptions may severely impact the Issuer's ability to carry out its business plans for 2021 in accordance with the "Use of Proceeds" section above, and may result in an increase in the total amount of funds the Issuer requires to carry out its planned exploration activities, including the recommended exploration program set out in the Technical Report.

Property Interests

The Issuer does not own the mineral rights pertaining to the Property. Rather, it holds an option to acquire up to a 100% interest. There is no guarantee the Issuer will be able to raise sufficient funding in the future to explore and develop the Property so as to maintain its interests therein. If the Issuer loses or abandons its interest in the 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 Property, there is no guarantee that title to the Stockwork 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 the Property, therefore, in accordance with the laws of the jurisdiction in which the Property is situated; its 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.

Assurance of Right and Title

Ownership in mineral property interests involves certain inherent risks due to the difficulties of determining and obtaining clear title to claims as well as the frequently ambiguous conveyance history characteristics of many mineral properties. The Issuer has taken steps to attempt to ensure that proper title to the Property has been obtained. Despite the due diligence conducted by the Issuer, there is no guarantee that the Issuer's title or right to conduct exploration and development work on the Property will not be challenged or impugned. The Issuer's mineral property interests may be subject to prior unregistered agreements or transfers or aboriginal land claims and title may be affected by undetected defects.

If the Issuer loses or abandons or loses its interest in the mineral property, there is no assurance that the Issuer will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange or applicable regulatory authorities. There is also no guarantee that the Exchange will approve the acquisition of any additional mineral property interests by the Issuer, whether by way of option or otherwise, should the Issuer wish to acquire any additional property interests.

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* (the "Tsilhqot'in Decision") marked the first time in Canadian history that a court has declared First Nations title to lands outside of reserve land. The 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 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 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 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 Property.

There is a risk that the Tsilhqot'in Decision may lead other communities or groups to pursue similar claims in areas where the Property is located. Although the Issuer relies on the Crown to adequately discharge its obligations in order to preserve the validity of its actions in dealing with public rights, the Issuer cannot accurately predict whether aboriginal claims will have a material adverse effect on the Issuer's ability to carry out its intended exploration and work programs on the Property.

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.

The Issuer's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Issuer.

There is no assurance that the Issuer's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. 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 Issuer is fortunate enough to discover a mineral deposit, the economics of commercial production depend on many factors, including the cost of operations, the size and quality of the mineral deposit, proximity to infrastructure, financing costs and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting minerals and environmental protection. The effects of these factors cannot be accurately predicted, but any combination of these factors could adversely affect the economics of commencement or continuation of commercial mineral production.

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. 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 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 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 and Directors

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, and the Issuer's ability to keep qualified personnel required to operate its business in place could be affected as a result of potential COVID-19 outbreaks or quarantines. Failure to do so could have a material adverse effect on the Issuer and its prospects.

The Issuer has made certain forward-looking statements in this Prospectus regarding the future plans and intentions of the Issuer. Investors are cautioned that while the Issuer presently believes such statements to be accurate, the current Board of Directors and management of the Issuer do not have the power to irrevocably bind future Boards of Directors, management or shareholders of the Issuer and, accordingly, cannot guarantee that such plans and intentions will be fulfilled by the Issuer, if any.

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. 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. Additionally, the current COVID-19 pandemic and efforts to contain it, including restrictions on travel and other advisories issued may have a significant effect on metal prices. Recent vaccine breakthroughs have the potential to mitigate some of the economic disruption caused by the COVID-19 pandemic, but the risks of economic uncertainty and market volatility are expected to remain for the foreseeable future. The Issuer cannot predict how successful the vaccines will be against COVID-19 or any of its variants, if there will be significant adverse side effects from vaccines, how quickly the vaccines will be available and rolled out to the general population, the willingness of people to get vaccinated and how long it will take for economies to stabilize if and when the vaccines prove to be effective in reducing the spread of COVID-19. Declines in metal prices may have a negative side effect on the Issuer and on the trading value of the Common Shares.

Litigation

The Issuer may from time to time be involved in various claims, legal proceedings and disputes arising from disputes in relation to its mineral properties, including the Property, and in the ordinary course of business. If such disputes arise and the Issuer is unable to resolve these disputes favourably, it may have a material and adverse effect on the Issuer's profitability or results of operations and financial condition.

Conflicts of Interest

Certain of the directors of the Issuer serve as directors of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which the Issuer may participate, the directors of the Issuer may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the board of directors of the Issuer, a director who has such a conflict will abstain from voting for or against the approval of such a participation or such terms. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the laws of the Province of British Columbia, the directors of the Issuer are required to act honestly, in good faith and in the best interests of the Issuer. In determining whether or not the Issuer will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Issuer may be exposed and its financial position at that time. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the Business Corporations Act (British Columbia).

Dividends

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

Tax Issues

Income tax consequences in relation to the Common Shares will vary according to the circumstances by each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisors prior to subscribing for Common Shares. See "Eligibility for Investment".

The Issuer issued flow-through shares on September 28, 2020 pursuant to flow-through subscription agreements with subscribers. Although the Issuer believes it has incurred or intends to incur expenditures as contemplated by those flow-through subscription agreements, there is a risk that expenditures incurred by the Issuer may not qualify as "Canadian exploration expenditures" ("CEE") or "Canadian development expense" ("CDE"), as such terms are defined in the Tax Act, or that any such resource expenses incurred will be reduced by other events including failure to comply with the provisions of the flow-through subscription agreements or of applicable income tax legislation. If the Issuer does not renounce to such subscribers CEE or CDE within the prescribed time period, or if there is a reduction in such amount renounced pursuant to the provisions of the Tax Act, the Issuer may need to indemnify such subscribers, on the terms included in the flow-through subscription agreements, for an amount equal to the amount of any tax payable or that may become payable under the Tax Act.

PROMOTERS

Gary Musil is considered to be a promoter of the Issuer in that he took the initiative in organizing the business of the Issuer. Mr. Musil beneficially holds, directly or indirectly, a total of 1,800,001 (18.56%) of the Issuer's currently issued and outstanding Common Shares and 400,000 stock options, each stock option exercisable at $0.10 into one Common Share until March 30, 2024. Mr. Musil is the Chief Executive Officer, President and a director of the Issuer. See "Principal Shareholders" and "Directors and Officers" above for further details.

LEGAL PROCEEDINGS

Neither the Issuer, the Issuer's property nor the Stockwork Property is or has been a party to or the subject of any legal proceedings, penalties or sanctions imposed by a court or regulatory authority, or settlement agreements before a court or regulatory authority since the beginning of its most recently completed financial year, 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 year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020, the Issuer paid management fees of $18,750 to a company controlled by the Chief Executive Officer of the Issuer, and Management fees of $6,800 to a company controlled by the Chief Financial Officer. See "General Development of the Business - Acquisitions" above and "Related Party Transactions" above for further information.

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. Upon closing of the Offering, it is expected that Manning Elliott LLP will resign and the Issuer is expected to propose the appointment of Baker Tilly WM LLP of 900 - 400 Burrard Street, Vancouver, British Columbia, V6C 3B7, Canada, as the auditor of the Company for its fiscal year ending April 30, 2022.

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. Consulting Services Agreement made between the Issuer and Gary Musil dated September 15, 2020.

2. Property Option Agreement made between the Issuer and the Optionor, dated September 23, 2020, referred to under "General Development of the Business".

3. Stock Option Plan approved by the Board of Directors on March 30, 2021 referred to under "Options to Purchase Securities".

4. Stock Option Agreements approved by the directors on March 30, 2021 between the Issuer and the directors and officers of the Issuer referred to under "Options and Other Rights to Purchase Securities".

5. Escrow Agreement among the Issuer, the Escrow Agent and certain Principals of the Issuer made as of March 9, 2022 referred to under "Escrowed Shares".

6. Agency Agreement between the Issuer and Research Capital Corporation, dated for reference March 14, 2022 referred to under "Plan of Distribution".

A copy of any material contract and the Technical Report may be inspected during the Offering of the Common Shares being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Issuer's office at 615 – 800 West Pender Street, Vancouver, British Columbia, V6C 2V6. As well, the Technical Report is available for viewing on SEDAR located at: www.sedar.com, and copies of all material contracts will be made available for viewing on SEDAR.

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 Lotz & Company and by Vantage Law Corporation on behalf of the Agent. Jonathan Lotz, the principal of Lotz & Company owns 350,000 Common Shares in the capital of the Issuer, which represent 3.61% of the Issuer's issued and outstanding Common Shares as at the date of this Prospectus.

Legal matters referred to under "Eligibility for Investment" will be passed upon by Thorsteinssons LLP on behalf of the Issuer.

Linda Caron, M. Sc., P. Eng., the Author of the Technical Report on the Property, is 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 (ICABC).

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 and Alberta 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 provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the Prospectus and any amendment contain a misrepresentation or is not delivered to the Subscriber, provided that the remedies for rescission, revisions of the price 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 Subscriber'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 year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020 and the unaudited financial statements of the Issuer for the six month period ended October 31, 2021.

SCHEDULE "A"

Audit Committee Charter

See attached.

ROCK EDGE RESOURCES LTD.

AUDIT COMMITTEE CHARTER

1. Mandate and Purpose of the Committee

The Audit Committee (the "Committee") of the board of directors (the "Board") of Rock Edge Resources Ltd. (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:

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

(b) 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. The majority of the Committee's members must not be officers or employees of the Company or an affiliate of the Company.

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 Chairman of the Committee. If the Chairman 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 Chairman 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 who are not officers or employees of the Company or an affiliate of the Company 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, any auditor's report thereon, MD&A and related news releases, before they are published.

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 Chairman 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 Chairman of the Audit Committee. Should a new Chairman be appointed prior to the updating of this document, the current Chairman will ensure that the whistleblower is able to reach the new Chairman in a timely manner. In the event that the Chairman of the Audit Committee cannot be reached, the whistleblower should contact the Chairman of the Board.

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"

<u>Audited Financial Statements for the Period from Incorporation on January 10, 2020 to April 30, 2021 and Unaudited Interim Financial Statements for the Six Month Period Ended October 31, 2021</u>

See attached.

ROCK EDGE RESOURCES LTD.

FINANCIAL STATEMENTS

FOR THE YEAR ENDED APRIL 30, 2021 AND THE PERIOD FROM INCORPORATION ON JANUARY 10, 2020 TO APRIL 30, 2020

(EXPRESSED IN CANADIAN DOLLARS)

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Rock Edge Resources Ltd.

Opinion on the financial statements
We have audited the accompanying financial statements of Rock Edge Resources Ltd. (the "Company") which comprise the statements of financial position as at April 30, 2021 and 2020, and the statements of loss and comprehensive loss, cash flows and changes in shareholders' equity for the year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020, 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 April 30, 2021 and 2020, and its financial performance and its cash flows for the year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion
We conducted our audits 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 audits 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.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
March 14, 2022

ROCK EDGE RESOURCES LTD.
STATEMENTS OF FINANCIAL POSITION
AS AT APRIL 30, 2021 AND 2020
(Expressed in Canadian dollars)

	2021	2020
ASSETS		
CURRENT		
Cash	$ 69,265	$ -
Amounts receivable	8,003	1
Prepaid expenses	10,000	-
	87,263	1
EXPLORATION AND EVALUATION ASSET (*Note 4*)	137,553	-
	$ 224,821	$ 1
LIABILITIES		
CURRENT		
Accounts payable (Note 6)	$ 31,069	$ -
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (*Note 5*)	247,201	1
CONTRIBUTED SURPLUS (*Note 5*)	54,181	-
DEFICIT	(107,630)	-
	193,752	1
	$ 224,821	$ 1

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

Approved on behalf of the Board:

"James Place"
Director

"Twila Jensen"
Director

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

ROCK EDGE RESOURCES LTD.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE YEAR ENDED APRIL 30, 2021 AND THE PERIOD FROM INCORPORATION ON JANUARY 10, 2020 TO APRIL 30, 2020
(Expressed in Canadian dollars)

		2021		2020
EXPENSES				
Incorporation costs	$	1,927	$	-
Interest and bank charges		105		-
Legal fees (Note 6)		17,701		-
Management fees (*Note 6)*		33,425		-
Office expense		291		-
Stock-based compensation *(Notes 5 and 6)*		54,181		-
NET LOSS AND COMPREHENSIVE LOSS	**$**	**(107,630)**	**$**	**(-)**
LOSS PER SHARE – BASIC AND DILUTED	**$**	**(0.01)**	**$**	**(0.00)**
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – BASIC AND DILUTED		**5,337,639**		**1**

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

ROCK EDGE RESOURCES LTD.
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED APRIL 30, 2021 AND THE PERIOD FROM INCORPORATION ON JANUARY 10, 2020 TO APRIL 30, 2020
(Expressed in Canadian dollars)

		2021		2020
OPERATING ACTIVITIES				
Net loss for the period	$	(107,630)	$	-
Item not involving cash:				
Stock-based compensation		54,181		-
		(53,449)		-
Changes in non-cash working capital balances:				
Amounts receivable		(8,002)		-
Prepaid expenses		(10,000)		-
Accounts payable		31,069		-
Cash used by operating activities		(40,382)		-
INVESTING ACTIVITY				
Exploration and evaluation asset		(137,553)		-
FINANCING ACTIVITY				
Shares issued for cash		254,000		-
Share issuance costs		(6,800)		-
Cash flow from financing activities		247,200		-
CHANGE IN CASH		69,265		-
CASH, BEGINNING OF PERIOD		-		-
CASH, END OF PERIOD	$	69,265	$	-

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

ROCK EDGE RESOURCES LTD.
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED APRIL 30, 2021 AND THE PERIOD FROM INCORPORATION ON JANUARY 10, 2020 TO APRIL 30, 2020
(Expressed in Canadian dollars)

	Common shares							
	Number of shares		**Amount**		**Contributed surplus**		**Deficit**	**Total equity**
As at January 10, 2020	-	$	-	$	-	$	-	$ -
Issued upon incorporation	1		1		-		-	1
Net loss	-		-		-		-	-
As at April 30, 2020	1	$	1	$	-	$	-	$ 1
Shares issued for cash	9,700,000		254,000		30,000		-	284,000
Share issue costs	-		(6,800)		-		-	(6,800)
Stock-based compensation	-		-		24,181		-	24,181
Net loss	-		-		-		(107,630)	(107,630)
As at April 30, 2021	9,700,001	$	247,201	$	54,181	$	(107,630)	$ 193,752

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

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Rock Edge Resources Ltd. was incorporated on January 10, 2020 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is Suite 1170 – 1040 West Georgia Street, Vancouver, British Columbia, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at April 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 $77,630 as at April 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 the uncertainties 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 year ended April 30, 2021 and the period from incorporation on January 10, 2020 to April 30, 2020 were reviewed by the Audit Committee and approved and authorized for issuance by the Board of Directors on March 14, 2022.

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 April 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; and

ii. the inputs used in accounting for stock-based payments.

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 January 10, 2020 and April 30, 2020	$ -	$ -	$ -
Additions:			
Cash	5,000	-	5,000
Assaying		9,847	9,847
Equipment rental	-	2,355	2,355
Fuel, shipping and supplies	-	998	998
Geological consulting	-	13,970	13,970
Labour	-	55,700	55,700
Management fee	-	7,960	7,960
Meals and accommodation	-	17,600	17,600
Transportation	-	8,588	8,588
Permitting	-	15,535	15,535
Balance at April 30, 2021	$ 5,000	$ 132,553	$

Stockwork Property

Pursuant to an option agreement dated September 23, 2020 (the "Agreement"), the Company was granted an option to acquire a 100% undivided interest in the Stockwork Project (the "Property") near Vernon, British Columbia in the Vernon Mining Division.

In accordance with the Agreement, the Company has the option to earn the undivided 100% interest in the Property (subject to the Net Smelter Returns("NSR") described below) by issuing a total of 600,000 common shares, making cash payments in aggregate amount of $155,000, and incurring an aggregate of $500,000 worth of exploration expenditures on the property as follows:

	Common Shares	Cash	Exploration Expenditures
	#	$	$
Upon signing the Option agreement (paid)	-	5,000	-
Upon listing of the Company's Common Shares on a Canadian Stock Exchange (the "Listing")	100,000	-	-
On or before the first anniversary of the Listing	100,000	20,000	100,000
On or before the second anniversary of Listing	100,000	30,000	100,000
On or before the third anniversary of the Listing	300,000	100,000	300,000
Total	600,000	155,000	500,000

The Company made a $5,000 cash payment during the year ended April 30, 2021.

The optionors will retain a 3% NSR on the Property. The Company has the right to purchase the first 1% of the royalty for $750,000 and the remaining 2% of the NSR from the Optionor for $1,000,000.

(Expressed in Canadian dollars)

5. SHARE CAPITAL

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

b) Issued and outstanding as at April 30, 2021: 9,700,001 common shares.

During the period from incorporation on January 10, 2020 to April 30, 2020, the Company had the following transactions

On January 10, 2020, the Company issued one common share for gross proceeds of $1.

During the year ended April 30, 2021, the Company had the following transactions:

On September 25, 2020, the Company issued 2,000,000 common shares at a price of $0.005 per share for gross proceeds of $10,000. The fair value of the shares issued was $40,000 and as a result, the Company recorded share-based compensation of $30,000 and a corresponding increase to contributed surplus.

On September 28, 2020, the Company issued 4,500,000 flow through common shares at a price of $0.02 per share for gross proceeds of $90,000. The Company also issued 200,000 non-flow through common shares at a price of $0.02 per share for gross proceeds of $4,000 on the same date. Under the terms of the flow-through share agreements, the Company must incur $90,000 of Canadian Exploration Expenditures and renounce the expenditures to the shareholders who participated in the flow-through financing. As of April 30, 2021, the Company had not made any renunciations and had incurred the $132,553 in exploration expenditures.

On November 20, 2020, the Company completed a private placement for 3,000,000 common shares at a price of $0.05 per share for gross proceeds of $150,000.

c) Stock Options

The Company has adopted a Stock Option Plan (‘Plan’) for directors, officers, employees and consultants of the Company. The Company may grant options to individuals, options are exercisable over periods of up to ten years, as determined by the Board of Directors of the Company, to buy shares of the Company at the fair market value on the date the option is granted. The maximum number of shares which may be issuable under the Plan cannot exceed 15% of the total number of issued and outstanding shares on a non-diluted basis.

On March 30, 2021, the Company granted 700,000 stock options to the directors and officers of the Company. The stock options vested on the grant date and are exercisable at $0.10 per share until March 30, 2024.

A continuity of the stock options outstanding as at April 30, 2021 is as follows;

	Number of Stock Options	**Weighted average exercise price**
Outstanding, beginning of period (January 10, 2020) and April 30, 2020	-	$ -
Granted	700,000	$0.10
Outstanding, April 30, 2021	700,000	$0.10

(Expressed in Canadian dollars)

5. SHARE CAPITAL (*continued*)

c) Stock Options *(continued)*

The fair value of the stock options granted during the year ended April 30, 2021 was $54,181 which was calculated using the Black-Scholes pricing model. The inputs used in the Black-Scholes calculation for the stock options are as follows:

	2021
Share price	$ 0.05
Risk-free dividend rate	0.5%
Expected life	3 years
Dividend Rate	0%
Annualized volatility	140%

d) Shares held in escrow

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

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 costs during the year ended April 30, 2021:

	2021
Management fees (Company controlled by CEO)	$ 18,750
Management fees (Company controlled by CFO)	6,800

During the year ended April 30, 2021, the Company paid incorporation costs of $1,927 and incurred legal fees of $17,701 to a Company controlled by a family member of the CFO.

During the year ended April 30, 2021, the Company's stock-options as per note 5(c) were issued to the CEO, CFO and two directors of the Company.

As at April 30, 2021, included in the accounts payable balance is a total of $27,301 was owed to related parties. This includes $2,625 owed to a Company controlled by the CEO for management fees, $6,975 owed to a Company controlled by the CFO for management fees and $17,701 owed to a Company controlled by a family member of the CFO for legal fees.

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 a Qualified Transaction. The Company does not have any externally imposed capital requirements to which it is subject.

The Company's capital structure consists of equity and share subscriptions. As at April 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 April 30, 2021 were as follows:

		Fair value measurement using		
	Carrying amount	Level 1	Level 2	Level 3
Cash	$ **69,265**	$ 69,265	$ -	$ -

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.

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.

(Expressed in Canadian dollars)

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

Currency risk

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	$	(29,060)
Flow-through shares renunciation		24,240
Permanent differences		14,689
Change in deferred tax assets not recognized		(9,869)
Deferred income tax recovery	$	-

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

		2021
Non-capital loss carry forwards	$	14,431
Resource Pools		(24,300)
Total gross deferred income tax assets		(9,869)
Unrecognized deferred income tax assets	$	9,869
Net deferred income taxes		-

As at April 30, 2021, the Company had approximately $53,449 in non-capital loss carry forward available to reduce taxable income for future years. The non-capital losses expire in 2041.

10. COMMITMENTS

On April 20, 2021 the Company entered into an agreement with Haywood Securities Inc. (“Haywood”) whereby Haywood would act as the lead agent for the Company’s proposed initial public offering (“IPO”) of common shares to be completed concurrent with the listing of the Company’s shares on the Canadian Securities Exchange (the “Agreement”).

The Company intends to offer 3,500,000 shares at a price of $0.10 for gross proceeds of $350,000. The Agreement provides for an over-allotment equal to 15% of the offering at the same terms.

The Company has agreed to pay corporate finance fees of $40,000, of which $10,000 is payable in shares. Commissions on the offering comprise of 10% in cash and 10% in compensation options, exercisable upon completion of the IPO at the offering for a period of 24 months after the closing date.

Subsequent to the year end the Company’s agreement with Haywood Securities Inc. (“Haywood”) to act as lead agent in the Company’s IPO was cancelled.

11. SUBSEQUENT EVENT

On August 24, 2021 the company agreed to terms with Research Capital Corp. (Research Capital) whereby Research Capital would act as the lead agent for the Company’s proposed initial public offering of common shares to be completed concurrent with the listings of the Company’s shares on the Canadian Securities exchange.

The Company intends to offer 3,500,000 common shares at a price of $0.10 for gross proceeds of $350,000. The agreement provides for an over-allotment of 15%.

ROCK EDGE RESOURCES LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTHS ENDED OCTOBER 31, 2021 AND 2020

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

ROCK EDGE RESOURCES LTD.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
AS AT OCTOBER 31, 2021 AND APRIL 30, 2021
(Expressed in Canadian dollars)

	October 31, 2021 (Unaudited)	April 30, 2021 (Audited)
ASSETS		
CURRENT		
Cash	$ 40,183	$ 69,265
Amounts receivable	310	8,003
Prepaid expenses	38,210	10,000
	78,703	87,263
EXPLORATION AND EVALUATION ASSET (*Note 4*)	137,553	137,553
	$ 216,256	**$ 224,821**

	October 31, 2021 (Unaudited)	April 30, 2021 (Audited)
LIABILITIES		
CURRENT		
Accounts payable (Note 6)	$ 98,580	$ 31,069
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (*Note 5*)	247,201	247,201
CONTRIBUTED SURPLUS (*Note 5*)	54,181	54,181
DEFICIT	(183,706)	(107,630)
	117,676	193,752
	$ 216,256	**$ 224,821**

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

Approved on behalf of the Board:

"James Place"
Director

"Twila Jensen"
Director

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

ROCK EDGE RESOURCES LTD.
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE AND SIX MONTHS ENDED OCTOBER 31, 2021 and 2020 (unaudited)
(Expressed in Canadian dollars)

	Three months ended, October 31, 2021	Three months ended, October 31, 2020	Six months ended, October 31, 2021	Six months ended October 31, 2020
EXPENSES				
Incorporation costs	$ -	$ 1,927	$ -	$ 1,927
Interest and bank charges	56	15	123	15
Professional fees	18,211	-	60,778	-
Management fees (*Note 6)*	7,500	3,750	15,000	3,750
Office expense	-	-	175	-
NET LOSS AND COMPREHENSIVE LOSS	**$ (25,767)**	**$ (5,692)**	**$ (76,076)**	**$ (5,692)**
LOSS PER SHARE – BASIC AND DILUTED	**$ (0.00)**	**$ (0.01)**	**$ (0.01)**	**$ (0.01)**
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – BASIC AND DILUTED	**9,700,001**	**1,967,213**	**9,700,001**	**1,311,475**

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

ROCK EDGE RESOURCES LTD.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED October 31, 2021 AND 2020 (unaudited)
(Expressed in Canadian dollars)

	2021	2020
OPERATING ACTIVITIES		
Net loss for the period	$ (76,076)	$ (5,691)
Changes in non-cash working capital balances:		
Amounts receivable	7,693	(375)
Prepaid expenses	(28,210)	-
Accounts payable	67,511	6,533
Cash used by operating activities	(29,082)	467
INVESTING ACTIVITY		
Capitalized exploration costs	-	(7,475)
FINANCING ACTIVITY		
Shares issued for cash	-	104,000
Share issuance costs	-	-
Cash flow from financing activities	-	104,000
CHANGE IN CASH	(29,082)	96,990
CASH, BEGINNING OF PERIOD	69,265	-
CASH, END OF PERIOD	$ 40,183	$ 96,990

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

ROCK EDGE RESOURCES LTD.
CONDENDES INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE SIX MONTHS PERIODS ENDED OCTOBER 31, 2021 AND 2020
(Expressed in Canadian dollars)

	Common shares								
	Number of shares		**Amount**		**Contributed surplus**		**Deficit**		**Total equity**
As at May 1, 2020	**1**	**$**	**1**	**$**	**-**	**$**	**-**	**$**	**-**
Shares issued for cash	6,500,000		104,000						104,000
Net loss	-		-		-		(5,691)		(5,691)
As at October 31, 2020	6,500,000		104,000		-		(5,691)		98,309
As at May 1, 2021	9,700,001	$	247,201	$	54,181	$	(107,630)	$	193,752
Net loss	-		-		-		(76,076)		(76,076)
As at October 31, 2021	**9,700,001**	**$**	**247,201**	**$**	**54,181**	**$**	**(183,706)**	**$**	**117,676**

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

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Rock Edge Resources Ltd. was incorporated on January 10, 2020 under the laws of British Columbia. The address of the Company's corporate office and principal place of business is Suite 1170 – 1040 West Georgia Street, Vancouver, British Columbia, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at October 31, 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 $153,706 as at October 31, 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 the uncertainties 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 COVID-19, is impacting worldwide economic activity. This 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.

2. BASIS OF PREPARATION

Statement of Compliance

These unaudited condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34") and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the Financial Reporting Interpretations Committee ("IFRIC"). These unaudited condensed interim financial statements do not include all the information required for full annual financial statements and should be read in conjunction with the audited financial statements and notes thereto as of and for the year ended April 30, 2021. These unaudited condensed interim financial statements were authorized for issue in accordance with a resolution from the Board of Directors on March 14, 2022.

Basis of Measurement

These unaudited condensed financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These unaudited condensed interim financial statements follow the same accounting policies and methods of application as the annual audited financial statements for the year ended April 30, 2021. The adoption of new accounting standards has had no material impact on the financial statements. The functional and presentation currency of the Company is the Canadian dollar.

(Expressed in Canadian dollars)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies and critical accounting estimates applied in the interim financial statements are the same as those applied on the Company's annual financial statements and for the period ended April 30, 2021.

4. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	Exploration Costs	Total
Balance at April 30, 2020	$ -	$ -	$ -
Additions:			
Cash	5,000	-	5,000
Assaying		9,847	9,847
Equipment rental	-	2,355	2,355
Fuel, shipping and supplies	-	998	998
Geological consulting	-	13,970	13,970
Labour	-	55,700	55,700
Management fee	-	7,960	7,960
Meals and accommodation	-	17,600	17,600
Transportation	-	8,588	8,588
Permitting	-	15,535	15,535
Balance at April 30, 2021 and October 31, 2021	$ 5,000	$ 132,553	$ 137,553

Stockwork Property

Pursuant to an option agreement dated September 23, 2020 (the "Agreement"), the Company was granted an option to acquire a 100% undivided interest in the Stockwork Project (the "Property") near Vernon, British Columbia in the Vernon Mining Division.

In accordance with the Agreement, the Company has the option to earn the undivided 100% interest in the Property (subject to the Net Smelter Returns("NSR") described below) by issuing a total of 600,000 common shares, making cash payments in aggregate amount of $155,000, and incurring an aggregate of $500,000 worth of exploration expenditures on the property as follows:

	Common Shares	Cash	Exploration Expenditures
	#	**$**	**$**
Upon signing the Option agreement (paid)	-	5,000	-
Upon listing of the Company's Common Shares on a Canadian Stock Exchange (the "Listing")	100,000	-	-
On or before the first anniversary of the Listing	100,000	20,000	100,000
On or before the second anniversary of Listing	100,000	30,000	100,000
On or before the third anniversary of the Listing	300,000	100,000	300,000
Total	600,000	155,000	500,000

The Company made a $5,000 cash payment during the year ended April 30, 2021.

The optionors will retain a 3% NSR on the Property. The Company has the right to purchase the first 1% of the royalty for $750,000 and the remaining 2% of the NSR from the Optionor for $1,000,000.

(Expressed in Canadian dollars)

5. SHARE CAPITAL

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

b) Issued and outstanding as at October 31, 2021: 9,700,001 common shares.

On January 10, 2020, the Company issued one common share for gross proceeds of $1.

During the year ended April 30, 2021, the Company had the following transactions:

On September 25, 2020, the Company issued 2,000,000 common shares at a price of $0.005 per share for gross proceeds of $10,000.

On September 28, 2020, the Company issued 4,500,000 flow-through common shares at a price of $0.02 per share for gross proceeds of $90,000. The Company also issued 200,000 non-flow through common shares at a price of $0.02 per share for gross proceeds of $4,000 on the same date.

On November 20, 2020, the Company completed a private placement for 3,000,000 common shares at a price of $0.05 per share for gross proceeds of $150,000.

c) Stock Options

The Company's has adopted stock option plan provides options to be granted to a limit of 15% of the total number of issued and outstanding shares on a non-diluted basis.

On March 30, 2021, the Company granted 700,000 stock options to directors and officers of the Company. The stock options vested on the grant date and are exercisable at $0.10 per share until March 30, 2024.

A continuity of the stock options outstanding as at October 31, 2021 is as follows;

	Number of Stock Options	**Weighted average exercise price**
Outstanding, beginning of period (January 10, 2020) and April 30, 2020	-	$ -
Granted	700,000	$0.10
Outstanding, April 30, 2021 and October 31, 2021	700,000	$0.10

(Expressed in Canadian dollars)

5. SHARE CAPITAL (*continued*)

c) Stock Options (*continued*)

The fair value of the stock options granted during the year ended April 30, 2021 was $54,181 using the Black-Scholes pricing model. The inputs used in the Black-Scholes calculation for the stock options are as follows:

	2021
Share price	$ 0.05
Risk-free dividend rate	0.5%
Expected life	3 years
Dividend Rate	0%
Annualized volatility	140%

d) Shares held in escrow

As at October 31, 2021 there were no common shares held in escrow.

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 incurred the following key management personnel costs during the six months ended October 31, 2021:

	Six Months ended October 31, 2021	**Six months ended October 31, 2020**
	$	$
Management fees (Company controlled by CEO)	15,000	3,750
Professional fees (Company controlled by CFO)	2,963	-
Professional fees (Company controlled by family member of CFO)	45,816	-

As at October 31, 2021, included in the accounts payable balance is a total of $74,617 was owed to related parties. This includes $18,375 owed to a Company controlled by the CEO for management fees, $10,426 owed to a Company controlled by the CFO for management fees and $45,816 owed to a Company controlled by a family member of the CFO for legal fees.

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 a Qualified Transaction. The Company does not have any externally imposed capital requirements to which it is subject.

The Company's capital structure consists of equity and share subscriptions. As at October 31, 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 October 31, 2021 were as follows:

		Fair value measurement using		
	Carrying amount	Level 1	Level 2	Level 3
Cash	$ **40,183**	$ 40,183	$ -	$ -

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.

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.

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

Currency risk

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. COMMITMENTS

On August 24, 2021 the Company engaged a lead agent for the Company's proposed initial public offering of common shares to be completed concurrent with the anticipated listing of the Company's shares on the Canadian Securities Exchange.

The Company intends to offer 3,500,000 common shares at a price of $0.10 for gross proceeds of $350,000 with a possible over-allotment of 15%. The Company has agreed to corporate finance fees of $25,000 cash.

CERTIFICATE OF ROCK EDGE RESOURCES LTD.

Dated: March 14, 2022

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

"Gary Musil"	*"Mark Lotz"*
GARY MUSIL	MARK LOTZ
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF ROCK EDGE RESOURCES LTD.

"Twila Jensen"	*"James Place"*
TWILA JENSEN	JAMES PLACE
Director	Director

CERTIFICATE OF THE PROMOTER

Dated: March 14, 2022

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

"Gary Musil"
GARY MUSIL

CERTIFICATE OF THE AGENT

Dated: March 14, 2022

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

RESEARCH CAPITAL CORPORATION

"Jovan Stupar"
JOVAN STUPAR
Managing Director, Investment Banking