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

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

PRELIMINARY PROSPECTUS

Non-Offering Prospectus — Date: September 24, 2021

CANTER CAPITAL CORP.
918-1030 West Georgia Street
Vancouver, BC V6E 2Y3

This preliminary prospectus (this "**Prospectus**") is being filed with the British Columbia Securities Commission (the "**BCSC**") for the purpose of allowing Canter Capital Corp. (the "**Company**") to become a "reporting issuer" in the Province of British Columbia pursuant to applicable securities legislation.

Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company.

There is no market through which these securities may be sold and purchasers may not be able to resell securities described 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. See "Risk Factors".

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, 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.

Concurrently with the filing of this Prospectus, the Company will make an application for listing on the Canadian Securities Exchange (the "**Exchange**"). Listing is subject to the Company fulfilling all of the listing requirements of the Exchange, including meeting all minimum listing requirements.

Brian Goss, who is a director of the Company, resides outside of Canada and has appointed the Company at its head office set forth above as its agent for service of process. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that resides outside of Canada, even if the person has appointed an agent for service of process.

An investment in securities of the Company is speculative and involves a high degree of risk. In reviewing this Prospectus, you should carefully consider the matters described under the heading "Risk Factors".

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

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GLOSSARY

"**affiliate**" or "**associate**"	has the meaning ascribed thereto in the *Securities Act* (British Columbia).
"**Audit Committee**"	means the audit committee appointed by the Board.
"**Author**"	means the author of the Technical Report, Stephen Kenwood, P. Geo.
"**Board**"	means the board of directors of the Company, as it may be comprised from time to time.
"**Canadian Securities Administrators**"	means the voluntary umbrella organization of Canada's provincial and territorial securities regulators.
"**Common Shares**"	means the common shares in the capital of the Company.
"**Company**"	means Canter Capital Corp.
"**Eagle Plains**"	means Eagle Plains Resources Ltd.
"**Environmental Laws**"	means all Laws relating to the environment, occupational health and safety as it pertains to the environment or public health, or hazardous substances, including those relating to the use, generation, disposal, treatment, processing, recycling, handling, transport, distribution, destruction, transfer, import, export or sale of hazardous substances.
"**Escrow Agent**"	means Computershare Investor Services Inc.
"**Escrow Agreement**"	means the escrow agreement dated September 23, 2021 among Brian Goss, Thomas O'Neill, the Company, and the Escrow Agent.
"**Exchange**"	means the Canadian Securities Exchange.
"**Governmental Entity**"	means: (a) any multinational, federal, provincial, territorial, state, regional, municipal, local or other government, governmental or public department, central bank, court, tribunal, arbitral body, commission, board, bureau, agency or entity, domestic or foreign; (b) any stock exchange, including the Exchange; (c) any subdivision, agent, commission, board or authority of any of the foregoing; or (d) any quasi-governmental or private body, including any tribunal, commission, regulatory agency or self-regulatory organization, exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing.
"**IFRS**"	means International Financial Reporting Standards, as adopted by the International Accounting Standards Board.

"**Law**" or "**Laws**"	means all laws (including common law), by-laws, statutes, rules, regulations, principles of law and equity, orders, rulings, ordinances, judgements, injunctions, determinations, awards, decrees or other requirements, whether domestic or foreign, and the terms and conditions of any permit of or from any Governmental Entity or self-regulatory authority (including the Exchange), and the term “applicable” with respect to such Laws and in a context that refers to a party, means such Laws as are applicable to such party and/or its subsidiaries or their business, undertaking, property or securities and emanate from a Person having jurisdiction over the party and/or its subsidiaries or its or their business, undertaking, property or securities.
“**Listing Date**”	means the date on which the Company’s Common Shares are listed on the Exchange.
"**MD&A**"	means management's discussion and analysis of financial statements.
"**NI 43-101**"	means National Instrument 43-101 - *Standards of Disclosure of Disclosure for Mineral Projects* of the Canadian Securities Administrators.
“**NSR**”	means net smelter returns royalty.
“**Option Agreement**”	means the option agreement dated July 22, 2021 between the Company and Eagle Plains whereby Eagle Plains granted the Company the sole and exclusive option to acquire up to an undivided 60% right, title and interest in and to Schotts Lake, subject to a 2% NSR.
"**Person**"	includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, trustee, executor, administrator or other legal representative, government (including any Governmental Entity) or any other entity, whether or not having legal status.
“**Phase I Exploration Program**”	means a first phase of work on the Property to define drill targets.
"**Registered Plan**"	means a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered disability savings plan, a deferred profit sharing plan, a tax-free savings account or a registered education savings plan.
“**Schotts Lake**” or “**Property**”	means the 12 MARS mineral claims totaling 2160 hectares 37 km northwest of Flin Flon, Manitoba, and 45 km east of Pelican Narrows, Saskatchewan,, which are owned by Eagle Plains and are subject to a 2% NSR, as further described in this Prospectus.
“**SEDAR**”	means the System for Electronic Document Analysis and Retrieval, which can be accessed online at http://www.sedar.com.
“**Seed Offering**”	means the initial funding round of the Company, completed on August 14, 2018.

“**Stock Option**”	means the option to purchase one Common Share of the Company.
“**Stock Option Plan**”	means the Company’s stock option plan, approved by the Board on May 5, 2021 and by the shareholders of the Company on June 4, 2021.
“**Tax Act**”	means the *Income Tax Act* (Canada) and the regulations promulgated thereunder, as amended from time to time.
"**Technical Report**"	means the NI 43-101 technical report entitled “NI 43-101 - Technical Report, Schotts Lake Property, East Central Saskatchewan, Location: Attitti Lake Mapsheet 063M-01, UTM 6108478 N / 677791 E ZONE 13N” dated July 30, 2021, prepared by the Author.
"**United States**" or "**U.S.**" or "**USA**"	means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Except for statements of historical fact relating to the Company, certain statements in this Prospectus may constitute forward-looking information, future oriented financial information, or financial outlooks (collectively, "**forward-looking information**") within the meaning of Canadian securities Laws. Forward-looking information may relate to this Prospectus, the Company's future outlook and anticipated events or results and, in some cases, can be identified by terminology such as "may", "will", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue" and other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to commodity prices, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. In particular, this Prospectus contains forward-looking statements pertaining to the following:

- the principal business carried on and intended to be carried on by the Company;
- the use of knowledge of management of the Company to leverage the attributes of Schotts Lake (as defined herein);
- proposed expenditures for exploration work in two phases on Schotts Lake in accordance with the recommendations of the Technical Report, and general and administrative expenses (see the tables in the Technical Report in respect of Schotts Lake for a summary of the work to be undertaken and a breakdown of the estimated costs regarding the recommended work programs for Schotts Lake); and
- expectations generally regarding the ability and intention to raise further capital for corporate purposes.

Such forward-looking statements are based on a number of material factors and assumptions, and include the ultimate determination of mineral resources, 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, availability of a qualified work force, and the ultimate ability to mine, process and sell mineral products on economically favourable terms. While the Company 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. Forward-looking statements are based upon management's beliefs, estimates and opinions on the date the statements are made and the Company does not intend, and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events, other than as and to the extent required by Canadian securities laws. Investors are cautioned against placing undue reliance on forward-looking statements. See "*Risk Factors*".

SCIENTIFIC AND TECHNICAL INFORMATION

Scientific and technical information relating to Schotts Lake contained in this Prospectus is derived from, and in some instances is a direct extract from, and based on the assumptions, qualifications and procedures set out in, the technical report (the "**Technical Report**") entitled "NI 43-101 - Technical Report, Schotts Lake Property, East Central Saskatchewan, Location: Attitti Lake Mapsheet 063M-01, UTM 6108478 N / 677791 E ZONE 13N" dated July 30, 2021 prepared by Stephen Kenwood, P. Geo. (the "**Author**"). Reference should be made to the full text of the Technical Report, which is available for review under the Company's profile on SEDAR at www.sedar.com.

SUMMARY

The following is a summary of the principal features of this distribution and should be read together with, and is qualified in its entirety by, the more detailed information and financial data and statements contained elsewhere in this Prospectus. Readers are directed to carefully review this Prospectus in its entirety.

All dollar amounts referenced, unless otherwise indicated, are expressed in Canadian dollars.

Company	Canter Capital Corp.
Business of the Company	The Company was incorporated pursuant the *Business Corporations Act* (British Columbia) on March 7, 2018 under the name "Canter Capital Corp." The Company's principal business carried on and intended to be carried on is the exploration for and development of base and precious mineral resources in British Columbia. It is the intention of the Company to remain in the mineral exploration business, and should Schotts Lake not be deemed viable, the Company will evaluate other mineral exploration assets. See "*Business of the Company*" for further details.
Schotts Lake Property	Schotts Lake is comprised of 12 MARS mineral claims totaling 2160 hectares and is 100% owned by Eagle Plains and is the subject of the option agreement dated July 21, 2021 between the Company and Eagle Plains (the "**Option Agreement**"). Pursuant to the Option Agreement, Eagle Plains granted the Company the option to acquire up to an undivided 60% right, title and interest in and to Schotts Lake, subject to a 2% NSR. See "*Business of the Company*" and "*Schotts Lake Property*" for further details.
Directors and Officers	Hani Zabaneh – Chief Executive Officer, Corporate Secretary and Director Sarah Hundal – Chief Financial Officer Thomas O'Neill – Director Brian Goss – Director
Use of Available Funds	As at June 30, 2021 (the Company's financial year end) the Company had total assets of $204,591. As at August 31, 2021, the most recent month-end before the date of this Prospectus, the Company had working capital of $416,350. For a more detailed discussion on the Company's available funds, see "Use of Available Funds" on page 34 of this Prospectus and "Business of the Company" on page 8 of this Prospectus. The Company will require funding from other sources to continue operations beyond the next year. Such additional funds would likely be raised through a private placement of securities. There is no assurance that such funding will be available.
Risk Factors	The Company has identified certain risks relevant to its business and operations, which could materially affect the Company's operating results, financial performance and the value of the Common Shares. Such risk factors relate to, but are not limited to, the following:

- the Company is in the business of exploring mineral properties, which is a highly speculative endeavour;
- the continued operation of the Company will be dependent upon its ability to procure additional financing;
- there is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of gold and base metals;
- there is no current market through which the Company's securities may be sold and listing of the Common Shares on the Exchange is subject to the Company fulfilling all of the listing requirements of the Exchange;
- the Company has only recently commenced operations, has no history of earnings, and there is no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans;
- an investment in the Common Shares is speculative and there is little probability of dividends being paid on the Common Shares in the foreseeable future;
- liquidity concerns and future financing requirements may affect the future value of the Common Shares;
- the Company's business is dependent on the maintenance of access and exploration rights to Schotts Lake;
- there is no assurance that future financing opportunities will be available to the Company;
- the Company has negative operating cash flow;
- there is no guarantee that if the Company loses or abandons its interest in Schotts Lake that it will be able to acquire another mineral property;
- there are uninsurable risks relating to the business of the Company;
- the future operations of the Company may require permits from various federal, provincial and local governmental authorities and certain approvals may need to be obtained;
- Environmental Laws and regulations may affect the operations of the Company;
- Schotts Lake may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects;
- First Nations or other aboriginal title claims may affect the ability of the Company to pursue exploration, development and mining on its properties;
- fluctuating mineral prices and currency risks may affect the Company;
- the success of the Company is dependent on management of the Company;
- the mining industry is competitive in all its phases;
- price volatilities of publicly traded securities may affect the value of the Common Shares and the Company;
- situations may arise where directors and officers of the Company will be in direct competition with the Company; and
- general stress in the global economy may affect the Company.

These risk factors, together with all of the other information contained in this Prospectus, including information contained in the section entitled "*Cautionary Statement Regarding Forward-Looking Information*" should be carefully reviewed and considered before an investment in the Common Shares is made. Prospective investors should carefully consider their personal circumstances and consult their broker, lawyer, accountant or other professional adviser before making an investment decision. See "*Risk Factors*" for further details.

Summary of Selected Financial Information of the Company

The following table sets forth selected audited financial information of the Company for the years ended June 30, 2021 and June 30, 2020. This summary financial information should be read in conjunction with the financial statements of the Company and related notes as well as the Management's Discussion and Analysis attached as Schedule C. See "*Selected Financial Information*" for further details.

	Year Ended June 30, 2021 (Audited) ($)	**Year Ended June 30, 2020 (Audited) ($)**
Total Revenue	Nil	Nil
Net Loss and Comprehensive Loss for the Period	$29,477	$6,740
Basic and Diluted Loss Per Share	(0.01)	(0.00)
Total assets	$204,591	$60,301
Total non-current liabilities	Nil	Nil
Distributions or cash dividends declared per-share	Nil	Nil

CORPORATE STRUCTURE

Name, Address and Incorporation

Canter Capital Corp. was incorporated on March 7, 2018 pursuant to the *Business Corporations Act* (British Columbia) under the name Canter Capital Corp. The head office of the Company is located at 918 – 1030 West Georgia Street, Vancouver, British Columbia V6E 2Y3. The registered office is located at Suite 400, 725 Granville Street, Vancouver, British Columbia V7Y 1G5.

Intercorporate Relationships

The Company has no subsidiaries.

BUSINESS OF THE COMPANY

Overview

The Company is a junior mining, exploration and development company that was formed primarily to acquire Schotts Lake, as discussed further below. The principal business carried on and intended to be carried on by the Company is the exploration for and development of base and precious mineral resources in Saskatchewan.

The Company intends to consider and follow the recommendations included in the Technical Report in exploring and developing Schotts Lake. See "*Schotts Lake Property*".

The Company is led by a management team and the board of directors of the Company (the "**Board**") with significant industry and capital markets experience and a track record of creating shareholder value through the acquisition, exploration, permitting and development of mineral properties. The Company intends to use such knowledge and expertise from its management team and Board to leverage some of the attributes of Schotts Lake. The Company is currently pursuing listing of the Common Shares on the Exchange.

Historical Timeline

Early Activities

On August 14, 2018, the Company completed an initial funding round, for aggregate gross proceeds of $126,641, by issuing a total of 5,472,000 Common Shares at prices of $0.01, $0.025 and $0.05 per Common Share (the "**Seed Offering**"). See "*Prior Sales*".

On June 17, 2021, the Company completed a private placement of 3,050,000 Common Shares at a price of $0.05 per Common Share for aggregate gross proceeds of $152,500. See "*Prior Sales*".

Option to Acquire Schotts Lake

Schotts Lake is comprised of 12 MARS mineral claims totaling 2160 hectares 37 km northwest of Flin Flon, Manitoba, and 45 km east of Pelican Narrows, Saskatchewan (the "**Schotts Lake Property**"). Schotts Lake is the subject of an option agreement dated July 21, 2021 (the "**Option Agreement**") between the Company and Eagle Plains Resources Ltd. ("**Eagle Plains**").

The Company may exercise its option to acquire an undivided 60% right, title and interest in and to Schotts Lake, subject to a 2% Net Smelter Royalty ("**NSR**"), by:

(a) paying total cash payments of $490,000 to Eagle Plains as follows:

  (i) $20,000 upon final Exchange bulletin or October 31, 2021;
  (ii) $35,000 on or before July 31, 2022;
  (iii) $50,000 on or before December 31, 2022;
  (iv) $75,000 on or before December 31, 2023;
  (v) $75,000 on or before December 31, 2023;
  (vi) $120,000 on or before December 31, 2024; and
  (vii) $200,000 on or before December 31, 2025;

(b) issuing to Eagle Plains a total of 1,000,000 Common Shares as follows:

  (i) 150,000 Common Shares within 5 business days following the Exchange's approval of the Option Agreement;
  (ii) 150,000 Common Shares on or before July 31, 2022;

(iii) 150,000 Common Shares on or before December 31, 2022;
(iv) 150,000 Common Shares on or before December 31, 2023;
(v) 200,000 Common Shares on or before December 31, 2024;
(vi) 200,000 Common Shares on or before December 31, 2025; and

(c) by incurring a total of $3,000,000 in expenditures on Schotts Lake as follows:

(i) $100,000 in expenditures prior to July 31, 2022;
(ii) an additional $500,000 in expenditures prior to December 31, 2022;
(iii) an additional $800,000 in expenditures prior to December 31, 2023;
(iv) an additional $1,600,000 in expenditures prior to December 31, 2024; and
(v) an additional $2,000,000 in expenditures prior to December 31, 2025.

The Option Agreement provides that all expenditures may be made on a "make or pay basis" whereby the Company can either make the required expenditures or pay Eagle Plains in cash for any shortfall. In addition, expenditures incurred in any one year period in excess of the minimum amounts can be carried over to the next year.

Neither Eagle Plains, nor any principal of Eagle Plains, is related to the Company.

Subsequent Activities

On August 20, 2021, the Company completed a third funding round, for aggregate proceeds of $305,000, by issuing a total of 3,050,000 Common Shares at a price of $0.10 per Common Share. See "*Prior Sales*".

Competitive Conditions

There is significant competition for the acquisition of promising mineral properties, as well as for hiring qualified personnel. The Company's competitors may have more substantial financial and technical resources for the acquisition of mineral concessions, claims or mineral interests, as well as for the recruitment and retention of qualified personnel.

Outlook

During the financial year commencing July 1, 2021, the Company will commence an exploration program on Schotts Lake, and in accordance with the recommendations in the Technical Report, expects to conduct further exploration in two phases. A first phase of work on the Property to define drill targets (the "**Phase I Exploration Program**") is proposed for the 2022 field season and includes: geological fieldwork (soil geochemistry, prospecting, hand trenching, mapping), geochemical analyses and geophysics surveys.

Contingent on the Phase I Exploration Program results, a recommended second phase program, is anticipated to consist primarily of drilling to follow up Phase I Exploration Program drill results. See *"Schotts Lake Property*".

SCHOTTS LAKE PROPERTY

Current Technical Report

Unless otherwise stated, the information that follows in this section relating to Schotts Lake is derived from, and in some instances is an extract from, the Technical Report. The Technical Report was prepared for the Company by the Author who reviewed and approved the scientific and technical information contained in this Prospectus and is a "qualified person" and "independent" of the Company within the meanings of National Instrument 43-101 – *Standards for Disclosure for Mineral Projects* ("**NI 43-101**").

The following information is based on the assumptions, qualifications and procedures which are set out in the Technical Report and are not fully described herein. The following information does not purport to be a complete summary of the Technical Report. Reference should be made to the full text of the Technical Report, which has been filed with certain Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Company's profile on SEDAR at www.sedar.com.

Schotts Lake Property Description and Location

Schotts Lake is centered at 677,4791 mE, 6,108,478 mN (UTM Zone 13N, NAD83) 37 km northwest of Flin Flon, Manitoba and 45 km east of Pelican Narrows, Saskatchewan. The Property consists of 12 MARS mineral claims totaling 2160 hectares centered within the Attitti Lake Map Sheet 063M-01. The tenures are owned 100% by Eagle Plains Resources Ltd, with 3 of the claims subject to an underlying 2% NSR held in favour of Edge Geological Consulting Inc.

Exploration and mining in Saskatchewan is governed by the Mineral Tenure Registry Regulations, and administered by the Mines Branch of the Saskatchewan Ministry of the Economy. Depending on the specifics of the field program, a permit will be required in order to complete any work recommendations. Exploration permits are readily available from the relevant regulatory agencies and the Author does not anticipate any undue delay in obtaining any future permits, including delays related to First Nations consultation.

Accessibility, Climate, Local Resources, Infrastructure, and Physiography

The Property, which encompasses most of Schotts Lake, is located in east-central Saskatchewan, within N.T.S. area 63M/01, approximately 40 km northwest of the city of Flin Flon, located on the border between Manitoba and Saskatchewan. Access is by float-equipped aircraft in the summer and by snow mobile or ski-equipped aircraft in the winter from Flin Flon, Manitoba, or Pelican Narrows, Saskatchewan. In the winter season, trails exist in the area connecting Wildnest Lake or Mari Lake to Keep and Schotts Lake. These trails can be traveled by snowmobile from points along the Hanson Lake Road which lies approximately 30 kilometres to the south. A high-voltage transmission line lies approximately 8.0 kilometres east of the Property.

The project area is underlain by rolling Canadian Shield physiography typified by low relief ridge lines of exposed bedrock with intervening lowlands of lake and/or marsh-muskeg. The area has been heavily glaciated. Vegetation is dominated by black spruce, poplar and willows and moss in low-lying poorly drained areas and pine and poplar in higher areas. The 2019 and 2021 field visits revealed recent property wide forest fire covering most to all of the historically drilled areas.

The Property is within the Churchill River Upland ecoregion, which is marked by cool summers and very cold winters. During the period of freeze up, from December to April, accessibility in the area is enhanced by frozen muskeg and lakes. Break-up typically begins in April and ends approximately mid to late May. Work such as geological mapping, prospecting and certain geochemical sampling are only feasible when there is no snow cover, typically between late May to October. Other operations such as geophysical surveys and diamond drilling can be completed during the freeze-up period stated above.

The nearest major city centre is Flin Flon, Manitoba, which is a supply centre for the west central Manitoba region. Flin Flon has a long history of mining and mineral exploration and provides an experienced work force and support services.

History

Government work in the Schotts Lake area started in 1975 with the Geological Survey of Canada (GSC) completing a regional lake-bottom sediment survey across the east-central area of Saskatchewan. In 1985-86, the GSC collected high resolution aeromagnetic data in the Flin Flon and Snow Lake regions, which included the current Schotts Lake tenures. Additional work was done in the area in 1995-96 which include geophysical data compilation and an airborne VLF-EM geophysical survey.

The Saskatchewan Geological survey work included a case study of the geology and mineralization of the Schotts Lake Base Metal Deposit in 1986 and 1:20000 scale geological studies and update mapping centred on the Kakinagimak Lake area (including Schotts Lake) in 2007.

Industry work at Schotts Lake started with the discovery of mineralization in 1953 by Kay Lake mines.

Over the ensuing 68 years, a number of operators including Hudson Bay Exploration and Development, Scope Resources, Homestake, Quest Canada and aur Resources have completed exploration work at Schotts Lake including geological mapping, soil sampling, prospecting, and ground and airborne geophysics, and 79 diamond drill holes.

There has been a total of 12 Mineral Assessment reports filed by industry on the current Schotts Lake property area. The last work on the property before it was acquired by Eagle Plains was a 2015 HeliSAM electromagnetic survey by HudBay Minerals Inc.

The Schotts Lake Saskatchewan Mineral Deposit Index 0320 lists a number of historic mineral resource estimates. Canter is not treating the historical estimates as current mineral resources or mineral reserves. These estimates do not comply with categories prescribed by National Instrument 43-101 or the Canadian Institute of Mining and are disclosed only as indications of the presence of mineralization and are considered to be a guide for additional work. The historical models and data sets used to prepare these historical estimates are not available to Canter and the Author is not aware of any more recent resource estimates or data.

Geological Setting and Mineralization

<u>Geology</u>

Schotts Lake is hosted within the Reindeer Zone of the Paleoproterozoic Trans-Hudson Orogen between the northwestern edge of the Churchill- Superior Boundary Zone and the southeastern margin of the Wathaman-Chipewyan Batholith. The regional geology consists of a collage of arc and ocean floor volcanic rocks, plutons, and younger molasse and turbiditic sedimentary rocks.

The property is underlain by upper amphibolite facies supracrustal rocks and granitoids interpreted to be a high-grade metamorphic equivalent of the Flin Flon Domain. The Schotts Lake deposit lies on a peninsula in Schotts Lake within a group of volcanic and volcaniclastic rocks, which include mafic volcanics, intermediate volcanics or volcaniclastics, metasediments and local iron formation.

These rocks are folded into a major synform with a moderately easterly-dipping axial plane. The deposit was formed in close proximity to volcanic and volcaniclastic rocks, with the development of an underlying footwall alteration zone characterized by variable mineralogy and discordant relationships to other rock units. deposit is classified as a VMS type, and seems to contain some distal magnetite-bearing iron formation and is capped by a small calc-silicate unit. The deposit is now overturned and lies on the abnormal limb of a parasitic z-fold on the eastern limb of a major north-easterly plunging synform.

Mineralization

The surface expression of the Schotts Lake zone gossan is approximately 25 metres wide and about 100 metres long. Mineralization consists of semi-massive to massive pyrrhotite and pyrite with variable amounts of graphite, chalcopyrite, sphalerite and gahnite. The deposit strikes 325°, dips 18° to 20° northeast, and has a strike length of 53.0 metres to 152.0 metres. The true width, measured parallel to the strike direction, varies from 53.3m to 152.4m. True thickness is variable. Some values as great as 25.9m feet have been determined.

Deposit Type

The target at Schotts Lake is polymetallic volcanic hosted massive sulphide (VMS) deposits. VMS deposits are associated with submarine environments consisting of volcanic rocks and are often interlayered with sequences of sedimentary deposition. The massive sulphide layers form by hydrothermal fluids depositing base metals directly onto the sea floor.

Exploration for this deposit type is strongly governed by identification of permissive stratigraphic intervals or mineralized horizons and rock alteration. Detailed geological mapping and lithogeochemical typing are fundamental to the identification of alteration vectors and mineralized horizons. In deformed rock masses delineation of preferred stratigraphic horizons can be linked using structural analyses. These deposits are commonly classified into five major groups (Barrie and Hannington, 1999): mafic type, bimodal-mafic type, mafic-siliclastic type, bimodal-felsic type, and bimodal-siliciclastic type. VMS mineralization at Schotts Lake is classified as mafic or bimodal-mafic type. Many nearby examples can be found in the Flin Flon, Manitoba camp.

Exploration

Eagle Plains has completed two field programs since acquiring the Schotts Lake project in 2018. The 2019 program focused on ground truthing and surveying of historic drill collars. The most recent work was a 2021 6.28 line km Ground Time Domain Electromagnetic (TDEM) Survey which identified 9 TDEM conductors. Preliminary modelling of the data indicates that the conductors are dipping at approximately 45 degrees, consistent with the known mineralized zone at Schotts Lake.

Drilling

Over the sixty-eight year history of the property a total of approximately 9516.2 metres of diamond drilling has been completed in 79 diamond drill holes. The first drilling was in 1953 by Kay Lake Mines who completed 7 holes. Other drill programs were carried out by Hudson Bay 1954-56 Exploration and Development, Kay Lake Mines, International Minerals Corporation, Scope Resources/Stall Lake Mines JV, Mingold Resourcres Inc. and Quest Canada Resources.

Sample Preparation, Analyses and Security

Quality control and quality assurance for the 2021 TDEM survey were completed daily during the acquisition phase to ensure all field data collected was at a high standard. Final processing and leveling were completed post acquisition. The post-processing software included for data QC and corrections. All of the QAQC checks were within the established parameters of error specified for the survey.

Data Verification

The Author visited the property on June 14 and July 27, 2021. Data verification consisted of a visit to outcrops and some of the old drill collar locations. The location of the HLEM geophysical survey over the NE plunge extension of the known deposit was checked using a property map and the author collected three verification samples.

The Author has no reason to believe that Terralogic's detailed compilation of historic work and current exploration data does not represent the nature of the mineralization on the Property. All work conducted for Eagle Plains by TerraLogic Exploration or subcontractors on the Property was under the direction of a qualified person and the quality of data and information produced from the efforts meet or exceed acceptable industry standards. In the opinion of the Author, the available data that the Technical Report is based on is sufficient and adequate to support the recommendations in the Technical Report.

Mineral Resources and Mineral Reserve Estimates

There have been no current mineral resource estimates done on Schotts Lake as of the date of this report.

Interpretation and Conclusions

The Schotts Lake polymetallic VMS deposit shares many similarities with other Cu-Zn±Ag-Au VMS deposits of the Flin-Flon Belt. The deposit outcrops at surface and remains open at depth and along strike. Within the deposit there are localized zones of Au-Ag enrichment and historic diamond drill results indicate that there are additional zones of mineralization outside of the main resource which have received no follow-up exploration. The presence of both magnetite and pyrrhotite within the volcanic stratigraphy make EM geophysics a very effective exploration and targeting tool.

Recommendations

Schotts Lake hosts stratigraphy that is prospective polymetallic VMS deposits and further work is recommended. The focus of future work should be to continue to define extend known mineralization trends, to locate areas of new mineralization potential, and to generate targets for diamond drilling.

The Author recommended a first phase of work to define drill targets. Additional ground based HLEM geophysics should be completed. A detailed model using all of the digital geophysical information, historic drill logs, and surface geology should be constructed to accurately conceptualize the spatial orientation of the Schotts Lake mineralization both at the immediate deposit and along strike to the south west.

The cost for this work is $103,700.00.

USE OF AVAILABLE FUNDS

Proceeds

This is a non-offering prospectus. The Company is not raising any funds in conjunction with this Prospectus. Accordingly, there are no proceeds to the Company in connection with the filing of this Prospectus.

Funds Available

As at August 31, 2021 the Company had working capital of $416,350.

Use of Available Funds

Management anticipates applying its available funds in the following manner over the next 12 months:

Use of Funds	Funds to be Expended ($)
Phase I Exploration Program	$103,700
General and administrative expenses(1)	$116,000
Cash payment required under the Option Agreement	$55,000
Unallocated working capital	$141,650
Total	$416,350

(1) General and administrative expenses are summarized as follows: Balance of the Exchange's application fee, Exchange's listing fees and transfer agent fees ($35,000), general office costs ($25,000), professional fees ($20,000) and management fees ($36,000).

Notwithstanding the foregoing, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary for the Company to achieve its objectives. There can be no assurance that additional funding required by the Company will be available if required. However, it is anticipated that the available funds will be sufficient to satisfy the Company's objectives over the next 12 months.

The Company had negative cash flow from operating activities for the financial year ended June 30, 2021 that was not sufficient to cover its capital expenditures and debt servicing requirements. To the extent the Company has negative cash flows in future periods, the Company may use a portion of its general working capital to fund such negative cash flow. Operating cash flow may decline in certain circumstances, many of which are beyond the Company's control. If the Company does not achieve positive cash flow, it will be necessary for the Company to raise additional equity or debt. There is no assurance that additional equity or debt will be available to the Company or on terms acceptable to the Company.

A portion of the Company's unallocated working capital amount at August 31, 2021 may be used towards the subsequent exploration program. The Company may need to raise additional funds in order to complete its subsequent exploration program. As a result, the Company may decide to raise equity financing in the next 12 months if the Board believes it is in the best interests of the Company to do so.

Due to the nature of the business of mineral exploration, budgets are regularly reviewed with respect to both the success of the exploration program and other opportunities which may become available to the Company. Accordingly, if the results of the Phase I Exploration Program are not supportive of proceeding with subsequent exploration, or if continuing with the Phase I Exploration Program becomes inadvisable for any reason, the Company may abandon in whole or in part its interest in the Property or may, as work progresses, alter the recommended work program, or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any funds so diverted for the purpose of conducting work or examining other properties acquired by the Company, although the Company has no present plans in this respect.

The Company intends to spend the net funds available to it as stated in this Prospectus. However, there may be situations where, due to change of circumstance, outlook, research results and or business judgment, a reallocation of funds is necessary in order for the Company to achieve its overall business objectives.

Business Objectives and Milestones

The Company intends to use $103,700 of its available funds to complete the Phase I Exploration Program in accordance with the recommendations for the Phase I Exploration Program budget in the Technical Report. The Phase I Exploration Program is proposed for the 2022 field season. See *"Schotts Lake Property*".

DIVIDEND POLICY

Since the date of its incorporation, the Company has not declared or paid any dividends on the Common Shares and does not currently have a policy with respect to the payment of dividends. For the foreseeable future, the Company anticipates that it will retain future earnings and other cash resources for the operation and development of its business. As such, there are no plans to pay dividends. The payment of dividends in the future, if any, will be determined by the Board in its sole discretion on the basis of the earnings and financial requirements of the Company as well as other conditions existing at such time.

SELECTED FINANCIAL INFORMATION

The following table sets forth selected financial information for years ended June 30, 2021 and June 30, 2020. This summary financial information should be read in conjunction with the audited financial statements of the Company and related notes, as well as the management's discussion and analysis, attached as Schedule C.

	Year ended June 30, 2021 (Audited) $	**Year ended June 30, 2020 (Audited) $**
Total Revenue	Nil	Nil
Net Loss and Comprehensive Loss for the Period	$29,477	$6,740
Basic and Diluted Loss Per Share	$(0.01)	$(0.00)

	Year ended June 30, 2021 (Audited) $	Year ended June 30, 2020 (Audited) $
Total assets	$204,591	$60,301
Total non-current liabilities	Nil	Nil
Distributions or cash dividends declared per-share	Nil	Nil

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company's management's discussion and analysis for the years ended June 30, 2021 and June 30, 2020 is attached as Schedule C.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Description of the Common Shares

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value. As of the date hereof, 11,572,000 Common Shares are issued and outstanding as fully paid and non-assessable.

Holders of Common Shares have the following rights and restrictions:

- Holders of Common Shares are entitled to receive notice of, attend and vote at, all meetings of the shareholders of the Company (except with respect to matters requiring the vote of a specified class or series voting separately as a class or series) and are entitled to one vote for each Common Share on all matters to be voted on by shareholders at meetings of the shareholders of the Company.
- Holders of Common Shares are entitled to receive such dividends, if, as, and when declared by the Board, in its sole discretion. All dividends which the Board may declare shall be declared and paid in equal amounts per Common Share on all Common Shares at the time outstanding.
- On liquidation, dissolution or winding up of the Company, the holders of Common Shares will be entitled to receive the property of the Company remaining after payment of all outstanding debts on a pro rata basis, but subject to the rights, privileges, restrictions, and conditions of any other class of shares issued by the Company.

There are no pre-emptive, redemption, sinking or purchase fund provisions or conversion rights attached to the Common Shares. All Common Shares, when issued, are and will be issued as fully paid and non-assessable Common Shares without liability for further calls or to assessment.

CONSOLIDATED CAPITALIZATION

The following table summarizes the Company's consolidated capitalization as at the date hereof, June 30, 2021 and June 30, 2020. The table should be read in conjunction with the financial statements, including the notes thereto, included elsewhere in this Prospectus.

Description	**As at the date of this Prospectus (Unaudited)**	**As at June 30, 2021 (Audited)**	**As at June 30, 2020 (Audited)**
Loan Capital (Indebtedness)	Nil	Nil	Nil
Share Capital (Equity)	$519,300	$180,615	$58,306
Common Shares	11,572,000	8,522,000	5,472,000
Options	Nil	Nil	Nil

OPTIONS TO PURCHASE SECURITIES

As at the date of this Prospectus, there are no outstanding options to purchase securities of the Company ("**Stock Options**").

PRIOR SALES

The following table summarizes issuances of securities by the Company from the date of incorporation of the Company on March 7, 2018 to the date of this Prospectus.

Date	**Number/Type of Securities**	**Issue/Exercise Price per Security**	**Nature of Issuance**
March 7, 2018	1 Common Share(1)	$0.01	Incorporator's Common Share
August 14, 2018	1,000,000 Common Shares	$0.01	Private Placement
August 14, 2018	4,270,000 Common Shares	$0.025	Private Placement
August 14, 2018	202,000 Common Shares	$0.05	Private Placement
June 17, 2021	3,050,000 Common Shares	$0.05	Private Placement
August 20, 2021	3,050,000 Common Shares	$0.10	Private Placement

Note:
(1) This Common Share, issued on incorporation, was repurchased by the Company on August 14, 2018 and cancelled.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Escrowed Securities

Securities Subject to Escrow Pursuant to NP 46-201

In accordance with National Policy 46-201 – *Escrow for Initial Public Offerings* ("**NP 46-201**"), all securities of an issuer that are owned or controlled by its principals (or spouses of its principals) will be escrowed at the time of the issuer's initial public offering ("**IPO**"), unless the securities held by the principals, or issuable to the principals upon conversion of convertible securities held by the principals, collectively represent less than 1% of the total issued and outstanding shares of the issuer after giving effect to the offering.

Uniform terms of automatic timed-release escrow apply to principals of exchange-listed issuers, differing only according to the classification of the issuer. As it is expected that the Company will be classified as an "emerging issuer" for the purposes of NP 46-201, it is anticipated that the following automatic timed releases will apply to the securities held by its principals:

Date	% of Escrowed Securities Released
The Listing Date	1/10 of the escrowed securities
On the date 6 months following the Listing Date	1/6 of the remaining escrowed securities
On the date 12 months following the Listing Date	1/5 of the remaining escrowed securities
On the date 18 months following the Listing Date	1/4 of the remaining escrowed securities
On the date 24 months following the Listing Date	1/3 of the remaining escrowed securities
On the date 30 months following the Listing Date	1/2 of the remaining escrowed securities
On the date 36 months following the Listing Date	The remaining escrowed securities

To the knowledge of the Company as of the date of this Prospectus, a total of 1,326,000 Common Shares will be deposited into escrow pursuant to the terms of an escrow agreement (the "**Escrow Agreement**") dated September □3, 2021 among Brian Goss, Thomas O'Neill, the Company, and the Escrow Agent.

Pursuant to the terms of the Escrow Agreement, the securities of the Company held in escrow may be transferred within escrow to an individual who is a director or senior officer of the Company or of a material operating subsidiary of the Company, subject to the approval of the Board, or to a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Company's outstanding securities, or to a person or company that after the proposed transfer will hold more than 10% of the voting rights attached to the Company's outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Company or of any of its material operating subsidiaries.

Pursuant to the terms of the Escrow Agreement, upon the bankruptcy of a holder of escrowed securities, the securities held in escrow may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities. Upon the death of a holder of escrowed securities, all securities of the deceased holder will be released from escrow to the deceased holder's legal representative.

The Escrow Agreement also provides that escrowed securities can be transferred within escrow to a financial institution on the realization of escrowed securities pledged, mortgaged or charged by the holder of such escrowed securities to the financial institution as collateral for a loan. Pursuant to the terms of the Escrow Agreement, escrowed securities may also be transferred within escrow to or between registered retirement savings plans, registered retirement income funds or other similar registered plans or funds with a trustee, where the annuitant of such plans or funds, or the beneficiaries of the other registered plan or funds are limited to the holder and his or her spouse, children and parents, or in the case of a trustee of such a registered plan or fund, to the annuitant of the registered plan or fund, or a beneficiary of the registered plan or fund, as applicable, or his or her spouse, children and parents.

Pursuant to the terms of the Escrow Agreement, 10% of each principal's escrowed securities (a total of 132,600 Common Shares) will be released from escrow on the date the Common Shares are listed on the Exchange (the "**Listing Date**"). The remaining 1,193,400 Common Shares which will be held in escrow immediately following the Listing Date will represent 10.31% of the Common Shares issued and outstanding as at the date of this Prospectus.

PRINCIPAL SHAREHOLDERS

To the best of the Company's knowledge, no person owns, directly or indirectly, or exercises control or direction over, directly or indirectly, of 10% or more of the issued and outstanding Common Shares.

DIRECTORS AND EXECUTIVE OFFICERS

The following table and notes below set forth the name, province or state and country of residence, position held with the Company, principal occupation during the preceding five years, date of initial appointment as a director and/or executive officer of the Company (if applicable) and the number of Common Shares beneficially owned by each person who is a director and/or an executive officer of the Company.

As of the date of this Prospectus, the Board consists of Hani Zabaneh, Thomas O'Neill and Brian Goss. Directors will be elected annually, and they are expected to hold office until the Company's next annual meeting of shareholders, at which time they may be re-elected or replaced.

Name and Province or State of Residence	Age	Position(s) with the Company	First Appointed as Director/Executive Officer	Number of Common Shares Owned or Controlled	Percentage of Common Shares Owned or Controlled
Hani Zabaneh(1) British Columbia, Canada	49	Chief Executive Officer, Corporate Secretary and Director	April 26, 2021	Nil	N/A
Sarah Hundal, British Columbia, Canada	39	Chief Financial Officer	July 20, 2021	Nil	N/A
Thomas O'Neill(1) British Columbia, Canada	58	Director	March 15, 2018	1,201,000	10.38%(3)

Name and Province or State of Residence	Age	Position(s) with the Company	First Appointed as Director/Executive Officer	Number of Common Shares Owned or Controlled	Percentage of Common Shares Owned or Controlled
Brian Goss (1) (2) Nevada, United States	43	Director	April 26, 2021	125,000	1.08%(3)

Notes:
(1) Member of the Audit Committee.
(2) Chair of the Audit Committee.
(3) Based on 11,572,000 Common Shares issued and outstanding as at the date of this Prospectus.

The principal occupations of each of the Company's directors and executive officers within the past five years are disclosed in the brief biographies set forth below.

Hani Zabaneh, Chief Executive Officer and Director

Mr. Zabaneh is currently, and has been since 2007, a principal of Orange Capital Corporation, a private, global investment banking firm which provides assistance with companies transitioning to public markets. Previously, from January 2015 to October 2016, Mr. Zabaneh was the Vice-President Corporate Development at Eventbase Technology Inc. Prior thereto, Mr. Zabaneh was the Vice President Administration of Metrobridge Networks Corp. from 2005 to 2007 and from 2008 to 2012. Mr. Zabaneh has been a director and officer of public companies since 2007.

Mr. Zabaneh obtained an Advanced Diploma in Geographic Information Systems in 1996 from the British Columbia Institute of Technology and a Bachelor of Science (Honours) from Queens University in 1993.

Mr. Zabaneh serves in his capacity with the Company on a part-time basis, devoting approximately 50% of his time to the Company.

Sarah Hundal, Chief Financial Officer

Sarah Hundal, CPA, CA has over 15 years of cross-sector experience in accounting with a focus in the junior energy industry. Ms. Hundal is currently providing consulting services to various clients in matters of accounting, corporate taxes and assurance. Previously, Ms. Hundal acted as Chief Financial Officer of Front Range Resources Ltd. from April 2015 to October 2018. Ms. Hundal was the Controller of Front Range Resources from April 2014 to April 2015, as well as the Controller of Donnycreek Energy Inc. from April 2014 until December 2014. Ms. Hundal holds a Bachelor of Arts Degree and Diploma in Accounting from the University of British Columbia and has been a member of the Chartered Professional Accountants of BC since 2009.

Ms. Hundal serves in her capacity with the Company on a part-time basis, devoting approximately 20% of her time to the Company.

Thomas O'Neill, Director

Mr. O'Neill is the founder of one of Vancouver's leading insurance and financial advisory firms, Thomas O'Neill & Associates Inc. His company provides expert guidance in the areas of individual insurance, employee benefits, group pension plans, and individual investment portfolios in British Columbia, Alberta, and Ontario, as well as internationally. Mr. O'Neill is also a founding member of the Executive Planning Group (EPG), a strategic alliance comprised of the top advisors across Canada. Mr. O'Neill has been recognized by numerous organizations as a leader in his field.

Mr. O'Neill has built very strong relationships within both the mining/resource industry and investment brokerage business. His 30+ years' experience in financial planning has given him the required knowledge to understand and assess the general applications of the accounting principles used by the Company and to understand the internal controls and procedures for financial reporting. With a sound understanding of these financial and accounting principles, as well as the particulars of the mining industry, Mr. O'Neill has sat on numerous boards of directors to impart his particular expertise.

Mr. O'Neill serves in his capacity with the Company on a part-time basis, devoting approximately 10% of his time to the Company.

Brian Goss, Director

Mr. Goss brings over 15 years of experience in precious metal and mineral exploration to the Company. He is the founder and President of Rangefront Geological, a geological contracting and consulting company that caters to a large spectrum of clients in the mining and minerals exploration industries. Mr. Goss is also a Director at Ridgestone Resources (TSXV: RMI), a gold exploration company with assets in Mexico, as well as Director at Lithium Corp. (OTCQB:LTUM) an exploration stage company specializing in energy storage minerals. From 2014 to 2017, Mr. Goss was President of Lithium Corp and executed the Fish Lake Valley Option Agreement with American Lithium. Prior to founding Rangefront Geological, Mr. Goss was a contract Geologist and Project Manager on the Pony Creek Project held by Contact Gold. Earlier in his career Mr. Goss was a staff Geologist for Centerra Gold on the REN project, a significant gold deposit that was sold to Barrick Gold Corporation. Mr. Goss also worked on various exploration and development projects in the Western United States and Michigan. Mr. Goss holds a Bachelor of Science Degree with a major in Geology from Wayne State University in Michigan.

Mr. Goss serves in his capacity with the Company on a part-time basis, devoting approximately 10% of his time to the Company.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions and Conflicts Of Interest

Cease Trade Orders

No director or executive officer of the Company (nor any personal holding corporation of any of such persons) is, as of the date of this Prospectus, or was within 10 years before the date of this Prospectus, a director, CEO or CFO of any corporation (including the Company), that: (i) was subject to an Order that was issued while the director or executive officer was acting in the capacity as a director, CEO or CFO; or (ii) was subject to an Order that was issued after the director or executive officer ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as a director, CEO or CFO.

An "**Order**" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant corporation access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days.

Bankruptcies

No director or executive officer of the Company (nor any personal holding corporation of any of such persons), or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, (i) is as of the date of this Prospectus or has been within 10 years before the date of this Prospectus, a director or executive officer of a corporation (including the Company) that while that person was acting in such capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has within the 10 years before the date of this Prospectus become bankrupt, 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 the assets of such director, executive officer or shareholder.

Penalties or Sanctions

To the knowledge of the Company, no director or executive officer of the Company (nor any personal holding corporation of any of such persons), or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to: (i) 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 (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the knowledge of the Company, there are no known existing or potential conflicts of interest between the Company and its directors or officers as a result of their outside business interests except that certain of the Company's directors and officers serve as directors and officers of other companies, which means that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

EXECUTIVE COMPENSATION

"**Named Executive Officer**" or "**NEO**" means the CEO, CFO and each of the three most highly-compensated executive officers, other than the CEO and the CFO, who were serving as executive officers at the end of the most recently completed fiscal year and whose total salary and bonus exceeds $150,000, and any additional individuals for whom disclosure would have been provided, except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year end. Hani Zabaneh (CEO) and Sarah Hundal (CFO) are the current NEOs of the Company. Ms. O'Neill is a former NEO of the Company.

The Company relies solely on board discussion to determine compensation paid to executives and directors, without any formal objectives, criteria or analysis. As the Company is still in the developmental stage as a junior mining company, it is anticipated that the Company's compensation program will consist primarily of stock options.

Summary Compensation Table

The following table sets out information concerning the compensation paid to each of the Company's NEOs and directors, excluding compensation securities, for the financial years ending June 30, 2021 and June 30, 2020.

Table of Compensation (excluding compensation securities)							
Name and position(s)	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total Compensation ($)**
Hani Zabaneh CEO, Corporate Secretary and Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
Sarah Hundal CFO(1)	2021	N/A	N/A	N/A	N/A	N/A	N/A
Marcelin O'Neill, former director, CEO, CFO and CCO (2)	2021	4,279	Nil	Nil	Nil	Nil	4,279
	2020	2,100	Nil	Nil	Nil	Nil	2,100

Notes:
(1) Ms. Hundal was appointed as CFO on July 20, 2021 so it was after the end of the financial year ended June 30, 2021.
(2) Marcelin O'Neill resigned as CEO, CFO, CCO and a director on April 26, 2021. Fees were paid to a company controlled by Ms. O'Neill.

Stock Options and Other Compensation Securities

The following table sets out information regarding compensation securities granted or issued to each NEO and director by the Company as of the date of this Prospectus. As of the date of this Prospectus, no stock options have been granted, but the Company has adopted a 10% rolling stock option plan (the "**Stock Option Plan**").

Compensation Securities							
Name and position(s)	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class**	**Date of 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**

Hani Zabaneh CEO, Corporate Secretary and Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Sarah Hundal CFO	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Thomas O'Neill Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Brian Goss Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A

Stock Option Plan

The Company's shareholders approved its Stock Option Plan on June 4, 2021. The Stock Option Plan reserves for issuance a maximum of 10% of the Common Shares at the time of a grant of options under the Stock Option Plan. The Stock Option Plan will be administered by the Board and provide for grants of non-transferable options under the Stock Option Plan at the discretion of the management company employees of, or consultants to, the Company and its subsidiaries, or their permitted assigns (each an "**Eligible Person**").

The exercise price of Stock Options granted under the Stock Option Plan will be determined by the Board. Following listing of the Common Shares on the Exchange, the exercise price must not be lower than the greater of the closing market prices of the Common Shares on: (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options.

Stock Options to acquire more than 5% of the issued and outstanding Common Shares may not be granted to any one person in any 12-month period.

The term of any Stock Options granted under the Stock Option Plan will be fixed by the Board and may not exceed ten years. Should an Eligible Person cease to qualify as an Eligible Person under the Stock Option Plan prior to expiry of the term of their respective Stock Options, those Stock Options will terminate at the earlier of: (i) the end of the period of time permitted for exercise of the Stock Option; or (ii) one year after the option holder ceases to be an Eligible Person for any reason other than death, disability or just cause. If such cessation as an Eligible Person is on account of disability or death, the Stock Options terminate on the first anniversary of such cessation, and if it is on account of termination of employment for just cause, the Stock Options terminate immediately.

The Stock Option Plan also provides for adjustments to outstanding options in the event of alteration in the capital structure of the Company, merger or amalgamation involving the Company or the Company's entering into a plan of arrangement. Moreover, upon a change of control, all Stock Options outstanding under the Stock Option Plan shall become immediately exercisable.

The Board may, at their discretion at the time of any grant, impose a schedule over which period of time Stock Options will vest and become exercisable by the optionee. If a Stock Option is cancelled before its expiry date, the Company may not grant new Stock Options to the same holder until 30 days have elapsed from the date of cancellation.

Subject to any required approval of the Exchange, the Board may terminate, suspend or amend the terms of the Stock Option Plan, provided that for certain amendments, the Board must obtain shareholder approval.

Director Compensation

The Company intends to grant Stock Options to the directors of the Company under the Stock Option Plan at an exercise price determined in accordance with the Stock Option Plan, and vesting in accordance with the terms of the Stock Option Plan. The Company does not currently pay any other compensation to the Company's directors. Directors will be reimbursed for their out-of-pocket expenses incurred in connection with rendering services to the Company.

After the Listing Date, the Company expects to pay Hani Zabaneh $1,500 per month for his services to the Company as CEO and to pay Sarah Hundal $1,500 per month for her services to the Company as CFO. As of the date of this Prospectus, the Company has not entered into any agreements with respect to the remuneration of its directors or NEO.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof, there was no indebtedness owing to the Company from any of its directors or executive officers or any associate of such person, including in respect of indebtedness to others where the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement provided by the Company.

AUDIT COMMITTEE

Composition of the Audit Committee

The Audit Committee is comprised of Mr. Zabaneh, Mr. O'Neill and Mr. Goss. Mr. Goss is the Chair of the Audit Committee. Mr. O'Neill and Mr. Goss are considered to be "independent" within the meaning of NI 52-110 – *Audit Committees* ("**NI 52-110**"). Mr. Zabaneh is not considered to be independent as he is the Chief Executive Officer of the Company. Each of the members of the Audit Committee are considered to be "financially literate" within the meaning of NI 52-110. For the purposes of NI 52-110, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements. All members of the Audit Committee have experience reviewing financial statements and dealing with related accounting and auditing issues. Set out below is a description of the education and experience of each Audit Committee member that is relevant to the performance of his or her responsibilities as an audit committee member.

Audit Committee Member	Relevant Education and Experience
Hani Zabaneh	Member of the audit committee and board of directors of various publicly listed companies trading in the TSX-V and CSE. In that capacity, he has reviewed and approved financial statements prior to filing.
Thomas O'Neill	Member of the audit committee and board of directors of various publicly listed companies trading in the TSX-V and CSE. In that capacity, he has reviewed and approved financial statements prior to filing.
Brian Goss	Former CEO and CFO of a publicly listed entity reporting to the SEC. In that capacity, he was responsible for reviewing and approving

	financial statements. He is familiar with financial statements and accounting principles applicable to mineral exploration companies.

Pre-Approval Policies and Procedures

Pursuant to the Audit Committee Charter, external auditors must obtain the Audit Committee's pre-approval before commencing any non-audit service not prohibited by law.

External Auditor Service Fees

The approximate aggregate fees billed by the Company's external auditors, Dale Matheson Carr-Hilton Labonte LLP are as follows:

	Audit Fees(1)	Tax Fees(2)	All Other Fees(3)	Total
Financial year ended June 30, 2020	$5,000	$750	$0	$5,750
Financial year ended June 30, 2021	$5,000	$750	$0	$5,750

Notes:

(1) "Audit Fees" are the fees necessary to perform the audit of the Company's financial statements for the year ended June 30, 2021 and 2020, including accounting consultations, a review of matters reflected in the financial statements and audit or other services required by legislation or regulation, such as comfort letters, consents and reviews of securities filings.

(2) "Tax Fees" are fees other than those included in Audit Fees for tax services.

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

Exemption for Venture Issuers

Pursuant to Section 6.1 of NI 52-110, the Company is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE

The Board

The Board is comprised of Mr. Zabaneh, Mr. O'Neill and Mr. Goss. Mr. O'Neill and Mr. Goss are the independent directors and Mr. Zabaneh is not considered to be independent within the meaning of NI 52-110. For the purposes of NI 52-110, a director is considered "independent" if he or she has no direct or indirect material relationship with the issuer. A material relationship is one which could, in the view of the issuer's board, be reasonably expected to interfere with the exercise of a member's independent judgment. Mr. Zabaneh is not considered to be independent because Mr. Zabaneh is the Chief Executive Officer of the Company.

To safeguard independence, the independent directors are encouraged to have open and frank discussions at the regularly scheduled meetings and, if necessary, require that the non-independent directors leave the meeting while such discussions are undertaken.

The following directors of the Company are also directors of other reporting issuers:

Director	Name of Other Reporting Issuer and Exchange
Hani Zabaneh	Datum Ventures Inc. – TSX-V EEE Exploration Corp. – Canadian Securities Exchange Mercury Exploration Corp. – TSX-V
Sarah Hundal	N/A
Thomas O'Neill	Summa Silver Corp. – TSX-V Sherpa II Holdings Corp. – TSX-V Michelin Mining Corp. – Canadian Securities Exchange
Brian Goss	Kal Minerals Corp. – Canadian Securities Exchange Lithium Corporation – OTCBB Ridgestone Mining Inc. – TSX-V

Board Mandate

The Board is responsible for managing the business and affairs of the Company and, in doing so, must act honestly and in good faith with a view to the best interests of the Company. Pursuant to the Board Mandate, the Board is responsible for approving long-term goals and objectives for the Company, ensuring the plans and strategies necessary to achieve those objectives are in place and supervising senior management who is responsible for the implementation of long-term strategies and day-to-day management of the Company. The Board retains a supervisory role and ultimate responsibility for all matters relating to the Company and its business. The Board discharges its responsibilities both directly and through its standing committee (the Audit Committee) and any ad hoc committee it may establish to address issues of a more short-term nature.

Orientation

The Company has not yet developed an official orientation or training program for directors. If and when new directors are added, however, they have the opportunity to become familiar with the Company by meeting with other directors and officers of the Company. As each director has a different skill set and professional background, orientation and training activities are and will continue to be tailored to the particular needs and experience of each director.

Ethical Business Conduct

The Board conducts itself with high business and moral standards and follows all applicable legal and financial requirements. The Board have not adopted a written code of ethics for its directors, officers, employees and consultants.

The Board has concluded that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, are sufficient to ensure that the Board operates independently of management and in the best interests of the Company and its shareholders.

Nomination of Directors

The full Board will be involved in the nomination of new candidates for board positions. Board members will be asked for recommendations of people that they know of or have heard of that would contribute to the success of the Company if added to the Board.

Compensation

The Company does not have a compensation committee. The Board is responsible for determining all forms of compensation, including long-term incentives in the form of Stock Options to be granted to directors, officers and consultants of the Company. The Board is also responsible for reviewing recommendations for compensation of the Chief Executive Officer and other officers of the Company to ensure such arrangements reflect the responsibilities and risks associated with each position.

When determining the compensation of its officers, the Board will consider: (i) recruiting and retaining officers critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

Other Board Committees

The Company has no other committees other than the audit committee.

Assessments

Any committee of the directors and individual directors are assessed on an ongoing basis by the Board in their entirety. The Board has not yet adopted formal procedures for assessing the effectiveness of the board, the audit committee, or individual directors.

RISK FACTORS

The Company has identified the following risks relevant to its business and operations, which could materially affect the Company's operating results, financial performance, and the value of the Common Shares. Prospective investors should carefully consider their personal circumstances and consult their broker, lawyer, accountant or other professional adviser before making an investment decision. The information below does not purport to be an exhaustive summary of the risks affecting the Company. Additional risks and uncertainties not currently known to the officers or directors of the Company or not currently perceived as being material may have an adverse effect on the business of the Company.

General

The Company 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 Company's securities prior to purchasing any of the securities offered hereunder.

Insufficient Capital

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

The continued operation of the Company will be dependent upon its ability to procure additional financing. The Company does not generate revenue and there is no timeline established as to when revenue may be generated for operations, if ever. There can be no assurance that any revenue can be generated or that other financing can be obtained. If the Company is unable to generate such revenue in the future or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Common Shares purchased would be diminished.

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 Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of gold or base metals. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral resources and mineral reserves through drilling and subsequent economic evaluation activities 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.

No Established Market

Concurrently with the filing of this Prospectus, the Company will make an application for listing on the Exchange. Listing is subject to the Company fulfilling all of the listing requirements of the Exchange, including meeting all minimum listing requirements.

There is currently no market through which the Company's securities may be sold. Even if a market develops, there is no assurance that the price of the Common Shares purchased by shareholders will reflect the market price of the Common Shares once a market has developed. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the Common Share price may decline below the price paid by the shareholder.

Limited Business History

The Company has only recently commenced operations and has no history of operating earnings. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Company has limited financial resources and there is no assurance that additional funding will be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

High Risk, Speculative Nature of Investment

An investment in the Common Shares carries a high degree of risk and should be considered speculative by purchasers. There is low probability of dividends being paid on the Common Shares in the foreseeable future.

Liquidity Concerns and Future Financing Requirements

The Company may require additional financing in order to fund its ongoing exploration program on Schotts Lake. The ability of the Company to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as the business success of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of Common Shares from treasury, control of the Company may change and shareholders may suffer additional dilution. The further exploration and development of Schotts Lake and any other mineral properties in which the Company may hold an interest will also require additional equity or debt financing. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development or forfeiture of some rights in the Company's mineral properties. Events in the equity market may impact the Company's ability to raise additional capital in the future.

If available, future equity financing may result in substantial dilution to current shareholders of the Company. At present, it is impossible to determine what amounts of additional funds, if any, may be required.

Schotts Lake Property Interest

The Company maintains access and exploration rights to Schotts Lake through the acquisition and maintenance of patented and unpatented mining claims. There is no guarantee the Company will be able to raise sufficient funding in the future to explore and develop Schotts Lake. If the Company loses or abandons its interest in Schotts Lake, 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 Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

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 the funds required for development can be obtained on a timely basis. The discovery of mineral deposits is dependent upon a number of factors. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general factors such as metal prices and government regulations, including environmental protection. Most of these factors are beyond the control of the Company. In addition, because of these risks, there is no certainty that the expenditures to be made by the Company on the exploration of Schotts Lake as described herein will result in the discovery of commercial quantities of gold or base metals.

The Company has no history of operating earnings and the likelihood of success must be considered in light of problems, expenses, etc., which may be encountered in establishing a business.

Financing Risks

The Company has no history of earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company 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 Company is through the sale of its securities. Even if the results of exploration are encouraging, the Company 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 Schotts Lake. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its one or more of its properties, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to current shareholders of the Company. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Negative Operating Cash Flow

The Company has negative operating cash flow. The failure of the Company to achieve profitability and positive operating cash flows could have a material adverse effect on the Company's financial condition and results of operations. To the extent that the Company has negative cash flow in future periods, the Company may need to deploy a portion of its cash reserves to fund such negative cash flow. The Company expects to continue to sustain operating losses in the future until it generates revenue from the commercial production of its properties. There is no guarantee that the Company will ever be profitable.

Acquisition of Additional Mineral Properties

If the Company loses or abandons its interest in Schotts Lake, 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 Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

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

Permits and Government Regulations

The future operations of the Company 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. Before production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance, with changes in governmental regulations, has the potential to reduce the profitability of operations.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. 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 Company 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 Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company 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 Company’s operations more expensive.

Mineral Titles

Schotts Lake may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. There is no guarantee that title to such properties will not be challenged or impugned. The Company’s claims may be subject to prior unregistered agreements or transfers and title may be affected by unidentified or unknown defects. If title to the Company’s properties is disputed, it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company.

First Nations Land Claims

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

Fluctuating Mineral Prices and Currency Risk

The ability of the Company to raise funds to continue exploration of the mineral properties in which it has an interest will be significantly affected by changes in the market price for raw materials. Prices for precious and base metals fluctuate on a daily basis, have historically been subject to wide fluctuations and are affected by numerous factors beyond the control of the Company such as global demand growth, world mine supply dynamics, currency fluctuations, interest rate changes, capital availability, speculative activities, and political developments. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not being able to continue its planned exploration programs. Declining market prices for these metals could materially adversely affect the Company's operations and financial condition. Factors beyond the control of the Company may affect the marketability of metals discovered, if any. In addition, currency fluctuations may affect the cash flow which the Company may realize from its operations, since most mineral commodities are sold in a world market in U.S. dollars while the majority of the costs incurred by the Company are valued in Canadian dollars.

Competition for Resources

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies, some possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to acquire suitable properties or prospects for mineral exploration in the future. In addition, the Company's ability to consummate and integrate effectively any future acquisitions on terms that are favourable may be limited by the number of attractive acquisition targets, internal demands on resources, competition from other mining companies and, to the extent necessary, the Company's ability to obtain financing on satisfactory terms, if at all.

Dependence on Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business. As the Company's business activity grows, the Company will require additional key financial, administrative and mining personnel as well as additional operations staff. There can be no assurance that these efforts will be successful in attracting, training, and retaining qualified personnel as competition for persons with these skill sets increase. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on the Company's operations and financial condition.

Dilution

Subsequent issuances of securities including, but not limited to, Common Shares and Stock Options will result in a substantial dilution of the equity interests of existing shareholders.

Tax Issues

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

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many corporations have experienced wide fluctuations in price, which have not necessarily been related to the operating performance, underlying asset values or prospects of such corporations. 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 Company in creating revenues, cash flows or earnings. The value of the Common Shares distributed hereunder will be affected by such volatility.

Conflicts of Interest

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

Stress in the Global Economy

Reduction in credit, combined with reduced economic activity and the fluctuations in global currencies, may adversely affect businesses and industries that purchase commodities, affecting commodity prices in more significant and unpredictable ways than the normal risks associated with commodity prices. The availability of services such as drilling contractors and geological service companies and/or the terms on which these services are provided may be adversely affected by the economic impact on the service providers. The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Company's business, operating results, and financial condition.

PROMOTER

Thomas O'Neill, a director of the Company, is considered to be a promoter of the Company (the "**Promoter**") as he directly took the initiative in founding and organizing the Company.

As of the date of this Prospectus, the Promoter beneficially owns, directly or indirectly, or exercise control or direction over, directly or indirectly, 1,201,000 Common Shares.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Other than as disclosed elsewhere in this Prospectus, there are no legal proceedings material to the Company to which the Company is or was a party, or of which its property is or was the subject matter, since the date of the Company's incorporation and the Company knows of no such proceedings to be currently contemplated.

There have been no penalties or sanctions imposed against the Company by a court or regulatory body, and the Company has not entered into any settlement agreements before any court relating to provincial or territorial securities legislation or with any securities regulatory authority, as of the date of this Prospectus or since its incorporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed elsewhere in this Prospectus, no director, executive officer or principal shareholder or any of their respective associates or affiliates has any material interest, direct or indirect, in any transaction within the period from the date of incorporation to the date of this Prospectus, or in any proposed transaction, which has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

AUDITORS

The auditors of the Company are Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, located at Suite 1500 - 1140 West Pender Street, Vancouver, British Columbia V6E 4G1.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Company is Computershare Investor Services Inc. at its principal office in Vancouver, British Columbia.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only material contracts which the Company has entered into since its incorporation before the date of this Prospectus or to which the Company will become a party on or prior to the filing of the final long form prospectus are the Option Agreement and the Escrow Agreement.

A copy of these material contracts will be available under the Company's profile on SEDAR at www.sedar.com.

INTEREST OF EXPERTS

The legal matters relating to the securities offered hereby will be passed upon by Miller Thomson LLP, on behalf of the Company.

Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, audited the financial statements of the Company for the years ended June 30, 2021 and 2020. Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, have advised the Company that they are independent of the Company in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Certain information in this Prospectus relating to Schotts Lake is summarized or extracted from the Technical Report, which was prepared for the Company by Stephen Kenwood, P. Geo., whom is a "qualified person" and "independent" as defined in NI 43-101.

To the best knowledge of the Company, as at the date hereof, the aforementioned persons do not beneficially own, directly or indirectly, any securities of the Company.

AGENT FOR SERVICE OF PROCESS

Brian Goss, a director of the Company, resides outside of Canada and has appointed the Company, located at 918-1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3, as his agent for service of process. It may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

GLOSSARY OF TECHNICAL TERMS

In this Prospectus, the following capitalized technical terms have the following meanings, in addition to other terms defined elsewhere in this Prospectus.

°C	degree Celsius	**m**	metre
C$	Canadian dollars	**m^3/h**	cubic metres per hour
cm	centimetre	**mm**	millimetre
ft	foot	**oz**	Troy ounce (31.1035g)
g/t	gram per tonne	**ppb**	part per billion
ha	hectare	**ppm**	part per million
km	kilometre		
km^2	square kilometre		

SCHEDULE A
AUDIT COMMITTEE CHARTER
CANTER CAPITAL CORP.

SCHEDULE A

CANTER CAPITAL CORP.
(the "Corporation" or “Company”)

AUDIT COMMITTEE CHARTER

1. <u>Purpose</u>

The Audit Committee (the "**Committee**") is a standing committee of the Board of Directors (the “**Board**”) of the Corporation with the responsibility under the governing legislation of the Company to review the financial statements, accounting policies and reporting procedures of the Company.

The primary function of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to any governmental body or the public, the systems of internal controls of the Company regarding finance, accounting and legal compliance that management and the Board have established, and the auditing, accounting and financial reporting processes of the Company generally. Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the policies, procedures, and practices at all levels of the Company.

The primary duties and responsibilities of the Committee are to:

- Serve as an independent and objective party to monitor the financial reporting process and the system of internal controls of the Company.
- Monitor the independence and performance of the auditor of the Company (the “Auditor”) and the internal audit function of the Company.
- Provide an open avenue of communication among the Auditor, financial and senior management and the Board of Directors.

The Committee will primarily fulfill these responsibilities by carrying out the activities set out in Section 4 of this Charter.

2. <u>Composition</u>

- The Committee shall be comprised of two or more directors as determined by the Board of Directors. The composition of the Committee shall adhere to all applicable corporate and securities laws and all requirements of the stock exchanges on which shares of the Company are listed. In particular, the composition of the Committee shall be in accordance with Multilateral Instrument 52-110 – Audit Committees, and the required qualifications and experience of the members of the Committee, subject to any exemptions or other relief that may be granted from time to time.
- All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee shall be a "financial expert" in accordance with applicable laws and all requirements of the stock exchanges on which shares of the Company are listed.
- Members of the Committee shall be elected by the Board at the meeting of the Board held immediately after the annual meeting of shareholders or such other times as shall be determined by the Board and shall serve until the next such meeting or until their successors shall be duly elected and qualified.
- Any member of the Committee may be removed or replaced at any time by the Board of Directors and shall cease to be a member of the Committee as soon as such member ceases to be a director. Subject to the foregoing, each member of the Committee shall hold such office until the next annual meeting of shareholders after his or her election as a member of the Committee.
- The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board of Directors may from time to time determine.

3. **Meetings**

- The Committee may appoint one of its members to act as Chairman of the Committee. The Chairman will appoint a secretary who will keep minutes of all meetings (the "Secretary"). The Secretary does not have to be a member of the Committee or a director and can be changed by written notice from the Chairman.

- No business may be transacted by the Committee except at a meeting at which a quorum of the Committee is present or by a consent resolution in writing signed by all members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one half of the number of members plus one shall constitute a quorum.

- The Committee will meet as many times as is necessary to carry out its responsibilities, but in no event will the Committee meet less than four times a year. The Committee shall meet at least once annually with the Auditor. As part of its duty to foster open communication, the Committee should meet at least annually with management and the Auditor in separate executive sessions to discuss any matters that the Committee or each of these parties believe should be discussed privately. In addition, the Committee shall meet with the Auditor and management at least quarterly to review the financial statements of the Company.

- The time at which, and the place where, the meetings of the Committee shall be held, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Chairman, unless otherwise provided for in the Articles of the Company or otherwise determined by resolution of the Board of Directors.

- The Committee may invite to, or require the attendance at, any meeting of the Committee, such officers and employees of the Company, legal counsel or other persons as it deems necessary in order to perform its duties and responsibilities. They should also be requested or required to attend meetings of the Committee and make presentations to the Committee as appropriate.

- Subject to the provisions of the governing legislation of the Company and applicable regulations the Chairman of the Committee may exercise the powers of the Committee in between meetings of the Committee. In such event, the Chairman shall immediately report to the members of the Committee and the actions or decisions taken in the name of the Committee shall be recorded in the proceedings of the Committee.

4. **Responsibilities and Duties**

To fulfill its responsibilities and duties the Committee shall:

Documents/Reports Review

- Review and recommend for approval to the Board of Directors of the Company any revisions or updates to this Charter. This review should be done periodically, but at least annually, as conditions dictate.

- Review the interim unaudited quarterly financial statements and the annual audited financial statements, and the related press releases of the Company and report on them to the Board of Directors.

- Satisfy itself, on behalf of the Board of Directors, that the unaudited quarterly financial statements and annual audited financial statements of the Company are fairly presented both in accordance with generally accepted accounting principles and otherwise and recommend to the Board of Directors whether the quarterly and annual financial statements should be approved.

- Satisfy itself, on behalf of the Board of Directors, that the information contained in the quarterly financial statements of the Company, annual report to shareholders and similar documentation required pursuant to the laws of Canada does not contain any untrue statement of any material fact or omit to state a material fact that is required or necessary to make a statement not misleading, in light of the circumstances under which it was made.

SCHEDULE A

- Review any reports or other financial information of the Company submitted to any governmental body, or the public, including any certification, report, opinion or review rendered by the Auditor.

- Review, and if deemed advisable, approve all related party transactions as defined in the governing legislation of the Company.

- Have the right, for the purpose of performing their duties: (i) to inspect all the books and records of the Company and its subsidiaries; (ii) to discuss such accounts and records and any matters relating to the financial position of the Company with the officers and auditors of the Company and its subsidiaries and the Auditor; (iii) to commission reports or supplemental information relating to the financial information; (iv) to require the Auditor to attend any or every meeting of the Committee; and (v) to engage such independent counsel and other advisors as are necessary in the determination of the Committee.

- Permit the Board of Directors to refer to the Committee such matters and questions relating to the financial position of the Company and its affiliates or the reporting related to it as the Board of Directors may from time to time see fit.

Independent Auditor

- Be directly and solely responsible for the appointment, compensation, and oversight of the work of the Auditor upon shareholder approval of the appointment, with such Auditor being ultimately accountable to the shareholders, the Board and the Committee.

- Act as the Auditor's channel of direct communication to the Company. In this regard, the Committee shall, among other things, receive all reports from the Auditor, including timely reports of:

  1. all critical accounting policies and practices to be used;

  2. all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Auditor; and

  3. other material written communications between the Auditor and the management of the Company, including, but not limited to, any management letter or schedule of unadjusted differences.

- Satisfy itself, on behalf of the Board of Directors that the Auditor is "independent" of management, within the meaning given to such term in the rules and pronouncements of the applicable regulatory authorities and professional governing bodies. In furtherance of the foregoing, the Committee shall request that the Auditor at least annually provide a formal written statement delineating all relationships between the Auditor and the Company, and request information from the Auditor and management to determine the presence or absence of a conflict of interest. The Committee shall actively engage the Auditor in a dialogue with respect to any disclosed relationships or services that may impact the objectivity and independence of the Auditor. The Committee shall take, or recommend that the full Board take, appropriate action to oversee the independence of the Auditor.

- Be responsible for pre-approving all audit and non-audit services provided by the Auditor; provided, however, that the Committee shall have the authority to delegate such responsibility to one or more of its members to the extent permitted under applicable law and stock exchange rules.

- Review the performance of the Auditor and make recommendations to the Board of Directors as to whether or not to continue to engage the Auditor.

- Determine and review the remuneration of the Auditor and any independent advisors (including independent counsel) to the Committee.

- Satisfy itself, on behalf of the Board of Directors, that the internal audit function has been effectively carried out and that any matter which the Auditor wishes to bring to the attention of the Board of Directors has been addressed and that there are no "unresolved differences" with the Auditor.

SCHEDULE A

Financial Reporting Process and Risk Management

- Review the audit plan of the Auditor for the current year and review advice from the Auditor relating to management and internal controls and the responses of the Company to the suggestions made put forth.

- Monitor the internal accounting controls, informational gathering systems and management reporting on internal controls of the Company.

- Review with management and the Auditor the relevance and appropriateness of the accounting policies of the Company and review and approve all significant changes to such policies.

- Satisfy itself, on behalf of the Board of Directors, that the Company has implemented appropriate systems of internal control over financial reporting and the safeguarding of the assets of the Company and other "risk management" functions (including the identification of significant risks and the establishment of appropriate procedures to manage those risks and the monitoring of corporate performance in light of applicable risks) affecting the assets of the Company, management, financial and business operations and the health and safety of employees and that these systems are operating effectively.

- Review and approve the investment and treasury policies of the Company and monitor compliance with such policies.

- Establish procedures for the receipt and treatment of (i) complaints received by the Company regarding accounting, controls, or auditing matters and (ii) confidential, anonymous submissions by employees of the Company as to concerns regarding questionable accounting or auditing.

Legal and Regulatory Compliance

- Satisfy itself, on behalf of the Board of Directors, that all material statutory deductions have been withheld by the Company and remitted to the appropriate authorities.

- Without limiting its rights to engage counsel generally, review, with the principal legal external counsel of the Company, any legal matter that could have a significant impact on the financial statements of the Company.

- Satisfy itself, on behalf of the Board of Directors, that all regulatory compliance issues have been identified and addressed.

Budgets

- Assist the Board of Directors in the review and approval of operational, capital and other budgets proposed by management.

General

- Perform any other activities consistent with this Charter, the By-laws and governing law, as the Committee or the Board of Directors deem necessary or appropriate.

As adopted by the Board of Directors on April 28, 2021.

SCHEDULE B
FINANCIAL STATEMENTS

Audited Financial Statements for the years ended June 30, 2021 and 2020	B-1

CANTER CAPITAL CORP.

Financial Statements
For the years ended June 30, 2021 and 2020

Expressed in Canadian Dollars

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Canter Capital Corp.:

Opinion
We have audited the financial statements of Canter Capital Corp. (the "Company"), which comprise the statements of financial position as at June 30, 2021 and 2020, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for year then ended, and notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2021 and 2020, and its financial performance and its cash flows for the year ended June 30, 2021 and 2020 in accordance with International Financial Reporting Standards.

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

Material Uncertainty Related to Going Concern
We draw attention to Note 1 in the financial statements which describes matters and conditions that indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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.

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC
September xx, 2021

MOORE

An independent firm
associated with Moore
Global Network Limited

CANTER CAPITAL CORP.

Statements of Financial Position

(Expressed in Canadian Dollars)

	June 30, 2021	June 30, 2020
Assets		
Current assets		
Cash	$ 204,591	$ 60,301
Total assets	$ 204,591	$ 60,301
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities (Note 5)	$ 13,976	$ 1,995
Loan payable (Note 6)	10,000	-
	23,976	1,995
Shareholders' Equity		
Share capital (Note 8)	278,427	126,641
Deficit	(97,812)	(68,335)
Total Shareholders' Equity	180,615	58,306
Total Liabilities and Shareholders' Equity	$ 204,591	$ 60,301

Nature of Operations (Note 1)

Subsequent Events (Note 12)

Approved on behalf of the Board:

Hani Zabaneh, Director

Brian Goss, Director

CANTER CAPITAL CORP.

Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

	For the year ended June 30, 2021	For the year ended June 30, 2020
Expenses		
General and administrative (Note 4)	10,166	123
Transfer agent and filing fees	2,823	2,389
Professional fees	12,209	238
Consulting fees (Note 7)	4,279	3,990
Net and comprehensive loss	$ (29,477)	$ (6,740)
Basic and diluted loss per share	$ (0.01)	$ (0.00)
Weighted average shares outstanding	5,588,986	5,472,000

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

CANTER CAPITAL CORP.

Statement of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

	Number of shares	Amount $	Deficit $	Shareholders' Equity $
Balance, June 30, 2019	5,472,000	$ 126,641	$ (61,595)	$ 65,046
Net and comprehensive loss	-	-	(6,740)	(6,740)
Balance, June 30, 2020	5,472,000	126,641	(68,335)	58,306
Private placement shares issued, net of share issuance costs (Note 8)	3,050,000	151,786	-	151,786
Net and comprehensive loss	-	-	(29,477)	(29,477)
Balance, June 30, 2021	**8,522,000**	**278,427**	**(97,812)**	**180,615**

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

CANTER CAPITAL CORP.

Statements of Cash Flows

(Expressed in Canadian Dollars)

	Year-ended June 30, 2021	Year-ended June 30, 2020
Cash used in operating activities		
Net Loss	$ (29,477)	$ (6,740)
Changes in non-cash working capital balances		
Accounts payable and accrued liabilities	11,981	1,994
Net operating cash flows	(17,496)	(4,746)
Cash provided by financing activities		
Proceeds from issuance of common shares, net of issuance costs	151,786	-
Loan Payable	10,000	
Net Investing cash flows	161,786	-
Increase (decrease) in cash	144,290	(4,746)
Cash, beginning of the year	60,301	65,047
Cash, end of the year	$ 204,591	$ 60,301

1. Nature of Operations

Canter Capital Corp. (the "Company") was incorporated under the British Columbia Business Corporations Act on March 7, 2018. The Company is engaged in the exploration and evaluation of resource properties in Canada. On July 21, 2021, the Company signed an option agreement with Eagle Plains Resources Ltd. ("Eagle Plains") to acquire an undivided 60% interest in a mineral property located in Saskatchewan. The head office of the Company is located at Suite 918 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3 and the registered and records office of the Company is located at Suite 614 – 1425 6th Avenue W, Vancouver, British Columbia, V6H 4G5.

These financial 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 the next twelve months. As at June 30, 2021, the Company had an accumulated deficit of $97,812 (2020 - $68,335), and it expects to incur further losses in the development of the business. The proposed business of the Company involves a high degree of risk and there is no assurance that the Company will able to finance its operations. Additional funds will be required to enable the Company to pursue its business and the Company may be unable to obtain such financing on terms which are satisfactory to it. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors and or private placement of common shares. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

On March 11, 2020, the World Health Organization characterized the outbreak of a strain of the novel coronavirus ("COVID-19") as a pandemic which has resulted in a series of public health and emergency measures that have been put in place to combat the spread of the virus. The duration and impact of COVID-19 is unknown at this time, and it is not possible to reliably estimate the impact that the length and severity of these developments will have on the financial results and condition of the Company in future periods, including the possible impact on future financing opportunities.

2. Basis of Preparation

The financial statements were authorized for issuance on September [x], 2021 by the directors of the Company.

(a) Statement of Compliance with International Financial Reporting Standards

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

(b) Use of Estimates and Judgments

The preparation of the Company's financial statements in accordance with IFRS requires the Company to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses.

2. Basis of Preparation (continued)

Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Areas requiring a significant degree of estimation and judgment include fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets and liabilities and assessment of the Company's ability to continue as a going concern.

3. Significant Accounting Policies

(a) Cash

Cash include cash at banks.

(b) Financial Instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is drive by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

(ii) Measurement

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

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

<u>Financial assets and liabilities at FVTPL</u>
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit and loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit and loss in the period in which they arise.

3. Significant Accounting Policies (continued)

(iii) Impairment of financial assets at amortized cost

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

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

(iv) Derecognition

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

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

(c) Income Taxes

Current income tax

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

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

3. Significant Accounting Policies (continued)

Deferred income tax

Deferred income tax is provided using the asset and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(d) Income and Loss Per Share

Basic income and loss per share amounts are calculated by dividing income or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted income or loss per share amounts are determined by adjusting the weighted average number of common shares outstanding for the effects of all dilutive potential common shares.

(e) Exploration and evaluation assets

Exploration and evaluation expenditures relating to mineral properties include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, or (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

(Expressed in Canadian Dollars)

4. Exploration and Evaluation ("E&E") Asset

On May 11, 2021, the Company signed a letter of intent (the "LOI") with Eagles Plains whereby the Company has the option to acquire a 60% interest in twelve mineral claims located approximately 40 km northwest of Creighton, Saskatchewan (the "Project"). On July 21, 2021, the Company signed a definitive option agreement (the "Agreement") with respect to the Project (Note 12). The Agreement required aggregate cash consideration of $500,000, the issuance of 1,000,000 common shares of the Company and a minimum of $5,000,000 in exploration expenditures, to be incurred over a period of four years, according to the following schedule:

Cash payments:
- (i) $10,000 upon signing of the LOI (paid – see Note 6);
- (ii) $20,000 upon listing on a national Canadian stock exchange;
- (iii) $35,000 on or before July 31, 2022;
- (iv) $50,000 on or before December 31, 2022;
- (v) $75,000 on or before December 31, 2023;
- (vi) $120,000 on or before December 31, 2024; and
- (vii) $200,000 on or before December 31, 2025.

Share issuances:
- (i) 150,000 common shares upon listing on a national Canadian stock exchange and obtaining all necessary regulatory approvals;
- (ii) 150,000 common shares on or before July 30, 2022;
- (iii) 150,000 common shares on or before December 31, 2022;
- (iv) 150,000 common shares on or before December 31, 2023;
- (v) 200,000 common shares on or before December 31, 2024; and
- (vi) 200,000 common shares on or before December 31, 2025.

Exploration expenditures:
- (i) $100,000 on or before July 31, 2022;
- (ii) $500,000 on or before December 31, 2022;
- (iii) $800,000 on or before December 31, 2023;
- (iv) $1,600,000 on or before December 31, 2024; and
- (v) $2,000,000 on or before December 31, 2025.

5. Accounts Payable and Accrued Liabilities

As at June 30, 2021 and 2020, the Company's accounts payable and accrued liabilities are composed of the following:

	June 30, 2021	June 30, 2020
Accounts payable	$3,976	$105
Accrued liabilities	10,000	1,890
Total	**$13,976**	**$1,995**

6. Loan payable

A shareholder of the Company advanced $10,000 to Eagle Plains upon execution of the LOI on behalf of the Company. The loan bears interest at 10%, is unsecured and has no fixed terms of repayment (Note 4).

(Expressed in Canadian Dollars)

7. Related Parties

The Company's related parties consist of its key management personnel, including its directors and officers.

During the normal course of business, the Company enters into transactions with its related parties that are considered to be arm's length transactions and made at normal market prices and on normal commercial terms.

(a) Key management compensation for the years ended June 30, 2021 and 2020 were as follows:

	June 30, 2021	June 30, 2020
Consulting fees	$ 4,279	$ 3,990

8. Share Capital

(a) Authorized

The Company has authorized an unlimited number of common shares with no par value.

(b) Issued

On June 17, 2021, the Company issued 3,050,000 common shares at a price of $0.05 per share for total proceeds of $152,500. The Company incurred cash share issuance costs of $714 in connection with the issuance.

(c) Loss per share

The basic loss per share for the year-ended June 30, 2021 was based on the loss attributable to common shareholders of $29,477 (2020 - $6,740) and the weighted average common shares outstanding of 5,588,986 (2020 - 5,472,000).

9. Income Taxes

A reconciliation of the expected income tax recovery to the actual income tax recovery for the years ended June 30, 2021 and 2020 is as follows:

	Year-ended June 30, 2021	**Year-ended June 30, 2020**
Net loss	(29,477)	(6,740)
Statutory income tax rate	27.0%	27.0%
Expected income tax recovery	(7,959)	(1,820)
Change in valuation allowance	7,959	1,820
Income tax recovery	-	-

(Expressed in Canadian Dollars)

9. Income Taxes (continued)

The significant components of deferred income tax assets and liabilities are as follows:

	June 30, 2021	June 30, 2020
Non-capital loss	$ 97,478	$ 68,366
Valuation allowance	(97,478)	(68,366)
Income tax recovery	$ -	$ -

As of June 30, 2021, the Company has non-capital tax losses of $97,478. This loss expires commencing in the year 2038.

10. Management of Capital

The Company's capital structure consists of cash and share capital.

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

In order to carry out the planned activities and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management since incorporation. The Company is not subject to external capital requirements.

11. Financial Instruments

(a) Categories of Financial Instruments and Fair Value Measurements

	June 30, 2021	June 30, 2020
Financial Assets		
Cash	$ 204,591	$ 60,301
Financial Liabilities		
Loan payable	(10,000)	-
Net financial assets	$ 194,591	$ 60,301

The Company considers that the carrying amount of all its financial assets and liabilities recognized at amortized cost in the financial statements approximates their fair value due to the demand nature or short-term maturity of these instruments.

11. Financial Instruments (continued)

(b) *Management of Financial Risks*

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:
Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash. The Company manages its credit risk relating to cash through the use of a major financial institution which has a high credit quality as determined by rating agencies. The Company assessed credit risk as low

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company has no source of revenue and has obligations to meets its administrative overheads and to settle amounts payable to its creditors. The Company has been successful in raising equity financing; however, there is no assurance that it will be able to do so in the future. The Company assesses liquidity risk as high.

Foreign Exchange Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company has a assets or liabilities denominated in foreign currencies. The Company assess foreign exchange risk as low.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk.

12. Subsequent Event

On July 21, 2021, the Company signed an option agreement with Eagle Plains to acquire an undivided 60% interest in mineral dispositions located approximately 40 km northwest of Creighton, Saskatchewan (Note 4).

On August 20, 2021, the Company completed a private placement by issuing 3,050,000 common shares of the Company at a price of $0.10 per common share for aggregate gross proceeds of $305,000.

SCHEDULE C
MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's Discussion and Analysis for the year ended June 30, 2021	C-1

CANTER CAPITAL CORP.

MANAGEMENT DISCUSSION & ANALYSIS
For the year ended June 30, 2021

September XX, 2021

This Management Discussion and Analysis ("MD&A") of Canter Capital Corp. ("Canter" or the "Company") has been prepared by management as of September XX, 2021.

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Issuer. The Issuer has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Issuer to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

Overall Performance

The Company was incorporated in the Province of British Columbia on March 7, 2018.

The Company is domiciled in Canada and its office is at Suite 918 – 1030 West Georgia Street, Vancouver, BC. The Company is an exploration stage company.

On June 17, 2021, the Company issued 3,050,000 common shares at a price of $0.05 per share for total proceeds of $152,500. The Company incurred cash share issuance costs of $714 in connection with the issuance.

Exploration and Evaluation ("E&E") Asset

On May 11, 2021, the Company signed a letter of intent (the "LOI") with Eagles Plains whereby the Company has the option to acquire a 60% interest in twelve mineral claims located approximately 40 km northwest of Creighton, Saskatchewan (the "Project"). On July 21, 2021, the Company signed a definitive option agreement (the "Agreement") with respect to the Project. The Agreement required aggregate cash consideration of $500,000, the issuance of 1,000,000 common shares of the Company and a minimum of $5,000,000 in exploration expenditures, to be incurred over a period of four years, according to the following schedule:

Cash payments:

(i) $10,000 upon signing of the LOI (paid);
(ii) $20,000 upon listing on a national Canadian stock exchange;
(iii) $35,000 on or before July 31, 2022;
(iv) $50,000 on or before December 31, 2022;
(v) $75,000 on or before December 31, 2023;
(vi) $120,000 on or before December 31, 2024; and
(vii) $200,000 on or before December 31, 2025.

Share issuances:

(i) 150,000 common shares upon listing on a national Canadian stock exchange and obtaining all necessary regulatory approvals;
(ii) 150,000 common shares on or before July 30, 2022;
(iii) 150,000 common shares on or before December 31, 2022;
(iv) 150,000 common shares on or before December 31, 2023;
(v) 200,000 common shares on or before December 31, 2024; and
(vi) 200,000 common shares on or before December 31, 2025.

Exploration expenditures:

(i) $100,000 on or before July 31, 2022;
(ii) $500,000 on or before December 31, 2022;
(iii) $800,000 on or before December 31, 2023;
(iv) $1,600,000 on or before December 31, 2024; and
(v) $2,000,000 on or before December 31, 2025.

Results of Operations

For the years ended June 30, 2021 and 2020, the Company reported net losses of $29,477 and $6,740, respectively.

The net loss before income taxes during the years ended June 30, 2021 and 2020 are summarized below.

	Year Ended June 30, 2021	Year Ended June 30, 2020
General and administrative	$ 10,166	$ 123
Transfer agent and filing fees	2,823	2,389
Professional fees	12,209	238
Consulting fees	4,279	3,990
Net loss before income taxes	$ 29,477	$ 6,740

General and administrative fees increased by $10,043 as the Company incurred fees related to the ongoing operations of the Company.

Professional fees increased by $11,971 for the year ended June 30, 2021 compared with the prior year as the Company incurred auditor and legal fees in relation to the Company's filing of the prospectus.

Summary of Quarterly Results

	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020	Q1 2020
Net Income (Loss) for the period	$(24,036)	$ (4,059)	$ (422)	$ (960)	$ (2,321)	$ (320)	$ (1,998)	$ (2,101)
Income (Loss) per share	$ (0.01)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

Expenditures have remained relatively consistent from period to period as a result of the Company having little operations. The exception being Q4 of 2021 as a result of the general and administrative as well as consulting fees incurred during this period due to increased corporate activity and filing of the Company's prospectus.

Liquidity and Capital Resources

The Company reported working capital of $180,615 at June 30, 2021 compared to working capital of $58,306 as at June 30, 2020. The increase was a result of the Company's raising $152,500 via the issuance of common shares.

As at June 30, 2021, the Company had net cash on hand of $204,591 (June 30, 2020 - $60,301).

Current liabilities as at June 30, 2021 consist of accounts payable and accrued liabilities of $13,976 (June 30, 2020 - $1,995) and loan payable of $10,000 (June 30, 2020 - $nil).

There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Transactions with Related Parties

The Company's related parties consist of its key management personnel, including its directors and officers.

During the normal course of business, the Company enters into transactions with its related parties that are considered to be arm's length transactions and made at normal market prices and on normal commercial terms.

(a) Key management compensation for the years ended June 30, 2021 and 2020 were as follows:

	June 30, 2021	June 30, 2020
Consulting fees	$ 4,279	$ 3,990

Proposed Transactions

At the time of this report, the Company is not contemplating any proposed transactions.

Critical Accounting Estimates

Not applicable to Venture Issuers.

Changes in Accounting Policies including Initial Adoption

There were no changes in accounting policies during the year. Refer to Note 3 of the financial statements for the Company's significant accounting policies and future changes to accounting standards.

Risk Factors

Exploration-stage mineral exploration companies face a variety of risks and, while unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible. Few exploration projects successfully achieve development stage, due to factors that cannot be predicted or anticipated, and even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed. The Company closely monitors its activities and those factors that could impact them, and employs experienced consultants to assist in its risk management and to make timely adequate decisions. Environmental laws and regulations could also impact the viability of a project. The Company has ensured that it has complied with these regulations, but there can be changes in legislation outside the Company's control that could also add a risk factor to a project.

Financial Instruments and Other Instruments

The carrying amounts of cash and accounts payable approximate fair value because of the short-term maturity of these items.

Other Requirements

Summary of Outstanding Share Data as at September XX, 2021:

Authorized: Unlimited number of common shares without par value.

Issued and outstanding: 11,572,000 common shares.

Warrants

The Company has no warrants outstanding.

Options

The Company has no options outstanding.

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

CERTIFICATE OF THE COMPANY

Dated: September 24, 2021

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of British Columbia.

"Hani Zabaneh"	*"Sarah Hundal"*
Hani Zabaneh Chief Executive Officer	Sarah Hundal Chief Financial Officer

On behalf of the Board

"Thomas O'Neill"	*"Brian Goss"*
Thomas O'Neill Director	Brian Goss Director

CERTIFICATE OF THE PROMOTER

Dated: September 24, 2021

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of British Columbia.

"Thomas O'Neill"

Thomas O'Neill
Promoter