PRELIMINARY PROSPECTUS

Non-Offering March 23, 2022

SCOUT MINERALS CORP.

2,303,000 Units
Issuable on Exercise of Outstanding Special Warrants

This preliminary prospectus (the "**Prospectus**") qualifies the distribution of 2,303,000 units (the "**Units**") of Scout Minerals Corp. (the "**Company**"), issuable for no additional consideration upon the exercise of previously-issued special warrants (the "**Special Warrants**") of the Company. Each Unit consists of one common share in the capital of the Company (the "**Common Shares**") and one share purchase warrant (the "**Warrants**"). Each Warrant entitles the holder to purchase an additional Common Share (the "**Warrant Shares**") for a term expiring two years from the date of exercise of the Special Warrants.

The Special Warrants were issued by the Company on January 20, 2022 and February 15, 2022 to purchasers in British Columbia on a private placement basis pursuant to prospectus exemptions under applicable securities legislation (the "**Private Placements**"). See "Plan of Distribution" and "Prior Sales".

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

Subject to the terms and conditions of the Special Warrants, each of the Special Warrants entitles the holder thereof to acquire, upon exercise on the Deemed Exercise Date (as defined below), one Unit, subject to adjustment in certain circumstances, without payment of any additional consideration. The terms of the Special Warrants provide that the Special Warrants will be deemed to be exercised on the earlier of (the "**Deemed Exercise Date**"): (i) the fifth business day after the date on which a receipt for the final prospectus of the Company has been issued; and (ii) 18 months after the date of issuance of the Special Warrants, at which time each Special Warrant shall be automatically exercised.

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

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, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

An investment in the Company should be considered highly speculative. An investment in the Company is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment. There are certain risk factors associated with an investment in the Company's securities. In reviewing this Prospectus, an investor should carefully consider the matters described under the heading "Risk Factors".

No person has been authorized to provide any information or to make any representation not contained in this Prospectus and, if provided or made, such information or representation should not be relied upon. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

No underwriter or selling agent has been involved in the preparation of this Prospectus or performed any review or independent due diligence investigation of the contents of this Prospectus.

There is no market through which the Company's securities may be sold and shareholders may not be able to resell securities of the Company owned by them. This may affect the pricing of the Company's 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".

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

The Company's head office is located at Suite 1430, 800 West Pender Street, Vancouver, British Columbia V6C 2V6. The Company's registered office is located at Suite 401, 353 Water Street, Vancouver, British Columbia Canada V6B 1B8.

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ABOUT THIS PROSPECTUS

Readers should rely only on the information contained in this Prospectus in respect of the Company. We have not authorized any other person to provide additional or different information. If anyone provides additional or different or inconsistent information, including information or statements in media articles about the Company, prospective purchasers should not rely on it. Readers should assume that the information appearing in this Prospectus is accurate only as of its date, regardless of its time of delivery. The Company's business, financial condition, results of operations and prospects may have changed since that date.

Any graphs and tables demonstrating the historical performance of the Company contained in this Prospectus are intended only to illustrate past performance and are not necessarily indicative of future performance.

MEANING OF CERTAIN REFERENCES

Unless otherwise noted or the context otherwise shall state, the "Company", "we", "us", and "our" refers to Scout Minerals Corp.

References to "management" in this Prospectus refer to the management of the Company. Any statements in this Prospectus made by or on behalf of management are made in such persons' capacities as officers of the Company, and not in their personal capacities.

Words importing the singular number include the plural, and vice versa, and words importing any gender include all genders.

All currency amounts in this Prospectus are expressed in Canadian dollars, unless otherwise indicated.

Certain capitalized terms and phrases used in this Prospectus are defined in the "Glossary of Terms".

FORWARD-LOOKING STATEMENTS

This Prospectus includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results, and therefore are, or may be deemed to be, "forward-looking statements". These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "seeks", "projects", "intends", "plans", "may", "will" or "should", or their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Prospectus and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "Risk Factors" section of this Prospectus. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this Prospectus. Such risks include, but are not limited to:

- Risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations;
- The possibility that future exploration, development or mining results will not be consistent with the Company's expectations;
- Dependence on the Property;
- Global financial conditions, including market reaction to COVID-19;
- Risks related to the COVID-19 outbreak;
- Exploration, development and production risks;
- Volatility in the market prices for precious metals and other natural resources;
- Lack of assurances regarding obtaining and renewing licenses and permits;
- Liabilities inherent in exploration and development operations;
- Title matters, surface rights and access rights;
- Additional funding requirements;
- Dependence on key personnel including the ability to keep essential operational staff in place as a result of COVID-19;
- First nations land claims;
- Fluctuations in currency and interest rates;
- Competition for, among other things, capital acquisitions of resources, undeveloped lands and skilled personnel;
- Risks relating to global financial and economic conditions;
- Alteration of tax regimes and treatments;
- Changes in mining legislation affecting operations;
- Risks relating to environmental regulation and liabilities;
- Limited operating history;
- Potential claims and legal proceedings;
- Operating hazards, risks and insurance; and
- Other factors discussed under "Risk Factors".

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Those factors should not be construed as exhaustive and should be read with the other cautionary statements in this Prospectus.

These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Although we base our forward-looking statements on assumptions that we believe were reasonable when made, which include, but are not limited to, assumptions with respect to the Company's future growth potential, results of operations, future prospects and opportunities, execution of the Company's business strategy, access to adequate services and supplies, access to capital and debt markets and associated costs of funds, availability of a qualified workforce, that financial markets will not in the long term be adversely impacted by the COVID-19 crisis, there being no material variations in the current tax and regulatory environments, future levels of indebtedness and current economic conditions remaining unchanged, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from the forward-looking statements contained in this Prospectus. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. 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. Investors are cautioned against placing undue reliance on forward-looking statements.

Any forward-looking statements which we make in this Prospectus speak only as of the date of such statement, and we do not undertake, except as required by applicable law, any obligation to update such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

All of the forward-looking information contained in this Prospectus is expressly qualified by the foregoing cautionary statements. Investors should read this entire Prospectus and consult their own professional advisors to ascertain and assess the income tax, legal, risk factors and other aspects of their investment in the Company.

MARKET DATA AND INDUSTRY DATA

Market and industry data used throughout this Prospectus was obtained from third party sources, industry publications, and publicly available information as well as industry data prepared by management on the basis of its knowledge of the digital display industry (including management's estimates and assumptions relating to the industry based on that knowledge). Management believes that its market and industry data is accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and the completeness of the market and industry data used throughout this Prospectus is not guaranteed and the Company does not make any representation as to the accuracy of such information. Although management believes it to be reliable, the Company has not independently verified any of the data from third party sources referred to in this Prospectus, or analyzed or verified the underlying studies or surveys relied upon or referred to by such sources, or ascertained the underlying economic and other assumptions relied upon by such sources.

GLOSSARY OF TERMS

In this Prospectus, the following terms have the meanings set forth below, unless otherwise indicated. Words importing the singular include the plural and vice versa and words importing any gender include all genders.

"**Audit Committee**" means the audit committee of the Company.

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

"**Board**" means the board of directors of the Company.

"**CEO**" means chief executive officer.

"**CFO**" means chief financial officer.

"**Chara**" means Chara Capital Corp.

"**Chara Transaction**" means the acquisition by the Company of Chara by way of a three-cornered amalgamation and pursuant to which the Company's wholly-owned subsidiary 1341715 B.C. Ltd. amalgamated with Chara to form the Subsidiary.

"**Company**" means Scout Minerals Corp.

"**Common Shares**" means the common shares in the capital of the Company.

"**COVID-19**" means coronavirus disease 2019, an infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2).

"**CSA**" means the Canadian Securities Administrators.

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

"**Deemed Exercise Date**" means the earlier of: (i) the fifth business day after the date on which the Final Receipt has been issued; and (ii) 18 months after the date of issuance of the Special Warrants.

"**Escrow Agent**" means the Transfer Agent, in its capacity as escrow agent for the securities held in escrow under the Escrow Agreement.

"**Escrow Agreement**" means the escrow agreement to be entered into among the Escrow Agent, the Company, and certain Principals.

"**Final Receipt**" means the receipt for the final prospectus of the Company qualifying the distribution of the Units issuable on exercise of the Special Warrants.

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

"**Listing Date**" means the date of the Listing.

"**Letter of Intent**" means the letter of intent between the Company and the Vendor dated effective December 15, 2021, pursuant to which, among other things, the Vendor agreed to negotiate exclusively with the Company to enter into option to acquire the Property Interest.

"**NI 41-101**" means National Instrument 41-101 – *General Prospectus Requirements*, of the CSA.

"**NI 43-101**" means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*, of the CSA.

"**NI 45-106**" means National Instrument 45-106 – *Prospectus Exemptions*, of the CSA.

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees*, of the CSA.

"**NP 46-201**" means National Policy 46-201 – *Escrow for Initial Public Offerings*, of the CSA.

"**Option**" means the option to acquire the Property Interest pursuant to the Option Agreement.

"**Option Agreement**" means the option agreement between the Company and the Vendor dated effective January 27, 2022, pursuant to which the Company has an exclusive option to acquire the Property Interest.

"**Phase I Work Program**" means the recommended Phase I exploration program on the Property as outlined in the Technical Report. See Appendix A.

"**Principal**" means: (a) a person who acted as a promoter of the Company within two years before the date of this Prospectus; (b) a director or senior officer of the Company or any of its material operating subsidiaries at the time of this Prospectus; (c) a person or company that holds securities carrying more than 20% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Listing; or (d) a person or company that: (i) holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Listing; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company or any of its material operating subsidiaries.

"**Private Placements**" means the issuance of Special Warrants by the Company on January 20, 2022 for gross proceeds of $73,998.95 and on February 15, 2022 for gross proceeds of $82,302.10.

"**Property**" means the property known as the McKinney property located in the Osoyoos mining division of British Columbia.

"**Property Interest**" means a 75% undivided interest in the Property.

"**Prospectus**" means this preliminary prospectus of the Company dated March 23, 2022, prepared in accordance with NI 41-101, in connection with the Listing (including any supplementary material hereto).

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval (www.sedar.com).

"**Special Warrants**" means the special warrants of the Company exercisable to acquire Units for no additional consideration issued pursuant to the Private Placements.

"**Stock Option Plan**" means the Company's stock option plan dated February 15, 2022, providing for the granting of stock options to the Company's directors, officers, employees, consultants, and advisors.

"**Stock Options**" means stock options issued pursuant to the Stock Option Plan, each entitling the holder to acquire one Common Share at a price of $0.10 per share.

"**Subsidiary**" means 1342683 B.C. Ltd., a company formed pursuant to the Chara Transaction.

“**Technical Report**” means the technical report titled “Technical Summary Report North McKinney Property” prepared in accordance with the requirements of NI 43-101 by Ken MacDonald, P. Geo., addressed to the Company in respect of the Property, dated effective February 4, 2022.

“**Transfer Agent**” means the Company’s transfer agent and registrar, Odyssey Trust Company at its office at Vancouver, British Columbia.

“**Units**” means units in the capital of the Company, each consisting of one Common Share and one Warrant.

“**Vendor**” means 1218802 B.C. Ltd.

“**Warrant Exercise Price**” means: (a) with respect to the Warrants comprising the Special Warrants issued on December 1, 2021, $0.10, and (b) with respect to the Warrants comprising the Special Warrants issued on January 20, 2022, $0.15.

“**Warrants**” means warrants in the capital of the Company, each entitling the holder to purchase a Warrant Share for a term expiring two years from the date of exercise of the Special Warrants at the Warrant Exercise Price.

“**Warrant Shares**” means Common Shares issuable upon exercise of the Warrants.

PROSPECTUS SUMMARY

The following is a summary of some of the information contained in this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in the Prospectus. Unless otherwise defined in the Prospectus, all capitalized terms used herein shall have the meaning ascribed thereto under the heading "Glossary".

The Company

The Company was incorporated on October 26, 2021 pursuant to the BCBCA. The Company's head office is located at Suite 1430, 800 West Pender Street, Vancouver, British Columbia V6C 2V6. The Company's registered office is located at Suite 401, 353 Water Street, Vancouver, British Columbia Canada V6B 1B8.

Business of the Company

The Company is engaged in the acquisition, exploration and development of mineral properties in Canada and currently has an interest in one property, the Property. Its current focus is to conduct the proposed exploration program on the Property as more particularly set out in the Technical Report, along with continuing to identify and potentially acquire additional property interests, assess their potential and engage in exploration activities. See "The Property".

See "Business of the Company".

Directors and Executive Officers

The directors and executive officers of the Company are as follows:

Name	Title
Jeffrey Wilson	Chief Executive Officer and Director
John Wenger	Chief Financial Officer
Jordan Lewis, P.Geo.	Vice President, Exploration
Roger Blair	Director
Trevor Nawalkowski	Director

See "Directors and Executive Officers".

Listing

The Company has applied to list its Common Shares on the CSE. Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE.

No Proceeds Raised

This is a non-offering prospectus. No proceeds will be raised pursuant to this Prospectus.

Available Funds and Principal Purposes

As of the date of this Prospectus, the following funds are available to the Company:

Funds Available	Amount ($)
Working capital as at February 28, 2022	330,875
Total	**330,875**

The following table sets forth the principal purposes for which the estimated funds available to the Company will be used and the current estimated amounts to be used for each such principal purpose:

Use of Funds Available	Amount ($)
To pay the estimated cost of the Phase I Work Program	110,000
Payments pursuant to the Option Agreement(1)	95,000
Listing costs	20,000
Operating expenses for 12 months(2)	20,000
Unallocated working capital(3)	85,875
Total	**$330,875**

Notes:

(1) $45,000 is due on the Listing Date and an additional $50,000 is due on or before the 12-month anniversary of the Listing Date.

(2) Estimated operating expenses for the next 12 months include:, $5,000 in legal fees, $2,500 in Transfer Agent fees, $6,000 in CSE fees ($500 per month), $5,000 in audit fees, and $1,500 in miscellaneous charges.

(3) Possible uses of the unallocated working capital: to fund ongoing operations; further exploration program(s) on the Property; future due diligence of other mining claims/concessions; and other uses as may be necessary.

The Company intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if we are required to carry out due diligence investigations in regards to any prospective investment or business opportunity, or if the costs of the Prospectus or Listing, or negotiating an applicable transaction, are greater than anticipated. See “Funds Available and Use of Available Funds”.

See “Business Objectives and Milestones”.

The Private Placements

This Prospectus qualifies the distribution of 2,303,000 units (the “**Units**”) of the Company issuable for no additional consideration upon the exercise of previously-issued special warrants (the “**Special Warrants**”) of the Company. Each Unit consists of one Common Share and one Warrant. Each Warrant entitles the holder to acquire one additional Common Share (the “**Warrant Shares**”) for a term expiring two years from the date of exercise of the Special Warrants at the Warrant Exercise Price.

The Special Warrants were issued by the Company on January 20, 2022 and February 15, 2022 to purchasers in British Columbia on a private placement basis pursuant to prospectus exemptions under applicable securities legislation (the “**Private Placements**”). Gross proceeds of the Private Placements were $156,301.02. See “Prior Sales”.

The Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the Units upon the exercise of the Special Warrants. See “Plan of Distribution”.

Risk Factors

An investment in the Common Shares is subject to a number of risk factors that should be carefully considered by prospective investors. Prospective investors should carefully consider the risk factors described under “Risk Factors” and other information included in this prospectus before purchasing the Common Shares.

Selected Financial Information

The following table sets forth selected financial information for the Company. The selected financial information has been derived from, and is qualified by, the Company’s audited financial statements for the period from incorporation on October 26, 2021 to December 31, 2021, and the notes thereto. The following information should be read in conjunction with those financial statements and the accompanying notes, and management’s discussion and analysis of the Company included attached as Appendix B to this Prospectus.

See “Selected Financial Information and MD&A of the Company”.

	Period from Incorporation on October 26, 2021 to December 31, 2021 **(audited)**
Assets	$197,091
Liabilities	$5,007
Shareholders’ Equity	$192,084
Deficit	$5,016

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated on October 26, 2021, pursuant to the BCBCA. The Company's head office is located at Suite 1430, 800 West Pender Street, Vancouver, British Columbia V6C 2V6. The Company's registered office is located at Suite 401, 353 Water Street, Vancouver, British Columbia Canada V6B 1B8.

Intercorporate Relationships

The Subsidiary is the only subsidiary of the Company. The Subsidiary was formed in connection with the Chara Transaction, which was completed on January 13, 2022. Pursuant to the Chara Transaction, the Company issued an aggregate of 200,000 Common Shares in exchange for all of the issued and outstanding shares of Chara. The Chara Transaction was not a significant acquisition or a material restructuring transaction as those terms are defined in Canadian securities laws.

BUSINESS OF THE COMPANY

Description of the Business

The Company is engaged in the acquisition, exploration and development of mineral properties in Canada and currently has a portfolio of one material property, the Property. Its current focus is to conduct the proposed exploration program on the Property as more particularly set out in the Technical Report.

In addition, the Company will continue to identify and potentially acquire additional property interests and conduct exploration and evaluation to assess their potential.

The Company may decide to acquire other properties other than the Property, if and when the Property Interest is acquired in accordance with the terms of the Option Agreement.

For a full description of the Property please see "The Property".

As of the date of this Prospectus, the Company does not have any reportable segments pertaining to its operations. As of the date of this Prospectus, there were no bankruptcy, receivership or similar proceedings against the Company or any voluntary bankruptcy, receivership or similar proceedings by the Company or its predecessors since its inception.

The Company has applied to list the Common Shares on the CSE. Listing on the CSE is subject to the Company fulfilling all of the listing requirements and conditions of the CSE. There is no guarantee that the Common Shares will be listed on the CSE or on any exchange.

History

Since incorporation, the Company has taken the following steps to develop its business:

- Sought rights to a mineral exploration property and entered into the Letter of Intent and then the Option Agreement in respect of the Property. See "Business of the Company – Option Agreement";

- Recruited directors and officers with the skills required to operate a publicly listed mineral exploration company;

- Completed the Chara Transaction;

- Raised aggregate gross proceeds of $353,401.02 in various private placement financings including the Private Placements. The funds raised have provided sufficient capital to carry on the Company's business to date, and to cover the costs associated with the Private Placements, this Prospectus and the Listing; and

- Engaged auditors and legal counsel in connection with the Private Placements, this Prospectus, and the Listing.

Option Agreement

On January 27, 2022, the Company entered into the Option Agreement with the Vendor, pursuant to which the Company was granted an exclusive option (the "**Option**") to acquire the Property Interest, the particulars of which are described in detail below.

The Option Agreement provides that in order to exercise the Option to acquire the Property Interest, the Company must:

- Make cash payments of an aggregate of $287,500 to the Vendor, as follows: (a) $17,500 within five days of the effective date of the Option Agreement, which amount has been paid prior to the date of this Prospectus, (b) an additional $45,000 on the Listing Date, (c) an additional $50,000 on or before the 12-month anniversary of the Listing Date, (d) an additional $75,000 on or before the 24-month anniversary of the Listing Date, and (e) an additional $100,000 on or before the 36-month anniversary of the Listing Date;

- Issue an aggregate of 1,100,000 Common Shares to the Vendor, as follows: (a) 250,000 Common Shares on or before the 12-month anniversary of the Listing Date, (b) an additional 350,000 Common Shares on or before the 24-month anniversary of the Listing Date, and (c) an additional 500,000 Common Shares on or before the 36-month anniversary of the Listing Date; and

- Incur expenditures on the Property of not less than $500,000, as follows: (a) $100,000 on or before the 12-month anniversary of the Listing Date, and (b) $400,000 on or before the 36-month anniversary of the Listing Date.

The Common Shares issued under the Option Agreement will be subject to such to such hold periods and resale restrictions as may be imposed by the applicable securities laws and the policies of the CSE.

Upon completion of all of the above payments and share issuances pursuant to the Option Agreement, the Company will be deemed to have exercised the Option, and thereafter become the legal and beneficial owner of the Property Interest. In the event the Company does not complete any of the payments or share issuances required to exercise the Option in accordance with the above schedule, and such failure continues for 30 days after notice in writing to the Company from the Vendor, at the option the Vendor, the Option Agreement will terminate and the Company will forfeit its right to acquire the Property Interest.

In accordance with the terms of the Option Agreement, if the Company exercises the Option and acquires the Property Interest, the Vendor will retain a 2% net smelter returns royalty on the Property. The Company will have the right to purchase 1/2 of the NSR (being a 1%NSR) at any time in consideration of the payment of the sum of $1,000,000 to the Vendor.

The Option Agreement contains covenants, representations and warranties of and from the Company and the Vendor and various conditions precedent, both mutual and with respect to each party to the Option Agreement. Capitalized terms not otherwise defined herein are defined in the Option Agreement.

The foregoing summary does not purport to be complete and is qualified in its entirety by the full text of the Option Agreement which the Company has filed under its profile on SEDAR (www.sedar.com) and may also be obtained, free of charge, by shareholders upon request from the Company.

The Property

The disclosure required by Section 5.4 of NI 41-101 is included in the attached Appendix A to this Prospectus.

AVAILABLE FUNDS AND PRINCIPAL USES

Funds Available

This is a non-offering prospectus. The Company is not raising any funds in conjunction with this Prospectus and, accordingly, there are no proceeds to be raised by the Company pursuant to this Prospectus.

As of the date of this Prospectus, the following funds are available to the Company:

Funds Available	Amount ($)
Working capital as at February 28, 2022	330,875
Total	**330,875**

Principal Use of Available Funds

The following table sets forth the principal purposes for which the estimated funds available to the Company will be used and the current estimated amounts to be used for each such principal purpose:

Use of Funds Available	Amount ($)
To pay the estimated cost of the Phase I Work Program	110,000
Payment pursuant to the Option Agreement(1)	95,000
Listing costs	20,000
Operating expenses for 12 months(2)	20,000
Unallocated working capital(3)	85,875
Total	**330,875**

Notes:

(1) $45,000 is due on the Listing Date and an additional $50,000 is due on or before the 12-month anniversary of the Listing Date.

(2) Estimated operating expenses for the next 12 months include: $5,000 in legal fees, $2,500 in Transfer Agent fees, $6,000 in CSE fees ($500 per month), $5,000 in audit fees, and $1,500 in miscellaneous charges.

(3) Possible uses of the unallocated working capital: to fund ongoing operations; further exploration program(s) on the Property; future due diligence of other mining claims/concessions; and other uses as may be necessary.

While the Company intends to spend its current working capital as stated above, there may be circumstances where, for sound business reasons, a re-allocation of funds may be necessary or advisable. The actual amount that the Company spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified above, and will depend on a number of factors, including those listed under the heading "Risk Factors".

See "Business Objectives and Milestones".

Business Objectives and Milestones

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of mineral resource properties.

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

- Complete the Listing; and
- Conduct the Phase I Work Program.

The Company expects to begin the Phase I Work Program in May, 2022. The Phase I Work Program is expected to be completed in late June or early July, 2022. Currently there are COVID-19 related travel restrictions in place in British Columbia which recommend against non-essential travel within British Columbia. These travel restrictions may impact upon the ability of qualified personnel to travel to the Property in order to conduct the Phase I Work Program. In addition, there is a risk that more restrictive COVID-19 related travel restrictions may be imposed in the future that may further impact on the ability of the Company to complete the Phase I Work Program. Management of the Company intends to monitor all COVID-19 related restrictions and revise the Company's objectives as may be necessary. See "Risk Factors."

Other Sources of Funding

The Company currently does not have any immediate sources of additional funding.

SELECTED FINANCIAL INFORMATION AND MD&A

Selected Financial Information

The following tables set forth selected financial information for the Company. The selected financial information has been derived from, and is qualified by, the Company's audited financial statements for the period from incorporation on October 26, 2021 to December 31, 2021, and the notes thereto, attached to this Prospectus as Appendix B. The following information should be read in conjunction with those financial statements and the accompanying notes, and management's discussion and analysis included elsewhere in this Prospectus.

	Period from Incorporation on October 26, 2021 to December 31, 2021 (audited)
Assets	$ 197,091
Liabilities	$ 5,007

	Period from Incorporation on October 26, 2021 to December 31, 2021 (audited)
Shareholders' Equity	$ 197,100
Deficit	$ 5,016

Management Discussion and Analysis

Management's discussion and analysis of the financial condition and results of operations of the Company for the period from incorporation on October 26, 2021 to December 31, 2021 are attached to this Prospectus as Appendix B. These management's discussions and analysis should be read in conjunction with the financial statements and the accompanying notes thereto included in this Prospectus. Certain information included in such management's discussions and analysis is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "Risk Factors".

DIVIDEND POLICY

The Company has not paid dividends since its incorporation. While there are no restrictions in the Company's articles or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company has limited cash flow and anticipates using all available cash resources to fund working capital and grow its business. As such, there are no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions existing at the time a determination is made.

DESCRIPTION OF THE SECURITIES

No securities are being offered pursuant to this Prospectus.

Share Capital

The authorized share capital of the Company includes an unlimited number of Common Shares.

As of the date of this Prospectus, there are 12,679,997 Common Shares issued and outstanding. An additional 2,303,000 Common Shares will be issued on conversion of the Special Warrants.

The holders of the Common Shares are entitled to dividends, if, as and when declared by the Board, to one vote per share at meetings of the shareholders of the Company and, upon liquidation, dissolution or winding-up of the Company to receive such assets of the Company as are distributable to the holders of the Common Shares.

Special Warrants

As of the date of this Prospectus, there are 2,303,000 Special Warrants outstanding. These Special Warrants were issued in connection with the Private Placements. See "Prior Sales".

Subject to the terms and conditions of the Special Warrants, each of the Special Warrants entitles the holder thereof to acquire, upon exercise on the Deemed Exercise Date (as defined below), one Unit, subject to adjustment in certain circumstances, without payment of any additional consideration. The terms of the Special Warrants provide that the Special Warrants will be deemed to be exercised on the Deemed Exercise Date.

See "Plan of Distribution".

Warrants

As at the date hereof, the Company has 8,979,999 warrants outstanding as follows:

Date of Issuance	Number of Warrants	Exercise Price	Expiry Date
December 1, 2021	8,979,999	$0.10	December 1, 2023

An additional 2,303,000 warrants will be issued on conversion of the Special Warrants. Each such warrant will be exercisable to acquire one Common Share at the Warrant Exercise Price for a period of two years.

Options

The Board has approved the Stock Option Plan (as defined below).

As of the date of this Prospectus, there are 50,000 Stock Options outstanding under the Stock Option Plan.

For more information, see "Options to Purchase Securities".

CONSOLIDATED CAPITALIZATION

There have not been any material changes in the share and loan capital of the Company since December 31, 2021, the date of the Company's financial statements included in this Prospectus. The following table sets forth the consolidated capitalization of the Company as at December 31, 2021 and as at the date of this Prospectus. The table should be read in conjunction with the financial statements of the Company for the period ended December 31, 2021, including the notes thereto and the related management's discussion and analysis, attached as Appendix B to this Prospectus.

Description	Outstanding as at December 31, 2021 (audited)	Outstanding as at the date of this Prospectus (unaudited)	Outstanding After Exercise of Special Warrants (unaudited)
Common Shares	12,479,997	12,679,997	14,982,997
Special Warrants	Nil	2,303,000	Nil
Warrants	8,979,999	8,979,999	11,282,999
Stock Options	Nil	50,000	50,000

OPTIONS TO PURCHASE SECURITIES

The terms of the Stock Option Plan, which is qualified entirely by the provisions of the Stock Option Plan, are provided below.

The Stock Option Plan is a rolling stock option plan which sets the number of options available for grant by the Company at an amount equal to 10% of the Company issued and outstanding Common Shares from time to time. The purpose of the Stock Option Plan is to allow the Company to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with those of the Company's shareholders. Options are exercisable over periods of up to 10 years as determined by the Board and at exercise prices as determined by the Board, which will not have an exercise price lower than the greater of the closing market price of the underlying securities 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. The maximum number of Common Shares which may be issued pursuant to options granted under the Stock Option Plan will be 10% of the issued and outstanding Common Shares at the time of the grant. In addition, the number of Common Shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares in any 12 month period or 2% if the optionee is engaged in investor relations activities or is a consultant. The Stock Option Plan contains no vesting requirements, other than for consultants performing investor relations activities but permits the Board to specify a vesting schedule in its discretion.

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

Optionee	Number of Stock Options	Exercise Price	Expiry Date
Executive Officers as a group	Nil	N/A	N/A
Directors as a group	50,000	$0.10	February 15, 2024

PRIOR SALES

The following table sets out all issuances of securities for the 12-month period before the date of this Prospectus:

Date Issued	Number of Securities	Type of Securities	Issue Price
October 26, 2021	3,499,998	Common Shares	$0.005
December 1, 2021	8,979,999	Units(1)	$0.02
January 13, 2022	200,000	Common Shares(2)	$0.02
January 20, 2022	1,479,979	Special Warrants(3)	$0.05
February 15, 2022	823,021	Special Warrants(3)	$0.10

Notes:

(1) Each unit consisted of one Common Share and one warrant entitling the holder to acquire an additional Common Share at a price of $0.10 for a period of two years.

(2) Issued pursuant to the Chara Transaction.
(3) Issued pursuant to the Private Placements.

ESCROWED SECURITIES

Under the applicable policies and notices of the CSA, securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public offerings (the "**IPO**"). The following securities are subject to escrow in accordance with NP 46-201 if a Principal holds them immediately prior to an IPO:

- Equity securities that carry the right to participate in earnings and assets remaining on winding-up or liquidation, including common shares, restricted voting shares, subordinate voting shares, multiple voting shares and non-voting shares (collectively, "**Equity Securities**").

- Securities that allow the holder to acquire shares or other convertible securities (such as warrants, special warrants qualified under the IPO prospectus, convertible shares, convertible debentures, rights and options) (collectively, "**Convertible Securities**"), except for non-transferable incentive stock options issued to principals of the issuer to purchase securities solely for cash at a price equal to or greater than the IPO price.

As of the date of this Prospectus, the Principals of the Company hold an aggregate of 120,000 Equity Securities and an aggregate of 170,000 Convertible Securities (collectively the "**Escrowed Securities**"). Of the Convertible Securities, 50,000 are non-transferable incentive stock options issued to Principals to purchase securities solely for cash at a price equal to or greater than the IPO price, and are therefore exempt from the escrow requirements in NP 46-201.

Pursuant to the Escrow Agreement to be entered into among the Escrow Agent, the Company, and certain Principals, the Escrowed Securities will be held in escrow with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that an additional 15% will be released therefrom every six-month interval thereafter, over a period of 36 months.

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

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

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

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

(c) Transfers upon bankruptcy to the trustee in bankruptcy;

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

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

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

Class	**Number of Escrowed Securities**	**Percentage of Class**
Common Shares	120,000	<1%
Special Warrants	60,000	<1%

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Company, as of the date of this Prospectus, and following the exercise of all the Special Warrants, the Company is not aware of any person who beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Common Shares.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table provides the names, state or province and country of residence, position, principal occupations during the five preceding years and the number of voting securities of the Company that each of its directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date of this Prospectus:

Name and Province and Country of Residence	**Position with Company(1)**	**Principal Occupation for the Last Five Years**	**Number of Securities and Percentage of Class(2)**
Jeffrey Wilson(3) British Columbia, Canada	CEO and Director (Since October 2021)	CEO and President of Precipitate Gold Corp. (since January 2013), and CEO Officer of Osprey Gold Development Ltd. (December 2016 to September 2020)	80,000 Common Shares <1% 40,000 Special Warrants <1%
John Wenger British Columbia, Canada	CFO (Since November 2021)	VP Strategy, Chief Financial Officer and Corporate Secretary of Contact Gold (June 2017 to present)	40,000 Common Shares <1% 20,000 Special Warrants <1%
Jordan Lewis, P.Geo British Columbia, Canada	VP, Exploration (Since March 2022)	Managing Director, Coast Mountain Geological Ltd. (June 2008 to present)	Nil

Name and Province and Country of Residence	Position with Company[(1)]	Principal Occupation for the Last Five Years	Number of Securities and Percentage of Class[(2)]
Roger Blair[(3)] British Columbia, Canada	Director (Since November 2021)	VP, Marketing of Red Cloud Financial Services (2021 – Present), VP, Corporate Communications of Mars Investor Relations (2019-2021), VP, Investor Relations of Rathdowney Resources (2017-2019)	Nil[(4)]
Trevor Nawalkowski[(3)] British Columbia, Canada	Director (Since April 2020)	Regional Director of Sales, Cision Canada Inc.	Nil[(4)]

Notes:

(1) Directors stand for re-election annually. The directors of the Company will serve until the end of the next annual meeting of shareholders of the Company.

(2) The information as to shares beneficially owned, or over which control or direction is exercised, directly or indirectly, is based upon information furnished to the Company by the respective directors and senior officers as at the date hereof.

(3) Audit Committee member.

(4) Holds 25,000 Stock Options.

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercise control or discretion over 120,000 Common Shares and 60,000 Special Warrants.

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

The Board has one committee, the Audit Committee, whose members are Messrs. Jeffrey Wilson (Chairman), Roger Blair and Trevor Nawalkowski.

Management of Junior Issuers

Jeffrey Wilson – Chief Executive Officer and Director, Age: 51

Mr. Wilson began his career in the early 1990's as an Investor Relations Manager and eventual Director and officer multiple public companies, including Welcome Opportunities Ltd. (which was bought out by Endeavour Mining Capital in 2002) and Aquiline Resources Ltd. (which was bought out by Pan American Silver in 2009). In 2005, Mr. Wilson was involved in the formation of Silver Quest Resources Ltd., which was bought out in 2012 by New Gold Inc. Mr. Wilson is currently President, CEO & Director of Precipitate Gold Corp (December 2012 to present), director of Archer Exploration Corp. (January 2020 to present) and previous CEO & Director of Osprey Gold Development Ltd. (December 2016 to September 2020).

It is anticipated that Mr. Wilson's involvement with the Company will be part-time, representing approximately 20% of his time. Mr. Wilson is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

John Wenger – Chief Financial Officer, Age: 47

From 2011 to 2017, Mr. Wenger served as Chief Financial Officer and Corporate Secretary of Liberty Gold (Pilot Gold), where he was part of a management team that raised over $100 million, and successfully completed multiple property transaction deals and acquisitions. Mr. Wenger is currently the VP Strategy, Chief Financial Officer and Corporate Secretary of Contact Gold Corp. He has also been a member of the board of directors of Osprey Gold Development Ltd. and of Capella Minerals Limited. Mr. Wenger worked for Ernst & Young LLP from 2001 to 2011 where he acquired considerable experience in financial reporting for both Canadian and U.S. publicly listed companies, primarily in the mining industry. Mr. Wenger has been a Chartered Professional Accountant with the Chartered Professional Accountants of British Columbia since 2006.

It is anticipated that Mr. Wenger's involvement with the Company will be part-time, representing approximately 10% of his time. Mr. Wenger is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

Jordan Lewis, P. Geo. – Vice President, Exploration, Age: 39

Jordan Lewis, P.L.Geo., has 14 years of active exploration experience that covers grassroots to advanced polymetallic/gold vein projects, shale-hosted Pb-Zn-Ag deposits, LCT-type lithium pegmatites, low sulphidation epithermal gold systems and Cu-Au/Mo porphyry deposits throughout Canada and in SE Ireland. For the past six years he has been directly responsible for the discovery of numerous unrecorded precious and base metal mineral showings in the B.C. interior. Mr. Lewis is also a Managing Director for Coast Mountain Geological Ltd., a geological consulting company based in Vancouver, B.C.

It is anticipated that Mr. Lewis's involvement with the Company will be part-time, representing approximately 20% of his time. Mr. Lewis is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

Roger Blair – Director, Age: 51

Mr. Blair has extensive experience in the corporate communications and investor relations field along with a senior management role in mining. He has significant expertise in the resource industry with a proven track record of success in exploration and development companies. For over 20 years, his focus has been cultivating relationships in the North American and international investment community, and developing and executing Investor Relations programs creating significant shareholder value. He currently working with Red Cloud Financial Services as Vice President, Marketing. His previous roles include Vice President, Corporate Communications, Mars Investor Relations; Vice President, Corporate Communications, Cronus Consulting; Vice President, Investor Relations for Rathdowney Resources; Senior Advisor, Investor Relations, Hunter Dickinson Inc; President and Director, Highland Resources Inc; Corporate Communications; Starcore International and Klondex Mines.

It is anticipated that Mr. Blair's involvement with the Company will be part-time, representing approximately 10% of his time. Mr. Blair is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

Trevor Nawalkowski – Director, Age: 53

Mr. Nawalkowski of TJNH Enterprises Inc. is a business builder and entrepreneur, specializing in corporate business process and procedure for public or private companies. His roles have included corporate governance oversight, corporate secretary/legal review, business development and senior management in oil and gas, automation systems, digital communications and more. In addition, he has 12+ years of management experience in the Investor and Public relations procedure and process business. His previous roles include Vice President, Kingsdale Shareholder Services; Director, Business Development, AGI Automation Inc.; Vice President, Corporate Development, Star Valley Oilfield Group; and Regional Director of Sales, CNW/Cision Canada. Mr. Nawalkowski was previously a director of Archer Exploration Corp. (from April 15, 2020 to September 24, 2021).

It is anticipated that Mr. Nawalkowski's involvement with the Company will be part-time, representing approximately 10% of his time. Mr. Nawalkowski is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Company that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name	Reporting Issuer and Stock Exchange	Position	Term
Jeffrey Wilson	Precipitate Gold Corp. (TSXV, OTCQB)	CEO, President, Director	January 2013 - present
	Archer Exploration Corp.	CEO Director	March 2020 – June 2021 January 2020 - present
	Osprey Gold Development Ltd (TSXV, OTCQB)	CEO and Director	December 2016 – September 2020
	MegumaGold Corp. (CSE, FSE)	Director	September 2020 – December 15, 2021
	Mariner Resources Corp. (CSE)	CEO and Director	May 2018 – July 2020
John Wenger	Contact Gold Corp. (TSXV, OTCQB)	VP Strategy, Chief Financial Officer and Corporate Secretary	May 2017 – present
	Inflection Resources Ltd. (CSE, OTCQB)	Chief Financial Officer	October 2020 – present
	Liberty Gold Corp. (TSX, OTCQB)	Chief Financial Officer and Corporate Secretary	April 2011 – March 2017
	Capella Minerals Limited	Director	March 2017 – December 2019

Name	Reporting Issuer and Stock Exchange	Position	Term
	Osprey Gold Development Ltd (TSXV, OTCQB)	Director	April 2018 – September 2020
Trevor Nawalkowski	Archer Exploration Corp. (CSE)	Director	April 2020 to September 2021

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company, as at the date of this Prospectus and within the ten years before the date of this Prospectus, no director or executive officer of the Company is or has been a director, chief executive officer or chief financial officer of any person or company (including the Company), that while that person was acting in that capacity:

(a) Was subject of a cease trade order or similar order or an order that denied the relevant person or Company access to any exemptions under securities legislation (an "order"), for a period of more than 30 consecutive days; or

(b) Was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of the Company, as at the date of this Prospectus and within the ten years before the date of this Prospectus, no director or officer of the Company or security holder anticipated to hold a sufficient number of securities of the Company to affect materially its control:

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

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

Penalties or Sanctions

To the knowledge of the Company, no director or officer of the Company or security holder anticipated to hold a sufficient number of securities of the Company to affect materially its control:

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

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

Conflicts of Interest

The Company's directors and officers are subject to fiduciary obligations to act in the best interest of the Company. Conflicts will be subject to the procedures and remedies of the BCBCA or other applicable corporate legislation.

To the knowledge of the Company, no director, officer of the Company or a subsidiary of the Company has any existing material conflicts of interests with the Company.

EXECUTIVE COMPENSATION

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

Compensation Discussion and Analysis

In this section, "Named Executive Officer" means each of the following individuals:

(a) The Company's chief executive officer, including an individual performing functions similar to a chief executive officer (the "**CEO**");

(b) The Company's chief financial officer, including an individual performing functions similar to a chief financial officer (the "**CFO**");

(c) The most highly compensated executive officer of the Company and its subsidiaries, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with Form 51-102F6, for that financial year; and

(d) Each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company and was not acting in a similar capacity, at the end of that financial year.

The Company's Named Executive Officers for the purposes of this section are Jeffrey Wilson (CEO) and John Wenger (CFO).

The Company has not been a reporting issuer during any financial period to date. Future compensation to be awarded or paid to the Company's directors and/or executive officers, including Named Executive Officers, once the Company becomes a reporting issuer is expected to consist primarily of management fees, stock options and bonuses. Payments may be made from time to time to executive officers, including Named Executive Officers, or companies they control for the provision of consulting or management services. Following the Listing Date, the Company expects to pay fees for management services pursuant to the terms of the agreements summarized under "External Management Companies" and "Employment, Consulting and Management Agreements" below. The Company has granted incentive stock options to all of the Company's directors and management, including Named Executive Officers, pursuant to the Stock Option Plan. The Board will from time to time determine the stock option grants to be made pursuant to the Stock Option Plan. See "Stock Option Plan" below and "Options to Purchase Securities". In addition, it is anticipated that the Board may award bonuses, in its sole discretion, to executive officers, including Named Executive Officers, from time to time.

In assessing the compensation of its directors and executive officers, including the Named Executive Officers, the Company does not have in place any formal objectives, criteria or analysis. Compensation payable to executive officers and directors is currently reviewed and recommended by the Board, on an annual basis. The Company has not established any specific performance criteria or goals to which total compensation or any significant element of total compensation to be paid to any Named Executive Officer is dependent. Named Executive Officers' performance is reviewed in light of the Company's objectives from time to time. Though the Company does not have pre-existing performance criteria, objectives or goals, it is anticipated that, once the Company becomes a reporting issuer, the Board will review all compensation arrangements and policies in place and consider the adoption of formal compensation guidelines.

Stock Option Plan

The Stock Option Plan is expected to be used to grant stock options to directors, officers (including Named Executive Officers), employees and consultants of the Company, as additional compensation and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with those of the Company's shareholders.

In determining the number of options to be granted to directors or executive officers, including the Named Executive Officers, the Board will take into account, among other things:

- The number of options, if any, previously granted to each director or executive officer; and

- The exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the CSE and closely align the interests of the directors and executive officers with the interests of shareholders.

The independent members of the Board have the responsibility of administering the compensation policies related to the directors and executive management of the Company, including option-based awards.

The Stock Option Plan has not been approved by the shareholders of the Company. In accordance with the policies of the CSE, after the Listing Date, the Company must obtain shareholder approval of its Stock Option Plan on an annual basis at each annual general meeting of shareholders.

See "Options to Purchase Securities" for the material terms of the Stock Option Plan.

Employment, Consulting and Management Agreements

The Company is not party to any agreement or arrangement under which compensation was provided during any prior financial period or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or Named Executive Officer or performed by any other party but are services typically provided by a director or Named Executive Officer.

Director Compensation

The Company's directors do not receive cash compensation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No person who is, or who has been, a director, executive officer or employee of the Company or any associate of any of the aforementioned, is or has been indebted to the Company or any of its subsidiaries or to any entity which has been provided a guarantee, support agreement, letter of credit or similar arrangement by the Company at any time before the date of this Prospectus.

AUDIT COMMITTEE

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52-110F2 require the Company to disclose certain information relating to the Company's Audit Committee and its relationship with the Company's independent auditors.

Pursuant to NI 52-110, the Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, employees, or control persons of the Company or of an affiliate of the Company. The Audit Committee is composed of Jeffrey Wilson (Chairman), Roger Blair and Trevor Nawalkowski.

Audit Committee Charter

The Company has adopted an audit committee charter in the form attached hereto as Appendix C to this Prospectus.

Independence

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer's board of directors, reasonably interfere with the exercise of the member's independent judgment. Each member of the Audit Committee is independent, other than Jeffrey Wilson (the Chief Executive Officer of the Company).

Financial Literacy

NI 52-110 provides that 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 Company's financial statements.

All existing and proposed members of the Audit Committee are financially literate as such term is defined in NI 52-110.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Audit Committee has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

(a) The exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110; or

(b) An exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

For the period ended December 31, 2021, DeVisser Gray LLP has received fees from the Company as follows:

Description	Period ended December 31, 2021
Audit Fees(1)	$5,000
Audit Related Fees(2)	Nil
Tax Fees(3)	Nil
All Other Fees(4)	Nil

Notes:

(1) "Audit Fees" means the aggregate fees billed by the Company's external auditor for the last fiscal year for audit services.

(2) "Audit-Related Fees" means the aggregate fees billed for the last fiscal year for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under clause (1) above, including assistance with specific audit procedures on interim financial information.

(3) "Tax Fees" means the aggregate fees billed in the last fiscal year for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning.

(4) "All Other Fees" means the aggregate fees billed in the last fiscal year for products and services provided by the Company's external auditor, other than the services reported under clauses (1), (2) and (3) above.

Exemption

Following Listing, the Company will rely on the exemption provided in section 6.1 of NI 52-110 as it will be a "venture issuer" and therefore exempt from the requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

CORPORATE GOVERNANCE

The Board of Directors

The Board is responsible for the general supervision of the management of the Company's business and affairs with the objective of enhancing shareholder value. The Board discharges its responsibilities directly and through its committees, which currently comprise the Audit Committee only.

The Board facilitates exercise of independent supervision over management through its independent members recognizing that the Company is currently in its early stages.

The Board of the Company consists of three directors. The Board has concluded that two of the directors, Messrs. Blair and Nawalkowski are "independent" for purposes of board membership, as defined in NI 58-101. By virtue of his management position, Mr. Wilson is not considered "independent".

Orientation and Continuing Education

The directors have previous positive experience with public companies and are therefore familiar with the role and responsibilities of being a public company director.

While the Company does not have a formal continuing education program, the directors individually are responsible for updating their skills required to meet their obligations as directors.

Ethical Business Conduct

The Board has not adopted specific guidelines. To ensure that an ethical business culture is maintained and promoted, directors are encouraged to exercise their independent judgment. If a director has a material interest in any transaction or agreement that the Company proposes to enter into, such director is expected to disclose such interest to the Board in compliance with all applicable laws, rules and policies which govern conflicts of interest in connection with such transaction or agreement. Further, any director who has a material interest in any transaction or agreement will be excluded from the portion of a board of directors' meeting concerning such matters and will be further precluded from voting on such matters.

Nomination of Directors

The Board is responsible for the identification and assessment of potential directors. While no formal nomination procedure is in place to identify new candidates, the Board reviews the experience and performance of nominees for the election to the Board, and in particular, any appointments to the Audit Committee. The Board also assesses whether any potential conflicts, independence or time commitment concerns regarding a candidate may present.

Compensation

Other than as disclosed under the heading "Executive Compensation", no compensation other than the grant of Stock Options is paid to the Company's directors, in such capacity.

Other Board Committees

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

Board Assessments

The Board, the Audit Committee and its individual directors are assessed as to their effectiveness and contribution. All directors and/or committee members are free to make suggestions for improvement of the practice of the Board and/or the Audit Committee at any time and are encouraged to do so.

LISTING APPLICATION

The Company has applied to list its Common Shares on the CSE. Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE.

PLAN OF DISTRIBUTION

This Prospectus is being filed in British Columbia to qualify the distribution of 2,303,000 Units issuable upon the exercise of the Special Warrants.

On January 20, 2022 and February 15, 2022, the Company completed the Private Placements pursuant to prospectus exemptions under applicable securities legislation, comprised of an aggregate of 2,303,000 Special Warrants.

Subject to the terms and conditions of the Special Warrants, each of the Special Warrants entitles the holder thereof to acquire, upon exercise on the Deemed Exercise Date (as defined below), one Unit, subject to adjustment in certain circumstances, without payment of any additional consideration. The terms of the Special Warrants provide that the Special Warrants will be deemed to be exercised on the Deemed Exercise Date.

No fractional Common Shares will be issued upon the exercise of the Special Warrants. The holding of Special Warrants does not make the holder thereof a shareholder of the Company or entitle the holder to any right or interest granted to shareholders.

The Company has applied to list its Common Shares on the CSE. Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE.

None of the Common Shares have been or will be registered under the U.S. Securities Act or the securities laws of any state of the U.S. and may not be offered or sold within the U.S. or to, or for the account or benefit of, U.S. Persons, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

The Special Warrants may not be exercised by or on behalf of a U.S. Person or a person in the U.S. unless an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws is available. Accordingly, the Common Shares will bear appropriate legends evidencing the restrictions on the offering, sale and transfer of such securities.

RISK FACTORS

The following are certain factors relating to the business of the Company, which factors investors should carefully consider when making an investment decision concerning the Common Shares. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks actually occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

Prospects for companies in the mineral exploration industry generally may be regarded as uncertain given the nature of the industry and, accordingly, investments in mineral exploration companies should be regarded as highly speculative. Mineral exploration involves a significant degree of risk. An investor should carefully consider the risks and uncertainties described below. The risks and uncertainties described below are not an exhaustive list. Additional risks and uncertainties not presently known to the Company or that are considered to be immaterial may also adversely affect the Company's business. If any one or more of the following risks occur, the Company's business, financial condition and results of operations could be seriously harmed. Further, if the Company fails to meet the expectations of the public market in any given period, the market price of the Common Shares could decline. An investment in the Common Shares should only be made by persons who can afford a significant or total loss of their investment.

The risks discussed below also include forward-looking statements and actual results may differ substantially from those discussed in these forward-looking statements. See "Forward-Looking Statements" in this Prospectus.

COVID-19 Outbreak

An emerging risk is a risk not well understood at the current time and for which the impacts on strategy and financial results are difficult to assess or are in the process of being assessed. Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as SARS-CoV-2 resulting in the COVID-19 illness, and its different strains or variants, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally, resulting in an economic slowdown and the mining industry has not been immune. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods. Currently there are COVID-19 related travel restrictions in place in Canada. These travel restrictions may impact upon the ability of qualified personnel to travel to the Property. In addition, there is a risk that more restrictive COVID-19 related travel restrictions may be imposed in the future that may further impact on the ability of the Company to complete the planned work program at the Property.

In addition, COVID-19 has recently resulted in widespread disruption to the global supply chain which may result in delays to the Company's ability to procure required supplies or equipment necessary to advance the Property or to achieve the Company's business objectives and milestones. Any prolonged disruption could impair the Company's ability to reach its stated objectives, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Dependence on the Property

The Company is an exploration stage company and as such does not anticipate receiving revenue from its mineral properties for some time. The Company will be solely focused on the exploration and development of the Property, which does not have any identified mineral resources or reserves. Unless the Company acquires additional property interests, any adverse developments affecting the Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development programs at the Property will result in the definition of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered that Property will be brought into commercial production. Failure to do so will have a material adverse impact on the Company's operations and potential future profitability. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which are the particular attributes of the deposit (such as size, grade and proximity to infrastructure), metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Most of the above factors are beyond the Company's control.

Exploration, Development and Production Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Company's resource base.

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

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, 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. The economics of developing precious metals and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of 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 remoteness and restrictions on access of properties in which the Company has an interest will have an adverse effect on profitability as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which the Company's properties will be located, often in poor climate conditions.

The long-term commercial success of the Company depends on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Company will be able to locate satisfactory properties or acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

Mineral Resources and Reserves

Because the Company has not defined or delineated any resource or reserve on any of its properties, mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Unless otherwise indicated, mineralization figures presented in this Prospectus are based upon estimates made by the Company, personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis which may prove to be unreliable.

There can be no assurance that these estimates will be accurate; resource or other mineralization figures will be accurate; or such mineralization could be mined or processed profitably.

Insufficient Resources or Reserves

Substantial additional expenditures will be required to establish either resources or reserves on mineral properties and to develop processes to extract the minerals. 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 or at all.

Maintaining Interests in Mineral Properties

The Company's continuing right to maintain its conditional interest in the Property will be dependent upon compliance with applicable laws and with the terms of the Option Agreement. There can be no assurance that the Company will have the funds, will be able to raise the funds or will be able to comply with the provisions of the Option Agreement relating to the Property which would entitle it to an undivided 75% interest therein and, if it fails to do so, its interest in the Property would be lost and the Option Agreement would terminate.

Option Agreement

The Option Agreement provides that the Company must make certain cash and share payments over a period of time to exercise the Option and acquire the Property Interest. If the Company fails to make such payments as set out in the Option Agreement, the Company may lose its right to ultimately acquire the Property Interest, wherein, failure to exercise the option will result in the Company having no beneficial interest in and to the Property.

Obtaining and Renewing Licenses and Permits

In the ordinary course of business, the Company will be required to obtain and renew governmental licenses or permits for exploration, development, construction and commencement of mining at the Property. Obtaining or renewing the necessary governmental licenses or permits is a complex and time consuming process involving public hearings and costly undertakings on the part of the Company. The duration and success of the Company's efforts to obtain and renew licenses or permits are contingent upon many variables not within the Company's control, including the interpretation of applicable requirements implemented by the licensing authority. The Company may not be able to obtain or renew licenses or permits that are necessary to its operations, including, without limitation, an exploitation license, or the cost to obtain or renew licenses or permits may exceed what the Company believes they can recover from the Property. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability.

No Assurances

There is no assurance that economic mineral deposits will ever be discovered, or if discovered, subsequently put into production. Most exploration activities do not result in the discovery of commercially mineable deposits. The Company's future growth and profitability will depend, in part, on its ability to identify and expand its mineral reserves through additional exploration of the Property and on the costs and results of continued exploration and development programs. Mining exploration is highly speculative in nature, involves many risks and frequently is not productive. Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any anticipated level of recovery of mineral reserves will be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. There can be no assurance that the Company's exploration efforts at the Property will be successful.

Title Matters, Surface Rights and Access Rights

The Property may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Property and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Property or the size of the area to which such claims and interests pertain. The Company cannot guarantee that title to its mineral properties will not be challenged. Title insurance is generally not available for mineral properties and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained.

Although, upon exercising the Option, will acquire the rights to some or all of the minerals in the ground, it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In areas where there are local populations or landowners, it is necessary, as a practical matter, to negotiate surface access. There is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on the Property becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

Additional Funding Requirements

The exploration and development of the Property will require substantial additional capital. When such additional capital is required, the Company will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the precious metals industries in particular), the Company's status as a new enterprise with a limited history, the location of the Property, the price of commodities and/or the loss of key management personnel. Further, if the price of precious on the commodities markets decreases, then potential revenues from the Property will likely decrease and such decreased revenues may increase the requirements for capital. Failure to obtain sufficient financing will result in a delay or indefinite postponement of development or production at the Property.

Dependence on Key Personnel and Qualified and Experienced Employees

The Company's success depends on the efforts and abilities of certain senior officers and key employees. Certain of the Company's employees have significant experience in the mineral exploration industry, and the number of individuals with significant experience in this industry is small. While the

Company does not foresee any reason why such officers and key employees will not remain with the Company, if for any reason they do not, the Company could be adversely affected. The Company has not purchased key man life insurance for any of these individuals. The Company’s success also depends on the availability of qualified and experienced employees to work in the Company’s operations and its ability to attract and retain such employees. In addition, the Company’s ability to keep essential operating staff in place may also be challenged as a result of potential COVID-19 outbreaks or quarantines.

Dilution

Shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into Common Shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine. In addition, the Company may issue additional Common Shares from time to time pursuant to Common Share purchase warrants and the options to purchase Common Shares issued from time to time by the Board. The issuance of these Common Shares could result in dilution to holders of Common Shares.

First Nations Land Claims

Many lands in British Columbia and elsewhere are or could become subject to aboriginal land claim to title, which could adversely affect the Company’s title to its properties. The Company is required to obtain consent of the aboriginal title holders which may adversely affect the Company’s activities. There can be no assurance that satisfactory agreements can be reached.

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

Environmental Risks

All phases of the Company’s operations with respect to the Property will be subject to environmental regulation. Environmental legislation involves strict standards and may entail increased scrutiny, fines and penalties for non-compliance, stringent environmental assessments of proposed projects and a high degree of responsibility for companies and their officers, directors and employees. Changes in environmental regulation, if any, may adversely impact the Company’s operations and future potential profitability. In addition, environmental hazards may exist on the Property that are currently unknown. The Company may be liable for losses associated with such hazards, or may be forced to undertake extensive remedial cleanup action or to pay for governmental remedial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the properties, or by the past or present owners of adjacent properties or by natural conditions. The costs of such cleanup actions may have a material adverse impact on the Company’s operations and future potential profitability.

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

The Company may be subject to reclamation requirements designed to minimize long-term effects of mining exploitation and exploration disturbance by requiring the operating company to control possible deleterious effluents and to re-establish to some degree pre-disturbance landforms and vegetation. Any significant environmental issues that may arise, however, could lead to increased reclamation expenditures and could have a material adverse impact on the Company's financial resources.

Limited Operating History and Early Stage Property

The Company is an early stage company and the Property is an exploration stage property. As such, the Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. The current state of the Property requires significant additional expenditures before any cash flow may be generated. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of its success must be considered in light of its early stage of operations.

The Property is in the early exploration stage and is without resources or reserves. The proposed programs on the Property are an exploratory search for a mineral deposit. Development of the Property will only follow upon obtaining satisfactory results. Exploration for and the development of minerals involve a high degree of risk and few properties, which are explored, are ultimately developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore.

The long-term success of the Company's operations will be in large part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

Lack of Operating Cash Flow

The Company currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If the Company sustains losses over an extended period of time, it may be unable to continue our business. Further exploration and development of the Property will require the commitment of substantial financial resources. It may be several years before the Company will generate any revenues from operations, if at all. There can be no assurance that the Company will realize revenue or achieve profitability.

Regulatory Requirements

Even if the Property is proven to host economic reserves of precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of the Property, environmental legislation and mine safety.

Volatility of Mineral Prices

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

Infrastructure

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of the Property. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of the Property will be commenced or completed on a timely basis, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect our operations.

Acquiring Additional Properties

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities and greater financial and technical resources, the Company may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

Risks Associated with Acquisitions

If appropriate opportunities present themselves, the Company may acquire other mineral claims and/or companies. The Company currently has no understandings, commitments or agreements with respect to any other material acquisition and no other material acquisition is currently being pursued. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired company or mineral claims into the Company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Company's business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company's business, results of operations and financial condition.

Executive Employee Recruitment and Retention

The success of the Company will be dependent upon the performance of its management and key employees. The loss of any key executive or manager of the Company may have an adverse effect on the future of the Company's business.

The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative, geologic and mining personnel as well as additional operations staff. There is no assurance that it will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. 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 its future cash flows, earnings, results of operations and financial condition.

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries, including the mineral exploration sector, were impacted by these market conditions.

Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's operations. Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and our overall liquidity, the volatility of mineral prices would impact the Company's prospects, volatile energy, commodity and consumables prices and currency exchange rates would impact costs and the devaluation and volatility of global stock markets would impact the valuation of its equity and other securities. These factors could have a material adverse effect on the Company's financial condition and results of operations.

In recent years, the securities markets in Canada, as well as in other countries around the world, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Company in developing assets, adding additional resources, establishing feasibility of deposits or creating revenues, cash flows or earnings. The value of securities will be affected by market volatility. An active public market for the Common Shares might not develop or be sustained. If an active public market for the Common Shares does not develop or continue, the liquidity of a shareholder's investment may be limited and the price of the Common Shares may decline.

Claims and Legal Proceedings

The Company may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to former employees. These matters may give rise to legal uncertainties or have unfavourable results. The Company may carry liability insurance coverage and mitigate risks that can be reasonably estimated; however, there is a risk that insurance may not be adequate to cover all possible risks arising from the Company's operations. In addition, the Company may be involved in disputes with other parties in the future that may result in litigation or unfavourable resolution which could materially adversely impact the Company's financial position, cash flow, results of operations, and reputation, regardless of the specific outcome.

Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including the price of precious metals on world markets, labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Uncertainty of Use of Proceeds

Although the Company has set out its intended use of proceeds in this Prospectus, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

Competition

All aspects of the Company's business will be subject to competition from other parties. Many of the Company's competitors for the acquisition, exploration, production and development of mineral properties, and for capital to finance such activities, will include companies that have greater financial and personnel resources available to them than the Company. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the proposed management of the Company's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Company and a proposed director or officer of the Company except as otherwise disclosed herein.

Dividends

To date, the Company has not paid any dividends on the outstanding Common Shares. Any decision to pay dividends on the Common Shares will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions.

Litigation

The Company and/or its directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, the Company may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition.

Operating Hazards, Risks and Insurance

The ownership, exploration, operation and development of a mine or mineral property involves many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include environmental hazards, industrial accidents, explosions and third-party accidents, the encountering of unusual or unexpected geological formations, ground falls and cave-ins, mechanical failure, unforeseen metallurgical difficulties, power interruptions, flooding, earthquakes and periodic interruptions due to inclement or hazardous weather conditions. These occurrences could result in environmental damage and liabilities, work stoppages, delayed production and resultant losses, increased production costs, damage to, or destruction of, mineral properties or production facilities and resultant losses, personal injury or death and resultant losses, asset write downs, monetary losses, claims for compensation of loss of life and/or damages by third parties in connection with accidents (for loss of life and/or damages and related pain and suffering) that occur on Company property, and punitive awards in connection with those claims and other liabilities.

It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of our securities. Liabilities that the Company incurs may exceed the policy limits of insurance coverage or may not be covered by insurance, in which event the Company could incur significant costs that could adversely impact its business, operations, potential profitability or value. Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage the Company's interests, even when those efforts are successful, people are fallible and human error could result in significant uninsured losses. These could include loss or forfeiture of mineral interests or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort the Company might undertake and legal claims for errors or mistakes by personnel.

Absence of Public Trading Market

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

PROMOTER

Jeffrey Wilson took the initiative in founding and organizing the business of the Company and, accordingly, may be considered a promoter of the Company within the meaning of applicable securities legislation in British Columbia. Mr. Wilson beneficially owns or controls, directly or indirectly, an aggregate of 80,000 Common Shares and 40,000 Special Warrants.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending as of the date of this Prospectus by or against the Company or to which it is a party or its business or any of its assets is the subject of, nor to the knowledge of the directors and officers of the Company are any such legal proceedings contemplated which could become material to a purchaser of the Company's securities.

Regulatory Actions

There have not been any penalties or sanctions imposed against the Company by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth elsewhere in this Prospectus, the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, any person or company who owns of record, or is known by the Company to own beneficially, directly or indirectly, more than 10% of the Common Shares of the Company or any associate or affiliate of the foregoing persons or companies in any transaction since its incorporation or in any proposed transaction that has materially affected or is reasonably expected to materially affect the Company.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is DeVisser Gray LLP of Vancouver, British Columbia. DeVisser Gray LLP is independent of the Company within the meaning of the Code of Professional Conduct of Chartered Professional Accountants of British Columbia. DeVisser Gray LLP was first appointed as auditor of the Company on March 1, 2022.

The transfer agent and registrar for the Common Shares is Odyssey Trust Company at its principal office in Vancouver, British Columbia.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business and those mentioned above, the Option Agreement is the only material contract entered into by the Company since incorporation which is currently in effect and considered to be material. See "Business of the Company – Option Agreement".

A copy of the Option Agreement will be available under the Company's profile at www.sedar.com upon the issuance of the final receipt for this Prospectus.

EXPERTS

Names of Experts

The following are persons or companies whose profession or business gives authority to a statement made in this Prospectus as having prepared or certified a part of that document, report, or valuation described in this Prospectus:

- DeVisser Gray LLP is the auditor of the Company, who prepared the audit report on the Company's financial statements included in and forming part of this Prospectus; and

- Ken MacDonald, P. Geo., a Qualified Person (as defined in NI 43-101), authored the Technical Report in accordance with the requirements of NI 43-101, the majority of which is reproduced in and forms part of this Prospectus and is available in its full form on the Company's profile on SEDAR.

Interests of Experts

Other than disclosed herein, no person whose profession or business gives authority to a statement made by such person and who is named in this Prospectus has received or will receive a direct or indirect interest in the Company's property or any associate or affiliate of the Company.

Ken MacDonald, P. Geo., has no direct or indirect interest in the Company or the Property, nor will any such interest materialize before or after Listing, and there are no circumstances that, when reasonably interpreted, could be thought to have interfered with the judgment of Mr. MacDonald regarding the preparation of the Technical Report.

DeVisser Gray LLP has confirmed that it is independent of the Company in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

As at the date hereof, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Company or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as, a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or as a promoter of the Company or an associate or affiliate of the Company.

APPENDIX A

PROPERTY DISCLOSURE

The following represents information summarized from the Technical Report on the Property authored by Ken MacDonald, P. Geo. (the "**author**"), a Qualified Person (as defined in NI 43-101), prepared in accordance with the requirements of NI 43-101. All Figures 1 through 22, inclusive, and Tables 1 through 8 from the Technical Report are reproduced in and form part of this Prospectus; a complete copy of the Technical Report is available for review on SEDAR at the following website: www.sedar.com. Capitalized terms used but not defined in this Appendix A have the meanings given to them in the Technical Report.

Property Location and Description

The North McKinney property (the "**Property**") is located on the southeast slope of Mt. Baldy in southern British Columbia, approximately 25 km northeast of the town of Osoyoos and directly north of the historical Camp McKinney mining camp. The Property is approximately 450 road kilometres east of Vancouver, BC.

The Property is in the Greenwood Mining Division, and is centred at 340300 Easting and 5447175 Northing (UTM NAD83 Zone 11) on NTS Map Sheet 82E/03. It comprises five tenures totalling 1288.78 hectares. The claims are MTO "cell" type claims staked online through the BC Government MTO web portal and as such have no reference points or claim posts in the field. However, the claim corners can be referenced to UTM coordinates which can be precisely measured in the field. There is adequate area on the claims for exploration and development. The claims were staked to cover the projected locations of nine historical reverted Crown grants/mining claims from the late 1800s/early 1900s (see Figures 1, 2 and Table 1, 2 of the Technical Report).

Mineral Titles

Mineral tenures are currently 100% owned by and registered to Jerome Michael Bella ("Jerry Bella"; Free Miner Certificate 285344), an officer of 1218802 B.C. Ltd. The claims will be held in trust for Scout until exercise of the option according to the terms of the Option Agreement. The mineral claims remain in good standing until December 31, 2027. Coast Mountain Geological Ltd. ("**CMG**") had previously filed on December 4th, 2020 a total of $12,134.90 of assessment expenditures for the preliminary 2020 reconnaissance survey. They subsequently filed on December 23, 2021, a total of $76,972.44 of assessment expenditures for the 2021 exploration program. Filed exploration expenditure costs since 2020 total $89,107.34.

Annual assessment work requirements in British Columbia fall under a four-tier system, detailed as follows:

- $5.00/ha for anniversary years 1 and 2
- $10.00/ha for anniversary years 3 and 4
- $15.00/ha for anniversary years 5 and 6
- $20.00/ha for any subsequent anniversary years

Cash-in-Lieu payments may be made instead of performing work, and are double the amounts stated above.

Permits

The BC Ministry of Energy, Mines and Low Carbon is the responsible provincial authority for exploration and mine permitting. Prior to conducting mechanized exploration, a Notice of Work, including a Plan for

Reclamation, must be filed with the local office responsible for southern BC. The Notice of Work describes the proposed exploration activities and any remedial reclamation and if approved an MX Permit will be issued. A reclamation bond must be posted with the agency for any physical disturbance, with the amount of the bond set commensurate with the size of the proposed disturbance. An MX Permit application may take several months to approve, and consultation with the appropriate First Nations groups is required. A separate permit must be issued for any timber disturbance related to the MX Permit. Due to the early stage of this property, no MX permit has been applied for or issued.

Land Use

The mineral claims are encumbered on provincial Crown land and there are no known surface rights beyond the use for exploration. There are no known land use conflicts as the area is unpopulated and used by commercial forestry interests for logging. Timber licenses overlying the Property have been granted to Vaagan Fiber Canada, and timber harvesting was active as recently as the 2021 field program. Scout Minerals will have to engage with the local forest licensee to ensure access on the Wapiti Forest Service Road (FSR) is consistent with the licensee's Road Permits.

There are no known impediments to legally access the Property, and the author is not aware of any other issues that would affect title to the Property or the ability to perform work on the claims. A Crown Land Licence granted to Mt. Baldy Resort Holdings Ltd. overlaps approximately 13 ha at the far northwest corner of the Property, but does not affect subsurface mineral rights. A free miner who is exercising a right under the Mineral Tenure Act is entitled to enter private lands, provided those lands are mineral lands. The Mining Right of Way Act provides for the right of a recorded holder to use access roads owned by a person or to use existing roads on Crown Land or private land for the purpose of gaining access to a mineral title.

As of September 9, 2021, an Investigative License was granted to Universal Kraft Canada Inc. to explore the viability of wind turbines in District Lot 2708, of which the Property falls within. As of the date of the Technical Report, inquiries by CMG to Universal Kraft Canada have gone unanswered, and no further data has been located as to the precise location of the proposed wind turbines or any study progress.

The Property lies within the Rock Creek Designated Placer Lease Area; as of Nov 9th, 2021, there were no active placer claims overlapping the Property.

The Property is contained within Ungulate Winter Range #U-8-007. No general or special wildlife measures are applicable to authorized activities under the Mineral Tenure Act (https://www.env.gov.bc.ca/wld/documents/uwr/U-8-007_ord.pdf).

First Nations

There are no First Nations reserves, treaty lands or treaty-related lands on the Property. The Province of British Columbia is legally required to consult and accommodate First Nations on resource decisions that could impact their aboriginal interests. Proponents are encouraged to engage and involve applicable First Nation groups as early as possible in the exploration process. The following First Nations are believed to have traditional interests in the region of the Property that may be affected by mineral exploration work on the Property:

- Penticton Indian Band
- Okanagan Indian Band
- Lower Similkameen Indian Band
- Upper Nicola Band
- Osoyoos Indian Band
- Okanagan Nation Alliance

Due to the early-stage nature of the exploration work completed since 2020, there has been no engagement of First Nations. Scout Minerals is encouraged to consults with First Nations identified as having traditional interests in the area of the Property and involve them early on in the permitting process.

Environmental Liability

The author is not aware of any significant environmental liability issues on the Property. Historic land surveys and documents indicate some level of historical exploration activity on the Property in the form of shallow adits, shafts and trenches. These workings do not appear to present a visible human or wildlife hazard but no attempt has been made to properly survey and inspect all workings and that work needs to be done by Scout Minerals upon commencement of exploration work. There are no waste dumps, tailings sites or mine buildings known on the property.

Property Option Agreement

In a document dated January 27th, 2022, 1218802 B.C. Ltd. entered into an agreement with the Company to sell 75% of the Property, subject to the following:

Cash Payments: an aggregate of $287,500; to be paid as follows:

- $17,500.00 upon execution of the Option Agreement ($25,000 payment less $7,500 deposit, previously paid by Scout);
- $45,000.00 upon listing on a recognized Canadian Stock Exchange (as such term is defined in the Option Agreement) (the "Listing");
- $50,000.00 on the first-year anniversary date of listing on a recognized Canadian Stock Exchange;
- $75,000.00 on the second-year anniversary date of Listing; and
- $100,000.00 on the third anniversary date of Listing.

Share Payments: an aggregate of 1,100,000 Shares; to be issued as follows:

- 250,000 on the first-year anniversary date of Listing;
- 350,000 on the second-year anniversary date of Listing; and
- 500,000 on the third anniversary date of Listing.

Property Expenditures: not less than $500,000 as follows:

- $100,000.00 by the first anniversary date of Listing; and
- $500,000.00 cumulative expenditures by the third anniversary date of Listing.

1. Grant the Seller a 2% NSR; ½ of which can be purchased for $1 million prior to a production decision.

2. The purchaser may transfer the option to acquire the 75% interest to a company incorporated under the laws of British Columbia that will be listed on a recognized Canadian Stock Exchange.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The closest community to the Property is Bridesville, a small agricultural community approximately 13 kilometres south of the Property. Bridesville is 15 kilometres west of Rock Creek and 36 kilometres east of Osoyoos on Highway 3. The historical mining camp of Camp McKinney is less than 2 kilometres from the southern edge of the claim boundary.

Access to the Property is gained via Mt. Baldy Road., an all-season gravel road that departs Highway 3 just east of Bridesville, B.C. and continues to KM 16 where it junctions with the Wapiti Creek Forest Service Road (FSR). The Wapiti FSR travels northeast and variably transects the length of the Property. Alternative mapped access to the eastern portion of the Property is provided by Fish Lake West Road but this road has not been field-verified by the author. Extensive commercial logging has occurred on the Property over the past 20 years, resulting in numerous spur roads and cut-blocks scattered through its entirety. The Mt. Baldy Road provides good access to the Property for work year-round as it is kept open for recreational access to the Mt. Baldy Ski Area to the west. The Wapiti FSR is an all-season logging road for which minimal snow plowing would be required for winter access.

The climate features warm summers and mild to moderate winters. The West Kettle Valley to the east is fairly dry in the summers, whereas the Okanagan valley to the west is much drier. Yearly temperature data obtained from Environment and Natural Resources Canada from a weather station on Mt. Baldy varies from -14.1°C to 32.0°C, with 4.30 m average yearly precipitation split nearly equally as snow and rain. Maximum snowfall is achieved in January with maximum rainfall in May. Snow generally persists on the ground from November through until late April.

The Property is situated within the Monashee Mountains of the Southern Interior Physiographic Region, and elevations range from 1,400 metres to over 1,700 metres ASL. Slopes are moderate, with some steep sections in the northern portion.

Vegetation consists mainly of fir, larch and pine with much of it as mature second growth. Some of the area has been recently logged or burned over. There is relatively little underbrush and open grassy areas are not uncommon. Outcrops are common on the flanks of ridges, where small bluffs/cliffs with talus aprons occur.

Due to the active exploration in the region, there are experienced personnel readily available nearby. Kelowna is approximately a 1.5-hour drive from the Property, hosts an international airport, and has all necessary personnel and supplies for field operations. Rock Creek is a 30-minute drive from the center of the Property, has services and amenities, and could host exploration field crews. Multiple fishing lodges and campgrounds, as well as the Mt Baldy ski resort (private cabins), provide alternate camp options for field crews.

Fortis's Southern Crossing natural gas pipeline lies approximately 2.5 kilometres south of the Property, and Fortis BC owns and maintains the old West Kootenay power line that runs 2 kilometres south of the Property adjacent to Camp McKinney. BC Hydro plans to construct a 500 kV transmission line in the near future that is projected to parallel the Mt. Baldy Road (www.bchydro.com).

Wapiti Creek and Rock Creek and other un-named streams and small ponds on the Property are able to supply ample water for exploration activities year-round.

History

The Property is located just north of the historical Camp McKinney mining camp, a ghost town now but that once serviced a group of past-producing mines active during the late 1800's and into the 1900's.

Camp McKinney

Placer gold was mined nearby, from Rock Creek and its tributaries, as early as 1860. Lode gold was first discovered on the Victoria Crown grant, part of the Old England group, in Upper Joly Creek in 1884. By 1887 the surrounding area had been fully staked. The Cariboo-Amelia past-producing mine has historically been the most significant find in the camp, and was first located on a group of eight Crown-granted claims west of the Old England group.

Underground mining began on the Cariboo vein in 1887. A 10-stamp mill was constructed in 1894 and by 1898 the operation and milling capacity was increased by 10 stamps. Mining ceased at the end of 1903 as exploration failed to find the eastern extension of the vein. Various operators worked intermittently from 1903 to 1957 both on surface and underground in exploration workings trying to expand the mineable resource. The eastern extension of the Cariboo vein was discovered by surface diamond drilling in 1957 which set off another round of underground development and intermittent mining to 1962. Exploration resumed in the 1980's and has continued intermittently to the present day.

Current exploration (1997) was conducted by Gold City Resources, with a 100 per cent interest in 1,150 hectares covering Camp McKinney and including the Cariboo-Amelia occurrence (Minfile 082ESW020).

The Cariboo-Amelia mine was the sole important historical gold producer in the camp and recorded production of 81,602 oz of Au and 32,439 oz of Ag, as well as appreciable amounts of lead and zinc from 111, 998 tonnes milled, the bulk of which came from the central and eastern sections of the mine (Hedley, 1940).

The author has been unable to verify the historical production and the information is not necessarily indicative of the mineralization on the Property. It should be cautioned that historical recorded mine production from the Cariboo-Amelia past-producing mine cannot be relied upon to infer economic viability for the Property. Readers are cautioned that a qualified person has not yet completed sufficient exploration, test work or examination of past work to define a mineral resource at North McKinney that is compliant with NI 43-101, and, further, it is uncertain if further exploration will result in the target being delineated as a mineral resource.

Property

There is a very limited recorded history of the 9 reverted Crown grant claims identified in Table 2 of the Technical Report. The first historical Crown grant claims encompassed by the Property were acquired by 1895. A synopsis of work performed on several of the reverted Crown grants within the Property follows, sourced from Schedule A Affidavits that support individual Crown grant applications from that period (www.familysearch.com).

Blue Bird

- One shaft in rock, 6 ft. x 8 ft. by 10 ft. deep
- One shaft in rock, 6 ft. x 8 ft. by 12 ft. deep
- One open cut in rock, 6 ft. wide, avg. depth 11 ft., 60 ft. long
- One timbered shaft in above open cut, 5 ft. x 8 ft. x 22 ft. deep
- One open cut in rock, 5 ft. wide, avg. depth 8 ft., 40 ft. long
- Survey of claim

North Star

- Shaft 10 ft. deep 5 ft. x 7 ft. wide
- Open cut 125 ft. long, 3 ft. x 3 ft.
- 6 crosscuts 20 ft. x 6 ft.

- Open cut in rock 10 ft. x 10 ft. x 12 ft.
- 60 ft. crosscut 2 ½ ft. x 3 ft. wide
- Survey of claim

True Blue

- Open Cut, half in rock half in gravel, 7 ft. x 9 ft. x 24 ft. long
- In above cut, one shaft 4 ft. x 7 ft. 2 ft. deep
- Open cut in rock, 5 ft. x 4 ft. x 15 ft. long
- Open cut in rock, 5 ft. x 7 ft. x 20 ft. long
- In above cut, one shaft 5 ft. x 6 ft. x 8 ft. deep
- Survey of claim

Victoria (Different from Old England Group)

- Open cut in rock, 18 ft. long, 10 ft. wide, 8 ft. deep
- One shaft 5 ft. x 8 ft. and 16 ft. deep
- Open cut in rock, 24 ft. long, 7 ft. wide, 5 ft. deep
- Open cut in rock, 20 ft. long, 5 ft. wide, 5 ft. deep
- One shaft in above cut, 4 ft. x 5 ft. x 3 ft. deep
- Open cut in rock, 20 ft. long, 7 ft. wide, 5 ft. deep
- Survey of claim

Two mentions of the Highland Chief mineral claim and one mention of the G.M. Bennett are found in Annual Reports to the Minister of Mines (ARMM):

1. 1895: "On {the Highland Chief}, situate 3 miles northeast of {Camp McKinney}, a 98 foot tunnel has been run, 12 feet of the work having been done in the past year."(ARMM 1895, p.705)
2. 1898: "The Highland Chief and G. M. Bennet, lying north of the camp, have had a considerable amount of work done on them, but not enough to determine their values…"(ARMM 1898, p. 1118)

There is little reference to recorded mineral exploration specific to the claim area in the ARIS database (https://aris.empr.gov.bc.ca/). An airborne geophysical survey was flown by Goldwest Resources in 1985 that covered the southern portion of the Property. A local magnetic high is present overlapping the southwest portion of the North Star reverted Crown grant (Pezzot & White, 1985).

Reconnaissance prospecting work was performed over the southern portion of the current tenure by Big Blackfoot Resources Ltd. as part of a 1999 exploration program on their 97 Bev Group (Miller, R.E. 1999). Sample 99Bev1R, apparently pyrite-bearing quartz taken from an old blast trench west of the historic reverted Highland Chief mineral claim, returned 202 ppb Au with elevated As. A series of grab samples were taken from within the North Star Crown grant targeting intrusive dykes and quartz veins associated with an east-west belt of serpentinite; assay values were reported as uniformly low.

Geological Setting and Mineralization

Regional Geology

The Property lies in a region of complex geology where elements of several accreted tectonic terranes are juxtaposed against one another. The Property appears to lie largely within the Quesnel Terrane which is itself enveloped and overlapped by younger, distinctly different, post-accretionary assemblages.

The Quesnel Terrane is a large northwest trending terrane characterized by a Late Triassic to Early Jurassic magmatic arc complex that formed along or near the western North American continental margin. The Quesnel Terrane to the east is faulted against Proterozoic and Paleozoic siliciclastic, carbonate and volcanic rocks of the Kootenay Terrane, and locally, there is an assemblage of Middle to Late Paleozoic oceanic basalt and chert assigned to the Slide Mountain Terrane. The Kootenay Terrane is interpreted to represent an outboard facies of the ancestral North American miogeocline. The Slide Mountain Terrane is interpreted as the imbricated remnants of a Late Paleozoic marginal basin. Late Paleozoic through middle Mesozoic oceanic rocks of the Cache Creek Terrane occur to the west of the Quesnel Terrane, and are interpreted as part of the accretion-subduction complex that was responsible for generating the Quesnellia magmatic arc (Schiarizza & Boulton, 2006). The regional geology is presented in Figure 3 of the Technical Report, simplified from G.S.C. map 1736-A (Templeman-Kluit, 1989).

The oldest rocks in the region belong to the Proterozoic Monashee complex of the Shuswap Terrane, an assemblage of uplifted basement metamorphic sedimentary and mafic volcanic rocks expressed primarily as paragneiss. The younger Permian-Triassic Anarchist Group rocks are an assemblage of metamorphosed seafloor sedimentary and volcanic rocks. This poorly understood group is believed to have been obducted from the seafloor onto the leading edge of the ancient North American craton, represented today by the Shuswap Terrane, and then intruded/altered by rising plumes of magma that formed the stocks and batholiths of the Nelson and Okanagan intrusive rocks (Lammle, 1995).

The Anarchist Group is composed of variably altered and deformed quartzites, argillaceous quartzites, amphibolites, limestone and greenstone. All rock types appear to be interstratified, with fine banding evident. Alteration is extensive and includes recrystallization, hornfels, silicification, sericitization, and metasomatism.

The quartzites are generally light grey and contain fine bands of biotite probably representing original bedding planes. They are gradational in contact with all other rocks of the group, and can be easily confused with zones of silicification. Greenstone is common, occurring as fine hornblende-chloritic rock of probable andesitic composition interbanded within other members of the group. Carbonate content within the greenstone varies but can be quite extensive. Isolated bands of striped fibrous amphibole-rich rocks occur sporadically throughout the region. Recrystallized blue-grey limestone lenses are interbedded throughout the group (Hedley, 1940).

Intruding the Anarchist Group are the middle Jurassic Nelson plutonic rocks and the late Jurassic-Cretaceous Valhalla intrusion of the Okanagan batholith. The Nelson plutonic rocks are generally granodioritic in composition, and were incrementally emplaced over a period of +/- 15 million years, from 153.2 +/-2.3 Ma to 168.2 +/-2.9 Ma by at least two magmatic pulses, being younger to the west (Steinitz, 2010). They tend to be equigranular and light grey-white in color.

The later Valhalla intrusive rocks are more granitic or monzonitic, and can be differentiated from the Nelson plutonic rocks by the presence of smoky quartz and a generally porphyritic texture. Throughout the Boundary region, the Valhalla intrusive rocks can be seen both gradational with and cutting the Nelson granodiorite (Reinsbakken, 1970).

Eocene-age Penticton Group volcanic and sedimentary rocks overlay portions of the Anarchist Group, Nelson plutonic rocks and the Valhalla intrusive suite. Volcanic rocks belong to the Marron Formation, a thick package of dominantly alkalic rocks composed of buff-green tuff and andesite flows and an overlaying massive basalt. Flows are variable feldspar-phyric, especially in the lowest exposed portions of the member. Sedimentary rocks are loosely assigned to the Kettle River Formation and comprise coarse feldspar porphyry conglomerate and silty/sand conglomerates (Hoy & DeFields, 2017).

During the Eocene, low angle normal faults separated older basement rocks and the Anarchist Group rocks from the younger overlying rocks, forming an extensive series of north-trending fault-bounded grabens extending from west of Osoyoos to east of Rossland. Subsequent faulting later on in the Tertiary further offset and variably lifted all regional lithologies (Banas & Dufresne, 2013).

Local Geology and Mineralization

The Property encompasses lithology regionally mapped by Templeman-Kluit (1989) as Anarchist Group rocks, with the northern portion containing Valhalla intrusive rocks. To the immediate east and north of the Property, bodies of ultramafic rocks within the Anarchist Group trend roughly NW and have been serpentinized, and rare bodies of talc and soapstone occur (Wilkinson, 2007). Economic mineralization locally occurs as two distinct styles, mesothermal gold veins and skarns, discussed in Section 8.0.

No known Minfile mineral occurrences are located within the confines of the Property. Directly east, the Bev97 soapstone/talc showing has been explored for a number of years. Recent drilling here reported enrichment in Ni and Ag, as well as isolated sections of anomalous Au-Cu mineralization associated with thin massive sulphide layers in contact with the talc bodies (Wilkenson, 2008).

Northwest of the Property, at the Bridon (Minfile 082ESW025) and PAC (Minfile 082ESW265) mineral occurrences, disseminated crystals and pods of massive chromite up to 1 metre wide and 30 metres long are associated with NW-trending bands of ultramafic/serpentinized rock. Platinum group element (PGE) assays are uniformly low.

The past-producing mines of Camp McKinney are approximately 2 km due south of the Property, as discussed in Section 6.0. Gold mineralization was contained in quartz veins up to meter-scale, with varying amounts of sulphide minerals, that appear to cross-cut all local rock lithologies, including Anarchist Group rocks. Gold content was seen to increase in light blue chalcedonic zones and in sections containing fine bands of sulphide, as opposed to clots and aggregates. Higher concentrations of galena and sphalerite also correlated with high gold content (Minfile 082ESW020, Cockfield, 1935).

Deposit Types

The principal deposit type inferred for the Property, consistent with the Camp McKinney vein mineralization, is mesothermal gold veins. Mesothermal vein mineralization forms in deep faults related to ancient terrane collision and accretion. Gold-bearing mesothermal veins in British Columbia are thought to have formed due to the accretion of oceanic terranes during the Jurassic period, using the resultant major structures as fluid conduits at depth. The veins tend to form as tabular fissure-style veins and can be extensive laterally and to depth. Gold mineralization in the veins can be associated with sulphides or chalcedonic banding, and is often spatially related to serpentinized or ultramafic rocks. The Bralorne-Pioneer (Bralorne) and Caribou-Amelia (Camp McKinney) are well known examples of this style of mineralization (Dufresne & Banas, 2013).

Gold skarn deposits are also regionally significant, notably reduced gold skarns. These deposits are associated with subduction and arc-related plutonic rocks, particularly of granodiorite-to-diorite composition, and are marked by a low garnet/pyroxene ratio, a potential lack of gold correlation with other primary skarn economic metals (Cu, W, Fe), and the presence of a pyroxene-rich envelope. Additionally, the gold tends to be micron-sized, and ore can be visually indistinguishable from waste. The Buckhorn Mountain deposit, located approximately 25 km south in Washington State, exemplifies this deposit style (Ray, 1998).

Exploration

Two separate exploration programs were completed by CMG on the Property for 1218802 B.C. Ltd. during 2020-2021. In total, 39 rock samples and 711 soil samples were collected, and numerous historical workings were rediscovered.

May 2020 Reconnaissance Work Program

Between May 11 – 13, 2020, CMG personnel visited the Property to confirm the existence and nature of mineralization on the nine historical claims/reverted Crown grants. Five rock samples were collected, which are summarized in Table 3 of the Technical Report.

A drone orthomosaic and DEM survey was flown on the afternoon of May 11 covering the Blue Bird, Highland Chief and Silent Friend Fr. Claims. Cursory evaluation of the raw photos led to the discovery of a large stripped outcrop located in an old clear cut within the Highland Chief claim outline. A brief traverse to the location revealed an altered (silicified/bleached) Anarchist greenstone with an east/west rusty quartz-filled structure running through it (the "KT showing"). A 1-meter north-south chip sample comprising both quartz and altered greenstone (KJR-001) was taken perpendicular across the structure, returning 3.87 g/t Au and 177.43 ppm W.

May 12th was spent visiting suspected locations of old workings identified on the compiled drone orthomosaic photo. Snow was heavy in low lying areas and north/west facing slopes, which hampered production and rock visibility.

Grab* samples KJR-002 and KJR-003 were taken from an extensive snow-covered dump pile/apron associated with an assumed collapsed adit and ax-worked timbers at the far eastern edge of the Highland Chief reverted Crown grant. Time was spent digging through the snow, resulting in a weakly pyrite-bearing quartz rubble block (KJR-002) and a black hornfelsed Anarchist group rock (KJR-003) collected for assay. Results were insignificant.

A hexagonal topographical feature within the Silent Friend Fr. reverted Crown grant was next visited. This turned out to be a natural feature surrounded by water, with greenstone cliffs on all sides. Grab sample KJR-004 was collected from here, comprising 5% pyrite-bearing weakly silicified Anarchist greenstone. Results were insignificant for precious and base metals.

Lastly, an interpreted series of excavations were visited within the Blue Bird reverted Crown grant. An extensive area (>500 m sq.) of historical shafts and open cuts was discovered that CMG believes to represent the Blue Bird workings outlined in the above-mentioned Schedule A affidavit (the "Blue Bird" showing). Time constraints prevented thorough exploration here, however, sulphide-mineralized quartz was found in a large dump pile from a deep open cut. A grab sample (KJR-005) was taken from here, composed of rusty, vuggy and fractured quartz hosting 7% pyrite, 2-3% sphalerite, 0.5% galena and 0.5% chalcopyrite, returning 92 g/t Ag with associated base metals and gold (see Table 3 of the Technical Report).

An attempt was made to reach the northern portion of the Property to explore the projected locations of the Hindoo, Victoria and True Blue survey parcels, but active logging blocked the Wapiti Creek FSR just north of the Blue Bird reverted Crown grant area.

May-June 2021 Geological and Geochemical Exploration Program

Based on favorable results from the reconnaissance program, CMG personnel completed a regional-scale exploration program on the Property between May 26th – June 5th, 2021, during which time 711 soil samples and 35 rock samples were collected.

Two separate grids were established to cover the mapped locations of the reverted Crown grants in the south and north of the claim group. Two reconnaissance lines were run to coarsely cover ground between the two grids. Prospecting and limited geological mapping were completed concurrently.

Over the course of the exploration program, 26 individual historical workings were re-discovered comprising blast pits, trenches and shafts (see Figure 21 of the Technical Report). Mapping notes indicate that variably-mineralized quartz veins and sulphide-rich greenstone appeared to be the main target that were exploited by the workings. The Blue Bird Crown grant hosted the highest density of workings, confirming observations from the 2020 reconnaissance program. Additional workings were found scattered throughout the other southern Crown grants and historical tenures; no evidence of historical work was discovered on the northern Crown grants. A portable XRF analyzer was utilized on site daily to produce real-time assay results for soils, resulting in targeted prospecting that discovered additional workings. Base metal soil anomalies identified by the XRF closely match those revealed by lab assays (see Figure 22 of the Technical Report).

South Grid

The South Grid comprises 441 soil samples, covering roughly 147 hectares and encompassing the six southern historical mining claims and Crown grants. A total of 32 chip and grab rock samples were collected. Grid lines within the Crown grants were oriented at 315° and spaced 100 metres apart; sample spacing was 25 metres within Crown grants and 50 metres outside of mapped Crown grants.

Mapping/prospecting confirmed that the area is underlain by Anarchist Group amphibolite and greenstone rocks (primarily chlorite schist), with rare serpentinite and listwanite noted near the eastern edge of the Highland Chief claim at the site of a collapsed adit. The rocks are weakly to strongly foliated, generally striking southwest and dipping to the northwest, in parallel to creeks and prominent ridges in the area. Old trenches, prospect pits and shafts were discovered throughout the grid area targeting either foliation-constrained mineralized quartz veins or cross-cutting rusty structures. Notable rock samples are highlighted in Table 4 of the Technical Report.

On the Blue Bird Crown Grant, seven trenches and shafts were found over 100 metres that exposed up to metre-scale sphalerite-galena-chalcopyrite-pyrite bearing white quartz veins oriented at roughly 060°/240°. Grab samples were collected from within the workings and from the surrounding dump piles. The host greenstone rock was noted to be silicified and pyritic in proximity to quartz veins. The best sample (42712002) was taken from sphalerite-pyrite-rich quartz in a dump located next to the largest trench.

The KT gold showing and collapsed adit site on the Highland Chief Crown grant, discovered during the 2020 reconnaissance program, were re-visited. Chip sample 42712027 confirmed that anomalous gold at the KT is spatially associated with an east-west structure cutting and altering the host greenstone. The collapsed adit site hosts a flat apron of rubble covering ~ 100 sq. metres that contains blocks of white quartz with rare sulphides. One grab sample was collected from here (42712001), assaying anomalous Ag, Bi, Pb and Zn and weakly anomalous Au and Cu. Just north of the adit site, a grab sample was taken from a pyritic and talc-altered greenstone outcrop that assayed anomalous Au (42712003). Two other blast pits were discovered that exposed pyritic quartz veins; assay results for grab samples from here returned negligible values.

In the adjacent G.M. Bennet Crown grant, two large metre-scale cuts into bedrock were discovered targeting roughly east-west sulphide-rich quartz veins. Two chip samples (42712011, 42712012) and one grab sample (42712031) were collected from the workings, returning anomalous Ag, with variably anomalous Zn, Bi, Au and W. Five separate historical workings were rediscovered on the North Star Crown grant comprising blast pits and shafts. A 1.5 m chip sample (42712034) collected from a shaft across a quartz vein hosted in greenstone returned weakly anomalous gold. Approximately 60 metres west from the Highland Chief's southwest corner, two large open cuts were found with pyritic quartz in their rubble piles. A grab sample (42712020) of mineralized material assayed anomalous Au and W.

Soil samples assay results for the South Grid were statistically analyzed independent of the North Grid due to the difference in the underlying lithology. Analysis here shows two distinct correlative geochemical assemblages: Au-W-Bi and Pb-Zn-Cu-As-Ag. By defining anomalous as higher than the 80th percentile for each element (see Table 5 of the Technical Report), the trends are highlighted running roughly north to northeast through the North Star, Highland Chief, G.M Bennet and Silent Friend Fraction.

Plots of individual elements are presented in Figures 5 – 12 of the Technical Report. Au-W-Bi trends are largely confined to the southwest half of the grid, whereas Pb-Zn-Cu-As-Ag trends span the entirety of it. Topography within the grid is gentle, outcrops are abundant, and soil excavated by the crew was largely colluvium, suggesting the anomalies are likely locally sourced and not mechanically transported for any considerable distance (S. Makin, personal communication, June 3, 2021).

Included within the above statistical analysis are 29 soil samples from the two reconnaissance lines taken between the two main grids. The western line was 1,400 metre long and oriented at 025°, and the eastern line measured 1,300 metres long oriented at 325°; both with 100 metre station spacing. Samples at the southern end of the east line show coincident anomalous Cu-Ag, occurring in an area of high outcrop density. Single station spot highs for other elements of interest occur sporadically.

North Grid

The North Gird contains 233 soil samples collected from stations every 50 metres along lines oriented at 315° and spaced 100 metres apart. The grid was designed to cover the True Blue and Victoria reverted Crown grants and the historical Hindoo mineral claim; total coverage was roughly 115 hectares. One rock grab sample was taken north of the Hindoo mineral claim.

Mapping and prospecting failed to uncover any historical workings or mineralized rock. Granite, granodiorite and andesite were encountered throughout the grid area, confirming the mapped regional geology. At the far southeast of the grid, magnetite was noted as an accessory mineral within a felsic intrusive outcrop. A single rock grab sample, collected from subcrop north of the Hindoo mineral claim and comprising white-clear quartz with trace magnetite, returned negligible precious and base metal values.

Soil geochemical results from the North Grid were statistically analyzed, revealing weak correlations between Au-Zn-Bi & Ag-Cu-Pb-W-As and producing the following thresholds; the 80th percentile and higher is considered anomalous.

Weak Au-Zn-Bi anomalies are apparent, clustered within the southern portion of the grid flanking the True Blue Crown grant. Ag-Cu-Pb-W-As anomalies are more pronounced, cutting the centers of both the Victoria and True Blue Crown grants up to 1 kilometre long and 150 metres wide trending roughly 020°. Sampling over the Hindoo mineral claim revealed scattered single station soil anomalies, none of which can truly be considered of interest (see Figures 13 – 20 of the Technical Report). Topography was steep and varied over the grid, which covered a prominent hill that represents the highest elevation on the Property. Colluvial material was dominantly sampled on the hill, with glacial till found lower downslope and within the Hindoo region.

** The reader is cautioned that grab samples by nature are selective and therefore may not be representative of the mineralization being sampled.*

Diamond Drilling

There is no record of diamond drilling performed on the Property.

Sample Preparation, Analysis and Security

Soil and rock samples were collected and transported by CMG personnel for submission to MSA Labs, an ISO 9001 and ISO/IEC17025 certified commercial laboratory located in Langley, British Columbia. MSA is a Canadian company with 25+ years of experience analyzing geological material.

Rock samples were taken from outcrop or float, placed into clear poly bags, labelled and stored on site in the possession of CMG until they were hand-delivered to the lab. All rock samples collected were each crushed and screened to 70% passing 2 mm, then pulverized to 85% passing 75 microns (code PRP-910). A 20 gram split of pulp was subjected to the IMS-117 ICP-MS assay method utilizing a 1:1 aqua regia acid mixture, producing assays for a suite of 37 elements.

Additionally, 2020 rock samples were subjected to package FAS-415, a fire assay technique for gold in which a 30 gram pulp is mixed with reagents and subjected to high heat, resulting in slag and a lead button. The lead button, containing the gold, is cupelled at high temperatures, absorbing the lead and producing an Au-Ag dore bead. The bead is acid digested and then finished with gravimetric techniques. All rocks from 2021 returning > 0.5 ppm for Au from IMS-117 were re-run via FAS-211, a method similar to FAS-415 but in which the finish is via AAS.

All overlimit assay results for Zn and Ag from the 2020 rocks were re-analyzed using method ICF-6XX that employs a 4-acid digestion and ICP-AES finish to produce ore-grade results. One 2020 rock sample (KJR-005) suspected to contain coarse gold was also run via method MSC-530, a metallics screening technique that assays both the coarse and fine portions after the sieving process via fire assay as listed above.

Soil samples were prepared via PRP-757 that involves drying and screening the soil through an 80 mesh. Analysis was performed by IMS-117, as discussed above.

Historical sample 99Bev1R, referred to under Section 6.0 from Miller (1999), was assayed by Acme Analytical Labs of Vancouver B.C. utilizing 0.5 grams of pulped material, aqua regia digestion, and ICP-ES finish. The gold content was further refined via atomic absorption to produce the stated value.

In the author's opinion, the sample preparation and analytical methods used for current samples are suitable for the work conducted.

Data Verification

The Property has several zones of historical mineralization that were explored in the late 1800's and early 1900's but for which little to no documentation is available. Most of the old workings are badly sloughed so that mineralization, where present, is not well exposed. No data verification can be done on the undocumented historical work per se; but CMG has clearly demonstrated there are historical exploration workings on some of reverted Crown grants that contain mineralized rock. The reader is cautioned that evidence of historical work, in and of itself, does not infer that mineralization is present, and where it is present that mineralization may not be representative of all mineralization on the Property.

There is very little recorded modern exploration work completed on the Property. The most current work was completed by CMG who implemented rigorous field procedures to ensure QA/QC measures, including photography of all rock samples submitted for assay, daily verification of recorded GPS and sample data, and secure on-site sample storage. MSA Labs also prepared their own QA/QC methods by systematically inserting standards, blanks and replicates into sample batches at the lab level that returned expected results.

The author has reviewed the sampling and handling procedures, the analytical lab results, and the quality assurance and quality control measures from the 2020 and 2021 CMG field programs. Original laboratory certificates and details regarding sample preparation, analytical methods and security are available and well-documented in the public domain covering the recent exploration field program from 2020. Details regarding the 2021 field program are contained in a report submitted to BC Ministry of Energy, Mines and Low Carbon to support assessment credit from 2021, but is not available to the general public until 2023 due to confidentiality clauses enacted by the Ministry. The author has viewed the original lab certificates and associated field data for both 2020 and 2021 field programs and confirms that they accurately reflect data presented in the Technical Report.

It is the author's opinion that the verification procedures carried out, including independent sampling, are adequate for the purposes of the Technical Report and that data is reliable for the purposes of inclusion in the Technical Report and the recommendations made in the Technical Report.

The author last visited the Property on October 21st, 2021, and further directed J. Lewis, P.L.Geo., to return on October 26th, 2021 for a brief follow-up. The author has verified that no new work has been completed on the Property since this time, and no new work beyond what is discussed here has been filed with the Mineral Titles office for assessment credit purposes. It is of the opinion of the author that the data obtained is of sufficient quality for the purposes of the Technical Report.

Mineral Processing and Metallurgical Testing

No mineral processing or metallurgical testing has been performed on samples from the Property.

Adjacent Properties

Mineral rights covering the historical Camp McKinney gold camp are currently held by Ximen Mining Corp ('Ximen"). The Crown grants comprising the Cariboo-Amelia historical mine and adjacent workings were acquired from Huakan International Mining Inc. in June of 2019, after which additional mineral tenures were staked by Ximen to consolidate the area into one land package.

The acquisition included the original Cariboo-Amelia Crown-granted claims: Molson (L.2526s), Paragon (Lott 2530s), Burley#1 (L2531s), Edward VII (Lott 3499) Wonder Y (Lott 2536s) Last Chance (Lott 751) Fontenoy (Lott 752) Emma (Lot 270), Alice (Lot 271), Cariboo (Lot 272), Amelia (Lot 273), Okanagan (Lot 274), Maple Leaf (Lot 613), and Sawtooth (Lot 952), and Wiarton (Lot 856) (082ESW217). The Maple Leaf & Wiarton also include the surface rights as originally granted (ximenminingcorp.com).

The author is unable to verify the information and any information contained herein is not necessarily indicative of the mineralization on the Property that is the subject of the Technical Report.

Other Relevant Data and Information

The author is unaware of any additional data or information related to the Property; the lack of which would make the Technical Report incomplete or misleading or materially change the conclusions presented.

Interpretation and Conclusion

Interpretation

The Property lies immediately north of the Camp McKinney gold camp and encompasses geology similar to that within the past-producing Crown grants of the historical camp. At Camp McKinney, quartz veins striking west or west-northwest are generally associated with gold mineralization, and follow apparent foliation within the greenstone and quartzites. Veins exploited in historical workings that were oriented north east or east-north-east tended to be rich in base metals, but returned low to negligible gold values (Cockfield, 1940).

Northeast to east-northeast trending veins encountered within the Blue Bird historical workings and others throughout the South Grid appear to match observations by Cockfield (1940) in so far as they contain appreciable base metal and silver values, but return sub-economic gold values. Rock samples collected from the east-west trending KT showing and from workings exploiting similarly-oriented quartz-rich faults/shears (e.g. the G.M Bennett, west of Highland Chief) suggest relatively higher gold grades and lower base metals The recent work performed by CMG demonstrated that in rock samples, elevated values of tungsten (> 100 ppm) are often associated with more anomalous gold values. Further work is required to clearly define these observed relationships, as only general comments can be produced from the limited rock sampling and prospecting to date.

Finding both serpentinite and possibly listwanite at the Highland Chief collapsed adit is significant. Although grab samples of quartz material from the dump returned low gold values, serpentinite and listwanite are known to be associated with meaningful mesothermal gold occurrences in southern BC (Bralorne, Minfile 092JNE001; Elizabeth, Minfile O92O012).

The South Grid produced significant multi-element trends and clusters from soil geochemistry that appear to verify observations gleaned from rock samples and mapping notes. The principal base metal and silver anomaly trends north northeast to east-northeast over roughly 1.3 kilometres, moving north, with the inflection occurring on the eastern edge of the Highland Chief historical claim. Wapiti Creek parallels the trend, implying an important controlling structural feature in the area. Historical workings re-discovered in the Blue Bird Crown grant reveal metre-scale quartz veins hosting galena, sphalerite, chalcopyrite and pyrite that overlap and follow the above soil anomaly. Copper and Ag anomalies are open to the northeast of the current grid.

Gold-in-soil anomalies, though locally subdued, show distinct west or west-southwest, multi-station trends up to 600 metres long which appear to parallel each other throughout the southern portion of the grid. The highest gold value obtained in soil was 0.236 ppm, taken in close proximity to workings discovered on the North Star Crown grant. Gold anomalies trend towards un-sampled ground southwest of the grid. Tungsten and arsenic anomalous results overlap and expand upon gold anomalies, confirming the gold-tungsten relationship observed in rock samples and revealing a pathfinder element. A multi-line, multi-station coincident copper-arsenic anomaly occurs on the far western edge of the South Grid in the area re-visited and grab sampled under direction of the author by J.Lewis, P.L.Geo. on Oct. 26th, 2021. Though collected from promising chalcedonic quartz veins in quartzite, precious and base metal geochemical results were negligible, and the anomaly continues to be unexplained. The soil anomaly remains open towards the west.

Mapping, prospecting and rock sampling on the North Grid failed to justify the presence of Crown grants. No historical workings were re-discovered, and the single rock grab sample, taken from quartz vein material, returned negligible precious and base metal values. However, soil sample assay results revealed a strong coincident Ag-Cu-Pb-W-As anomaly continuous through both the True Blue and Victoria Crown grants over a distance of roughly 1.0 kilometre trending north-northeast that remains open both north and south of the current grid. Very subdued Au anomalies, clustered in the south and to the west of the True Blue Crown grant, show downhill dispersion from a linear west-northwest trend, approximately normal to the silver-base metal anomaly. As at the South Grid, tungsten soil anomalies are spatially associated with gold.

Of interest, Pb soil results are significantly higher from the North Grid vs. the South Grid, likely reflecting the underlying difference in lithology between the two grids.

Conclusion

The Property, comprising five mineral claims totalling 1288.78 ha, is located in southern British Columbia approximately 25 km NE of Osoyoos and directly north of the historical Camp McKinney Au-Ag mining camp. The Property covers ground prospective for polymetallic vein mineralization similar to that found at Camp McKinney and was staked to cover historical reverted Crown grants or mineral claims from the late 1800's/early 1900's. No recorded Minfile mineral occurrences are known within the claim boundary.

Two field programs by CMG between May 2020 and June 2021, composed of soil sampling, mapping, prospecting, and drone orthomosaic work, confirmed that historical exploration had taken place exploiting both precious and base metal-rich quartz veins and structures. Systematic soil sampling was effective in outlining significant multi-element trends on two separate grids.

On the South Grid, 26 historical workings were rediscovered comprising pits, trenches and shafts. These undocumented mineral occurrences returned assays from grab or chip rock samples up to 3.87 ppm Au, 92 ppm Ag, 961 ppm Cu, 1087 ppm Pb and >10000 ppm Zn. Soil sampling defined anomalous base and precious metal trends that remain open in various directions.

The North Grid produced no meaningful rock assay results, and no historical workings were rediscovered. However, a strong continuous multi-element Ag-Cu-Pb-W-As soil anomaly trends through the center of two of the Crown grants and remains open both north and south of the current grid.

Based on the review of historical data and the results from the two modern field programs, the author concludes that the Property is a property of merit and possesses good potential for the discovery of gold, lead, zinc, silver and other mineralization. Excellent road access, nearby infrastructure and availability of exploration and mining services in the region makes it a worthy exploration target.

The Property is in its early stage of exploration. The significant risk for the Property is the same as all early-stage exploration properties in that there may be no discoverable mineral resource of economic quantities. As of the effective date of the Technical Report, the author is not aware of other significant risks that could affect the viability of the Property.

Recommendations

Based on exploration results to date, further work is warranted to advance the Property. The recommended Phase One field program is designed to follow-up on and expand upon positive rock and soil sample results received from the 2020 and 2021 campaigns. A portable XRF analyzer should continue to be utilized on soil samples daily to help refine prospecting targets and allow for on-the-fly grid extensions.

The South Grid should be extended 300 metres northeast and 500 metres southwest, with new lines paralleling the original grid, spaced 100 metres apart and sampling done on 50 metre centers along each line. The western portion of the grid should be infilled so that line spacing is reduced to 100 metres, and lines covering the broad As-Cu soil anomaly uncovered on the far west of the grid should be extended 300 metres northwest. Ultramafic rocks encountered at the Highland Chief collapsed adit should be targeted to assess their gold potential. More rigorous sampling of the Blue Bird and G.M Bennett workings should be undertaken to test the exposed mineralization and the host rock.

The North Grid should be extended 400 metres north and south of the True Blue and Victoria Crown grants to test the continuity of the Ag-Cu-Pb-W-As soil anomaly. New lines will parallel the existing grid and remain at 100 metre spacing, with stations every 50 metres along each line. Detailed mapping and prospecting should occur within the soil anomaly with the goal of discovering the recorded historical workings.

In addition to expanded sampling, prospecting and mapping, a ground-based magnetic survey is recommended. The survey should cover and refine the current grids, utilizing 50 metre spaced lines with readings taken every 12.5 metres. The survey should aid in highlighting buried structures, as well as define different lithological units within the Anarchist Group that may be preferentially associated with mineralization. Should results of the above program prove favorable and drill-ready targets are identified; then a Phase Two program of targeted diamond drilling is recommended. Cost estimates for both phases are summarized below.

Phase 1 Cost Estimate

North McKinney Proposed Phase 1 Work	Count	Cost/unit	Projected Costs
PREPERATORY/PLANNING			
Project Planning (days)	3	$ 600.00	$ 1,800.00
			$ 1,800.00
ANALYTICAL			
Soil Sample Analysis MSA IMS-117 ICP-MS 39 element 20g pulp	800	$ 22.00	$ 17,600.00
Rock Sample Analysis MSA IMS-117, some FAS-211	50	$ 40.00	$ 2,000.00
			$ 19,600.00
RENTALS			
Truck Rental 2 X 14 days	28	$ 150.00	$ 4,200.00
Field Gear Rental 5 crew, $15/day	14	$ 75.00	$ 1,050.00
XRF Portable Analyzer $8/sample	800	$ 8.00	$ 6,400.00
GSM 19 magnetometer units X 2	2	$ 500.00	$ 1,000.00
			$ 12,650.00
OTHER EXPENSES			
Accommodation $400/night 13 days	13	$ 400.00	$ 5,200.00
Food prepared by crew. $45/man/day	13	$ 225.00	$ 2,925.00
Communication 5 radios, Sat phone			$ 500.00
Field Supplies			$ 1,500.00
Fuel			$ 1,000.00
Mobilization/Demobilization Expenses			$ 500.00
			$ 11,625.00
FIELD PERSONNEL			
Project Manager/Geo	14	$ 850.00	$ 11,900.00
Junior Geo	14	$ 600.00	$ 8,400.00
Senior Field Tech	14	$ 500.00	$ 7,000.00
Junior Tech	14	$ 450.00	$ 6,300.00
Senior Field Tech	14	$ 500.00	$ 7,000.00
			$ 40,600.00
REPORTING			
Data Compilation/Report Writing			$ 7,500.00
Magnetic Survey Interp and Memo			$ 5,000.00
			$ 12,500.00
Admin @ 10% on Rentals, Comm, Field Supples, Fuel, Mob/Demob			**$ 1,687.50**
Subtotal of Proposed Phase I Work			**$ 100,462.50**
Contingency 10%			**$ 10,046.25**
Total Phase 1 Work			**$ 110,508.75**

Phase 2 Cost Estimate

Diamond Drilling (450m/3 NQ Oriented drill holes @$120/m	$ 54,000
Logging, sampling, supervision (Tech + P.Geo @ $1275/day)	$ 25,500
Assays (30 element ICP + some F.A.) 135 samples @ $36.34/sample	$ 4,900
Room and Board: ($100/d/person x 6) x 20days	$ 12,000
Niton XRF Analyzer @ $125/day x 20 days	$ 2,500
Helicopter (Drill program, Pad Building, Support, Fuel) 70hrs x $2052 (wet)	$143,640
Transportation (Truck, Fuel) @ $170/day	$ 3,400
Field Equipment, Supplies	$ 5,000
Preparation, Report, Drafting	$ 15,000
Pad Building ($5,000/pad x 3 pads)	$ 15,000
Sub Total	$280,940
Contingency 10%	$ 28,094
Total Phase 2	**$309,034**

APPENDIX B

FINANCIAL STATEMENTS AND MD&A

SCOUT MINERALS CORP.

(an exploration-stage company)

Financial Statements

For the period from incorporation on October 26, 2021 to December 31, 2021

(Expressed in Canadian dollars)

DeVISSER GRAY LLP
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INDEPENDENT AUDITOR'S REPORT

To the Directors of Scout Minerals Corp.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Scout Minerals Corp. (the "Company"), which comprise the statement of financial position as at December 31, 2021 and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation on October 26, 2021 to December 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2021 and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards ("IFRS").

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 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 2 in the financial statements, which indicates that the Company currently earns no operating revenues and will require additional capital in order to continue reviewing potential transactions of prospective mineral properties. As stated in Note 2, the Company's ability to continue as a going concern is dependent upon the receipt of additional financing. These matters, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in "Management's Discussion and Analysis" but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information, 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, 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 IFRS, 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.

The engagement partner on the audit resulting in this independent auditor's report is James Roxburgh.

Chartered Professional Accountants

Vancouver, BC, Canada
March xx, 2022

SCOUT MINERALS CORP.
Statement of Financial Position
(Expressed in Canadian dollars)

	As at December 31, 2021
	$
Assets	
Current assets	
Cash	197,091
Total assets	197,091
Liabilities and shareholders' equity	
Current liabilities	
Payables and accrued liabilities (Note 5)	5,007
Total liabilities	5,007
Shareholders' equity	
Share capital (Note 6)	197,100
Accumulated deficit	(5,016)
Total shareholders' equity	192,084
Total liabilities and shareholders' equity	197,091

Subsequent events (Note 12)

The accompanying notes form an integral part of these financial statements

Approved by the Board of Directors:

"Jeffrey Wilson", Director "*Roger Blair*", Director

SCOUT MINERALS CORP.
Statement of Loss and Comprehensive Loss

(Expressed in Canadian dollars, except share amounts)

	For the period from incorporation on October 26, 2021 to December 31, 2021
	$
Operating expenses:	
Professional, legal & advisory fees	5,000
Administrative, office and general	16
Net loss and comprehensive loss for the period	(5,016)
Loss per common share (Note 6)	
Basic and diluted loss per share	$ (0.00)
Weighted average number of common shares (basic and diluted)	7,581,816

The accompanying notes form an integral part of these financial statements

SCOUT MINERALS CORP.
Statement of Shareholders' Equity

(Expressed in Canadian dollars, except share amounts)

	Common Shares			
	Shares (Notes 6 & 12)	Amount	Accumulated Deficit	Total Shareholders' Equity
		$	$	$
Balance at October 26, 2021	-	-	-	-
Incorporation share	1	1	-	1
Cancelation of incorporation share	(1)	(1)	-	(1)
Private placements	12,479,997	197,100	-	197,100
Loss for the period	-	-	(5,016)	(5,016)
Balance as at December 31, 2021	**12,479,997**	**197,100**	**(5,016)**	**192,084**

The accompanying notes form an integral part of these financial statements

SCOUT MINERALS CORP.
Statement of Cash Flows

(Expressed in Canadian dollars)

	For the period from incorporation on October 26, 2021 to December 31, 2021
	$
Cash flows used in operating activities	
Loss for the period	(5,016)
Adjusted for:	
Movements in working capital:	
Payables and accrued liabilities	5,007
Net cash used in operating activities	(9)
Cash flows from financing activities	
Issuance of Common Shares (Note 6)	197,100
Net cash generated by financing activities	197,100
Net increase in cash	197,091
Cash at beginning of period	-
Cash at end of the period	197,091

The accompanying notes form an integral part of these financial statements

1. THE COMPANY AND DESCRIPTION OF BUSINESS

Scout Minerals Corp. (the "Company", or "Scout") was incorporated in the Province of British Columbia, Canada on October 26, 2021, under the Business Corporations Act (British Columbia). The Company is domiciled in Canada and has been focused since incorporation on the acquisition of mineral property interests for the purposes of exploration and development.

2. BASIS OF PRESENTATION AND CONTINUANCE OF OPERATIONS

These audited financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). The Board of Directors of the Company authorised these financial statements on March [•], 2022.

These financial statements have been prepared on a going concern basis that contemplates the realization of assets and discharge of liabilities at their carrying values in the normal course of business for the foreseeable future. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. The Company's continued operations are dependent upon its ability to identify, evaluate and negotiate the acquisition of an asset or business, which may be highly speculative in nature. There is no assurance that the Company will make any such acquisition on terms acceptable to the Company.

At December 31, 2021, the Company had an accumulated deficit of $5,016 and working capital of $192,084. The Company currently earns no operating revenues and will require additional capital in order to continue reviewing potential transactions of prospective mineral properties. Accordingly, the Company's ability to continue as a going concern is uncertain and is dependent upon obtaining additional financing and maintaining continued support from its shareholders and creditors. In the event that additional financial support is not received, the carrying values of the Company's assets may be adversely affected. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The impact on the Company is not currently determinable but management continues to monitor the situation.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies used in the preparation of these financial statements are set out below.

a) Basis of measurement

The financial statements have been prepared under the historical cost convention, except for financial assets classified as at fair value through profit or loss which are measured at fair value. These financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

b) Foreign exchange

The presentation currency of these financial statements is the Canadian dollar ("CAD").

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates (the "functional currency"). The Company raises its financing and incurs head office expenditures in CAD, giving rise to a CAD functional currency.

In preparing the financial statements, transactions in currencies other than the Company's functional currency are recorded at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities that are in a currency other than CAD are translated at the rates prevailing at that date, giving rise to foreign exchange gains and losses in the statement of loss. Non-monetary assets and liabilities are translated at historical rates, being the rate on the date of the transaction. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in this case, the exchange rates at the dates of the transactions are used. Equity transactions are translated using the exchange rate at the date of the transaction.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

c) Cash

The Company considers cash in banks, deposits in transit, and highly liquid term deposits with original maturities of three months or less to be cash. Because of the short maturity of these instruments, the carrying amounts approximate their fair value. Restricted cash, if any, is excluded from cash and cash equivalents and is included in long-term assets.

d) Mineral property acquisition costs and exploration and development expenditures

Mineral property acquisition costs are capitalized until the viability of the mineral interest is determined. Capitalized amounts may be written down if future cash flows, including potential sales proceeds, related to the property are estimated to be less than the carrying value of the property.

The Company's policy is to expense, as incurred, due diligence and mineral property assessment expenditures, and upon successful acquisition of a mineral property, exploration and evaluation expenditures incurred until the mineral property reaches the development stage.

e) Income taxes

The Company uses the statement of financial position method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred income tax assets also result from unused loss carry forwards, resource related pools and other deductions. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is not probable that the related tax benefit will be realized.

f) Resource tax credits

The Company recognizes resource tax credit amounts when the Company's application for such credits is approved by the relevant jurisdiction or when the amount to be received can be reasonably estimated and collection is reasonably assured. Resource tax credit amounts are accounted for as a credit to exploration and evaluation expenditures in the statement of loss.

g) Loss per share

Loss per share is calculated by dividing the net loss available to common shareholders by the weighted average number of the Company's common shares outstanding during the reporting period. The calculation of diluted earnings per share assumes that outstanding options and warrants (if any) are exercised and the proceeds are used to repurchase shares at the average market price of the shares for the period. The effect is to increase the number of shares used to calculate diluted earnings per share relative to basic earnings per share and is only recognized when the effect is dilutive.

h) Financial assets and liabilities

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

<u>Classification</u>

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

h) Financial assets and liabilities (continued)

The Company classifies its financial instruments as follows:

Financial assets/liabilities	
Cash	Amortized cost
Payables and accrued liabilities	Amortized cost

Measurement

Financial assets and liabilities at amortized cost

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

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of 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 the statement of loss in the period in which they arise.

Financial assets and liabilities at FVOCI

Financial assets carried at FVOCI are initially recorded at fair value. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in the statement of loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of 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.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss.

i) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in private placements to be the more easily measurable component of unit offerings and the common shares are valued at their fair value. The balance, if any, is allocated to any attached warrants or other features. Any fair value attributed to warrants is recorded as contributed surplus.

(Expressed in Canadian dollars)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j) Accounting policies not yet adopted

On January 23, 2020, the IASB issued amendments to IAS 1, *Presentation of Financial Statements*, to clarify the classification of liabilities as current or non-current. On July 15, 2020, the IASB issued an amendment to defer the effective date by one year. For the purposes of non-current classification, the amendments removed the requirement for a right to defer settlement or roll over of a liability for at least twelve months to be unconditional. Instead, such a right must have substance and exist at the end of the reporting period. The amendments also clarify how a company classifies a liability that includes a counterparty conversion option. The amendments state that: - settlement of a liability includes transferring a company's own equity instruments to the counterparty, and - when classifying liabilities as current or non-current a company can ignore only those conversion options that are recognized as equity. The amendments are effective for annual periods beginning on or after January 1, 2023. Early adoption is permitted.

The Company is currently assessing the impact of the standard on the financial statements.

4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and expenses at the date of the financial statements and the reported amounts of expenses during the reporting period. The Company bases its estimates and assumptions on current facts, limited historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

i. Going concern

The assumption that the Company will be able to continue as a going concern is subject to critical judgments by management with respect to assumptions surrounding the short and long-term operating budget, expected profitability, investing and financing activities and management's strategic planning. Should those judgments prove to be inaccurate, management's continued use of the going concern assumption could be inappropriate.

No significant assumptions and estimates have been made at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based this determination on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

5. PAYABLES AND ACCRUED LIABILITIES

		As at December 31, 2021
Accrued liabilities	$	5,007
	$	5,007

Payables and accrued liabilities are non-interest bearing and are normally settled on 30-day terms.

(Expressed in Canadian dollars)

6. SHARE CAPITAL

Authorized

The Company is authorized to issue an unlimited number of common shares without par value.

Issued

i) Founding private placement

On October 26, 2021, the Company completed a non-brokered private placement, issuing in aggregate 3,499,998 Shares at a price of $0.005 per Share for gross proceeds of $17,500. There were no associated share issue costs.

ii) Seed financing

On December 1, 2021, the Company completed a non-brokered private placement of 8,979,999 units ("Units") at a price of $0.02 per Unit for gross proceeds of $179,600, with each unit comprising one common share and one common share purchase warrant ("Warrant"). Each Warrant issued in the seed financing is exercisable into one common share for a period of two years at an exercise price of $0.10. There was no value ascribed to the warrants. There were no associated share issue costs.

Basic and diluted loss per common share

There were no in the money dilutive securities outstanding as at December 31, 2021.

Loss per share is calculated as follows:

		Period from Incorporation on October 26, 2021 to December 31, 2021
Loss attributable to shareholders	$	5,016
Basic and diluted weighted average number of shares outstanding		7,581,816
Loss per Share	$	0.00

Special Warrants

Subsequent to December 31, 2021, the Company issued 2,303,000 special warrants ("Special Warrants") pursuant to two private placement financings. Each Special Warrant is convertible into one common share and one warrant (see Notes 12(b) and 12(d)).

Warrants

A summary of the changes in the Company's warrants is as follows:

	Number of Warrants	Weighted-average exercise price
Balance, October 25, 2021	-	$ -
Issued	8,979,999	0.10
Balance, December 31, 2021	8,979,999	**$ 0.10**

As of December 31, 2021, the following warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date
8,979,999	$ 0.10	December 1, 2023
8,979,999		

As of December 31, 2021, the weighted-average remaining life of the outstanding warrants was 1.92 years.

(Expressed in Canadian dollars)

7. RELATED PARTY TRANSACTIONS

As at December 31, 2021, the Company's related parties include its officers and directors.

No amount was paid by the Company to any members of the board, the President and Chief Executive Officer, or the Chief Financial Officer as compensation or consulting fees for the period ended December 31, 2021.

Private Placement financings

Directors and officers of the Company purchased an aggregate of 120,000 common shares, and 60,000 warrants in private placements completed through December 31, 2021 ($1,500) (Notes 6(i) and 6(ii)).

Subsequent to December 31, 2021, an aggregate of 60,000 Special Warrants were purchased by directors and officers of the Company ($3,000) (Notes 12(b) and 12(d)).

8. INCOME TAXES

a) Provision for income taxes:

A reconciliation of income taxes at statutory rates is as follows:

	December 31, 2021
	$
Loss before income taxes	(5,016)
Combined federal and provincial income tax rate	27%
Expected income tax recovery	(1,354)
Benefit not recognized and other	1,354
Income tax expense	-

b) Deferred income taxes are provided as a result of temporary differences that arise due to differences between the income tax values and the carrying amounts of assets and liabilities. Deferred tax assets have not been recognized in respect of the following temporary difference:

	December 31, 2021
	$
Non-capital losses carried forward	5,016
Total temporary differences	**5,016**

There are no income taxes owed by the Company at December 31, 2021.

As at December 31, 2021, the Company had available for deduction against future taxable income in Canada, non-capital losses of approximately $5,016, expiring in 2041.

9. SEGMENT INFORMATION

Reportable segments are those operations whose operating results are reviewed by the chief operating decision maker, being the individual at the Company making decisions about resources to be allocated to a particular segment, and assessing performance provided those operations pass certain quantitative thresholds.

The Company undertakes administrative activities in Canada, and is engaged in the acquisition, and potential exploration, and evaluation of mineral property interests. The Company's operations are in one geographic and only one commercial segments.

The net loss for the period from incorporation on October 26, 2021 to December 31, 2021, and the total assets attributable to the geographical locations, as at December 31, 2021, relate only to operations in Canada.

10. FINANCIAL RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Company's financial instruments consist of cash and payables and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from its financial instruments. The fair values of these financial instruments approximate their carrying values unless otherwise noted.

The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk
The financial instrument which potentially subjects the Company to concentration of credit risk is cash. As at December 31, 2021, the balance of cash held on deposit was $197,091. The Company has not experienced any losses in such amounts and believes it is not exposed to any significant risks on its cash in bank accounts.

Liquidity Risk
Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages its capital in order to meet short term business requirements, after taking into account cash flows from operations, expected capital expenditures and the Company's holdings of cash. In the long term, the Company may have to issue additional shares to ensure there is sufficient capital to meet long term objectives.

The Company's financial liabilities of payables and accrued liabilities are payable without repayment terms and are to be funded from cash provided by private placement financings.

11. MANAGEMENT OF CAPITAL RISK

The Company relies upon management to manage capital in order to accomplish the objectives of safeguarding the Company's ability to continue as a going concern in order to pursue closing of the Go Public Transactions (Note 12) and maintain a capital structure which optimizes the costs of capital at an acceptable risk. The Company's current capital consists of equity funding through private issuances of common shares. As the Company is currently in the exploration phase none of its financial instruments are exposed to commodity price risk; however, the Company's ability to obtain long-term financing and its economic viability may be affected by commodity price volatility. To facilitate the management of its capital requirements, the Company expects to undertake an annual budget process that will be updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

12. SUBSEQUENT EVENTS

a) Amalgamation

The Company entered into an amalgamation agreement dated January 10, 2022 (the "Amalgamation Agreement") with Chara Capital Corp. ("Chara"), and 1341715 B.C. Ltd., a wholly-owned subsidiary of the Company incorporated subsequent to year-end (the "Subsidiary"). Pursuant to the Amalgamation Agreement, Chara and the Subsidiary amalgamated (the "Amalgamation") to form 1342683 B.C. Ltd. (the "Amalco").

The Company issued the following consideration with the following effect:

- One common share of the Company in exchange for each of the 187,500 Class B common shares of Chara issued and outstanding at the time of the Amalgamation; and
- One common share of the Company in exchange for each of the 12,500 Class A common shares of Chara issued and outstanding at the time of the Amalgamation.

Pursuant to the Amalgamation, the one common share in the capital of the Subsidiary was cancelled and replaced by one common share in the capital of the Amalco. The Amalgamation took effect January 13, 2022.

Following the completion of the Amalgamation, there were 12,679,997 common shares issued and outstanding.

(Expressed in Canadian dollars)

12. SUBSEQUENT EVENTS (CONTINUED)

b) Private Placement financing - January 2022 Special Warrants

On January 20, 2022, pursuant to a private placement, the Company issued 1,479,979 Special Warrants at a price of $0.05 per Special Warrant, for aggregate gross proceeds of $73,999 (the "January Special Warrants"). Each January Special Warrant will, upon exercise thereof, entitle the holder to receive one common share and one Warrant. The January Special Warrants shall be deemed to have been exercised, for no additional consideration, upon the earlier of:

- the date that is 18-months after issuance; or
- the fifth business day after the date on which the Company obtains a receipt from the applicable securities commission(s) in Canada for a final prospectus qualifying the distribution of the common shares and warrants upon the exercise or deemed exercise of the January Special Warrants (the "Go Public Transaction").

Each Warrant will be exercisable into a common share for a period of two years at an exercise price of $0.10.

c) The Option Agreement

On January 27, 2022, the Company entered into an Option Agreement with 1218802 B.C. Ltd. (the "Optionor"), whereby the Company can acquire a 75% interest in certain mining claims making up the McKinney Property ("McKinney").

To acquire the 75%, the Company must pay and/or issue to the Optionor the following:

Cash Payments		
• within five days of the effective date of the Option Agreement:	$	17,500 (paid)
• upon completion of the Go Public Transaction:		45,000
• on the 12-month anniversary of the Go Public Transaction:		50,000
• on the 24-month anniversary of the Go Public Transaction:		75,000
• on the 36-month anniversary date of the Go Public Transaction:		100,000
	$	287,500

Common Share Issuances	
• on the 12-month anniversary of the Go Public Transaction	250,000 Scout Shares
• on the 24-month anniversary of the Go Public Transaction	350,000 Scout Shares
• on the 36-month anniversary date of the Go Public Transaction	500,000 Scout Shares
	1,100,000 Scout Shares

Satisfaction of the Option Agreement also requires the Company to incur a minimum of $100,000 of exploration expenditures on McKinney on or before the 12-month anniversary of the Go Public Transaction; and a further $400,000 of exploration expenditures on or before the 36-month anniversary of the Go Public Transaction. Cash payments in lieu of a shortfall in exploration expenditures for a given period may be made by the Company to the Optionor.

Upon satisfaction of the Option Agreement, the Optionor will retain a 2.0% net smelter return royalty interest ("NSR") on the property, of which the Company will have the right at any time, to repurchase half (or 1.0%), for $1,000,000.

As of December 31, 2021, the Company has not deferred any amount relating to the acquisition of McKinney or any other mineral property interests

12. SUBSEQUENT EVENTS (CONTINUED)

d) Private Placement financing - February 2022 Special Warrants

On February 15, 2022, pursuant to a private placement, the Company issued 823,021 Special Warrants at a price of $0.10 per Special Warrant, for aggregate gross proceeds of $82,302 (the "February Special Warrants"). Each February Special Warrant will, upon exercise thereof, entitle the holder to receive one common share and one Warrant. The February Special Warrants shall be deemed to have been exercised, for no additional consideration, upon the earlier of:

- the date that is 18-months after issuance; or
- the fifth business day after the date on which the Company completes the Go Public Transaction.

Each Warrant will be exercisable into a common share for a period of two years at an exercise price of $0.15.

e) Award of Stock Options

On February 15, 2022, the Company awarded 50,000 stock options to certain directors of the Company. Each stock option has a 2 year term from the date of the award and is exercisable at a price of $0.10 per common share.

Scout Minerals Corp.
(an exploration-stage company)

Management Discussion and Analysis
For the period from incorporation on October 26, 2021 to December 31, 2021

This Management's Discussion and Analysis ("MD&A") is dated as of March [•], 2022 and should be read in conjunction with the audited financial statements of Scout Minerals Corp. (the "Company", or "Scout", or "We", or "Our", or "Us") for the period from incorporation on October 26, 2021 to December 31, 2021, and the related notes thereto (together, the "Financial Statements") which are attached as Appendix "B" to the Company's prospectus, dated March [•], 2022 (the "Prospectus"). The Financial Statements have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board.

This MD&A contains forward-looking statements that involve numerous risks and uncertainties. The Company continually seeks to minimize its exposure to business risks, but by the nature of its business and exploration activities and size, will always have some risk. These risks are not always quantifiable due to their uncertain nature. Should one or more of these risks and uncertainties, or those described under the heading "*Risk Factors*" in the Prospectus, and those set forth in this MD&A under the heading "*Industry and Economic Factors that May Affect our Business"* materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in forward-looking statements.

Our reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars unless otherwise stated.

Overall performance, business to date, and proposed transaction

Scout was incorporated on October 26, 2021, under the Business Corporations Act (British Columbia). The Company's sole business focus to date has been to acquire mineral property interests for the purposes of exploration and development.

Financing the business

Since incorporation on October 26, 2021, the Company has raised a total of $353,401 by issuances of the Company's common shares ("Scout Shares") to finance the commencement of operations, the planned mineral property acquisition (see Asset Acquisition in this MD&A), and the planned qualification, distribution and listing of the Scout Shares and Scout Share purchase warrants ("Warrant") (the "Go Public Transaction") on the Canadian Securities Exchange (the "CSE"). The Company is fully financed to support its near-term planned business objectives as a result of these initial financings.

The Amalgamation

The Company entered into an amalgamation agreement dated January 10, 2022 (the "Amalgamation Agreement") with Chara Capital Corp. ("Chara"), and 1341715 B.C. Ltd., a wholly-owned subsidiary of the Company incorporated subsequent to year-end ("Subco"). Pursuant to the Amalgamation Agreement, Chara, and Subco amalgamated (the "Amalgamation") to form 1342683 B.C. Ltd. ("Amalco")

The Company issued the following consideration with the following effect:

- One Scout Share in exchange for each of the 187,500 Class B common shares of Chara issued and outstanding at the time of the Amalgamation; and

- One Scout Share in exchange for each of the 12,500 Class A common shares of Chara issued and outstanding at the time of the Amalgamation.

Pursuant to the Amalgamation, the one common share in the capital of Subco was cancelled and replaced by one common share in the capital of Amalco. The Amalgamation took effect January 13, 2022.

Following the completion of the Amalgamation there were 12,679,997 Scout Shares issued and outstanding.

The "Property Option"

The Company secured an option to earn-in to an undivided 75% interest in the North McKinney exploration property ("McKinney") located in the Osoyoos Mining Division, British Columbia, pursuant to a property option agreement (the "Option Agreement"), dated January 27, 2022.

Pursuant to the Option Agreement, Scout can acquire 75% of McKinney from 1218802 B.C. Ltd. (the "Optionor"), by paying the Optionor the following:

Cash Payments

• Within five days of the effective date of the Option Agreement:	$	17,500
• upon completion of the Go Public Transaction:	$	45,000
• on the 12-month anniversary of the Listing:	$	50,000
• on the 24-month anniversary of the Listing:	$	75,000
• on the 36-month anniversary date of the Listing:	$	100,000

Share Payments

• on the 12-month anniversary of the Go Public Transaction	250,000 Scout Shares
• on the 24-month anniversary of the Go Public Transaction	350,000 Scout Shares
• on the 36-month anniversary date of the Go Public Transaction	500,000 Scout Shares

Satisfaction of the Property Option also requires Scout to incur a minimum of $100,000 of exploration expenditures on McKinney on or before the 12-month anniversary of the Go Public Transaction; and a further $400,000 of exploration expenditures on or before the 36-month anniversary of the Go Public Transaction (the "Expenditure Obligation").

The Optionor was also granted the first right of refusal to conduct the required exploration work on behalf of Scout, provided that the Optionor (a) is qualified to do such work, (b) is able to conduct the exploration work in the timeframe required by the Company, and (c) charges reasonable standard rates comparable to other professionals who have similar experience and qualifications and experience with properties similar to McKinney. Cash payments in lieu of a shortfall in exploration expenditures for a given period may be made by Scout to the Optionor.

Upon satisfaction of the Property Option, the Optionor will retain a 2% net smelter returns royalty interest ("NSR") on the Project, 1% of which can be repurchased by Scout for $1,000,000 prior to a production decision

As of December 31, 2021, the Company has not deferred any amount relating to the acquisition of McKinney or any other mineral property interests.

The Go-Public Transaction

On March [•], 2022, the Company filed the Prospectus to qualify the distribution of 2,303,000 units ("Units") of Scout, issuable for no additional consideration upon the exercise of those previously-issued Special Warrants of the Company. Each Unit comprising one Scout Share and one Warrant.

The Company has applied to list the Scout Shares on the Canadian Securities Exchange (the "CSE"); listing on the CSE is subject to the Company fulfilling all of the listing requirements and conditions of the CSE. As at the date of this MD&A, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities.

Outlook

In March 2020 the World Health Organization declared coronavirus COVID-19 ("coronavirus") a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The impact on the Company is not currently determinable but management continues to monitor the situation.

The Company is engaged in the acquisition, exploration and development of mineral properties in Canada and is currently focused on exploration at McKinney. Its current focus is to conduct the proposed exploration program for McKinney as more particularly set out in the "Technical Summary Report North McKinney Property, Greenwood Mining Division, British Columbia, Canada", prepared for the Company by Ken MacDonald, P.Geo, effective February 4, 2022 (the "Technical Report"), along with continuing to identify and potentially acquire additional property interests, assess their potential and engage in exploration activities. As of the date of this MD&A, Scout has approximately $330,875 in working capital available; the Company has commenced exploration activities at the McKinney and, expects to begin incurring expenditures toward satisfaction of the Expenditure Obligation shortly after acceptance of the Prospectus.

Mineral Property Interest

Pursuant to the Property Option, Scout holds an option to purchase a 75% right, title, and interest in the North McKinney exploration property, subject to a 2% net smelter royalty payable to the Optionor.

McKinney is located on the southeast slope of Mt. Baldy in southern British Columbia, approximately 25 kilometres northeast of the town of Osoyoos, British Columbia, and directly north of the past-producing Caribou-Amelia mine at the Camp McKinney camp (the "McKinney camp").

McKinney covers a geological setting that is considered prospective for polymetallic vein mineralization similar to known gold-bearing mesothermal veins first discovered at the McKinney camp. Historical and more recent exploration campaigns have yet to fully evaluate the potential of the known mineralization discovered to date.

McKinney is accessible by a series of all-weather gravel logging roads that bring access both to the west and east sides. The Property is composed of five mineral claims totalling approximately 1,289 hectares.

The North McKinney exploration property is an early-stage exploration property and does not contain any mineral resource estimates as defined by National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101"). There has been insufficient exploration to define a mineral resource estimate at McKinney. It is uncertain if further exploration will result in targets at McKinney being delineated as a mineral resource.

Additional information about McKinney is summarized in the Prospectus to which this MD&A is appended, and the Technical Report, and can be viewed under Scout's issuer profile on SEDAR at www.sedar.com.

Selected Annual Information

Management is responsible for the Financial Statements referred to in this MD&A, and provides officers' disclosure certifications filed with the Canadian provincial securities commissions. The Board of Directors of Scout approved the Financial Statements and this MD&A.

Our significant accounting policies are presented in Note 3 of the Financial Statements; we followed these accounting policies consistently throughout the period. Details of new accounting standards issued but not yet effective are also found in Note 3 of the Financial Statements. Preliminary internal discussions have begun in order to evaluate the consequences of the new pronouncements, but the full impact has yet to be assessed.

Management has determined that Scout has a Canadian dollar functional currency because the Company raises its financing and incurs head office expenses primarily in Canadian dollars. The Company's presentation currency for the Financial Statements is also Canadian dollars.

The Company currently operates in only one segment – the acquisition of mineral exploration properties.

The following table sets forth selected financial information with respect to Scout as at each of the noted periods ended, which information has been derived from and should be read in conjunction with the Financial Statements.

		Period from incorporation on October 26, 2021 to December 31, 2021
Statement of Loss and Comprehensive Loss		
Total revenue	$	-nil
Total loss before taxes	$	5,016
Income tax expense	$	-nil
Loss for the period	$	5,016
Loss per share, basic & diluted	$	-nil
Statement of Financial Position		
Current assets	$	197,091
Total assets	$	197,091
Total current liabilities	$	5,007
Total liabilities	$	5,007
Shareholders' deficit	$	5,016
Number of Scout Shares outstanding		12,479,997
Cash dividend declared per common share	$	-nil

Because the Company is in the exploration stage, it did not earn any significant revenue, and will not for the foreseeable future. Following completion of the Company's Go Public Transaction, Scout's strategic efforts and expenditures are expected to become increasingly focused on exploration activities, resulting in an increase in cash outflows.

Discussion of Operations

Scout entered into a limited number of transactions, incurring de minimis administrative fees ($5,016) in the period through December 31, 2021. Expenses include audit fees and administrative charges to set up the Company's banking account.

Financial Position

The Company's assets include only the balance of cash raised from the initial subscriptions for Scout Shares and Units shortly after incorporation.

Currently liabilities are comprised of payables and accruals at December 31, 2021 relating to audit fees for the period.

Cash Flows

The Company is still considered to be in the exploration and development stage and as such does not earn any significant revenue.

Total cash used in operating activities was $9 during the period ended December 31, 2021, as there were no amounts paid during the brief period since incorporation.

Total cash flows provided by financing activities was $197,100 during the period ended December 31, 2021. See discussion under heading "*Equity Issuances and Outstanding Share Data*", in this MD&A.

Liquidity and Capital Resources

Scout has no source of revenue, income or cash flow. It has been, through to the date of this MD&A, wholly dependent upon a limited group of shareholders for the advance of funds through the sale of Scout Shares to finance its business.

At December 31, 2021, Scout had limited cash reserves, $197,091 in share capital, and a working capital balance of $192,084. The closing of the Special Warrant financings in the period subsequent to December 31, 2021, provides Scout with sufficient cash to satisfy the working capital requirements, complete its the Go Public Transaction, and undertake the beginning of planned exploration at McKinney.

Contractual Obligations

Completion of the Property Option includes satisfaction of the Go Public Transaction, and making certain cash and share payments over time. Although these payments are optional, and at the election of the Company, they are required in order to keep the Option Agreement in good standing.

Transactions with Related Parties

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

As at December 31, 2021, the Company's related parties include (i) its officers and directors.

No amount was paid by the Company to any members of the board, the President and Chief Executive Officer, or the Chief Financial Officer as compensation or consulting fees for the period ended December 31, 2021.

Private Placement financings

Directors and officers of the Company purchased an aggregate of 120,000 Shares, and 60,000 Warrants in private placements completed through December 31, 2021 ($1,500).

Subsequent to December 31, 2021, an aggregate of 60,000 Special Warrants were purchased by directors and officers of the Company ($3,000).

Equity Issuances and Outstanding Share Data

As of December 31, 2021, Scout has one class of outstanding common shares, without par value. There were 12,479,997 Scout Shares and 8,979,999 Warrants issued and outstanding as at December 31, 2021, and as at the date of this MD&A. As at the date of this MD&A there were also 2,303,000 Special Warrants of the Company, convertible to Units comprising Scout Shares and Warrants, as described below. There were nil stock options issued at December 31, 2021; and 50,000 stock options outstanding as at the date of this MD&A pursuant to the Company's stock option plan on February 15, 2022.

On October 26, 2021, Scout issued 3,499,998 Scout Shares at a price of $0.005 per Scout Share for gross proceeds of $17,500 pursuant to a private placement (the "Founding Private Placement").

On December 1, 2021, the Company completed a non-brokered private placement of 8,979,999 units ("Units") at a price of $0.02 per Unit for gross proceeds of $179,600 (the "December financing"), with each unit comprising one Scout Share and one Scout Share purchase warrant ("Warrant"). Each Warrant issued in the December financing is exercisable into a Scout Share for a period of two years at an exercise price of $0.10.

On January 20, 2022, Scout issued 1,479,979 special warrants ("January Special Warrants") each of which is convertible into one Scout Share and one Warrant at a price of $0.05 per January Special Warrant for gross proceeds of $73,999 pursuant to a private placement. The January Special Warrants shall be deemed to have been exercised upon the earlier of the date that is 18-months after issuance, and the fifth business day after the date on which Scout obtains a receipt from the applicable securities commission(s) in Canada for a final prospectus qualifying the distribution of the Shares and Warrants (the "Go Public Receipt"). Each Warrant will be exercisable into Scout Share for a period of two years at an exercise price of $0.10.

On February 15, 2022, Scout issued 823,021 special warrants (the "February Special Warrants") at a price of $0.10 per February Special Warrant for gross proceeds of $82,302 pursuant to a private placement. Each February Special Warrant will, upon exercise thereof, entitle the holder to receive one Scout Share and one Warrant. The February Special Warrants shall be deemed to have been exercised upon the earlier of the date that is 18-months after issuance, and the fifth business day after the date on which Scout obtains the Go Public Receipt. Each Warrant will be exercisable into a Scout Share for a period of two years at an exercise price of $0.15.

Summary of Quarterly Results and Fourth Quarter (unaudited)

See in this MD&A under headings "*Discussion of Operations*", and "*Financial Position*". There are no comparative periods as the Company was only established during the final quarter of 2021.

Off Balance Sheet Arrangements and Legal Matters

Scout has no off-balance sheet arrangements, and there are no outstanding legal matters of which management is aware.

Critical Accounting Estimates

The preparation of the Financial Statements in conformity with IFRS requires management to make judgements, estimates, and assumptions that affect the reported amounts of assets, liabilities at each period end, and the reported amounts of expenses during the respective reporting periods. Factors that could affect these estimates are discussed in the Prospectus, under the heading, "Risk Factors".

The Company bases its estimates and assumptions on current facts, limited historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

No significant assumptions and estimates have been made at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based this determination on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Financial Instruments and Other Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and Scout has transferred substantially all risks and rewards of ownership.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously

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

At initial recognition, the Company has classified its financial instruments in the following categories depending on the purpose for which the instruments were acquired:

Financial assets and liabilities at amortized cost

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

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of 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 the statement of loss in the period in which they arise.

Financial assets and liabilities at FVOCI

Financial assets carried at FVOCI are initially recorded at fair value. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in the statement of loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.

At each reporting date, management assesses whether there is objective evidence that a financial asset is impaired. If such evidence exists, the Company recognizes an impairment loss.

The Company classifies its financial instruments as follows:

Financial assets/liabilities	
Cash	Amortized cost
Payables and accrued liabilities	Amortized cost

Risks Associated with Financial Instruments

Scout is exposed in varying degrees to a variety of financial instrument related risks. The Company's Board of Directors provides oversight of our risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

The financial instrument which potentially subjects the Company to concentration of credit risk is cash. As at December 31, 2021, the balance of cash held on deposit was $197,091. The Company has not experienced any losses in such amounts and believes it is not exposed to any significant risks on its cash in bank accounts.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages its capital in order to meet short term business requirements, after taking into account cash flows from operations, expected capital expenditures and the Company's holdings of cash. In the long term, the Company may have to issue additional shares to ensure there is sufficient capital to meet long term objectives.

The Company's financial liabilities of payables and accrued liabilities are payable without repayment terms and are to be funded from cash provided by private placement financings.

Changes in Accounting Policies and New Accounting Pronouncements

For information on the Company's accounting policies and a summary of new accounting pronouncements, please refer to our disclosures in our Financial Statements at Note 3.

Industry and Economic Factors that May Affect our Business

Economic and industry risk factors that may affect our business, in particular those that could affect our liquidity and capital resources, are outlined under the heading "*Risk Factors*" in the Prospectus to which this MD&A is appended. In particular, there are ongoing significant uncertainties in capital markets impacting the availability of equity financing for the purposes of mineral exploration and development. There are also significant uncertainties relating to the global economy, risks and uncertainty relating to the impact of coronavirus; increased volatility in the prices of gold, copper, other precious and base metals and other minerals, which impact our business, our ability to satisfy the various conditions precedent to satisfying and completing the Property Option, and potentially our ability to remain a going concern. Difficulty in accessing capital on favourable terms may also limit the Company's ability to acquire and subsequently explore other mineral property interests.

Proposed Transactions

As is typical of the mineral exploration and development industry, in addition to those agreements and transactions detailed in this MD&A and the Prospectus, we continually review potential merger, acquisition, investment, and joint venture transactions, and opportunities that could enhance shareholder value. There is no guarantee that any contemplated transaction will be concluded.

While we remain focused on satisfying the earn-in on McKinney, should we enter into agreements in the future on new properties, we may be required to make cash payments and complete work expenditure commitments under those agreements which would change our planned expenditures.

Subsequent Events Not Otherwise Described Herein

With the exception of transactions and activities described in this MD&A, there were no subsequent events.

Scientific and Technical Disclosure

The written disclosure of technical information in the MD&A has been derived from the Technical Report. Jordan Lewis, P.Geo.is a qualified person for the purposes of NI 43-101, reviewed and approved the scientific and technical information contained in this MD&A.

APPENDIX C

AUDIT COMMITTEE CHARTER

SCOUT MINERALS CORP.

AUDIT COMMITTEE CHARTER

ARTICLE 1
PURPOSE

1.1 The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Scout Minerals Corp. (the "**Company**") shall assist the Board in fulfilling its financial oversight responsibilities. The overall purpose of the Committee is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. In performing its duties, the Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each member of the Committee will obtain an understanding of the responsibilities of the Committee membership as well as the Company's business, its operations and related risks.

ARTICLE 2
COMPOSITION, PROCEDURE, AND ORGANIZATION

2.1 The Committee shall consist of at least three members of the Board, the majority of whom are not officers or employees of the Company or of an affiliate of the Company.

2.2 All members of the Committee shall be financially literate as defined in NI 52-110 – *Audit Committees* or any successor policy.

2.3 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

2.4 Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.

2.5 The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

2.6 The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

2.7 Meetings of the Committee shall be conducted as follows:

(a) the Committee shall meet at least four times annually at such times and at such locations as maybe requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;

(b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and

(c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

2.8 The external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

ARTICLE 3
ROLES AND RESPONSIBILITIES

3.1 The overall duties and responsibilities of the Committee shall be as follows:

(a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and interim consolidated financial statements and related financial disclosure;

(b) to establish and maintain a direct line of communication with the Company's external auditors and assess their performance;

(c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and

(d) to report regularly to the Board on the fulfilment of its duties and responsibilities.

3.2 The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

(a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;

(b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

(c) review the audit plan of the external auditors prior to the commencement of the audit;

(d) to review with the external auditors, upon completion of their audit:

(i) contents of their report;

(ii) scope and quality of the audit work performed;

(iii) adequacy of the Company's financial and auditing personnel;

(iv) co-operation received from the Company's personnel during the audit;

(v) internal resources used;

(vi) significant transactions outside of the normal business of the Company;

(vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and

(viii) the non-audit services provided by the external auditors;

(e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and

(f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

3.3 The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:

(a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to insurance, accounting, information services and systems and financial controls, management reporting and risk management;

(b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;

(c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and

(d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the external auditors have been implemented.

3.4 The Committee is also charged with the responsibility to:

(a) review and approve the Company's annual and interim financial statements and related Management's Discussion & Analysis ("**MD&A**"), including the impact of unusual items and changes in accounting principles and estimates;

(b) review and approve the financial sections of any of the following disclosed documents prepared by the Company:

(i) the annual report to shareholders;

(ii) the annual information form;

(iii) annual MD&A;

(iv) prospectuses;

(v) news releases discussing financial results of the Company; and

(vi) other public reports of a financial nature requiring approval by the Board,

and report to the Board with respect thereto;

(c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;

(d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;

(e) review and report on the integrity of the Company's consolidated financial statements;

(f) review the minutes of any audit committee meeting of subsidiary companies;

(g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;

(h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and

(i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.

3.5 Without limiting the generality of anything in this Charter, the Committee has the authority:

(a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,

(b) to set and pay the compensation for any advisors employed by the Committee, and

(c) to communicate directly with the Auditor.

ARTICLE 4
EFFECTIVE DATE

4.1 This Charter was implemented by the Board on February 15, 2022.

CERTIFICATE OF SCOUT MINERALS CORP.

Dated: March 23, 2022

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

"Jeffrey Wilson"	*"John Wenger"*
Jeffrey Wilson	John Wenger
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Roger Blair"	*"Trevor Nawalkowski"*
Roger Blair	Trevor Nawalkowski
Director	Director

CERTIFICATE OF THE PROMOTER

Dated: March 23, 2022

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

"Jeffrey Wilson"
Jeffrey Wilson