

A copy of this amended and restated preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of Canada (except Québec), but has not yet become final for the purposes of the sale of securities. Information contained in this amended and restated preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities in each of the provinces of Canada (except Québec).

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This amended and restated preliminary prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, (the “**U.S. Securities Act**”) and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly in the United States of America, its territories or possessions. See “Plan of Distribution”.*

AMENDED AND RESTATED PRELIMINARY PROSPECTUS
(amending and restating the preliminary prospectus dated April 8, 2022)

INITIAL PUBLIC OFFERING

July 12, 2022

EV VENTURES INC.

OFFERING:
4,000,000 Common Shares
at a price of \$0.10 per Common
Share

This amended and restated preliminary prospectus (the “**Prospectus**”) qualifies the distribution (the “**Offering**”) of 4,000,000 common shares (the “**Offered Shares**”) of EV Ventures Inc. (the “**Company**” or “**EV Ventures**”) at a price of \$0.10 per Offered Share (the “**Offering Price**”), for aggregate gross proceeds of up to \$400,000. The Offering is being completed pursuant to an agency agreement dated [●], 2022 (the “**Agency Agreement**”) between the Company and PI Financial Corp. (the “**Agent**”). The Offered Shares will be offered for sale on a “commercially reasonable efforts basis” in each of the provinces of Canada (except Québec), through the Agent in accordance with the terms of the Agency Agreement. In addition, the Agent may offer the Offered Shares in such offshore jurisdictions outside of Canada and the United States as may be agreed upon by the Company and the Agent, in compliance with local securities laws and in accordance with the Agency Agreement. The Offering Price and the terms of the Offering have been determined by negotiation between the Company and the Agent.

The completion of the Offering is subject to a minimum subscription of 4,000,000 Offered Shares for aggregate gross proceeds of \$400,000. If the minimum subscription is not received by 90 days following the issuance of a receipt for the final Prospectus, unless an amendment is filed and receipted in which case the Offering shall be extended for a further 90 days from receipt of the amendment to the final Prospectus but in any event not more than 180 days from the date of receipt for the final Prospectus, then the Offering will cease and all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent.

| | Price to Public | Agent's Commission ⁽¹⁾ | Proceeds Available to the Company ⁽²⁾ |
|-------------------|-----------------|-----------------------------------|--|
| Per Offered Share | \$0.10 | \$0.007 | \$0.093 |
| Offering | \$400,000 | \$28,000 | \$372,000 |

Notes:

- The Company has agreed to pay the Agent a cash commission (the "**Agent's Commission**") equal to 7% of the gross proceeds from the sale of Offered Shares under the Offering and to grant the Agent non-transferrable broker warrants (the "**Agent's Warrants**"), which will entitle the Agent to purchase that number of Common Shares (as defined herein) of the Company (the "**Agent's Warrant Shares**") equal to 7% of the aggregate number of the Offered Shares sold under the Offering, at a price of \$0.10 per Agent's Warrant Share for a period of 24 months following the Closing Date (as defined herein). This Prospectus qualifies the distribution of the Agent's Warrants to the Agent to the extent that such Agent's Warrants are Qualified Compensation Securities (as defined herein). The Company has also agreed to pay the Agent a corporate finance fee of \$26,250 (including GST) (the "**Corporate Finance Fee**"), payable in cash, of which \$13,125 has been paid as of the date hereof, and issue 200,000 compensation options (the "**Compensation Options**") to the Agent on Closing, with each Compensation Option exercisable for one common share (each, a "**Compensation Option Share**") at a price of \$0.10 per share for a period of 24 months from the Closing Date. This Prospectus qualifies the distribution of the Compensation Options to the Agent to the extent that such Compensation Options are Qualified Compensation Securities (as defined herein). The Company has also agreed to pay the Agent's expenses in connection with the Offering, including legal fees and disbursements and the Agent's reasonable out-of-pocket expenses (the "**Agent's Expenses**") for which the Company has paid a \$10,000 retainer. See "*Plan of Distribution*".
- Before deducting the balance of the expenses of the Company estimated at \$80,000 (including the Agent's Expenses relating to the Offering) and the Corporate Finance Fee. See "*Use of Proceeds*".

No minimum amount of funds must be raised under this Offering. This means that the Company could complete this Offering after raising only a small proportion of the Offering amount set out above.

The following table sets out the securities of the Company issuable to the Agent under this Prospectus:

| Agent's Position | Maximum size or number of securities available ⁽¹⁾ | Exercise period | Exercise price |
|----------------------|---|---------------------------------|--------------------------------------|
| Agent's Warrants | 280,000 | 24 months from the Closing Date | \$0.10 per Agent's Warrant Share |
| Compensation Options | 200,000 | 24 months from the Closing Date | \$0.10 per Compensation Option Share |

Note:

- The Agent's Warrants and Compensation Options are qualified for distribution pursuant to this Prospectus to the extent that such securities are Qualified Compensation Securities (as defined herein). See "Description of Securities Distributed" and "Plan of Distribution" for more information about the Agent's Warrants and Compensation Options.

The Company will apply to list the Common Shares (including the Offered Shares, Agent's Warrant Shares and Compensation Option Shares) on the Canadian Securities Exchange (the "**Exchange**"). Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange. The Exchange has not conditionally approved the listing of the Common Shares on the Exchange and there is no assurance that the Exchange will approve the listing application. Listing of the Common Shares on the Exchange is a condition to closing of the Offering. See "*Plan of Distribution*".

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 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).

Investing in the Offered Shares is speculative, involves significant risks, and should only be made by persons who can afford the total loss of their investment. Prospective investors should carefully review and evaluate certain risk factors contained in this Prospectus before purchasing the Offered Shares. See “Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors”.

There is no market through which the Offered Shares may be sold and purchasers may not be able to resell the Offered Shares purchased under this Prospectus. This may affect the pricing of the Offered Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Offered Shares, and the extent of issuer regulation. See “Risk Factors”.

In connection with the Offering, the Agent may, subject to applicable laws, effect transactions intended to stabilize or maintain the market price for the Common Shares at levels above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See “*Plan of Distribution*”.

Prospective investors should rely only on the information contained in this Prospectus. The Company and the Agent have not authorized anyone to provide prospective investors with information different from that contained in this Prospectus. The Agent is offering to sell and seeking offers to buy the Offered Shares only in jurisdictions where, and to persons to whom, offers and sales are lawfully permitted. The information contained in this Prospectus is accurate only as of the date of this Prospectus or as of the date as otherwise set out herein, regardless of the time of delivery of this Prospectus or any sale of the Offered Shares.

Prospective purchasers are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding or disposing of the Offered Shares.

Subscriptions will be received subject to rejection or allocation in whole or in part and the Agent reserves the right to close the subscription books at any time without notice. The closing of the Offering (the “**Closing**”) is expected to occur on or about [●], 2022 or such other date as the Company and the Agent may agree (the “**Closing Date**”). If the Closing Date does not occur within 90 days from the date of the receipt for the final Prospectus, unless an amendment is filed and receipted, in which case the Offering shall be extended for a further 90 days from the date of the receipt for the amendment to the final Prospectus, but in any event not more than 180 days from the date of the receipt for the final Prospectus, then the Offering will cease and all subscription monies will be returned to purchasers without interest or deduction, unless the purchasers have otherwise instructed the Agent. Except for certain of the Offered Shares which will be issued in physical certificated form, the Offered Shares will be deposited with CDS Clearing and Depository Services Inc. or its nominee (“**CDS**”) in electronic form on the Closing Date through the non-certificated inventory system administered by CDS. A purchaser of Offered Shares will receive only a customer confirmation from the registered dealer from or through which the Offered Shares are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Offered Shares on behalf of owners who have purchased Offered Shares in accordance with the book-based system. See “*Plan of Distribution*”.

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

The head office and registered and records office of the Company is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

Unless otherwise noted, all currency in this Prospectus is stated in Canadian dollars.

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GLOSSARY

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

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| “Aboriginal Peoples” | means “aboriginal peoples of Canada” as such term is defined in section 35(2) of the <i>Constitution Act, 1982</i> ; |
| “Agency Agreement” | has the meaning set out on the face page of this Prospectus; |
| “Agent” | means PI Financial Corp.; |
| “Agent’s Commission” | has the meaning set out on the face page of this Prospectus; |
| “Agent’s Expenses” | has the meaning set out on the face page of this Prospectus; |
| “Agent’s Warrant Shares” | means the Common Shares to be issued to the Agent upon exercise of the Agent’s Warrants; |
| “Agent’s Warrants” | means the share purchase warrants to be granted to the Agent as partial consideration for its services in connection with the Offering as described under the heading “Plan of Distribution”; |
| “Articles” | means the Articles of the Company under the BCBCA; |
| “Author” | means Dave Billard, P.Geol, the author of the Report; |
| “BCBCA” | means the <i>Business Corporations Act</i> (British Columbia); |
| “Bonus” | means, in addition to the Royalty, a bonus of \$1,000,000 paid by the Company to the Vendors upon the publication of a geological report in the form prescribed by NI 43-101, disclosing a measured and indicated resource within the boundaries of the Property of at least 1,000,000 gold equivalent ounces; |
| “CDS” | means CDS Clearing and Depository Services Inc. or its nominee; |
| “Closing” | has the meaning set out on the face page of this Prospectus; |
| “Closing Date” | has the meaning set out on the face page of this Prospectus; |
| “Common Share” | means a common share in the capital of the Company; |
| “Company” or “EV Ventures” | means EV Ventures Inc.; |
| “Compensation Options” | has the meaning set out on the face page of this Prospectus; |
| “Compensation Option Share” | has the meaning set out on the face page of this Prospectus; |
| “Consideration Payment” | has the meaning ascribed thereto under the heading “ <i>Description of the Business – The Property Option Agreement</i> ”; |
| “Consideration Shares” | has the meaning ascribed thereto under the heading “ <i>Description of the Business – The Property Option Agreement</i> ”; |
| “Controlling Individual” | has the meaning ascribed thereto under the heading “ <i>Eligibility for Investment</i> ” in this Prospectus; |
| “Corporate Finance Fee” | has the meaning set out on the face page of this Prospectus; |
| “COVID-19” | means the Coronavirus Disease 2019 (SARS-CoV-2); |
| “Escrow Agent” | means Odyssey Trust Company; |
| “Escrow Agreement” | means the escrow agreement to be entered into between the Company, the Escrow Agent and any Principals of the Company holding more than 1% of the voting rights attached to the Company’s outstanding securities immediately after its initial public offering, at or prior to Closing Date; |

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| “Exchange” | means the Canadian Securities Exchange; |
| “First Nations” | means any Aboriginal Peoples, native, first nation, aboriginal, or other indigenous peoples of Canada; |
| “IFRS” | means International Financial Reporting Standards; |
| “Listing Date” | means the date on which the Common Shares of the Company are first listed for trading on the Exchange; |
| “MD&A” | means the management’s discussion and analysis for the Company for the period from the Company’s incorporation on January 28, 2021 to the year ended December 31, 2021, contained in this Prospectus; |
| “NEO” | means (1) the Chief Executive Officer of the Company; (2) the Chief Financial Officer of the Company; (3) the most highly compensated executive officer of the Company other than the individuals identified in (1) and (2) at the end of the most recently completed financial year, whose total compensation was more than \$150,000 for that financial year; and (4) each individual who would be an NEO under (3) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year; |
| “Newfoundland Option Agreement” | has the meaning ascribed thereto under the heading <i>“Description of the Business – History”</i> in this Prospectus; |
| “NI 43-101” | means National Instrument 43-101 – <i>Standards of Disclosure for Mineral Projects</i> ; |
| “Offered Shares” | has the meaning set out on the face page of this Prospectus; |
| “Offering” | has the meaning set out on the face page of this Prospectus; |
| “Offering Price” | has the meaning set out on the face page of this Prospectus; |
| “Principal” | <p>a principal of the Company is:</p> <ol style="list-style-type: none"> 1. a person or company who acted as a promoter of the Company within two years before this Prospectus; 2. a director or senior officer of the Company or any of its material operating subsidiaries at the time of this Prospectus; 3. a 20% holder – 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 Company’s initial public offering; or 4. a 10% holder – a person or company that: <ol style="list-style-type: none"> (i) holds securities carrying more than 10% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Company’s initial public offering; 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; <p>a company, trust, partnership or other entity more than 50% held by one or more principals will be treated as a principal and a principal’s spouse and their relatives that live at the same address as the principal will also be treated as principals;</p> |

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| “Property” | means the May Lake Mineral property, comprised of two mineral claims, with a combined area of 7451.45 hectares, and which is located in the province of Saskatchewan; |
| “Property Option” | means the option to earn a 100% undivided interest in the Property; |
| “Property Option Agreement” | means the property option agreement dated May 1, 2021, as amended March 29, 2022, between the Vendors, the Underlying Owner, and the Company, pursuant to which the Company has been granted the Property Option; |
| “Prospectus” | means this amended and restated preliminary prospectus and any appendices, schedules or attachments hereto; |
| “Prospectus Receipt” | has the meaning ascribed thereto under the heading <i>“Description of the Business – The Property Option Agreement”</i> ; |
| “Qualified Compensation Securities” | has the meaning ascribed thereto under the heading <i>“Plan of Distribution”</i> ; |
| “Registered Plan” | has the meaning ascribed thereto under the heading <i>“Eligibility for Investment”</i> in this Prospectus; |
| “Report” | means the technical report entitled “NI 43-101 Technical Report on the May Lake Property, Saskatchewan, Canada” with an effective date of July 6, 2021, and prepared for the Company by Dave Billard, P.Geo, independent consulting geologist providing services in accordance with NI 43-101; |
| “Royalty” | means a two percent net smelter returns royalty on commercial production from the Property in favour of, and to be divided equally between, the Vendors; |
| “Securities Commissions” | means the securities commissions in each of the Selling Provinces; |
| “Selling Provinces” | means each of the provinces of Canada (except Québec) in which this Prospectus has been filed and in which the Offered Shares will be offered for sale, as may be agreed upon by the Company and the Agent; |
| “Stock Option Plan” | means the Company’s stock option plan to be adopted on or prior to the Closing Date by the Company’s board of directors and providing for the granting of incentive options to the Company’s directors, officers, employees and consultants; |
| “Subscriber” | means a person that subscribes for Offered Shares under the Offering; |
| “Tax Act” | has the meaning ascribed thereto under the heading <i>“Eligibility for Investment”</i> in this Prospectus; |
| “Underlying Owner” | means Jody Dahrouge, the holder of the two mining claims under the Property Option Agreement; |
| “U.S. Securities Act” | has the meaning set out on the face page of this Prospectus; |
| “United States” or “U.S.” | means the United States of America and any territory or possession thereof, any state of the United States, and the District of Columbia; and |
| “Vendors” | means collectively, DG Resource Management Ltd. and Graydon Kowal. |

GLOSSARY OF TECHNICAL TERMS

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| “Ag” | means the chemical symbol for silver; |
| “Au” | means the chemical symbol for gold; |
| “Cu” | means the chemical symbol for copper; |
| “DDH” | means diamond drillhole; |
| “ha” | means hectare (area); |
| “IP” | means induced polarization (geophysical survey technique); |
| “km” | means kilometre (distance); |
| “m” | means metre (distance); |
| “MARS” | means the Mineral Administration Registry Saskatchewan; |
| “mm” | means millimetre (distance); |
| “ppb” | means parts per billion (measurement); |
| “VTEM” | means Versatile Time Domain Electromagnetic |
| “VMS” | means Volcanogenic Massive Sulphide (base metal deposit type); and |
| “Zn” | means the chemical symbol for zinc. |

ABOUT THIS PROSPECTUS

An investor should rely only on the information contained in this Prospectus and is not entitled to rely on parts of the information contained in this Prospectus to the exclusion of others. The Company and the Agent have not authorized anyone to provide investors with additional or different information. The Company and the Agent take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give readers of this Prospectus. Information contained on, or otherwise accessed through, the Company's website shall not be deemed to be a part of this Prospectus and such information is not incorporated by reference herein.

The Company and the Agent are not offering to sell the Offered Shares in any jurisdictions where the offer or sale of the Offered Shares is not permitted. The information contained in this Prospectus is accurate only as of the date of this Prospectus or as of the date as otherwise set out herein, regardless of the time of delivery of this Prospectus or any sale of the Offered Shares. The business, capital, financial condition, results of operations and prospects of the Company may have changed since those dates. The Company does not undertake to update the information contained herein, except as required by applicable Canadian securities laws. Investors are required to inform themselves about, and to observe any restrictions relating to, the Offering and the possession or distribution of this Prospectus.

Unless otherwise noted or the context otherwise requires: (i) information contained in this Prospectus assumes that the Offering has been completed; and (ii) all references in this Prospectus to the "**Company**" or "**EV Ventures**" refer to EV Ventures Inc.

Certain other terms used in this Prospectus are defined under "*Glossary*" and "*Glossary of Technical Terms*".

This Prospectus shall not be used by anyone for any purpose, other than in connection with the Offering.

CURRENCY

In this Prospectus, all references to "\$" are to Canadian dollars.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact relating to the Company, certain statements in this Prospectus may constitute forward-looking information or financial outlooks (collectively, "forward-looking information" or "forward-looking statements") within the meaning of Canadian securities laws. Forward-looking information may relate to this Prospectus, the Company's future outlook and anticipated events or results and, in some cases, can be identified by terminology such as "may", "will", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue" or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to: the business and future activities of, and developments related to, the Company after the date of this Prospectus; the Company's future outlook; the Offering; the closing of the Offering, including the Closing Date thereof; the issuance of the Offered Shares pursuant to the Offering; the listing of the Common Shares, and the Offered Shares on the Exchange; the information under the heading "*Use of Proceeds*"; future growth potential and performance of the Company; future exploration and development activities and expenditures; magnitude or quality of mineral deposits; anticipated advancement of mineral properties and programs; method for funding exploration and development activities; expectations regarding the ability to raise capital; the impact of COVID-19 on the Company; future exploration prospects; ability to obtain and maintain all applicable licenses and permits for proposed activities; commodity prices and exchange rates; treatment under governmental regulatory regimes; status of assets; and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable.

Forward-looking statements are necessarily based upon a number of factors and assumptions that, if untrue, could cause actual results, performance or achievements to be materially different from future

results, performance or achievements expressed or implied by such statements. Forward-looking statements are based upon a number of estimates and assumptions that, while considered reasonable by the Company at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause the Company's actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the material factors or assumptions used to develop forward-looking statements include, without limitation: general economic conditions in Canada and globally; the future precious and base metals; anticipated costs and the Company's ability to fund its programs; the Company's ability to carry on exploration and development activities; development of the COVID-19 pandemic and the impact of COVID-19 on the Company; the timing and results of exploration and drilling programs; the discovery of mineral resources on the Company's mineral properties; the timely receipt of required approvals and permits, including those approvals and permits required for successful project permitting, construction and operation of projects; governmental regulation of the mining industry, including environmental regulation; the costs of exploration and development expenditures; the Company's ability to operate in a safe, efficient and effective manner; the potential impact of natural disasters; and the Company's ability to obtain financing as and when required and on reasonable terms.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Certain important factors that could cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others: access to additional capital; net proceeds of the Offering may be reallocated; volatility in the market price of the Company's securities; stock market volatility; availability of capital on acceptable terms; future sales of the Company's securities; dilution of shareholder's holdings; negative operating cash flow; failure to obtain required regulatory and stock exchange approvals with respect to the Offering or the listing of the Common Shares or the Offered Shares; uncertainty and variations in the estimation of mineral resources; health, safety and environmental risks; liabilities inherent in the mining industry; geological, technical and drilling problems; impact of the COVID-19 global pandemic; success of exploration, development and operations activities; delays in obtaining or failure to obtain governmental permits, or non-compliance with permits; impact of government regulation, including environmental regulation; delays in getting access from surface rights owners; the fluctuating price of base and precious metals; assessments by taxation authorities; uncertainties related to title to mineral properties; and the Company's ability to identify, complete and successfully integrate acquisitions. See the section entitled "*Risk Factors*" in this Prospectus for details of these and other risk factors that could cause results to differ materially from forward-looking statements.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Although the Company believes its expectations are based upon reasonable assumptions and have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

Investors are cautioned not to put undue reliance on forward-looking statements. Forward-looking statements in this Prospectus are made as of the date of this Prospectus or as of the date as otherwise set out herein and, accordingly, are subject to change after such date. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking information contained in this Prospectus is presented for the purpose of assisting shareholders in understanding the financial position, strategic priorities and objectives of the Company for the periods referenced and such information may not be appropriate for other purposes.

MARKET AND INDUSTRY DATA

Unless otherwise indicated, the market and industry data contained in this Prospectus is based upon information from independent industry publications, market research, analyst reports and surveys and other publicly available sources. Although the Company believes these sources to be generally reliable, market and industry data is subject to interpretation and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any survey. The Company has not independently verified any of the data from third party sources referred to herein and accordingly, the accuracy and completeness of such data is not guaranteed.

NON-IFRS MEASURES

The financial results of the Company are prepared in accordance with IFRS. Additionally, the Company utilizes certain non-IFRS measures such as working capital. The Company believes that these measures, together with measures determined in accordance with IFRS, provide investors with an improved ability to evaluate the underlying performance of the Company. Non-IFRS measures do not have any standardized meaning prescribed under IFRS, and therefore they may not be comparable to similar measures employed by other companies. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

PRESENTATION OF FINANCIAL INFORMATION AND ACCOUNTING PRINCIPLES

The Company presents its financial statements in Canadian dollars. The financial statements of the Company as at the year ended December 31, 2021 have been prepared in accordance with IFRS. Certain financial information set out in this Prospectus is derived from such financial statements. The financial statements are attached as Schedule "A" to this Prospectus.

PROSPECTUS SUMMARY

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

Company: EV Ventures Inc. The principal business carried on and intended to be carried on by the Company is the exploration of the Company's principal mineral property, being the Property, located in Saskatchewan and which is in the exploration stage.

Offering and Offering Price: The Company is offering 4,000,000 Offered Shares for sale in the Selling Provinces at a price of \$0.10 per Offered Share. See "Plan of Distribution".

Agent: PI Financial Corp.

Agent's Compensation: Pursuant to the terms of the Agency Agreement, the Company has agreed to pay the Agent the Agent's Commission representing a cash fee equal to 7% of the gross proceeds from the sale of Offered Shares under the Offering. The Company has also agreed to pay the Agent the Corporate Finance Fee of \$26,250 (including GST), of which \$13,125 has been paid as of the date hereof, and issue 200,000 Compensation Options to the Agent on Closing, with each Compensation Option exercisable to acquire one Compensation Option Share at a price of \$0.10 per share for a period of 24 months from the Closing Date. The Agent will also be issued the Agent's Warrants, which will entitle the Agent to purchase Agent Warrant Shares in an amount equal to 7% of the aggregate number of Offered Shares issued pursuant to the Offering at a price of \$0.10 per Common Share for a period of 24 months following the Closing Date.

Use of Proceeds The minimum gross proceeds from the Offering will be \$400,000. The Company estimates that the net proceeds to be received by the Company in respect of the Offering will be approximately \$278,875 after deducting the Agent's Commission of \$28,000, the remainder of the Corporate Finance Fee of \$13,125 (including GST) and the expenses for the Offering which are estimated to be \$80,000 (\$10,000 of which has been paid as a retainer towards the Agent's Expenses). These funds will be combined with the Company's existing working capital of approximately \$230,402 as at June 30, 2022 for total available funds of \$509,277, which are expected to be used by the Company as follows:

| Principal Purpose | Funds to be Used |
|---|--------------------------|
| To complete the airborne VTEM survey over the entire Property followed by ground prospecting, geologic mapping and geochemical sampling of anomalies identified from the airborne survey, as recommended and further described in the Report ⁽¹⁾ | \$125,855 |
| To provide funding sufficient to meet administrative costs for 12 months ⁽²⁾ | \$167,000 |
| To satisfy the Company's exploration expenditure requirements under the Newfoundland Option Agreement | \$5,000 |
| Unallocated working capital | \$211,422 ⁽³⁾ |
| Total: | \$509,277 |

Notes:

- See table in under heading "Description of the Business – Exploration and Recommendations" for a summary of the work to be undertaken and a breakdown of the estimated costs.

2. See “*Use of Proceeds*”. The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary.
3. See “*Use of Proceeds*”. The Company intends to spend an additional \$100,000 on ground mapping and rock sampling to follow up on any targets generated by the airborne survey. This would be roughly a 1-week program for a crew of four.

Risk Factors

An investment in the Offered Shares should be considered highly speculative and investors may incur a loss on their investment. The Company has no history of earnings. The Property is in the exploration stage and the Company has not yet determined whether there are any bodies of commercial minerals or ore on the Property. The Company has negative operating cash flow. After completion of the Offering, the Company may require additional financing in order to fund its ongoing exploration program on the Property and there is no assurance that such financing will be obtained on reasonable terms, if at all. While the Company has followed standard industry accepted due diligence procedures to ensure that the Vendors and/or Underlying Owner has valid title to the Property, there is no guarantee that the Company’s 100% interest, once earned, will be certain or that it cannot be challenged by claims from First Nations or indigenous titles, or unknown third parties claiming an interest in the Property. The mining industry is cyclical. The Company and its assets may also become subject to uninsurable risks. The Company’s activities may require permits or licenses which may not be granted to the Company. The business of the Company will be exposed to exploration risks and uncertainties. The Company competes with other companies with greater financial resources and technical facilities. The Company may be affected by political, economic, environmental and regulatory risks beyond its control. The Company may be affected by the COVID-19 pandemic. The Company is currently largely dependent on the performance of its directors and officers and there is no assurance the Company can retain their services. There is currently no market through which the Company’s securities may be sold and Subscribers may not be able to resell Offered Shares purchased under this Prospectus. In recent years both metal prices and publicly traded securities prices have fluctuated widely. Some of the directors and officers of the Company are engaged and will continue to be engaged in the search of additional business opportunities on behalf of other corporations and situations may arise where these directors and officers are in direct competition with the Company. The Offering Price of Offered Shares under this Offering significantly exceeds the net tangible book value per Common Share and, accordingly, investors will suffer an immediate and substantial dilution of their investment. The Company may never declare dividends on the Offered Shares. See the section entitled “*Risk Factors*” for details of these and other risks relating to the Company’s business and operations.

Summary of Financial Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Company and notes thereto appearing elsewhere in this Prospectus and should be read in conjunction with the audited financial statements and related notes.

| | For the period from incorporation to the year ended December 31, 2021 <u>Audited</u> | For the three months ended March 31, 2022 <u>Unaudited</u> |
|----------|---|--|
| Revenues | \$Nil | \$Nil |
| Loss | \$(27,523) | \$(22,360) |

| | | |
|----------------------|-----------|-----------|
| Total Assets | \$454,279 | \$484,151 |
| Total Liabilities | \$51,973 | \$74,205 |
| Shareholder's Equity | \$402,306 | \$409,946 |

See "Selected Financial Information and Management's Discussion and Analysis".

CORPORATE STRUCTURE

NAME AND INCORPORATION

The Company was incorporated under the laws of the Province of British Columbia pursuant to the BCBCA on January 28, 2021, under the name "EV Ventures Inc." The Company's head office and registered and records office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8. The Company is engaged in the exploration of mineral properties in Canada. See "Description of the Business".

INTERCORPORATE RELATIONSHIPS

The Company has no subsidiaries.

DESCRIPTION OF THE BUSINESS

The principal business carried on and intended to be carried on by the Company is the sourcing and exploration of mineral properties. The Company is currently exploring one mineral property, being the Property, which is in the exploration stage.

PRODUCTION AND SERVICES

The Company is in the exploration stage and does not mine, produce or sell any mineral products at this time, nor does its Property have any known or identified mineral resources or mineral reserves. The Company's principal products under exploration are gold, silver and base metals. The only material property interest of the Company is currently its interest in the Property.

As the Company is an exploration stage company with no producing properties, it has no current operating income, cash flow or revenues. The Company has not undertaken any current resource estimate on the Property. There is no assurance that a commercially viable mineral deposit exists on the Property. The Company does not expect to receive income from the Property within the foreseeable future. The Company intends to continue to evaluate, explore and develop the Property through additional financings. The Company's objective is to explore and evaluate of the Property. Toward this end, the Company intends to undertake an airborne VTEM geophysical survey over the entire Property, followed by ground prospecting, geologic mapping and geochemical sampling of anomalies identified by the geophysical survey as recommended in the Report.

SPECIALIZED SKILL AND KNOWLEDGE

Various aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include areas of exploration and development, geology, drilling, permitting, metallurgy, logistical planning, accommodation and implementation of exploration programs, as well as legal compliance, finance and accounting. The Company expects to rely upon consultants and others for exploration and

development expertise. The Company does not anticipate any difficulties in locating competent employees and consultants in such fields.

COMPETITIVE CONDITIONS

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the search for and the acquisition of attractive mineral properties as well as for the recruitment and retention of qualified employees. As a result of this competition, the majority of which is with companies with greater financial resources and technical facilities than the Company, the Company may not be able to acquire attractive properties in the future on terms it considers acceptable. Finally, the Company competes for investment capital with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investment and other capital. The ability of the Company to acquire attractive mineral properties in the future depends not only on its success in exploring and developing its present properties, but also on its ability to select, acquire and bring to production suitable properties or prospects for exploration, mining and development. Factors beyond the control of the Company may affect the marketability of minerals mined or discovered by the Company.

CYCLES

The Company's mineral exploration activities may be subject to seasonality due to adverse weather conditions including, without limitation, inclement weather, snow covering the ground, frozen ground and restricted access due to snow, ice or other weather-related factors.

ECONOMIC DEPENDENCE

The Company is dependent on the Property Option Agreement. In the event that the Property Option Agreement is terminated, the Company would lose all of its right and interest to the Property. See "*Description of the Business – The Property Option Agreement*" for additional information on the Property Option Agreement.

ENVIRONMENTAL PROTECTION

All aspects of the Company's field operations will be subject to environmental regulations and generally will require approval by appropriate regulatory authorities prior to commencement. Any failure to comply could result in fines and penalties. With the Property at the exploration stage, the financial and operational impact of environmental protection requirements is minimal. Should the Property advance to the development or production stage, then more time and money would be involved in satisfying environmental protection requirements.

EMPLOYEES

The Company does not have any employees and intends to utilize consultants to carry on most of its activities and, in particular, to supervise certain work programs on its Property.

FOREIGN OPERATIONS

The Company does not have any foreign operations.

HISTORY

On May 1, 2021, the Company entered into the Property Option Agreement whereby the Company was granted the Property Option to acquire an undivided 100% right, title and interest in and to the Property subject to the Royalty.

On March 9, 2022, the company entered into a property option agreement ("**Newfoundland Option Agreement**") with Shane Stares ("**Newfoundland Property Vendor**"), whereby the Company was granted the option to acquire an undivided 100% right, title and interest in and to two mineral claims located in the Province of Newfoundland and Labrador, subject to a two percent royalty on returns from the commercial production of minerals from the mineral claims (the "**Newfoundland Property**"). One percent of the royalty is purchasable by the Company, at any time, for a cash payment of \$1,000,000.

In order to exercise the option to acquire the Newfoundland Property the Company must issue to the Vendors 3,000,000 Common Shares as follows:

- (a) 600,000 Common Shares on March 9, 2022 (issued);
- (b) 1,200,000 Common Shares on the 14 month anniversary of the date the Listing Date;
- (c) 600,000 Common Shares on the 18 month anniversary of the Listing Date; and
- (d) 600,000 Common Shares on the 24 month anniversary of the Listing Date,

and to maintain the Newfoundland Property in good standing, the Newfoundland Property Vendor must incur the following expenditures to satisfy the annual requirements imposed by the Government of Newfoundland and Labrador:

- (a) \$5,000 on exploration work at the Newfoundland Property by August 2, 2022; and
- (b) \$6,200 on exploration work at the Newfoundland Property by June 2nd, 2023.

The acquisition of the option to acquire the Newfoundland Property was an arm's length transaction.

To fund its exploration activities and to provide working capital, the Company has relied on the sale of Common Shares from treasury.

Since incorporation, the Company has raised gross proceeds of \$425,000 privately through the sale of its Common Shares by way of private placements (see "*Prior Sales*"). The Company intends to raise additional funding under the Offering to carry out exploration of the Property as set out in the section entitled "*Use of Proceeds*".

THE PROPERTY OPTION AGREEMENT

Pursuant to the Property Option Agreement, the Vendors granted the Company the Property Option to acquire a 100% interest in the Property, subject to the Royalty, on the terms set out in the Property Option Agreement. The Property is comprised of two mineral claims, with a combined area of 7451.45 hectares, and is located in northeastern Saskatchewan.

In order to exercise the Property Option and to maintain the Property Option in good standing, the Company must:

- (a) incur exploration expenditures on the Property of \$30,000 on or before June 30, 2021 (the **"Expenditure"**) (complete); and
- (b) on or before the earlier of: August 31, 2022; and the date which is five business days following the issuance of a receipt by a securities regulatory authority in any jurisdiction of Canada for a final prospectus in respect of the Company (the **"Prospectus Receipt"**):
- (i) pay to the Vendors \$50,000 in cash (the **"Consideration Payment"**) (paid); and
 - (ii) issue to the Vendors 400,000 Common Shares (the **"Consideration Shares"**) (issued).

The acquisition of the Property Option pursuant to the Property Option Agreement was an arm's length transaction.

The Property Option Agreement grants the Company an option only, and nothing shall be construed as obligating the Company to complete any cash payment or common share issuance required therein. Prior to the exercise of the Option, the Company shall have the absolute right to abandon the Property Option Agreement by giving notice to the Vendors and Underlying Owner and in the event of termination the Property Option Agreement shall be of no further force or effect. Should the Company fail to make the cash payment or complete the common share issuance required by the Property Option Agreement within the timeline provided, unless otherwise agreed between the parties, the Property Option Agreement shall automatically terminate and be of no further force or effect without any further liability owing by the purchaser to the Vendors or the Underlying Owner.

Pursuant to the Property Option Agreement, the Company shall act as the operator with respect to all exploration work to be carried out on the Property, and shall have exclusive right to enter in, and upon the Property to do such prospecting, exploration, development and other mining work thereon and thereunder, including the removal or ore and other materials from the Property. Upon completion by the Company of all of its obligations under the Property Option Agreement, it will have earned and acquired a 100% undivided interest in the Property, subject only to the Royalty.

The Property Option Agreement provides that the Royalty is payable to the Vendors on materials produced from the Property. One percent of the Royalty is purchasable by the Company, at any time, for a cash payment of \$1,000,000.

Following the exercise of the Property Option, and in addition to the Royalty, the Company shall pay to the Vendors the Bonus of \$1,000,000 upon the publication of a geological report, in the form prescribed by NI 43-101, disclosing a measured and indicated resource within the boundaries of the Property of at least 1,000,000 gold equivalent ounces. At the discretion of the Company, the Bonus will be payable in cash or Common Shares, or any combination thereof.

THE PROPERTY

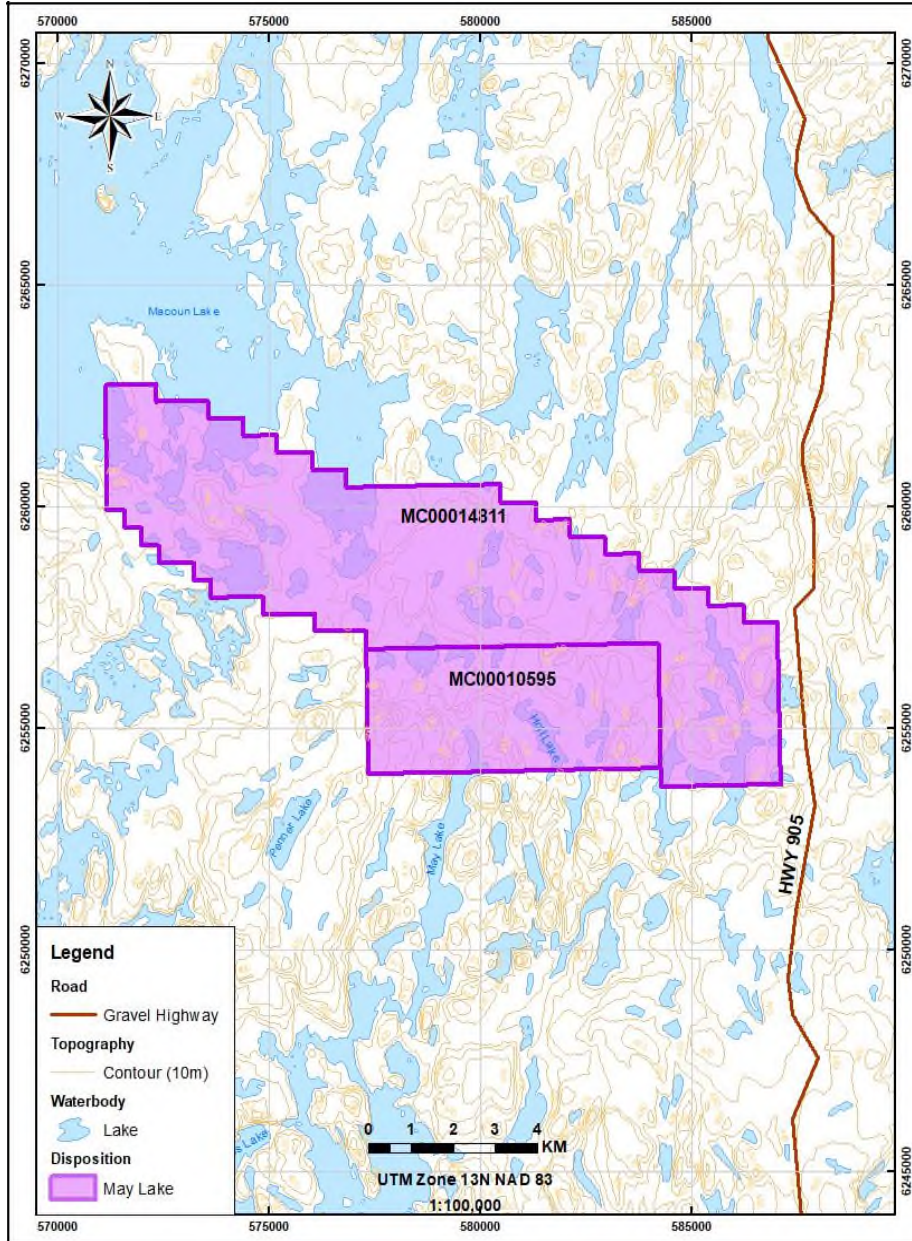
The following represents information summarized from the Report prepared pursuant to the provisions of NI 43-101 by the Author, Dave Billard, P.Geo, independent consulting geologists. A complete copy of the Report is available for review on the Company's profile on the System for Electronic Document Analysis and retrieval (SEDAR) located at the following website: www.sedar.com. Alternatively, the Report may be inspected during normal business hours at the Company's registered office at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8. The only material property interest of the Company is currently its interest in the Property.

PROJECT DESCRIPTION, LOCATION AND ACCESS

Area and Location

The Property is approximately centered on 56°27'32" N, 103°42'11" W, in northeastern Saskatchewan, Canada and is approximately 200 km northeast of La Ronge. The Property consists of two mineral claims registered to the Underlying Owner, with a combined area of 7451.45 ha. The Property is depicted in Figure 1 below, and the mineral claims are further described in Table 1 below.

Figure 1: Property Location



Description of Mineral Tenure

The Property consists of two mineral claims registered to the Underlying Owner, with a combined area of 7451.45 ha. Through the Property Option Agreement dated May 1, 2021, the Company has the Option to acquire a 100% interest in the Property from the present claim holder, the Underlying Owner. The exercise of the Option is dependent on the Company satisfying the obligations set forth under “*Description of the Business – The Property Option Agreement*”.

In Saskatchewan, mineral claims (“mineral tenures” or “dispositions”) are governed by the Government of Saskatchewan’s Ministry of Economy. Mineral claim owners have the right to explore and prospect for minerals on their claims subject to the Mineral Tenure Registry Regulations. All mineral resource rights in the province of Saskatchewan are governed by the *Crown Minerals Act* (Saskatchewan) and the *Mineral Tenure Registry Regulations* (Saskatchewan), which are administered by the Saskatchewan Ministry of Energy and Resources. Mineral rights are owned by the Crown and are distinct from surface rights. The mineral tenures that constitute the Property do not grant EV Ventures surface rights.

Table 1: Claim Details

| Claim | Effective Date | Good Standing Date | Area (ha) | Holder |
|-------------------|-----------------------|---------------------------|------------------|---------------|
| MC00014811 | April 27, 2021 | July 26, 2023 | 5,503.61 | Jody Dahrouge |
| MC00010595 | February 6, 2018 | May 7, 2023 | 1947.84 | Jody Dahrouge |

Nature of Title

In Saskatchewan, a claim can be held for the first two years without any exploration expenditure requirements. After this, the holder is required to spend a certain amount of money per hectare on exploration activities on each claim to maintain the claim; any excess expenditure may be banked. Contiguous claims can be grouped to a maximum size of 18,000 ha, allowing for costs to be applied across the claim group. Presently, the expenditure requirements, as outlined in the Mineral Tenure Registry Regulations, are \$15 per hectare (with a minimum of \$240 per claim per assessment work period) for years two through ten, and \$25 per hectare (with a minimum of \$400 per claim per assessment work period) for all subsequent years. Records of work expenditures and a geological report must be submitted to Saskatchewan’s Ministry of Energy and Resources through the online MARS. The mineral work assessment report must be received by the Ministry of Economy within 90 days after the end of the work period for it to be applied to that work period.

If expenditure requirements are not met, then the holder may make a non-refundable cash payment or pay a deficiency cash deposit in lieu, in the amount equivalent to the assessment deficiency. If the holder pays a deficiency cash deposit and in the work period following the period in which the deficiency was incurred, the holder expends the amount required for the assessment work period in which the deficiency was incurred in addition to an amount at least equal to the deficiency cash deposit, the deficiency cash deposit will be refunded after submission of the expenditures.

Required Permits

Mining activities are regulated under the *Mineral Industry Environmental Protection Regulations*, 1996. Surface disturbance permits are required to conduct mineral exploration activities in Saskatchewan. These permits are obtained from the Saskatchewan Ministry of Environment. Depending on the exploration activities being carried out, other permits may also be required; such activities include but are not limited to timber harvesting, road construction, water use, temporary camps and drilling. Depending on the level of disturbance planned, permits can take between 1 week to 3 months to obtain from the regulators. Fees are associated with some of the permits, such as timber harvesting and temporary camps.

Accessibility

The Property is best accessed via helicopter due to the swampy terrain and significant amount of deadfall. Road access to the Property is gained by following Highway 102 from La Ronge for approximately 185 km to the Highway 102/905 junction, then following Highway 905 north for approximately 20 km, and then continuing on foot approximately 550 metres west 0.3 km on foot to the eastern boundary of the Property. Alternately, several lakes within the Property are amenable to floatplane access, which can support the establishment of small temporary camps.

Royalties and Bonus

The Vendors will retain the Royalty. The Company has the option to purchase one percent of the Royalty, at any time, for a cash payment of \$1,000,000.

Following the exercise of the Option, and in addition to the Royalty, the Company shall pay to the Vendors the Bonus of \$1,000,000 upon the publication of a geological report disclosing a measured and indicated resource within the boundaries of the Property of at least 1,000,000 gold equivalent ounces.

Aside from the Royalty and Bonus mentioned above, to the best of the Author's knowledge, there are no other royalties, back-in rights, payments, or other agreements or encumbrances which would affect the Company's title to the Property or ability to perform work upon it.

Environmental Liabilities

The Author is not aware of any additional significant factors or risks that may affect access, title, or the right or ability to perform work on the Property.

HISTORY

Historical Exploration

A significant amount of historical exploration has been carried out in the area of the Property for base metals and precious metals. Many claims have been held by various parties with most of the exploration completed by Saskatchewan Mining Development Corp., Granges Exploration AB and Sherritt Gordon Mines Ltd. ("**Sherritt**") (See Table 2). Work in the area began with mapping of the Reindeer Lake area in 1938 by F.J. Alcock of the Geological Survey of Canada. Subsequent mapping was carried out by W.G.Q Johnston with the Saskatchewan Department of Mineral Resources, in 1970 and 1973, and by C.T. Harper in 1999.

The earliest documented exploration in the area of May Lake was conducted by Studer Mines Ltd. The exploration work included the excavation of seven trenches by blasting; massive heavy mineralized material was extracted from two of the trenches and sent for analysis. There is no record of analytical results for the trench samples and the locations of the trenches relative to the Property boundary are not available.

In 1959, Augustus Exploration Ltd. conducted prospecting, geologic mapping and geochemical sampling in the area of the Property. Copper bearing minerals were noted but no zones with significant mineralization were identified.

In 1966, Don Fisher Syndicate conducted reconnaissance EM surveys over aeromagnetic anomalies in the area south and south-west of Macoun Lake (on the Property); however, no conductors were identified to be associated with the aeromagnetic anomalies and no mineralization of significance was noted.

In 1967 and 1968, Sherritt conducted airborne EM and Magnetic surveys, ground VLF and EM surveys, geologic mapping, prospecting and diamond drilling on and around the Property. The geophysical surveys identified several conductors running northeast-southwest on the Property and subsequently eight holes totalling 524.65 m were drilled on the Property to test them. None of the holes had any zones with notable mineralization.

In 1968, under a joint venture, Canadian Pacific Oil and Gas and Gunnex Ltd. contracted Canadian Aero Mineral Surveys Ltd. to conduct an airborne radiation spectrometer survey in Northern Saskatchewan looking for abnormal radioactivity. Results from the survey did not show any indication of radiometric anomalies on the Property.

In 1969, Sherritt conducted drilled 16 holes totalling 1275.51 m on the Property. Several of the holes drilled by Sherritt showed mineralization of interest: SGM69-MAY10 with 0.34 m at 9.8% Cu, 2% Zn, 35 g/t Ag and 1.22 m at 3.22% Cu, 2.35 % Zn and 18.4/t Ag; SGM69-MAY11 with 0.27 m at 3.93% Cu, 0.86% Zn and 25 g/t Ag; SGM69-MAY5 with 0.24 m at 11.97% Cu, 18.8 g/t Au and 48.8 g/t Ag; and SGM69-MAY9 with 1 m at 1.31 % Cu, 2.54% Zn and 12.8g/t Ag. In 1973, Granges Exploration AB ("**Granges**") contracted Tri J Mineral Surveys Ltd. to conduct airborne horizontal loop electromagnetic (HLEM) surveys in the area of May Lake. The purpose of the program was to identify conductors that may be associated with significant sulphide mineralization. Several conductors were identified and subsequently Granges drilled 5 holes in 1974 (Figure 4; Figure 5), totalling 144.17 m and 10 holes in 1975, totalling 504.44 m to test the conductors; no mineralization of interest was noted in the drillholes.

In 1977, Saskatchewan Mining Development Corp. ("**SMDC**") joint ventured with Granges and conducted further geochemical sampling, ground magnetometer surveys, VLEM, Horizontal shoot back EM and VLF-EM geophysical surveys in several areas of the Property. Geologic mapping was carried out by Dr. J. Fox with the Saskatchewan Research Council at a scale of 1 inch to 400 feet. Fox mapped two exhalite-sulphide sequences, an upper and lower, in the area of Holt Lake and north of Holt Lake and identified two important styles of mineralization on the Property: 1) stratigraphically controlled massive sulphide mineralization in cherty rocks near the rhyolite-sediment contact and 2) structurally remobilized mineralization. The geophysical surveys were carried out to evaluate conductors identified from work by previous operators. Results confirmed that previous drilling had targeted the best geophysical targets.

In 1978, SMDC and Granges drilled 15 holes (Figure 4; Figure 5), totalling 717.04 m to better evaluate the mineralization potential of the conductors identified in 1977. SMDC concluded that the conductor near Holt Lake is an exhalite horizon with variable sulphides (pyrrhotite with minor chalcopyrite and pyrite), that sulphide mineralization becomes less massive with depth and with increasing distance from volcanic centers. SMDC did not recommend further work in the area of Holt Lake; however, they did recommend prospecting northwest of Holt Lake, where Fox had mapped a massive sulphide boulder, south of the exhalite horizon and the completion of a magnetic survey and fault mapping northwest near drillhole SMDC78-25.

In 1981, SMDC conducted a regional lake sediment sampling program to evaluate the potential of gold mineralization in the La Ronge Domain. Sampling was concentrated to lakes in or near volcano-sedimentary sequences (Figure 3). No anomalous gold values were noted and SMDC recommended not

using lake sediment gold geochemistry as a regional pathfinder for gold mineralization on future programs; however, it was a reliable technique for base metals.

In 1982 and 1983, SMDC conducted subsequent reconnaissance prospecting, geologic mapping, and geochemical rock, soil and hummus sampling to evaluate base and precious metal mineralization potential and delineate targets and to re-evaluate historical showings. The geochemical sampling included soil, rock, humus and peat samples and selected drill core for gold analysis from Sherritt's and Grange's previous drill programs. Only one soil sample showed anomalous Au values of 35 ppb on the Property.

In 1986, Channel Resources Ltd. ("**Channel Resources**") acquired the area around the Property, reevaluated all the historical work and conducted additional ground VLF-EM and magnetic surveys. The geophysical surveys identified seven conductors, of which five, A through E, are on the Property (Figure 2; Figure 3). It was concluded that conductor A, with both high conductance and magnetics is likely associated with volcanic sediments; conductors B, C, and D show no indications of magnetic values and as such likely reflect a geological contact; and that conductor E, with a low VLF-EM response and no magnetic high is likely a geological or structural contact.

In 1987, Channel Resources drilled four holes, totalling 248.25 m at Holt Lake to test the down dip extent of mineralization intersected in holes drilled by SMDC in 1969 (Figure 5) and the VLF-EM conductor E. Unfortunately, due to ice conditions at the time, Channel Resources had to use alternate drillhole locations to test the down dip mineralization extent. Only two of the holes Channel Resources drilled were successful in reaching depth. Drillhole CR87-H2 tested the northeast downdip extension of the targeted sulphide mineralization and intersected a rhyolitic unit with a pyritic horizon. Drillhole CR87-H3, targeted the VLF-EM conductor E and intersected a zone of intercalated amphibolites with appreciable amounts of pyrite and pyrrhotite, and acidic volcanic rocks. The best reported results were from drillhole CR87-H3: 0.39 m grading 0.5% Cu and 0.72 m grading 0.29% Cu and 0.38% Zn. Channel Resources concluded that there is no northeast down dip extension of the sulphide horizon and that a northwest downdip extension still needed to be tested. Channel determined that there are two sulphide horizons, an upper and lower, associated with exhalites (chemical sediments) that have zones with economic grades locally but are surrounded by zones with significantly lower grades and as such recommended no further drilling. They recommended an induced EM survey to discriminate between sulphide horizons and other features and additional geologic mapping. Additionally, Channel Resources noted that VLF conductor D may represent the west continuation and that VLF conductor E may represent the east continuation of the lower exhalite-sulphide sequence.

In 2016, DGRM contracted Dahrouge Geological Consulting Ltd. ("**Dahrouge**") to conduct a heli-supported exploration program on a portion of the Property. Exploration included prospecting, and geochemical soil and rock sampling. The focus of the program was to evaluate the potential of gold mineralization on the Property and to explore the area of historical drillhole locations that returned anomalously high Au results. A total of 21 rocks samples, 11 float and 10 grab, were collected from boulders and outcrops of volcanics and metasediments. A total of 13 soil samples were collected. Several of the soil samples returned elevated values of Au and/or Cu: sample 121666 with 7.2 ppb Au, sample 121672 with 238 ppm Cu, sample 121673 with 470 ppm Cu and sample 121681 with 23.6 ppb Au and 215 ppm Cu (Figure 2; Figure 3). Several of the float samples returned significant values: sample 121652, a volcanic tuff, with 1.15 g/t Au, and 4.14% Cu and sample 121661, an andesite, with 1.30 g/t Au and 7.51% Cu. Other samples showed elevated values of Cu between 1030 to 2090 ppm, all of which were collected in the northern area of Holt Lake or on the western side of an unnamed lake northwest of Holt Lake (Figure 2; Figure 3). In 2018, Dahrouge conducted additional prospecting, rock sampling and soil sampling on behalf of DGRM. The purpose of the program was to identify new occurrences of gold and/or copper mineralization and conduct additional sampling in the areas that returned anomalous results during the 2016 exploration program. A total of 124 rock samples, 61 float and 63 grab, and 53 soil samples were collected. All sample locations were marked with a handheld Garmin GPS 64S instrument. No significant accumulations of sulphides were encountered in the field and none of the collected rock samples were submitted for analysis due to budget constraints.

The soil samples were sent to Activation Laboratories for analysis. No significant analytical results were returned from the soil samples.

Table 2: Summary of Historical Exploration on the Property

| Year | Company/ Operator | Work Completed |
|-----------|--|--|
| 1957 | Studer Mines Ltd. | Trenching |
| 1959 | Augustus Exploration Ltd. | Prospecting, geologic mapping, geochemical sampling, photo-geologic interpretation and airborne magnetic and EM survey |
| 1966 | Don Fisher Syndicate | EM Survey |
| 1966 | Great Plains Development Company of Canada Ltd. | Photo-geologic interpretation |
| 1967 | Sherritt Gordon Mines Ltd. | Airborne EM and magnetic survey and geologic mapping |
| 1968 | CPOG-Gunnex (Joint venture) | Airborne radiometric survey |
| 1969 | Sherritt Gordon Mines Ltd. | Drilling |
| 1975 | Granges Exploration AB | Drilling |
| 1977 | Saskatchewan Mining DevelopmentCorp./ Granges Exploration AB | Ground VLF-EM, EM and HLEM Surveys |
| 1978 | Saskatchewan Mining DevelopmentCorp./ Granges Exploration AB | Drilling |
| 1981 | Saskatchewan Mining Development Corp. | Geologic Mapping |
| 1982 | Saskatchewan Mining DevelopmentCorp. | Prospecting, geologic mapping, soil sampling and lake sediment sampling. |
| 1986 | Channel Resources Ltd. | VLF-EM Survey |
| 1987 | Channel Resources Ltd. | Geologic mapping and drilling |
| 2016 | DG Resource Management Ltd. | Prospecting, geochemical soil and rock sampling |
| 2018 | DG Resource Management Ltd. | Prospecting, geochemical soil and rock sampling |
| 1967-1968 | Sherritt Gordon Mines Ltd. | Geologic mapping, drilling, geochemical rock sampling and ground VLF-EM Survey |
| 1973-1974 | Granges Exploration AB | HLEM Survey and drilling. |
| 1982-1983 | Saskatchewan Mining DevelopmentCorp. | Prospecting, geochemical rock sampling and airborne magnetic survey |

Table 3: Summary of Historical Exploration on the Property

| Year | Company | Total Holes | Meterage |
|------|----------------------------|-------------|----------|
| 1967 | Sherritt Gordon Mines Ltd. | 2 | 137.46 |
| 1968 | Sherritt Gordon Mines Ltd. | 6 | 387.19 |

| | | | |
|------|--|-------------|---------|
| 1969 | Sherritt Gordon Mines Ltd. | 16 | 1275.51 |
| 1974 | Granges Exploration AB | 5 | 144.17 |
| 1975 | Granges Exploration AB | 10 | 504.44 |
| 1978 | Saskatchewan Mining Development Corp./ Granges Exploration AB | 15 | 717.04 |
| 1967 | Sherritt Gordon Mines Ltd. | 2 | 137.46 |
| 1987 | Channel Resources Ltd. | 4 | 248.25 |
| | | <hr/> <hr/> | |
| | | 58 | 3414.06 |
| | | <hr/> <hr/> | |

Figure 2- Historical Exploration Map – Soil, Rock and Lake Samples (Cu ppm)

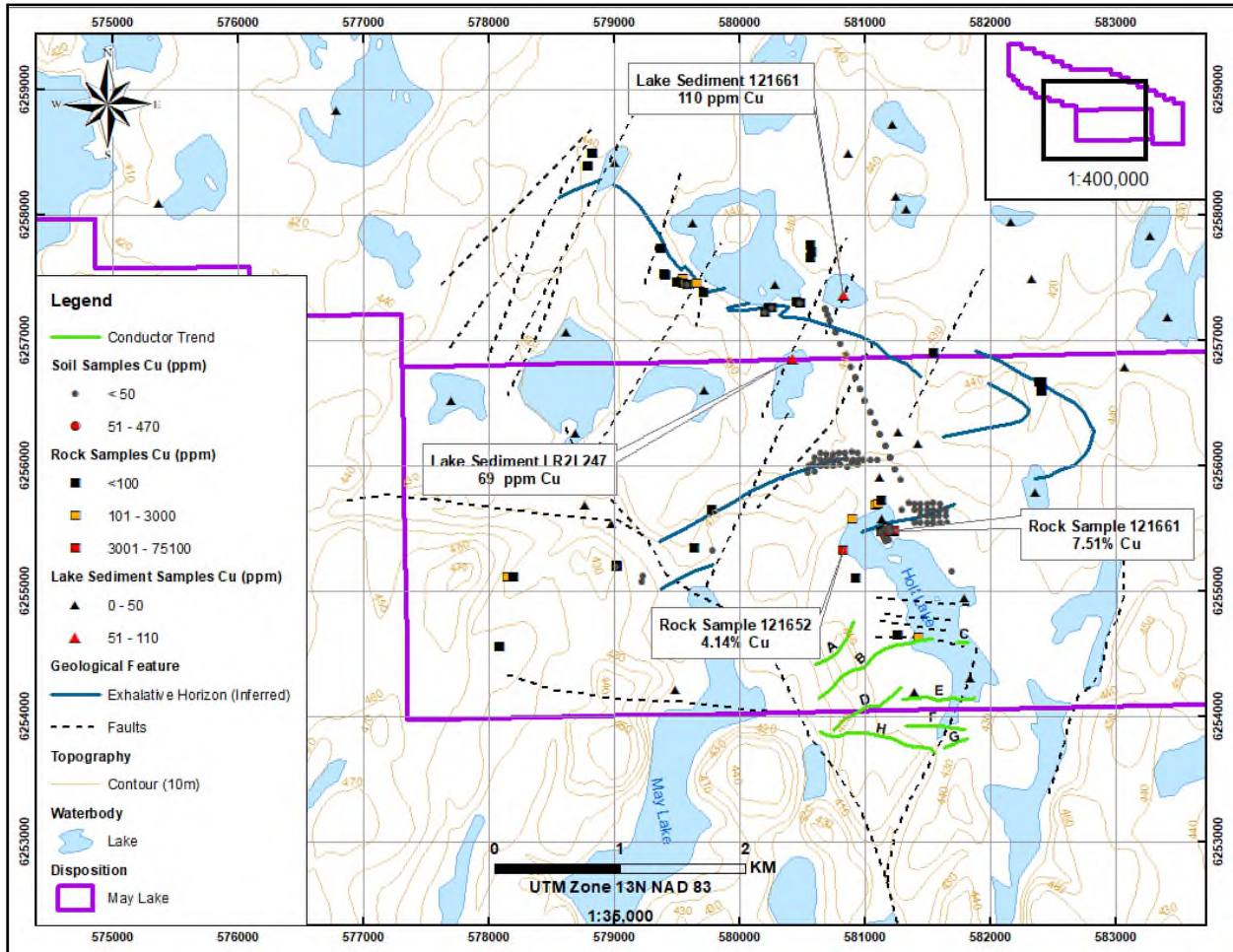


Figure 3 - Historical Exploration Map – Soil, Rock and Lake Samples (Au ppb)

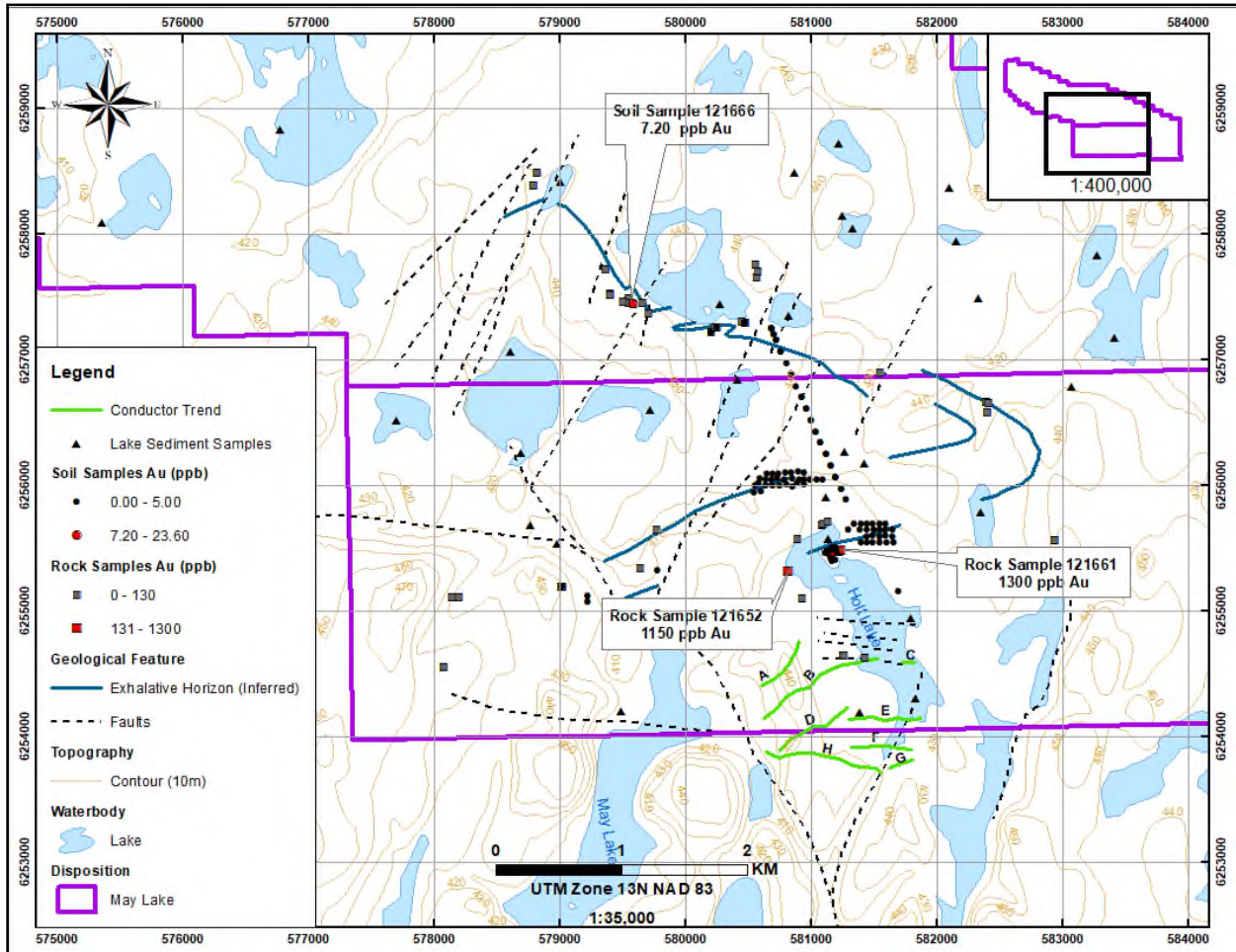


Figure 4 - Property– Regional Historical Drilling Map

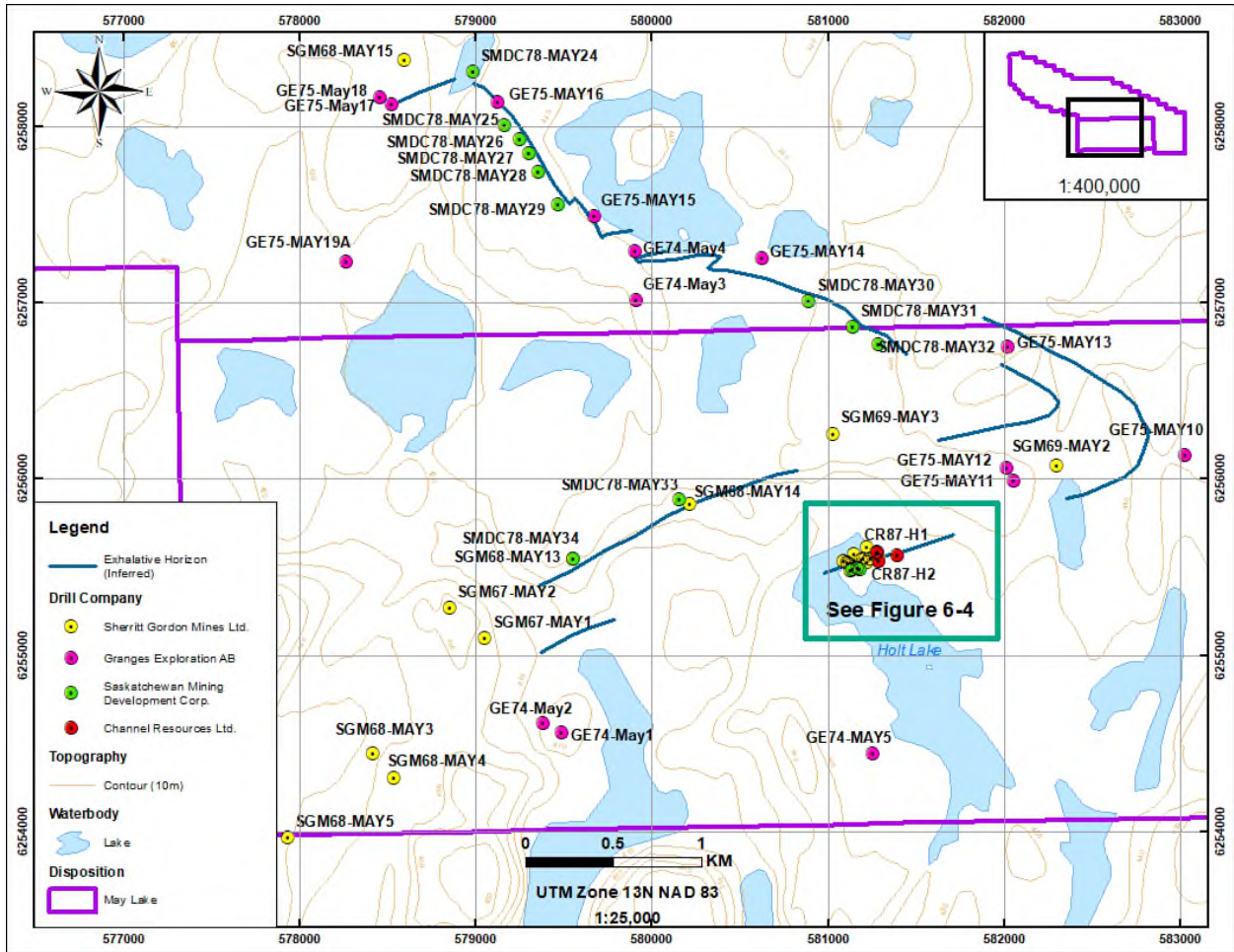
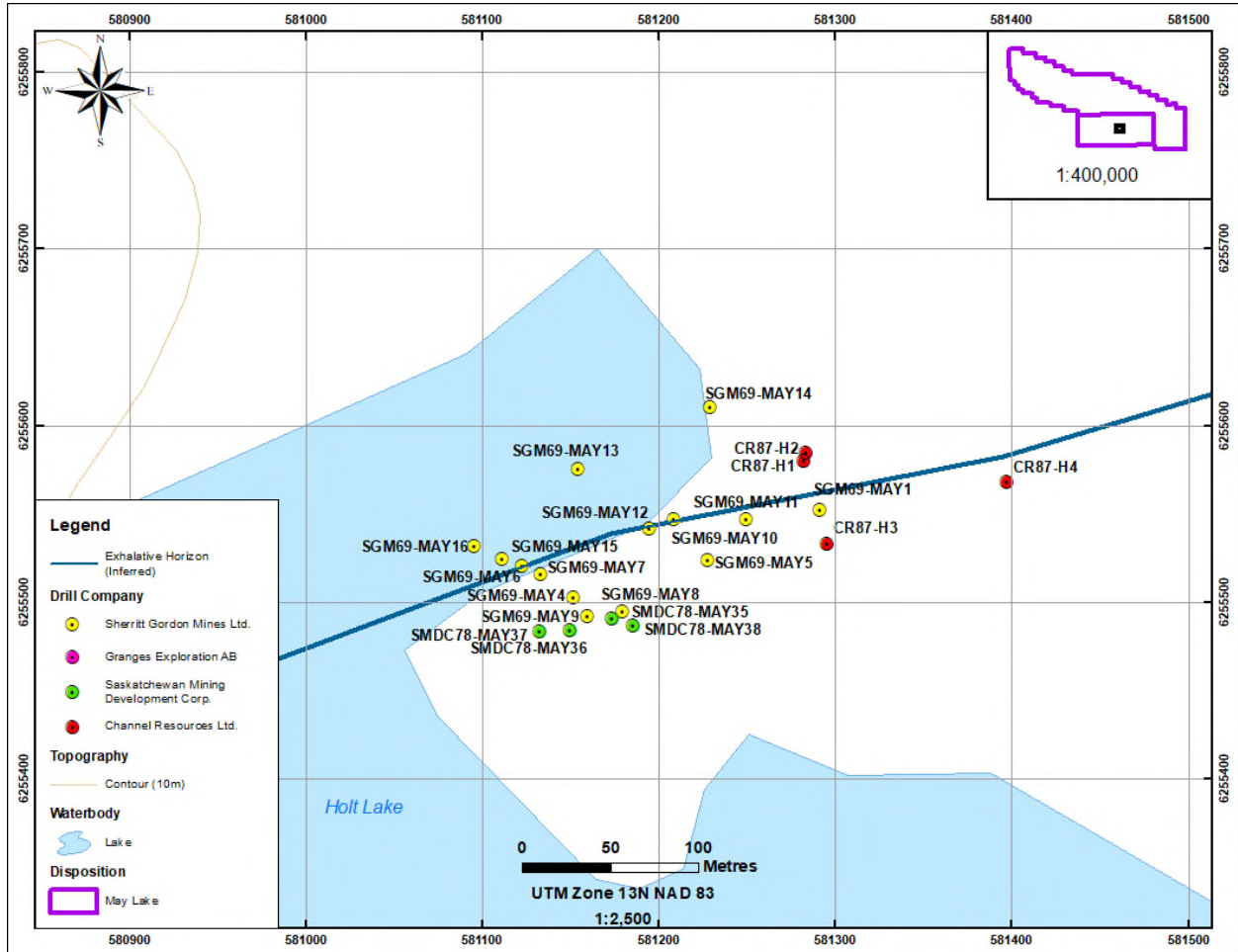


Figure 5 - Property– Holt Lake Historical Drilling Map



Historical Mineral Resources

There are no historical mineral resource estimates on the Property.

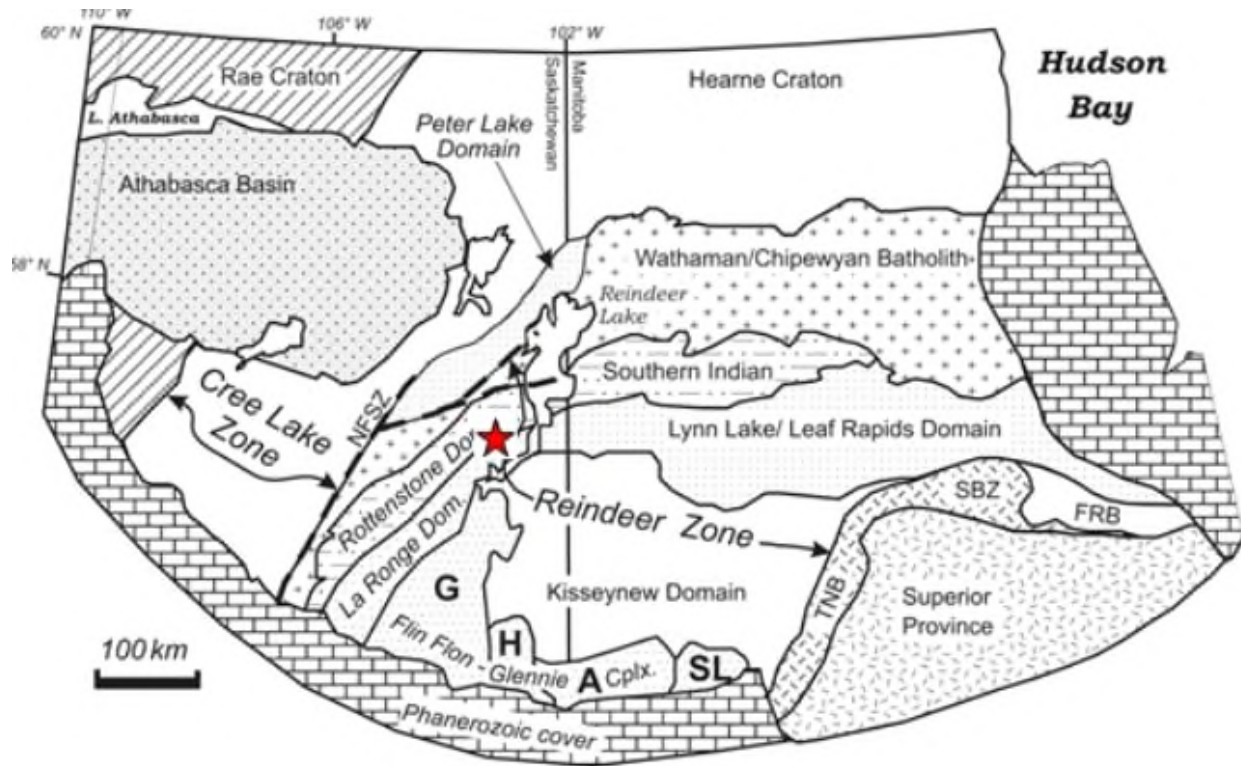
Production

There is no historical production on the Property.

GEOLOGICAL SETTING, MINERALIZATION AND DEPOSIT TYPES

Regional and Local Geology

Figure 6 - Simplified map with star showing the location of the Property within the Trans-Hudson Orogen



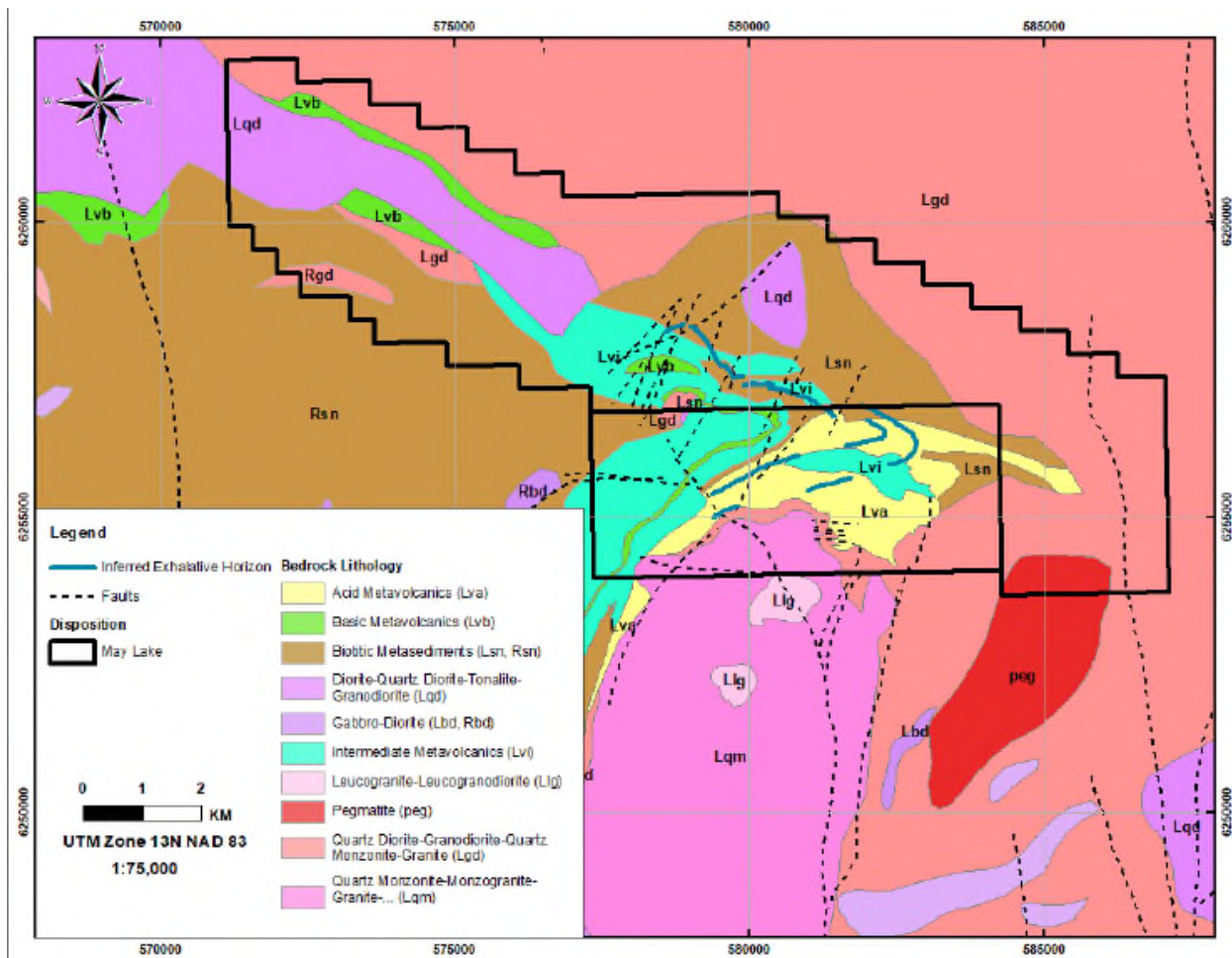
In northern Saskatchewan, the Trans-Hudson Orogen (northwestern Reindeer Zone), forms a collage of west-southwest striking and northerly dipping primitive arc-related volcanic, metasedimentary and plutonic domains developed during Paleoproterozoic convergence between the Archaean Superior and Hearne provinces and subsequently accreted to the Hearne province margin (Figure 6). The northwestern Reindeer Zone is comprised of, from south to north, the Flin-Flon-Glennie, Kisseynew, La Ronge, and Rottenstone Domains, and Wathaman Batholith. The Property lies at the boundary between the Rottenstone and La Ronge domains, with most of the Property lying in the La Ronge Domain.

The Rottenstone Domain consists of a broad belt of sediment-derived tonalitic migmatites intermixed with supracrustal metasediments of the Wollaston Group. The rocks of the Rottenstone Domain show a complex deformation history with evidence of both Archean and Hudsonian age influence.

The La Ronge Domain is a metamorphosed volcanic-sedimentary belt, that trends northeast-southwest and extends for 300 km in length in Saskatchewan and extends into Manitoba where it is referred to as the Lynn Lake Belt (La Ronge – Lynn Lake Belt). The La Ronge domain is comprised of early Proterozoic (Aphebian) mafic to felsic flows and pyroclastics, and meta-sedimentary biotite schists and gneisses interlayered with the volcanic rocks. The age of the volcanic rocks varies from 1.882 to 1.876 Ga. This Domain has a northeast-southwest trending regional fabric which is the result of compression and strike-slip movement during the Hudsonian Orogeny and subsequent reactivations of developed structures. The La Ronge Domain rocks were exposed to upper greenschist and lower amphibolite facies metamorphism during the Hudsonian Orogeny. No evidence of pre-Hudsonian structures is found within this Domain due to overprinting during the Hudsonian Orogeny.

Property Geology

Figure 7 - Property Geology Map



The Property geology is primarily comprised of interlayered, felsic (acidic), intermediate, and mafic (basic) volcanic rocks, and metasediments (Figure 7). Generally, a strictly volcanic sequence exists below sedimentary units, but interlayers of volcanic and sedimentary units are present throughout the Property.

The felsic volcanic rocks consist of rhyolite or microgranite. The rhyolite and microgranite lithologies are comprised of approximately 80-85% very fine-grained potassium feldspar and 10-15% fine-grained hornblende and biotite, giving them an overall pinkish colour with black flecks. The volcanics with intermediate composition include andesites, dacites, and rhyodacites. The andesitic layers, range from a few centimetres up to 1 m thick, and are typically grey-green in colour, fine-grained, and tuffaceous. The andesites are comprised of grey plagioclase, black biotite, and amphiboles, actinolite and hornblende. Common accessory minerals include garnet, pyrite, and pyrrhotite. The dacites are comprised of approximately 70% plagioclase, 15% quartz, and 15% biotite, and are typically fine-grained, grey, tuffaceous, and schistose. Minor amounts of almandine garnet, chlorite, hornblende, pyrrhotite, and pyrite are present within the dacites. The rhyodacites are green-grey or slightly pink, finely laminated with an

aphanitic siliceous groundmass, contain minor amounts of hornblende and biotite and may have up to 10% finely disseminated pyrite and pyrrhotite.

The mafic volcanic rocks are dark green, well-foliated basalts and comprised of 50% euhedral hornblende, 10% brown biotite and 40% fine grained plagioclase.

The biotitic metasediments, commonly referred to as sub-greywacke or biotite+/-muscovite schist in historical drill logs, are comprised of 30% quartz, 30% plagioclase, 30% biotite, and 10% garnet. Outcrops of this unit have been described as muscovite-biotite schists with variable amounts of banded subhedral almandine garnets. The biotitic sediments dominate much of the northern portion of the Property.

Two phases of structural deformation have been observed on the Property. The first resulted in isoclinal folding which formed a syncline trending approximately north-south and the second, resulted in the development of a synform, trending east-west. Additionally, a series of vertical north-northeast trending faults exist on Property.

Mineralization

On the Property, significant sulphide mineralization occurs in a cherty horizon (“**exhalite**”), quartz veins and volcanic rocks. Two main exhalite horizons, an upper and a lower, have been mapped on the Property. The exhalites are milky green to pale pink in colour and range in thickness from a few centimeters up to 14 m. The lower exhalite has a known maximum thickness of 10 m and is approximately 5 km long. The upper exhalite has a known maximum thickness of 20 m and is approximately 8 km long. At surface the exhalite horizons are marked by gossans.

Sulphide mineralization is primarily pyrrhotite (iron sulphide) and pyrite (iron sulphide) with lesser amounts of chalcopyrite (copper sulfide) and sphalerite (zinc sulphide). The sulphide mineralization occurs as fine disseminations, isolated blebs, semi-massive to massive zones, and rarely as stringers.

Deposit Types

The exploration target on the Property is a VMS; also referred to as ‘volcanic-hosted’, ‘volcanic-associated’ and ‘volcano-sedimentary-hosted’) deposit. VMS deposits are found worldwide and are one of the richest sources of copper, zinc and lead, and can be significant sources of silver and gold. There are over 350 VMS deposits in Canada, several of which are major VMS camps (“**clusters**”), including the Flin Flon-Snow Lake, Bathurst, and Noranda VSM camps.

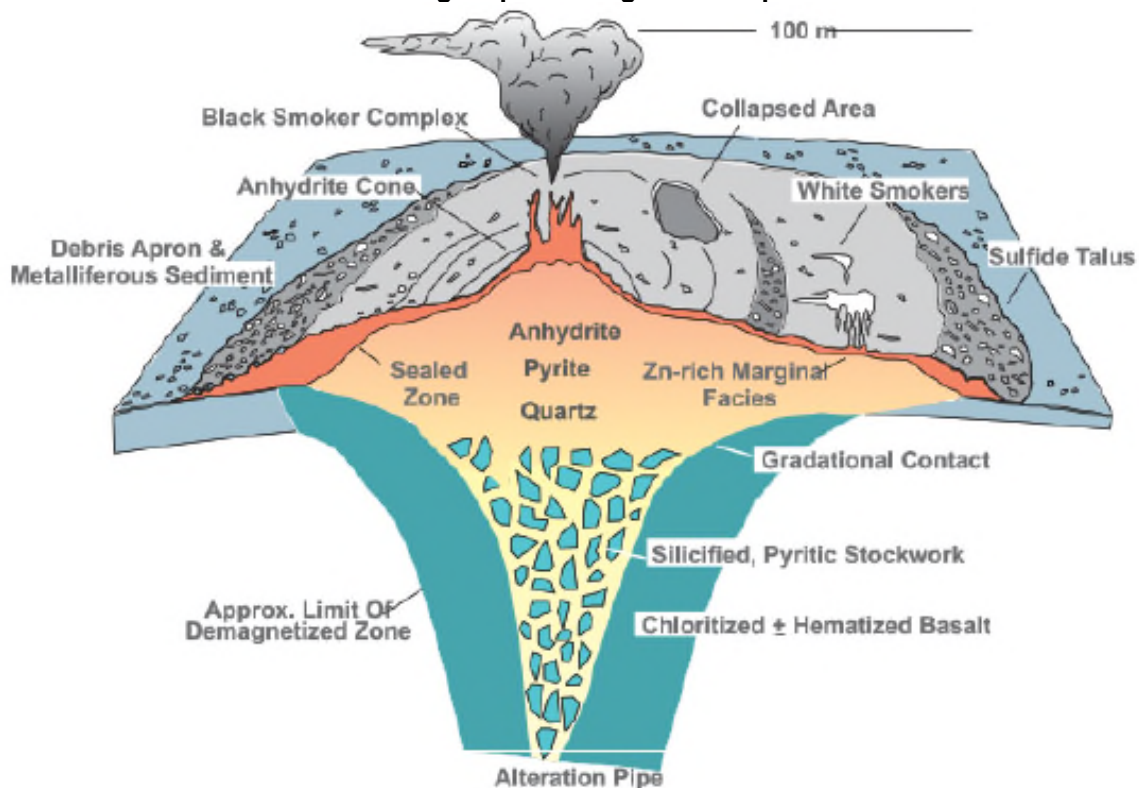
VMS deposits typically occur as polymetallic massive sulphide lenses at or near the seafloor in submarine volcanic environments in extensional settings such as spreading ridges, back arcs and arcs. In these extensional settings, rifting results in thinning of the crust allowing hot magma to rise from the mantle and cool in the Earth’s crust. As the magma cools, it releases volatiles bearing base metals and precious metals. The difference in temperature between the volatiles and percolating seawater through the surrounding rock results in convection, which allows for more metals to be incorporated into the hydrothermal fluids. Eventually the hot metal-rich fluids reach the seafloor surface through syn-volcanic faults and fissures, where they are discharged through a hydrothermal vent referred to as a black smoker. As they do so, the difference in temperature between the hot fluids and ocean water causes the dissolved metals to precipitate as sulphide minerals and over time, with multiple cycles of volcanic activity, VMS deposits form in different stratigraphic levels within rift zone or caldera structures.

VMS deposits include a tabular to mound-shaped body parallel to stratigraphy or bedding, with massive sulphides and quartz and lesser phyllosilicate minerals, iron oxide minerals and altered silicate wallrock; and a pipe of discordant to semi-concordant stockwork veins and disseminated sulphides (Figure 8).

Surrounding the pipes are distinctive alteration halos that may extend into the hanging-wall rocks above the VMS deposit or below for several hundreds of metres. When both proximal and regional semi-conformable alteration zones are affected by amphibolite grade regional metamorphism, the originally strongly hydrated alteration mineral assemblages change into coarse-grained quartz-phyllsilicate-aluminosilicate assemblages that are very distinct from the surrounding unaltered volcanic strata.

VMS deposits usually form in clusters of lenses (“**camps**”) over a small area, approximately 10 km². Depending on the nature of the syn-volcanic faulting, footwall and host-rock lithology, water depth, size and duration of the hydrothermal system, temperature gradients and degree of preservations, the deposit size, morphology and composition of a VMS deposit will vary. Individual VMS lenses may be greater than 100 m thick, tens of meters wide and hundreds of meters in strike length. VMS deposits typically have a metal zonation due to progressive deposition of metal sulphides and flow of hydrothermal fluids through the mound, resulting in remobilization and deposition of metals along a chemical and temperature gradient perpendicular to seawater. Remobilization of the metals results in the segregation of metal-bearing sulphides, with the formation of copper sulphide (chalcopyrite) in the core or high temperature zone and zinc-lead sulphides (sphalerite and galena) in the outer or low temperature zone. Higher gold concentrations and the presence of pyrrhotite are usually associated with the copper-rich zone, while higher silver concentrations and the presence of pyrite are associated with the lead-zinc rich zone. In some cases, a significant amount of remobilization can result in pyritic cores with thin base metal and precious metal outer zones.

Figure 8 - A schematic diagram of a Trans-Atlantic Geotraverse sulphide deposit on the Mid-Atlantic Ridge representing a VMS deposit



The Property has the potential for a VMS type deposit for several reasons:

- It is located in an arc-related volcanic and metasedimentary setting within the Reindeer zone, which is host to numerous VMS deposits.
- Two exhalites have been mapped at surface and at depth by historical drilling.
- Sulphide mineralization, primarily pyrrhotite and pyrite, with lesser amounts of chalcopyrite and sphalerite has been observed at surface and at depth in drillholes. The sulphides occur as disseminations, isolated blebs, semi-massive to massive zones and less commonly stringers.
- Analytical results from surface and drill hole samples show that there are anomalous values of gold, copper, zinc and silver associated with the sulphide mineralization.

In addition to VMS deposit potential, the Property may have potential for an orogenic gold deposit. Orogenic gold deposits are commonly associated with thermotectonism and include deposits referred to as 'mesothermal', 'shear-zone-hosted' and 'gold-only' deposits. Orogenic gold deposits are epigenetic and usually host native and/or sulphide-bound gold in centimetre thick to metre thick quartz-carbonate veins, or in sulphidized volcanic ('greenstone'), sedimentary or plutonic rocks near to the veins, that are spatially associated with major faults or shear zones. Development of orogenic gold deposits are controlled by moderately to steeply dipping regional structures associated with compressional regimes that allow the transport of hydrothermal fluids from deeper depths to the depositional location. Mineralization occurs in veins and vein systems proximal to subsidiary structures that splay from the major structures. The La Ronge Domain is host to numerous orogenic gold deposits including the past producing Contact Lake, Komis, Jolu, Jasper and Roy Lloyd mines. Characteristics of the Property that give it the potential for an orogenic gold deposit, are the arc-related setting, occurrence of anomalous gold values associated with quartz veins and wall rocks, presence of subsidiary faults on the Property and its location within a domain known for orogenic gold deposits.

Exploration

In 2021, the Company contracted Dahrouge to complete a prospecting and geochemical rock sampling program. The purpose of the program was to locate and sample historical gossan locations to verify base metal and precious metal mineralization mentioned in historical reports and identified in more recent exploration programs.

Dahrouge personnel conducted the exploration program between May 26th and June 2nd, 2021. A Bell 206B helicopter was used to access the western side of the Property while the eastern side was accessed by foot from Highway 905. Five float and 17 grab samples, totalling 22 rock samples (Table 3; Figure 10; Figure 11) were collected primarily from the area around Holt Lake and an unnamed lake approximately 2 km northwest of Holt Lake. Rock sample locations were marked using a handheld Garmin GPS. The collected rock samples were described, photographed, placed in pre-labelled bags, and sealed with a zip-tie. The bagged samples were placed into pails and securely stored at the field accommodations until they were transported back to the Dahrouge head office in Edmonton, AB by the field crew and subsequently shipped via courier to Activation Laboratories in Ontario, Canada.

Table 3 Summary of the 2021 Collected Rock Samples

| Area | Grab | Float |
|--------------|--------------|-----------|
| Holt Lake | 4 | 5 |
| Unnamed Lake | 13 | - |
| | Total | 22 |

Holt Lake Prospect

In the Holt Lake area, a total of 9 grab samples were collected. Four of the samples were from outcrops which displayed varying degrees of quartz veining and sulphide mineralization. The outcrops locally exhibited disseminated to semi-massive textured sulphides consisting of pyrite, pyrrhotite, \pm chalcopyrite, and \pm sphalerite hosted in a medium to light grey intermediate metavolcanic sequence. The remaining five samples collected were float samples that had disseminated to semi-massive pyrite, pyrrhotite, \pm chalcopyrite, \pm sphalerite. All mineralized boulders located during the 2021 program were previously sampled in 2016.

Unnamed Lake Prospect (2 km northwest of Holt Lake)

In the area of the unnamed lake, historically mapped gossan outcrops were targeted. A total of 13 grab rock samples were collected from exposed quartz veins and gossans with varying degrees of sulphide mineralization. Sulphide mineralization in the area varied between pyrite dominant and pyrrhotite dominant, with minor chalcopyrite. Rocks observed in the area comprise a sequence of metamorphosed volcanoclastics and sediments that strike east-west and dip sub-vertically.

Results from the 2021 exploration program confirm that there are anomalous values for gold, copper, silver and zinc on the Property in the area of Holt Lake (Table 4) and that there are elevated values for copper and zinc, up to 1020 ppm and 3030 ppm, respectively, in the area of the unnamed lake (Figure 10; Figure 11). Samples with anomalous values were collected from a variety of rock types, including an intermediate volcanic, quartz vein and mafic intrusive. Samples with elevated copper and zinc values were collected from intermediate volcanics and metasediments. As of the effective date of this report, copper overlimit results were not available.

Table 4 Significant Rock Sample Results from the 2021 Exploration Program

| Sample ID | Area | Rock Type | Source | Au (ppb) | Cu (ppm) | Zn (ppm) | Ag (g/t) |
|-----------|-----------|-----------------------|--------|----------|----------|----------|----------|
| 148718 | Holt Lake | Quartz Vein | Grab | 67 | 736 | 128 | 1.9 |
| 148719 | Holt Lake | Quartz Vein | Grab | 299 | 5910 | 1390 | 7.9 |
| 148720 | Holt Lake | Intermediate Volcanic | Grab | 1630 | >10000 | >10000 | 18.8 |
| 148721 | Holt Lake | Mafic Intrusive | Float | 382 | 2700 | 700 | 3.5 |
| 148722 | Holt Lake | Quartz Vein | Float | 2110 | >10000 | >10000 | 49.5 |
| 148723 | Holt Lake | Quartz Vein | Float | 4 | 1430 | 251 | 0.6 |
| 148726 | Holt Lake | Mafic Intrusive | Float | 791 | >10000 | 8620 | 20.8 |

Figure 9 - May Lake Property 2021 Exploration Map

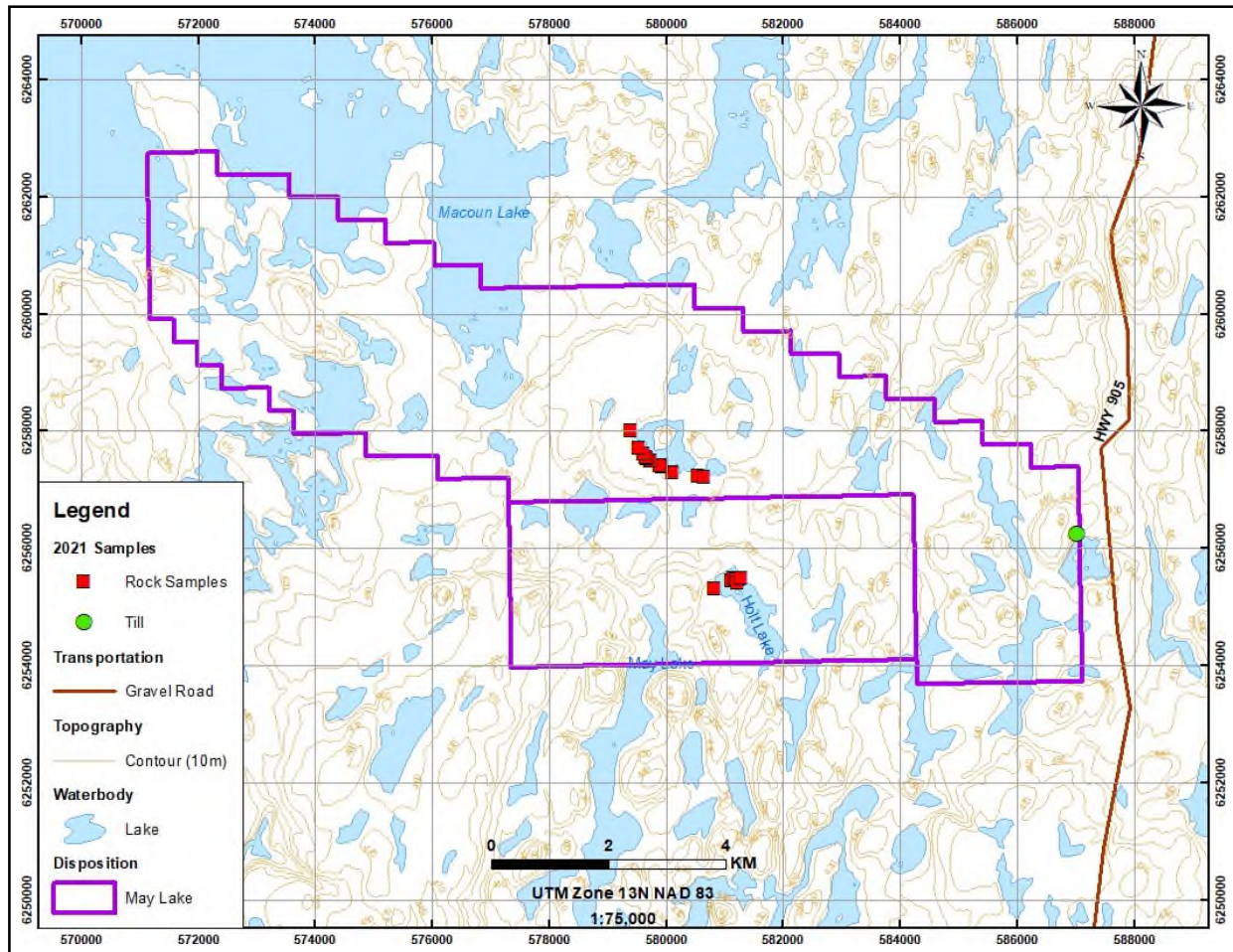


Figure 10- 2021 Rock Samples – Au (ppb)

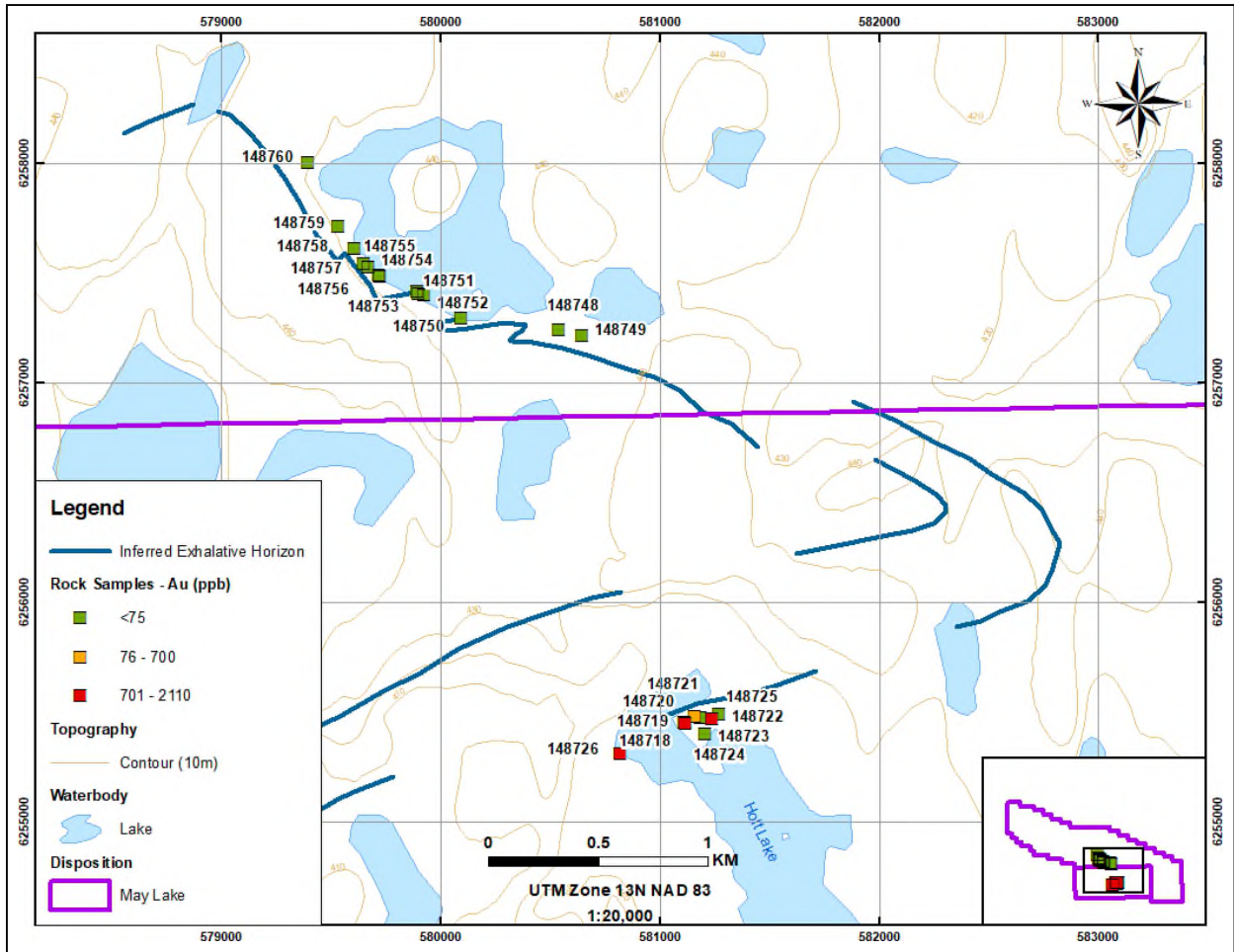
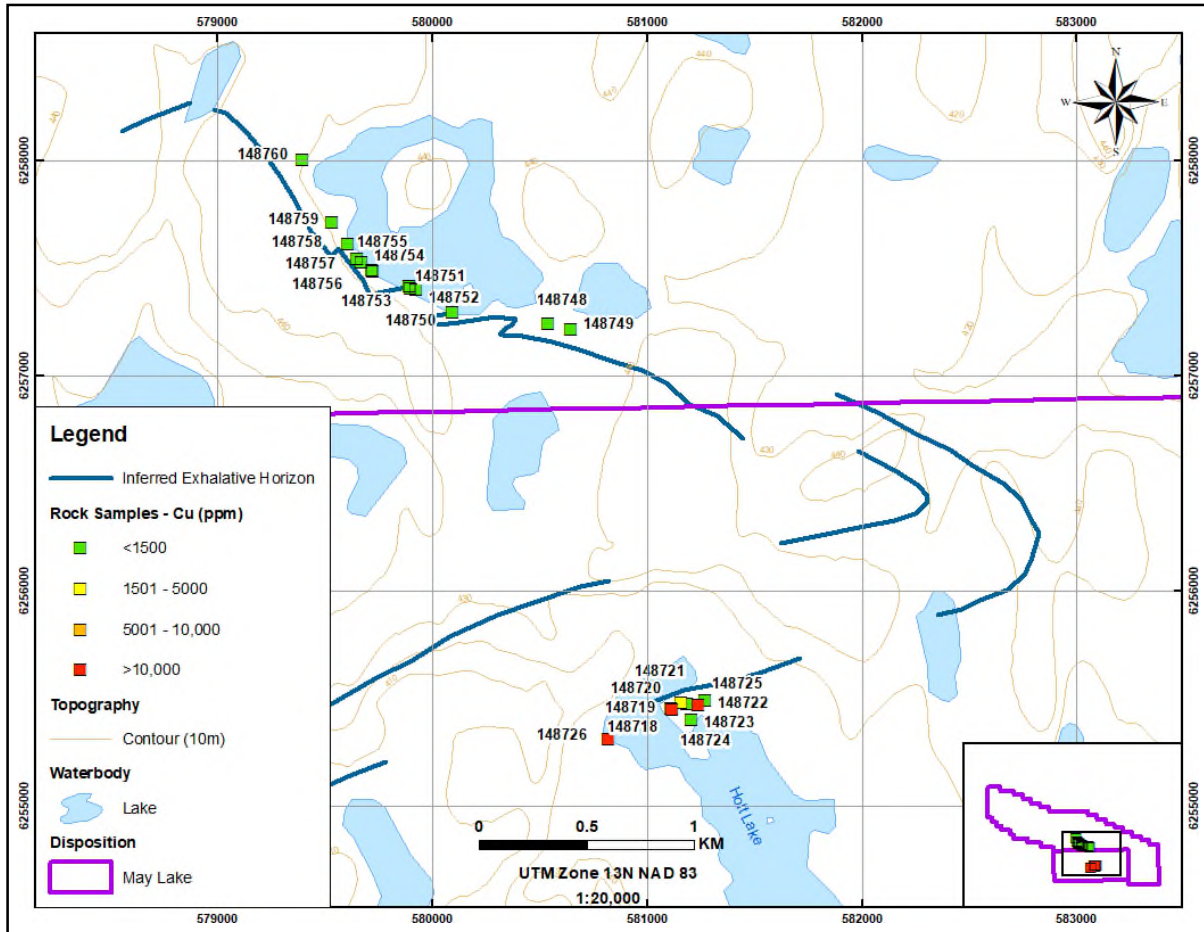


Figure 11- 2021 Rock Samples – Cu (ppm)



Drilling

As at the effective date of the Report, there has been no drilling conducted by or on behalf of the Company. A summary of historical drilling work is summarized above under “History”.

Sample Preparation, Analysis and Security

Only some of the historical exploration programs documented the laboratories used for sample analysis. The Author has no direct knowledge of the historical sampling procedures or sample security measures used by operators prior to 2016; sampling methods conducted by Dahrouge on behalf of DG Resource Management were available from historical reports and internal communications, and sampling methods used in 2021 were observed by the Author.

In 2016 and 2018, Dahrouge on behalf of DGRM, collected rock and soil samples. All samples were bagged in pre-labelled bags, described, sealed with zip-ties, and placed in pails. Neither of these programs included the insertion of quality control samples, certified reference material or blanks, into the sample stream. In 2016 all samples were shipped to Activation Laboratories (“ActLabs”) in Kamloops, BC via courier. In 2018, only the soil samples were shipped to ActLabs in Ancaster, ON via courier.

In 2021, the rock samples and single till sample were described, photographed, placed in pre-labelled bags, and sealed with a zip-tie. The bagged samples were placed into pails and securely stored at the field accommodations until they were transported back to the Dahrouge head office in Edmonton, AB by the field crew and subsequently shipped via courier to ActLabs in Ancaster, ON.

In 2016 and 2018 the soil samples were prepared using standard preparation methods and analyzed by exploration geochemistry package Code UT-1M (referred to as code 1DX/AQ200 in 2016).

In 2016, the rock samples were prepared using standard preparation methods and then analyzed using precious metal package 1C-Exploration-Fire Assay-ICP/MS and exploration package 1F2 total digestion ICP.

In 2021, the rock samples were prepared using standard preparation methods and then analyzed using exploration package code UT-4M total digestion ICP, precious metal package 1C-Exploration-Fire Assay-ICP/MS and exploration package 1F2 total digestion ICP.

Quality Control and Quality Assurance

The Author believes that the historical sampling reflects the deposit style and mineralization and sampling standards at the time. The Author recommends that future exploration programs on the Property insert control samples, blanks, duplicates and certified reference material to meet current CIM Mineral Exploration Best Practice Standards.

Data Verification

This is a relatively early-stage project, despite the historical work performed to date on the Property. The main data verification procedure undertaken consisted of review of the geological and analytical protocols that were used. This review of the historic work prior to 2016 indicates that it was performed in a manner consistent with the industry standards at that time. Likewise, the work since 2016, including the 2021 exploration program by the Company has been performed to a high standard consistent with current exploration practice.

The recent exploration programs were early-stage prospecting programs with sampling consisting of the collection of grab samples. Results from this type of sampling suffer from inherent reproducibility issues and are thereby only qualitative in character. At this stage of exploration this type of work is valid as it is being used to generate valid targets for more quantitative results generated by channel sampling and diamond drilling. Review of the techniques used is adequate for this type of exploration. As an additional part of the data verification procedure, a site visit was performed.

The Author visited the eastern edge of the Property on May 31st, 2021, walking in from Highway 905, approximately 550 metres to the east of the Property. The site visit exceeded 1 hour in duration and took place with members of the Dahrouge exploration crew. Due to extensive deadfall and pervasive glacial cover, the Author's examination was limited in scope. An approximately 2 kg till/soil sample was collected by Dahrouge staff under direct supervision of the Author (Figure 10). The resultant sample was sent to Act Labs for analysis by Dahrouge, along with Dahrouge's 2021 sample shipment. Results for the till sample were independently reported to the Author. As expected, given the random and non-selective nature of the sample, no significant or anomalous analytical results were received from the sample.

Mineral Processing and Metallurgical Testing

As at the effective date of the Report, there has been no mineral processing or metallurgical testing conducted by or on behalf of the Company.

Mineral Resource and Mineral Reserve Estimate

As at the effective date of the Report, there has been no mineral resource or mineral reserve estimate prepared by or on behalf of the Company.

Recommendations

The Author recommended the completion of an airborne VTEM plus Magnetics survey over the entire Property followed by ground prospecting, geologic mapping and geochemical sampling of anomalies identified from the airborne survey. An estimated budget for the recommended work is provided in Table 5.

Table 5: Estimated Budget for the May Lake Property

| Item | Cost (CAD, pre tax) |
|--|----------------------------|
| Planning and Logistics | \$1,000 |
| VTEM plus Magnetics Survey (445 line-km with 200 m line spacing) | \$90,000 |
| Personnel (1 senior geologist at \$900/day and 2 exploration geologists at \$600/day for 7 days) | \$14,700 |
| Transportation (Truck, Helicopter, Fuel) | \$14,000 |
| Accommodation and Meals (3 persons at \$155/day for 7 days) | \$3,255 |
| Equipment Rentals (Satellite Phone, InReach, Laptops) | \$400 |
| Supplies, Communications & Sample Shipping | \$500 |
| Analytical (est. 40 rock samples at \$50/sample) | \$2,000 |
| Total | \$125,855 |

USE OF PROCEEDS

FUNDS AVAILABLE

The minimum gross proceeds from the Offering will be \$400,000. The Company estimates that the net proceeds to be received by the Company in respect of the Offering will be approximately \$278,875, after deducting the Agent's Commission of \$28,000, the remainder of the Corporate Finance Fee of \$13,125 (including GST) and the expenses for the Offering which are estimated to be \$80,000 (\$10,000 of which has been paid as a retainer towards the Agent's Expenses). These funds will be combined with the Company's existing working capital of approximately \$230,402 as at June 30, 2022 for total available funds of \$509,277.

The Company had negative cash flow from operations from the period from incorporation on January 28, 2021 to the year ended December 31, 2021.

PRINCIPAL PURPOSES

The principal purposes for which the funds available to the Company upon completion of the Offering are expected to be used are as follows:

| Principal Purpose | Funds to be Used |
|---|--------------------------|
| To complete the airborne VTEM survey over the entire Property followed by ground prospecting, geologic mapping and geochemical sampling of anomalies identified from the airborne survey, as recommended and further described in the Report ⁽¹⁾ | \$125,855 |
| To provide funding sufficient to meet administrative costs for 12 months ⁽²⁾ | \$167,000 |
| To satisfy the Company's exploration expenditure requirements under the Newfoundland Option Agreement | \$5,000 |
| Unallocated working capital | \$211,422 ⁽⁴⁾ |
| Total: | \$509,277 |

Notes:

- (1) The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary.
- (2) See "Description of the Business – The Property – Recommendations" for a summary of work to be undertaken and a breakdown of the estimated costs.
- (3) See proceeding table for a breakdown of administrative costs.
- (4) Depending on the results of the airborne VTEM survey, the Company intends to spend \$100,000 on ground mapping and rock sampling to follow up on any targets generated by such survey. This would be roughly a 1-week program for a crew of four.

Subject to, and upon the completion of the Offering, the Company's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months. Administrative expenditures for the following twelve months are expected to be comprised of the following:

| Administrative Costs for 12 Months | Budget |
|---|------------------|
| Management and fees ⁽¹⁾ | \$72,000 |
| Transfer Agent | \$10,000 |
| Legal, exchange, corporate filings – fees and costs | \$30,000 |
| Accounting & auditing | \$55,000 |
| TOTAL: | \$167,000 |

Note:

(1) \$2,500 per month will be paid to the Chief Executive Officer, \$1,500 per month will be paid to the Chief Financial Officer and \$1,000 per month will be paid to each independent director of the Company, following the Listing Date.

As at the date of this Prospectus, the Company does not intend to complete any exploration or development work on the Newfoundland Property and none of the proceeds from the Offering will be used on the Newfoundland Property.

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary. The amounts set forth above may increase for a variety of reasons, including, without limitation, if the costs of the Prospectus, or negotiating an applicable transaction, are greater than anticipated. In addition, in response to the COVID-19 global pandemic, exploration at the Company's mineral properties may be impacted by provincial, state and federal government restrictions. Potential stoppages on exploration activities could result in additional costs, project delays, cost overruns and operational restart costs. The total amount of funds that the Company needs to carry out its proposed operations may increase from these and other consequences of the COVID-19 global pandemic.

As disclosed under "*Risk Factors*", the Company does not have a source of operating cash flow and as such has negative cash flow from operating activities in its most recently completed financial year. Proceeds from the sale of the Offered Shares qualified by this Prospectus will be used to fund anticipated negative cash flow from operating activities in both current and future periods. The Company anticipates that negative operating cash flows will continue as long as it remains in an exploration and development stage.

The Company will require additional financing over and above the Offering in order to meet its longer-term business objectives and there can be no assurances that such financing sources will be available as and when needed. Factors that could affect the availability of financing include the progress and results of ongoing exploration at the Company's mineral properties, the state of international debt and equity markets, investor perceptions, expectations of the global markets and the COVID-19 global pandemic. There can be no assurance that such financing will be available in the amount required at any time or for any period or, if available, that it can be obtained on terms satisfactory to the Company. Based on the amount of funding raised, the Company's planned exploration or other work programs may be postponed, or otherwise revised, as necessary. See "*Risk Factors*".

UNALLOCATED FUNDS

Unallocated funds from the Offering will be added to the working capital of the Company and will be expended at the discretion of management.

STATED BUSINESS OBJECTIVES AND MILESTONES

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

- (a) obtain a listing of the Common Shares (including the Offered Shares) on the Exchange; and
- (b) complete the airborne VTEM survey over the entire Property followed by ground prospecting, geologic mapping and geochemical sampling of anomalies identified from the airborne survey as recommended in the Report.

The listing of the Company on the Exchange is anticipated to occur shortly prior to the Closing of the Offering, subject to the Company fulfilling all of the requirements of the Exchange. The recommended exploration program is expected to commence as soon as practicable after completion of the Offering and the listing of the Common Shares (including the Offered Shares) on the Exchange, at a cost of approximately \$125,000. See "Use of Proceeds - Principal Purposes".

DIVIDENDS OR DISTRIBUTIONS

The Company has not paid dividends since its incorporation. While there are no restrictions precluding the Company from paying dividends, it has no source of cash flow and anticipates using all available cash resources toward its stated business objectives. As such, the Company does not anticipate the payment of dividends in the foreseeable future. At present, the Company's policy is to retain earnings, if any, to finance its business operations. The payment of dividends in the future will depend upon, among other factors, the Company's earnings, capital requirements and operating financial conditions.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

SUMMARY OF FINANCIAL INFORMATION

The following table sets forth summary financial information for the Company for the period from incorporation on January 28, 2021 to the year ended December 31, 2021. This information has been summarized from the Company's audited financial statements for the period from incorporation on January 28, 2021 to the year ended December 31, 2021 and should only be read in conjunction with the Company's audited financial statements, including the notes thereto, included elsewhere in this Prospectus.

| | For the period from incorporation to the year ended December 31, 2021 <u>Audited</u> | For the three months ended March 31, 2022 <u>Unaudited</u> |
|-------------------|--|--|
| Revenues | \$Nil | \$Nil |
| Loss | \$(27,523) | \$(22,360) |
| Total Assets | \$454,279 | \$484,151 |
| Total Liabilities | \$51,973 | \$74,205 |

| | | |
|----------------------|-----------|-----------|
| Shareholder's Equity | \$402,306 | \$409,946 |
|----------------------|-----------|-----------|

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited financial statements for the period from incorporation on January 28, 2021 to the year ended December 31, 2021 and the interim unaudited financial statements for the three months ended March 31, 2022. These financial statements are included in this Prospectus and should be referred to when reading this disclosure. The financial statements have been prepared in accordance with IFRS. Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. The effective date of this MD&A is [●], 2022 (unless otherwise specified).

For the period from incorporation on January 28, 2021 to the year ended December 31, 2021 and the three months ended March 31, 2022

The Company was incorporated in the province of British Columbia on January 28, 2021. The following table summarizes selected information from the Company's audited financial statements for the period from incorporation on January 28, 2021 to the year ended December 31, 2021.

Selected Annual Information

| | For the period from incorporation to the year ended December 31, 2021 (audited) |
|--------------------------------|--|
| Total revenues | Nil |
| Loss for the period | \$(27,523) |
| Deficit | \$(27,523) |
| Total assets | \$454,279 |
| Total long term liabilities | Nil |
| Dividends | Nil |
| Loss per share | (\$-) |

Selected Quarterly Information

| | For the three months ended March 31, 2022 (unaudited) |
|--------------------------------|---|
| Total revenues | Nil |
| Loss for the period | \$(22,360) |
| Deficit | \$(22,360) |
| Total assets | \$484,151 |
| Total long term liabilities | Nil |
| Dividends | Nil |

Outstanding Securities

As at the date of this Prospectus, the Company's share capital was comprised of 15,500,001 Common Shares.

Overall Performance

At incorporation on January 28, 2021, the Company issued one Common Share to Etienne Moshevich at a price of \$0.01.

On May 1, 2021 the Company entered into the Property Option Agreement whereby the Vendors granted the Company the Property Option to acquire a 100% interest in the Property, subject to the Royalty, on the terms set out in the Property Option Agreement. In order to exercise the Property Option and to maintain the Property Option in good standing, the Company must:

(a) incur exploration expenditures on the Property of \$30,000 on or before June 30, 2021 (the "**Expenditure**") (complete); and

(b) on or before the earlier of: August 31, 2022; and the date which is five business days following the issuance of a receipt by a securities regulatory authority in any jurisdiction of Canada for a final prospectus in respect of the Company (the “**Prospectus Receipt**”):

- (i) pay to the Vendors \$50,000 in cash (the “**Consideration Payment**”) (paid); and
- (ii) issue to the Vendors 400,000 Common Shares (the “**Consideration Shares**”) (issued).

On February 19, 2021, the Company issued an aggregate of 10,000,000 Common Shares at a price of \$0.02 per Common Share for gross proceeds of \$200,000 pursuant to a non-brokered private placement.

On April 7, 2021 the Company issued an aggregate of 4,500,000 Common Shares at \$0.05 per Common Share for gross proceeds of \$225,000 pursuant to a non-brokered private placement.

On September 1, 2021, the Company issued 400,000 Common Shares in connection with the Property Option Agreement.

On March 9, 2022, the company entered into the Newfoundland Option Agreement with the Newfoundland Property Vendor, whereby the Company was granted the option to acquire an undivided 100% right, title and interest in and to the Newfoundland Property.

Subsequent to the year ended December 31, 2021, the Company issued 600,000 Common Shares in connection with the Newfoundland Option Agreement.

Results of Operations

Results of Operations for the Period from Incorporation on January 28, 2021 to the year ended December 31, 2021

During the period from incorporation on January 28, 2021 to the year ended December 31, 2021, the Company reported \$Nil in revenue and a net loss of \$(27,523).

Total expenses for the period from incorporation on January 28, 2021 to the year ended December 31, 2021 were \$27,523. Expenses were attributable to bank charges and professional fees and were associated with operating the Company.

During the period from incorporation on January 28, 2021 to the year ended December 31, 2021, the Company incurred exploration expenses aggregating \$49,781.

Results of Operations for the three months ended March 31, 2022

During the three months ended March 31, 2022, the Company reported \$Nil in revenue and a net loss of \$(22,360).

Total expenses for the three months ended March 31, 2022 were \$22,360. Expenses were attributable to bank charges and professional fees and were associated with operating the Company.

During the three months ended March 31, 2022, the Company incurred exploration expenses aggregating \$Nil.

Liquidity and Capital Resources

As described above, the Company raised \$425,000 during the period from incorporation on January 28, 2021 to the year ended December 31, 2021, by way of non-brokered private placements. The net working capital of the Company at December 31, 2021 amounted to \$253,525. The net working capital of the Company at June 30, 2022 amounted to \$230,402

Accounts payable and accrued liabilities at March 31, 2022 were \$74,205 and were attributable to professional fees associated with the financing and operation of the Company.

The Company is expected to experience negative cash flow indefinitely. Funds raised in this Offering are expected to fund the Company's operations for the next twelve months and the Company's exploration plan as recommended in the Report. See "Use of Proceeds" for a description of the Company's estimated operating costs over the next 12 months and estimated capital expenditures.

The Company has historically met all cash requirements for operations by equity or by debt financing. However, future funding needs of the Company are dependent upon the Company's ability to obtain additional equity and/or debt financing. The Company continues to closely monitor its ongoing requirements and to explore all methods of raising additional funds. There can be no certainty that such additional funds may be raised when required.

Contractual Obligations

With the exception of those obligations pursuant to the terms of the Property Option Agreement, being the Consideration Payment, the Consideration Shares, the Expenditure, the Royalty and the Bonus (subject to the fulfillment of the relevant condition), as well as the obligations pursuant to the terms of the Newfoundland Option Agreement, the Company has no material and long-term contractual obligations.

Significant Accounting Policies and Estimates

The preparation of financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amounts of assets, liabilities revenues and expenses. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances and require judgment on matters which are inherently uncertain. Details of the Company's significant accounting policies can be found in Note 2 of the audited financial statements for the period from incorporation on January 28, 2021 to the year ended December 31, 2021 and Note 2 of the unaudited interim financial statements for the three months ended March 31, 2022 included in this Prospectus.

New Accounting Standards

The Company has performed an assessment of new standards issued by the IASB that are not yet effective and has determined that any new standards that have been issued would have no or very minimal impact on the Company's financial statements.

Related Party Transactions

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

Key management personnel comprise the Company's directors and executive officers.

During the period from incorporation on January 28, 2021 to the year ended December 31, 2021 and the three months ended March 31, 2022, no remuneration was paid to key management personnel.

Included in accounts payable at March 31, 2022 is \$Nil for fees owing to directors of the Company.

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Currency risk

As at March 31, 2022, the Company's expenditures are exclusively in Canadian dollars, and any future equity raised is expected to be predominantly in Canadian dollars. As a result, the Company does not believe it is exposed to any significant currency risk.

Interest rate risk

Interest rate risk consists of two components:

- (i) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk; and
- (ii) To the extent that changes in prevailing market rates differ from the interest rates on the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

In management's opinion, the Company is not exposed to significant interest rate risk.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk includes cash, commodity tax recoverable, and subscriptions receivable. The Company manages credit risk, in respect of cash, by placing its cash with a major Canadian financial institution in accordance with the Company's investment policy.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through its capital management as outlined in Note 3 to the Company's financial statements. At present, the Company's operations do not generate positive cash flows. The Company's primary source of funding has been the issuance of equity securities through private placements. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company manages its liquidity risk by forecasting cash flows, but is nonetheless exposed to liquidity risk.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices and foreign currency exchange rates. The Company is not currently significantly exposed to market risk.

DESCRIPTION OF SECURITIES DISTRIBUTED

COMMON SHARES

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus, 15,500,001 Common Shares are issued and outstanding as fully paid and non-assessable Common Shares in the capital of the Company. The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares

of the Company, the remaining property and assets of the Company. The Common Shares do not carry any pre-emptive, subscription, conversion or redemption rights, nor do they contain any sinking or purchase fund provisions.

AGENT'S WARRANTS

The Company has also agreed to grant to the Agent the Agent's Warrants entitling the Agent or selling group members as the case may be, to purchase that number of Common Shares as is equal to 7% of the number of Offered Shares sold pursuant to the Offering. The distribution of the Agent's Warrants to the Agent is qualified under this Prospectus to the extent that such Agent's Warrants are Qualified Compensation Securities. See "*Plan of Distribution*".

COMPENSATION OPTIONS

The Company has agreed to issue 200,000 Compensation Options to the Agent on Closing, with each Compensation Option exercisable to acquire one Compensation Option Share at a price of \$0.10 per share for a period of 24 months from the Closing Date. The distribution of the Compensation Options to the Agent is qualified under this Prospectus to the extent that such Compensation Options are Qualified Compensation Securities. See "*Plan of Distribution*".

CONSOLIDATED CAPITALIZATION

The following table summarizes the changes in the Company's capitalization since December 31, 2021 and after giving effect to the Offering. The table should be read in conjunction with the financial statements appearing elsewhere in this Prospectus:

| Designation of Security | Authorized Amount | Amount Outstanding as of December 31, 2021 | Amount Outstanding at Date of this Prospectus | Amount Outstanding After the Offering |
|-------------------------|-------------------|--|---|---------------------------------------|
| Common Shares | Unlimited | 14,900,001 | 15,500,001 | 19,500,001 ⁽¹⁾ |
| Options | N/A | Nil | Nil | Nil |
| Agent's Warrants | N/A | Nil | Nil | 280,000 ⁽²⁾ |
| Compensation Options | N/A | Nil | Nil | 200,000 ⁽³⁾ |
| Long Term Debt | Nil | Nil | Nil | Nil |

Notes:

- (1) Does not include any Agent's Warrant Shares issuable on exercise of the Agent's Warrants or Compensation Option Shares issuable on exercise of the Compensation Options.
- (2) Exercisable at \$0.10 per Agent's Warrant Share until 24 months from the Closing Date.
- (3) Exercisable at \$0.10 per Compensation Option Share until 24 months from the Closing Date.

OPTIONS TO PURCHASE SECURITIES

STOCK OPTION PLAN

The Company intends on adopting a Stock Option Plan on or prior to the Closing Date. The purpose of the Stock Option Plan is to advance the interests of the Company and its shareholders and subsidiaries by

attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company of high caliber and potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its stock. The Stock Option Plan will provide that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Stock Option Plan may not exceed 10% of the issued and outstanding shares of the Company at the time of granting of options. Furthermore, the aggregate number of shares that may be issued pursuant to the exercise of the stock options awarded under the Stock Option Plan and all other security-based compensation arrangements of the Company shall not exceed 10% of the issued and outstanding Shares at any given time.

The aggregate number of options granted under the Stock Option Plan in any 12-month period to any one individual, together with all other security-based compensation arrangements of the Company, must not exceed the limits set by the Exchange.

The Stock Option Plan will be administered by the board of directors of the Company or by a special committee of directors which will have full and final authority with respect to the granting of all options thereunder. Options may be granted under the Stock Option Plan to such directors, officers, employees or consultants of the Company or its subsidiaries, if any, as the board of directors may, from time to time, designate. Options may also be granted to employees of management companies providing management services to the Company. The exercise price of any options granted under the Stock Option Plan shall be determined by the board of directors, subject to the approval of the Exchange if necessary but in no event may this exercise price be lower than the exercise price permitted by the Exchange.

The term of any options granted under the Stock Option Plan shall be determined by the board of directors at the time of grant, subject to earlier termination in the event of dismissal for cause, termination other than for cause, or in the event of death. The term of any options granted under the Stock Option Plan may not exceed ten years.

If desired by the board of directors, options granted under the Stock Option Plan may be subject to vesting. Options granted under the Stock Option Plan are not to be transferable or assignable other than as a consequence of the death of the holder. Subject to certain exceptions, in the event that a director, officer, consultant, or employee of the Company ceases to hold office or ceases to be a management company employee, options granted to such individual under the Stock Option Plan will expire 90 days after such individual ceases to hold office or such longer period as determined by the board of directors of the Company. In the event of death of an option holder, options granted under the Stock Option Plan expire one year from the date of the death of the option holder.

Should the expiry date of an Option fall within a period during which the relevant participant is prohibited from exercising an Option due to trading restrictions imposed by the Company pursuant to any policy of the Company respecting restrictions on trading that is in effect at that time (the "**Black Out Period**") or within nine business days following the expiration of a Black Out Period, such expiry date of the Option shall be automatically extended without any further act or formality to that date which is the tenth business day after the end of the Black Out Period, such tenth business day to be considered the expiry date for such Option for all purposes under the Plan. The ten-business day period may not be extended by the Company's board of directors.

OUTSTANDING OPTIONS

The Company, as of the date of this Prospectus, does not have any stock options outstanding.

AGENT'S WARRANTS

The Company has agreed to issue Agent's Warrants for the purchase of up to that number of Common Shares as is equal to 7% of the Offered Shares of the Company sold pursuant to the Offering, exercisable at a price of \$0.10 per Agent's Warrant Share for a period of 24 months from the Closing Date.

COMPENSATION OPTIONS

The Company has agreed to issue 200,000 Compensation Options to the Agent on Closing, with each Compensation Option exercisable to acquire one Compensation Option Share at a price of \$0.10 per share for a period of 24 months from the Closing Date.

PRIOR SALES

The following table summarizes the sales of securities of the Company since incorporation:

| Date | Type of Security | Price per Security | Number of Securities | Reason for Issuance |
|-------------------|-----------------------------|--------------------|----------------------|---|
| January 28, 2021 | Common Share | \$0.01 | 1 | Incorporator's share |
| February 19, 2021 | Common Share ⁽¹⁾ | \$0.02 | 10,000,000 | Non-Brokered Private Placement |
| April 7, 2021 | Common Share ⁽²⁾ | \$0.05 | 4,500,000 | Non-Brokered Private Placement |
| September 1, 2021 | Common Share ⁽³⁾ | \$0.05 | 400,000 | Consideration Shares |
| March 9, 2022 | Common Share ⁽⁴⁾ | \$0.05 | 600,000 | Pursuant to the Newfoundland Option Agreement |

Notes:

- (1) On February 19, 2021, the Company issued an aggregate of 10,000,000 Common Shares at \$0.02 per Common Share for gross proceeds of \$200,000 pursuant to a non-brokered private placement.
- (2) On April 7, 2021 the Company issued an aggregate of 4,500,000 Common Shares at \$0.05 per Common Share for gross proceeds of \$225,000 pursuant to a non-brokered private placement.
- (3) On September 1, 2021 the Company issued 400,000 Common Shares in connection with the Property Option Agreement.
- (4) On March 9, 2022 the Company issued 600,000 Common Shares in connection with the Newfoundland Option Agreement.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

ESCROWED SECURITIES

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions, unless a Principal holds securities carrying less than 1% of the voting rights attached to an issuer's outstanding securities immediately after its initial public offering.

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

1. a person or company who acted as a promoter of the Company within two years before this Prospectus;
2. a director or senior officer of the Company or any of its material operating subsidiaries at the time of this Prospectus;
3. a 20% holder – 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 Offering;
4. a 10% holder – a person or company that:
 - holds securities carrying more than 10% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Offering; and
 - 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;

A company, trust, partnership or other entity more than 50% held by one or more principals will be treated as a principal and a principal’s spouse and their relatives that live at the same address as the principal will also be treated as principals.

Except for Etienne Moshevich, the Principals of the Company are all of the directors and senior officers of the Company.

Pursuant to the Escrow Agreement to be entered into between the Company, Odyssey Trust Company (the “**Escrow Agent**”) and Principals of the Company, the Principals agree to deposit in escrow the Common Shares held by them (the “**Escrowed Securities**”) with the Escrow Agent. The Escrow Agreement will provide that the Escrowed Securities will be released from escrow in equal blocks of 15% of a Principal’s Escrowed Securities at six-month intervals over the 36 months following the Listing Date, with 10% of each Principal’s holdings being released on the Listing Date.

The Company is an “emerging issuer” as defined in the applicable policies and notices of the Canadian Securities Administrators. 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:

1. 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 Company’s board of directors;
2. transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor’s spouse or children;
3. transfers upon bankruptcy to the trustee in bankruptcy; and
4. pledges, mortgages or loans to a financial institution as collateral for a bona fide loan, provided that upon a realization the securities remain subject to escrow. 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 complete text of the Escrow Agreement will be available for inspection at the registered office of the Company, Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8 or on the Company's profile on SEDAR.

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

| Designation of Class | Number of Securities Held in Escrow | Percentage of Class before giving effect to the Offering | Percentage of Class after giving effect to the Offering ⁽¹⁾ |
|----------------------|-------------------------------------|--|--|
| Common Shares | 1,600,000 ⁽³⁾ | 10.32% | 8.21% |

Notes:

- (1) Assumes 19,500,001 Common Shares outstanding on completion of the Offering.
- (2) The Escrow Agent, the date of, and conditions governing the release of securities from escrow, are described above.
- (3) Held by Etienne Moshevich.

To the Company's knowledge, except for Etienne Moshevich, none of the Principals holds securities carrying 1% or more of the voting rights attached to the Company's outstanding securities.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Company, as of the date of this Prospectus no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to Common Shares except for the following:

| Name | Number of Common Shares Beneficially Owned Directly or Indirectly | Percentage of Common Shares Held | Percentage of Common Shares Held After Giving Effect to the Offering ⁽¹⁾⁽²⁾ |
|--|---|----------------------------------|--|
| Mike Moshevich ⁽³⁾ | 1,600,000 | 10.32% | 8.21% |
| 0718512 B.C. Ltd. ⁽⁴⁾ | 1,600,000 | 10.32% | 8.21% |
| Game 7 Investments Inc. ⁽⁵⁾ | 1,600,000 | 10.32% | 8.21% |
| Transcend Capital Inc. ⁽⁶⁾ | 1,600,000 | 10.32% | 8.21% |

Notes:

- (1) Assumes 19,500,001 Common Shares outstanding on completion of the Offering.
- (2) On a fully diluted basis, assuming exercise of 280,000 Agent's Warrants (assuming 4,000,000 Offered Shares are sold) and 200,000 Compensation Options, there would be 19,980,001 Common Shares outstanding of which Mike Moshevich would own 1,600,000 Common Shares (8.01%), 0718512 B.C. Ltd. would own 1,600,000 Common Shares (8.01%), Game 7 Investments Inc. would own 1,600,000 Common Shares (8.01%), Transcend Capital Inc. would own 1,600,000 Common Shares (8.01%).
- (3) Held directly. Mr. Moshevich is Etienne Moshevich's father.
- (4) A company controlled by Maureen MacNeill.
- (5) A company controlled by Jerome Rak.
- (6) A company controlled by Etienne Moshevich.

The Company is an arm's length party to each of the principal securityholders.

DIRECTORS AND EXECUTIVE OFFICERS

The following table provides the names, municipalities of residence, position, principal occupations and the number of voting securities of the Company that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date of this Prospectus:

| Name and Municipality of Residence and Position with the Company | Director/ Officer Since | Principal Occupation for the Past Five Years | Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus) |
|--|-------------------------|--|--|
| Alexander Klenman Surrey, British Columbia Canada <i>Chief Executive Officer and Director</i> | July 12, 2021 | See Director and Officer Biographies below. | 100,000 |
| Christopher Cooper ⁽¹⁾ Vancouver, British Columbia Canada <i>Chief Financial Officer, Corporate Secretary and Director</i> | July 12, 2021 | See Director and Officer Biographies below. | 100,000 ⁽²⁾ |
| Charanjit Hayre ⁽¹⁾ Surrey, British Columbia Canada <i>Director</i> | July 12, 2021 | See Director and Officer Biographies below. | 100,000 |
| Wayne Reid St. Philips, Newfoundland, Canada <i>Director</i> | July 12, 2021 | See Director and Officer Biographies below. | 100,000 |
| Brian Shin ⁽¹⁾ Vancouver, Canada <i>Director</i> | May 10, 2022 | See Director and Officer Biographies below. | Nil |

Notes:

- (1) Denotes a member of the Audit Committee of the Company.
(2) Held by Mr. Cooper's spouse, Elaine Cooper.

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

As at the date of this Prospectus, the directors and officers of the Company, as a group, owned beneficially, directly or indirectly or exercised control or discretion over an aggregate of 400,000 Common Shares of the Company, which is equal to 2.68% of the Common Shares currently issued and outstanding.

Alexander Klenman (Age: 58) – Chief Executive Officer and Director

Mr. Klenman brings over 30 years of business development, finance, marketing, media and corporate communications experience to his lead role with the Company. He served as Vice President, Corporate Finance for Columbia Star Resources Corp., the precursor of Nexus Gold Corp., from 2012 through 2014, and subsequently as Chairman and Chief Operating Officer of Nexus Gold Corp. from 2014 through May 1, 2018. He has held senior management and board positions in both the public and private sectors, and currently sits on the boards of multiple public companies. Prior to 2012, Mr. Klenman also served as a communications consultant for several resource companies listed on the TSX Venture Exchange, including Roxgold Inc., Integra Gold Corporation, Forum Uranium Corporation (now Forum Energy Metals Corp.), Midnight Sun Mining Corp., and others. In addition, Mr. Klenman also spent ten years in broadcasting, which included notable board positions with CKVU Television in Vancouver and Canwest Pacific Television. He is currently president and CEO of Azincourt Energy Corp. (TSX.V: AAZ).

Alexander Klenman is not an independent contractor or employee of the Company and has not entered into an employment agreement, a non-competition or a non-disclosure agreement with the Company. Mr. Klenman will devote approximately 30% of his time to the Company's affairs.

Christopher Cooper (Age: 51) – Chief Financial Officer, Corporate Secretary and Director

Mr. Cooper has 20 years of experience in management and finance in the oil and gas industry starting several junior issuers. Over the past several years, Mr. Cooper has successfully raised over \$120 million primarily through brokered and non-brokered equity issues as well as debt financing. Currently, Mr. Cooper is the Chief Executive Officer and founder of Canadian Towers and Fiber Optics Inc., a telecommunication infrastructure Company building cellular towers and managing a fiber optic network in Mexico. Mr. Cooper received his Bachelor of Business Administration from Hofstra University and his Master's in Business Administration from Dowling College, both in New York State. Our Board has determined that Mr. Cooper should serve on the Board as director of our company based on his extensive career in operating publicly traded companies, he is financially literate, independent as well as his academic accreditations, including an MBA.

Christopher Cooper is not an independent contractor or employee of the Company and has not entered into an employment agreement, a non-competition or a non-disclosure agreement with the Company. Mr. Cooper will devote approximately 20% of his time to the Company's affairs.

Charanjit Hayre (Age: 52) – Director

Mr. Charanjit Hayre is an experienced entrepreneur and has worked with start-ups in every stage of their development process. Mr. Hayre has over two decades of diverse professional experience in building companies. Mr. Hayre has helped to divest companies in the technology and CPG market sectors and he has experience restructuring the businesses at a corporate and operational level for optimal valuation. Charanjit has leveraged his senior management experience at Deloitte to compliment the many C suite roles for start-up, small/medium, and global, companies across Europe and North America. Mr. Hayre is currently President and Chief Executive Officer at V-Shapes North America. He was previously Chief Operating Officer and Director at Taipak Enterprises Ltd. (A TricorBraun Company) and Chief Operating Officer and Director at Easysnap NA. Mr. Hayre was previously an Independent Director of Iron Tank Resources Corp., Executive Vice President of Great Bear Resources Ltd., Chief Operating Officer of Asentus Consulting Group Ltd., and Senior Manager-Enterprise Risk Services Group of Deloitte & Touche

LLP. He also served on the board of MAX Minerals Ltd. (now, Southern Energy Corp.).

Charanjit Hayre is not an independent contractor or employee of the Company and has not entered into an employment agreement, a non-competition or a non-disclosure agreement with the Company. Mr. Hayre will devote approximately 40% of his time to the Company's affairs.

Wayne Reid (Age: 67) – Director

Mr. Reid has over 40 years of experience in exploration and mining geology, spanning a variety of geological terrains, from Newfoundland to Northern B.C. and Alaska. He has held senior positions with various public companies and projects in the business of mining and exploration, including Noranda Inc., Hemlo Gold Mines (a Barrick Gold Corporation project), Echo Bay Mines Ltd. and St. Andrew Goldfields Ltd. Mr. Reid was part of the team involved in the discovery of the Brewery Creek Gold Deposit in Yukon and the Boundary Massive Sulphide Deposit / Duck Pond Mine in Central Newfoundland. His experience includes gold, base metal and uranium/REE exploration in most geological environments in North America. Mr. Reid holds a BSc. in Geology from Memorial University in Newfoundland and has a Professional Geologist designation from Professional Engineers and Geoscientists – Newfoundland and Labrador. He has been a director and senior officer with a number of junior exploration companies and is currently Vice President of Exploration at Quadro Resources Ltd. and a director of Metals Creek Resources.

Wayne Reid is not an independent contractor or employee of the Company and has not entered into an employment agreement, a non-competition or a non-disclosure agreement with the Company. Mr. Reid will devote approximately 20% of his time to the Company's affairs.

Brian Shin (Age: 34) – Director

Mr. Shin specializes in providing financial reporting, corporate finance, auditing, corporate strategy, risk management and other accounting services to both public and private companies in various industries. He holds the professional designation of Chartered Professional Accountant (CPA) in B.C. and Canada and Certified Management Consultant (CMC). Mr. Shin has had extensive experience as a consultant, controller and auditor for numerous publicly traded and private corporations in several industries in multiple countries such as Canada, Hong Kong, and South Korea.

Brian Shin is not an independent contractor or employee of the Company and has not entered into an employment agreement, a non-competition or a non-disclosure agreement with the Company. Mr. Shin will devote approximately 20% of his time to the Company's affairs.

AUDIT COMMITTEE

The board of directors of the Company has constituted an audit committee. The audit committee is comprised of Christopher Cooper, Charanjit Hayre and Brian Shin.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

Except as disclosed herein, no director or executive officer or promoter of the Company is, as at the date of this Prospectus, or was, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any person or company, including the Company, that:

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

of a director, the chief executive officer or the chief financial officer thereof; or

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

No director or executive officer or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any person or 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 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Mr. Chris Cooper is an officer and a director of Reparo Energy Partners Corp., formerly Northern Sun Exploration Company Inc., the shares of which were delisted from the TSX Venture Exchange following the issuance of a cease trade order on March 6, 2015 for failure to file financial statements. On October 29, 2015, Mr. Cooper was subject to a management cease trade order in respect of Aroway Energy Inc., for failure to file financial statements, and subsequently Aroway Energy Inc. was cease traded and was the subject of enforcement of security pursuant to the *Bankruptcy and Insolvency Act* (Canada). Mr. Cooper was also a director of StartMonday Technology Corp., which was subject to a management cease trade order dated May 1, 2019, for unfiled financial statements. StartMonday Technology Corp. was subsequently delisted while the management cease trade order remained in effect.

Mr. Cooper was a director of Edge Resources Inc., (“**Edge**”) when it was cease traded on August 5, 2018, subsequent to which it was delisted. On April 29, 2016, Edge received an order of the Court of Queen’s Bench of Saskatchewan appointing Grant Thornton as receiver over the company’s Saskatchewan-based assets and, on September 2, 2016, received an order of the Court of Queen’s Bench of Alberta appointing Grant Thornton as receiver over the company’s Alberta-based assets. The receiver was discharged on the Alberta-based assets on December 19, 2016 and on the Saskatchewan-based assets on February 1, 2017. On August 5, 2016, Edge received a cease trade order from the Alberta Securities Commission for failure to file financial statements. Since a receiver had been appointed for Edge on April 29, 2016, the officers and directors of Edge were no longer in control of the assets or undertaking of Edge, being replaced by Grant Thornton as receiver. This made it impossible, following such date, for the directors of Edge to affect the continuance of Edge’s public filings.

PENALTIES OR SANCTIONS

No director or executive officer or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

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

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

PERSONAL BANKRUPTCIES

No director, officer or promoter of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Company, nor any personal holding company of any such person 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 been subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

CONFLICTS OF INTEREST

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

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

EXECUTIVE COMPENSATION

DIRECTOR AND EXECUTIVE OFFICER COMPENSATION

Upon becoming a reporting issuer, the Company will have two NEOs, Alexander Klenman, Chief Executive Officer and Christopher Cooper, Chief Financial Officer and Corporate Secretary. In the event the Company is in a position to pay a base salary to any officer, such a base salary would be determined by the board of directors and may be based on performance contributions for the year and sustained performance contributions over a number of years. Officers of the Company will be eligible to receive discretionary bonuses as determined by the board of directors based on each officer's responsibilities, his or her achievement of corporate objectives and the Company's financial performance. There is no formal timing for when such an analysis would be performed or when NEOs would be eligible to receive a salary or discretionary bonus. Any salary or bonus would be determined at the absolute discretion of the board and there are presently no performance criteria, goals or peer groups which have been set or identified in relation to NEO compensation.

Following the Listing Date, the Company expects the compensation of the NEOs will be \$2,500 per month for the Chief Executive Officer and \$1,500 per month for the Chief Financial Officer and Corporate Secretary for the financial year ending December 31, 2022.

Director compensation is determined by the directors, acting as a whole. Following the Listing Date, the Company expects to compensate the directors for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the most recently completed financial year or subsequently, by the payment of \$1,000 per month, and by the issuance of incentive stock options pursuant to the Company's Stock Option Plan.

The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

The Company did not compensate directors in the period from incorporation on January 28, 2021 to the year ended December 31, 2021.

EXTERNAL MANAGEMENT COMPANIES

All NEOs acting for the Company act on their own behalf and do not presently provide their services through an external management company.

INCENTIVE PLAN AWARDS

Stock Option Plan

The Company intends to put into place a Stock Option Plan on or prior to the Closing Date in order to provide effective incentives to directors, officers, senior management personnel and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's shareholders. The Stock Option Plan will be approved and adopted on or prior to the Closing Date and will not be subject to shareholder approval under the rules of the Exchange. The Company has no equity incentive plans other than the intended Stock Option Plan.

Details on the Stock Option Plan and the stock options granted as of the date of this Prospectus, including material terms, can be found in section "Options to Purchase Securities".

EMPLOYMENT, CONSULTING, AND MANAGEMENT AGREEMENTS

The Company has no employment, consulting or management agreements in place.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company does not have any contracts, agreements, plans or arrangements in place with any NEO that provides for payment following or in connection with any termination (whether voluntary, involuntary or constructive, resignation, retirement, a change of control of the Company or a change in an NEO's responsibilities).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No existing or proposed director, executive officer or senior officer of the Company or any associate of any of them, is indebted to the Company as at the date of this Prospectus.

AUDIT COMMITTEE

The charter of the Company's audit committee and the other information required to be disclosed by Form 52-110F2 is attached to this Prospectus as Schedule "B".

CORPORATE GOVERNANCE

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this Prospectus as Schedule "C".

PLAN OF DISTRIBUTION

The Offering will be made in accordance with the Agency Agreement and the rules and policies of the Exchange. This Offering consists of 4,000,000 Offered Shares and is subject to the completion of a minimum subscription of 4,000,000 Shares to raise minimum gross proceeds of \$400,000. If the Offering is not completed within 90 days of the issuance of a receipt for the final Prospectus, and unless an amendment is filed and receipted in which case the Offering shall be extended for a further 90 days from the issuance of a receipt for the amendment to the final Prospectus but in any event not more than 180 days from the date of the receipt for the final Prospectus, the Offering will cease and all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent. Pursuant to the Agency Agreement, the Company has engaged the Agent to act as its exclusive agent to conduct the Offering in the Selling Provinces, on a commercially reasonable efforts basis. The Agent may enter into selling group arrangements with other investment dealers at no additional cost to the Company. The Agent will receive, on the Closing Date:

1. the Agent's Commission equal to 7% of the gross proceeds from the sale of Offered Shares under the Offering, payable in cash;
2. the Agent's Warrants in an amount equal to 7% of the Offered Shares sold under the Offering, where each Agent's Warrant provides the right to acquire one Agent's Warrant Share, exercisable at a price of \$0.10 per share for a period of 24 months from the Closing Date;
3. the 200,000 Compensation Options, with each Compensation Option exercisable to acquire one Compensation Option Share at a price of \$0.10 per share for a period of 24 months from the Closing Date;
4. the Corporate Finance Fee equal to \$26,250 (including GST), payable in cash, of which \$13,125 has been paid as of the date hereof; and
5. the Agent's Expenses, of which a retainer of \$10,000 has been paid toward such expenses.

The Agent has agreed to assist with the Offering on a commercially reasonable best-efforts basis, but is not obligated to purchase any of the Offered Shares for its own account.

National Instrument 41-101 imposes restrictions on the maximum number of securities that can be distributed to an agent as compensation under a prospectus ("**Qualified Compensation Securities**"). Pursuant to National Instrument 41-101, the aggregate number of Qualified Compensation Securities must not exceed 10% of the securities offered pursuant to the applicable prospectus. In the case of the Offering, up to a maximum of 400,000 Qualified Compensation Securities are qualified for distribution to the Agent pursuant to this Prospectus, calculated as 10% of the maximum number of Offered Shares qualified by this Prospectus. Accordingly, for the purposes of the Offering, any combination of up to 280,000 Agent's Warrants and 200,000 Compensation Options totalling 400,000 securities shall constitute Qualified Compensation Securities. To the extent the Agent is entitled to receive securities as compensation exceeding 10% of the securities offered pursuant to this Prospectus, that number of Agent's Warrants and/or Compensation Options exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified by this Prospectus and will be subject to a hold period of four months and one day in accordance with applicable securities laws.

Subscriptions will be received for the Offered Shares subject to rejection or acceptance by the Company in whole or in part and the right is reserved to close the subscription books at any time. Upon rejection of a subscription or in the event that the Offering does not complete within the term of the Agency Agreement or the time required by the rules of the Securities Commissions, the subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent. Except for certain of the Offered Shares which will be issued in physical certificated form, the Offered Shares will be deposited with CDS or its nominee in electronic form on the Closing Date through the non-certificated inventory system administered by CDS. Subscribers for Offered Shares will receive only a customer confirmation from the registered dealer from or through which the Offered Shares are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Offered Shares on behalf of owners who have purchased Offered Shares in accordance with the book-based system.

The Agency Agreement will provide that, upon the occurrence of certain stated events such as the breach of any term of the Agency Agreement by the Company or at the discretion of the Agent on the basis of its assessment of the state of the financial markets or the market for the Offered Shares that the Offered Shares cannot be marketed profitably, the Agent may terminate the Offering.

There will be no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering other than the payments to be made to the Agent in accordance with the terms of the Agency Agreement as set out above.

The Agency Agreement further provides that the Company agrees not to, directly or indirectly, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or agree to or announce any intention to issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, any additional Common Shares or any securities convertible into or exchangeable for Common Shares, other than pursuant to: (a) the grant or exercise of stock options and other similar issuances pursuant to the Stock Option Plan or other share compensation arrangements; (b) the issuance of Common Shares upon the exercise of convertible securities or Common Share purchase warrants by way of non-brokered private placement at a price per security above the Offering Price; (c) outstanding property and/or other corporate acquisitions from the date of the Agency Agreement, for a period of 90 days from the Closing Date without the prior written consent of the Agent, such consent not to be unreasonably withheld or delayed.

Closing of the Offering will be subject to conditions which are set out in the Agency Agreement.

The directors, officers and other insiders of the Company may purchase Offered Shares under the Offering. The price of the Offered Shares offered under this Prospectus was determined by negotiation between the Company and the Agent and bears no relationship to earnings, book value or other valuation criteria.

In addition, the Company has granted the Agent a right of first refusal whereby the Agent has the exclusive right and opportunity to participate to participate as a member of a syndicate of one or more investment dealers for any brokered financing completed by the Company for 12 months following completion of the Offering.

LISTING OF COMMON SHARES

The Company will apply to list the Common Shares (including the Offered Shares) on the Exchange. Listing is subject to the Company's fulfilling all of the requirements of the Exchange.

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 Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group PLC). See “*Risk Factors*”.

RISK FACTORS

GENERAL

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

INSUFFICIENT CAPITAL

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

There can be no assurance that financing will be available to the Company or, if it is, that it will be available on terms acceptable to the Company and will be sufficient to fund cash needs until the Company achieves positive cash flow. If the Company is unable to obtain the financing necessary to support its operations, it may be unable to continue as a going concern. The Company currently has no commitments for any credit facilities such as revolving credit agreements or lines of credit that could provide additional working capital. The Company has no long-term debt, capital lease obligations, operating leases or any other long-term obligations.

NO ESTABLISHED MARKET

The Company will apply to list the Common Shares, including the Offered Shares on the Exchange. Listing will be subject to the Company fulfilling all the listing requirements of the Exchange. There is currently no market through which the Company's securities may be sold and purchasers may not be able to resell the Offered Shares purchased under this Prospectus. Even if a market develops, there is no assurance that the Offering Price of the Offered Shares offered under this Prospectus, which was determined through negotiations between the Company and the Agent, will reflect the market price of the Offered Shares once a market has developed. If an active public market for the Offered Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial public Offering Price.

LIMITED BUSINESS HISTORY

The Company has only recently commenced operations and has no history of operating earnings. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Company has limited financial resources and there is no assurance that additional funding will be

available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Company can generate revenues, operate profitably or provide a return on investment or that it will successfully implement its plans.

HIGH RISK, SPECULATIVE NATURE OF INVESTMENT

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

RESALE OF SHARES

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

LIQUIDITY CONCERNS AND FUTURE FINANCING REQUIREMENTS

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

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

PROPERTY INTERESTS

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

Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The discovery of mineral deposits is dependent upon a number of factors. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general factors such as metal prices and government regulations, including environmental protection. Most of these factors are beyond the control of the Company. In addition, because of these risks, there is no certainty that the

expenditures to be made by the Company on the exploration of its Property as described herein will result in the discovery of commercial quantities of ore.

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

FINANCING RISKS

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

NEGATIVE OPERATING CASH FLOW

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

EXPLORATION AND DEVELOPMENT

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

There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will, in part, be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

ACQUISITION OF ADDITIONAL MINERAL PROPERTIES

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

NO COMMERCIAL ORE DEPOSITS

The Property is in the exploration stage only and is without a known body of commercial ore. Development of the Property will follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

UNINSURABLE RISKS

In the course of exploration, development and production of mineral properties, certain risks, in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

PERMITS AND GOVERNMENT REGULATIONS

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

SURFACE EXPLORATION RIGHTS

Permission for surface access must be negotiated with the owners of the surface rights to the areas covered by the mining concessions, and commonly involve leasing of the surface rights. The Company currently does not have any agreements in place regarding the Property, and there is no guarantee the Company will be able to negotiate and enter into any such agreement as may be required to have access to do significant work. Further, there are potential risks with regard to the completion of a successful exploration program in that there is a possibility of not being able to enter into a surface access agreement over part of the area of interest, or problems with obtaining an environmental permit for road construction and drilling.

ENVIRONMENTAL AND SAFETY REGULATIONS AND RISKS

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant

liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

The Company may encounter strong opposition for any of its exploration and development plans which could result in significant delays to the Company's plans, or result in increased costs to the Company.

MINERAL TITLES

The Company has not yet obtained a title opinion in respect of the Property. The claims on the Property have not been legally surveyed. The Property may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. The Company is satisfied, however, that evidence of title to the Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Property.

FIRST NATIONS LAND CLAIMS

The Property may now or in the future be the subject of First Nations' land claims. The Property is located in an area known for strong First Nations' concerns that could prove to be a problem for any extensive development on the Property. The legal nature of First Nations 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 First Nations 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 will at some point be required to negotiate with First Nations in order to facilitate exploration and development work on the Property and there is no assurance that the Company will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the Property.

First Nations' rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Property may now or in the future be the subject of First Nations or indigenous land claims.

FLUCTUATING MINERAL PRICES AND CURRENCY RISK

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 US dollars.

COMPETITION

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention

of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to acquire suitable properties or prospects for mineral exploration in the future.

MANAGEMENT

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

INCOME TAX CONSIDERATIONS

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

DILUTION

The Offering Price of the Offered Shares issuable under this Offering significantly exceeds the net tangible book value per Common Share and, accordingly, investors will suffer immediate and substantial dilution of their investment after considering costs associated with the Offering.

PRICE VOLATILITY OF PUBLICLY TRADED SECURITIES

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the Offered Shares distributed hereunder will be affected by such volatility. There is no public market for the Company's Common Shares. An active public market for the Common Shares might not develop or be sustained after the Offering. The initial public Offering Price of the Offered Shares has been determined by negotiations between the Company and the Agent and this price will not necessarily reflect the prevailing market price of the Offered Shares following the Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the Offering Price.

CONFLICTS OF INTEREST

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

between the directors' duties to the Company and their duties to the other companies on whose boards they serve, the directors and officers of the Company have agreed to the following:

- (a) participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;
- (b) no commissions or other extraordinary consideration will be paid to such directors and officers; and
- (c) business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Company except on the same or better terms than the basis on which they are offered to third party participants.

STRESS IN THE GLOBAL ECONOMY

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

PUBLIC HEALTH CRISIS (COVID-19)

The Company's business, operations and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises, including the outbreak of COVID-19. As a result of the COVID-19 outbreak, there have been a large number of temporary business closures, quarantines and a general reduction in consumer activity in Canada, the United States, Europe and China. The outbreak has also caused companies and various international jurisdictions to impose travel, gathering and other public health restrictions. While these effects a number of jurisdictions, including in Canada and the United States, have started to lift certain COVID-19 related restrictions, the duration of the various disruptions to businesses locally and internationally and related financial impact cannot be reasonably estimated at this time.

While the outbreak of COVID-19 has not caused significant disruptions to the Company's business, it may yet cause disruptions to the Company's business and operations plans. Such disruptions may result from (a) restrictions that governments and communities impose to address the COVID-19 global pandemic; (b) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others; (c) shortages of employees and/or unavailability of contractors and subcontractors; and/or (d) interruption of supplies from third-parties upon which the Company relies. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Company's business, financial condition and results of operations, which could be rapid and unexpected. These disruptions may severely impact the Company's ability to carry out its business objectives in the year ended December 31, 2022.

CURRENT GLOBAL FINANCIAL CONDITION

Current global financial conditions have been subject to increased volatility. As such, the Company is subject to counterparty risk and liquidity risk. The Company is exposed to various counterparty risks including, but not limited to: (a) through financial institutions that hold the Company's cash; (b) through

companies that have payables to the Company; and (c) through the Company's insurance providers. The Company is also exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of the Company to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Common Shares could be adversely affected.

PROMOTERS

Etienne Moshevich is the promoter of the Company. Etienne Moshevich has ownership and control of 1,600,000 Common Shares (10.32%) of the issued and outstanding Common Shares of the Company as of the date of this Prospectus. For additional disclosure see "Corporate Cease Trade Orders or Bankruptcies", "Penalties or Sanctions" and "Personal Bankruptcies."

LEGAL PROCEEDINGS AND REGULATORY MATTERS

The Company is not a party to any legal proceedings or regulatory actions and is not aware of any such proceedings known to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No person who is:

- (a) A director or executive officer of the Company;
- (b) A person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of the Company's outstanding voting securities; or
- (c) An associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b),

has any material interest, direct or indirect, in any material transaction since incorporation or in any proposed transaction that has materially affected or will materially affect the Company.

RELATIONSHIP BETWEEN THE COMPANY AND AGENT

The Company is not a "related issuer" or connected issuer to the Agent as such terms are utilized in National Instrument 33-105 – *Underwriting Conflicts* of the Canadian Securities Administrators.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Hay & Watson, Chartered Professional Accountants of Suite 900, 1450 Creekside Drive, Vancouver, British Columbia, V6J 5B3.

The Company intends to appoint, prior to Closing, Odyssey Trust Company, United Kingdom Building, 409 Granville St, Vancouver, BC V6C 1T2, as the registrar and transfer agent of the Common Shares of the Company.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company since its incorporation, which are currently in effect and considered to be currently material:

1. Property Option Agreement between the Company, the Underlying Owner and the Vendors referred to under "*General Development of the Business*".
2. Agency Agreement between the Company and the Agent referred to under the "*Plan of Distribution*", which the Company intends to enter into following the filing of this Prospectus.
3. Registrar and Transfer Agent Agreement between the Company and Odyssey Trust Company, which the Company intends to enter into following the filing of this Prospectus.

A copy of any material contract and the Report may be inspected during distribution of the Offered Shares being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Company's offices at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8 and on the Company's profile on SEDAR.

EXPERTS

Hay & Watson, Chartered Professional Accountants have audited the Company's audited financial statements for the period from incorporation on January 28, 2021 to the year ended December 31, 2021 and have advised the Company that they are independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants British Columbia.

Dave Billard, P. Geo, are the Author of the Report on the Property and have reviewed and approved the scientific and technical information relating to the Property in this Prospectus.

The information in this Prospectus under the heading "*Eligibility for Investment*" has been included in reliance upon the opinion of Cassels, Brock and Blackwell LLP, counsel to the Company.

No person or company whose profession or business gives authority to a report, valuation, statement or opinion and whom is named as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Company or any associate of the Company.

ELIGIBILITY FOR INVESTMENT

In the opinion of Cassels Brock and Blackwell LLP, counsel to the Company, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (the "**Tax Act**") in force as of the date hereof, the Offered Shares, if issued on the date hereof, would be "qualified investments" for trusts governed by a "registered retirement savings plan", "registered retirement income fund", "registered education savings plan", "registered disability savings plan", "tax-free savings account", (collectively, referred to as "**Registered Plans**") or a "deferred profit sharing plan", each as defined in the Tax Act, provided that the Offered Shares are listed on a "designated stock exchange" for the purposes of the Tax Act (which currently includes the Exchange) or the Company qualifies as a "public corporation" (as defined in the Tax Act).

The Offered Shares are not currently listed on a “designated stock exchange” and the Company is not currently a “public corporation”, as that term is defined in the Tax Act. The Company will apply to list the Offered Shares on the Exchange as of the day before the Closing of the Offering, followed by an immediate halt in trading of the Offered Shares in order to allow the Company to satisfy the conditions of the Exchange and to have the Offered Shares listed and posted for trading prior to the issuance of the Offered Shares on the Closing of the Offering. The Company must rely on the Exchange to list the Offered Shares on the Exchange and have them listed for trading prior to the issuance of the Offered Shares on the Closing of the Offering and to otherwise proceed in such manner as may be required to result in the Offered Shares being listed on the Exchange at the time of their issuance on Closing. There can be no guarantee that Exchange approval of a listing will be granted or will be in a form that is, or is acceptable to the Canada Revenue Agency as, a full and unconditional listing sufficient for “qualified investment” status under the Tax Act for purposes of a Registered Plan or “deferred profit sharing plan” at a relevant time. If the Offered Shares are not listed on the Exchange at the time of their issuance on the Closing of the Offering and the Company is not a “public corporation” at that time, the Offered Shares will not be “qualified investments” for Registered Plans or a “deferred profit sharing plan” at that time.

Notwithstanding the foregoing, the holder or subscriber of, or an annuitant under, a Registered Plan, as the case may be (the “**Controlling Individual**”), will be subject to a penalty tax if the Offered Shares held in the Registered Plan are a “prohibited investment” (as defined in the Tax Act) for the particular Registered Plan. The Offered Shares will generally not be a “prohibited investment” for a Registered Plan provided that the Controlling Individual deals at arm’s length with the Company for the purposes of the Tax Act and does not have a “significant interest” (as defined in subsection 207.01(4) of the Tax Act) in the Company. In addition, the Offered Shares will generally not be a “prohibited investment” if such shares are “excluded property” (as defined in the Tax Act) for the Registered Plan.

Purchasers who intend to hold Offered Shares in a Registered Plan, should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

OTHER MATERIAL FACTS

There are no further facts or particulars in respect of the securities being distributed pursuant to this Prospectus that are not already disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

PURCHASERS’ STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in each the provinces of Canada (except Québec) provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province for the particulars of these rights or consult with a legal adviser.

LIST OF EXEMPTIONS

The Company has not applied for or received any exemption from National Instrument 41-101 – *General Prospectus Requirements*, regarding this Prospectus or the distribution of its securities under this Prospectus.

FINANCIAL STATEMENTS

Attached to and forming part of this Prospectus are the audited financial statements of the Company for the period from incorporation on January 28, 2021 to the year ended December 31, 2021, together with the Auditor's report thereon. The Company's year-end is December 31.

SCHEDULE "A"
FINANCIAL STATEMENTS

See Attached.

EV VENTURES INC.

FINANCIAL STATEMENTS

**FOR THE PERIOD FROM THE DATE OF INCORPORATION ON JANUARY 28, 2021
TO DECEMBER 31, 2021**

Expressed in Canadian Dollars

Auditor's Report

To the Directors of EV Ventures Inc.

Opinion

We have audited the financial statements of EV Ventures Inc. (the “Company”), which comprise the statement of financial position as at December 31, 2021, the statements of loss and comprehensive loss, of changes in shareholders’ equity and of cash flows for the period from incorporation, January 28, 2021 to December 31, 2021, and the 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 year then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Chartered Professional Accountants

Vancouver, BC, Canada

EV VENTURES INC.
STATEMENT OF FINANCIAL POSITION
As at December 31, 2021
Expressed in Canadian Dollars

| | 2021 |
|--|-------------------|
| ASSETS | |
| Current Assets | |
| Cash | \$ 295,498 |
| Prepaid expense | 10,000 |
| Total current assets | 305,498 |
| Exploration and evaluation assets (Note 4) | 148,781 |
| TOTAL ASSETS | \$ 454,279 |
| LIABILITIES AND EQUITY | |
| Current Liabilities | |
| Accounts payable and accrued liabilities | \$ 51,973 |
| Equity | |
| Share capital (Note 5) | 429,829 |
| Deficit | (27,523) |
| Total equity | 402,306 |
| TOTAL EQUITY AND LIABILITY | \$ 454,279 |

Nature and continuance of operations (Note 1)
Commitments (Note 8)

Approved and authorized for issue on behalf of the Board on **July XX, 2022**

Director

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

EV VENTURES INC.
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
For the period from the date of incorporation on January 28, 2021 to December 31, 2021
Expressed in Canadian Dollars

| | 2021 |
|---|-------------------|
| EXPENSES | |
| Bank charges | \$ 378 |
| Professional fees | 27,145 |
| Net loss and comprehensive loss for the period | \$ 27,523 |
| Basic and diluted loss per share | \$ - |
| Weighted average number of shares outstanding | 13,185,163 |

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

EV VENTURES INC.**STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY****For the period from the date of incorporation on January 28, 2021 to December 31, 2021****Expressed in Canadian Dollars**

| | Number of shares (Note 5) | Share capital (Note 5) | Deficit | Total equity |
|---|--|---------------------------------------|--------------------|-------------------------|
| Balances, January 28, 2021 (date of incorporation) | - | \$ - | \$ - | \$ - |
| Share issued on incorporation | 1 | - | - | - |
| Shares issued for cash | 14,500,000 | 425,000 | - | 425,000 |
| Share issue costs | - | (15,171) | - | (15,171) |
| Shares issued for mineral property acquisition | 400,000 | 20,000 | - | 20,000 |
| Net loss for the period | - | - | (27,523) | (27,523) |
| Balances, December 31, 2021 | 14,900,001 | \$ 429,829 | \$ (27,523) | \$ 402,306 |

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

EV VENTURES INC.
STATEMENT OF CASH FLOWS
For the period from the date of incorporation on January 28, 2021 to December 31, 2021
Expressed in Canadian Dollars

| | 2021 |
|--|-------------------|
| OPERATING ACTIVITIES | |
| Net loss for the period | \$ (27,523) |
| Non-cash items: | |
| Shares issued for mineral properties acquisition | 20,000 |
| Changes in working capital items: | |
| Prepaid expense | (10,000) |
| Accounts payable | 51,973 |
| Cash from operating activities | 34,450 |
| INVESTING ACTIVITIES | |
| Exploration and evaluation assets | (148,781) |
| Cash used in investing activities | (148,781) |
| FINANCING ACTIVITIES | |
| Shares issued for cash | 425,000 |
| Share issue costs | (15,171) |
| Cash from financing activities | 409,829 |
| Change in cash | 295,498 |
| Cash, beginning | - |
| Cash, end | \$ 295,498 |

Supplemental cash flow information (Note 10).

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

EV VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

For the period from the date of incorporation on January 28, 2021 to December 31, 2021

Expressed in Canadian Dollars

1. NATURE AND CONTINUANCE OF OPERATIONS

EV Ventures Inc. (the “Company”) incorporated under the Business Corporations Act of British Columbia on January 28, 2021. The address of the Company’s corporate office and its principal place of business is 2200 885 West Georgia Street, Vancouver BC V6C 3E8.

The Company is in the exploration stage and its principal business activity is the sourcing and exploration of mineral properties.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future, and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. At December 31, 2021, the Company has not generated revenue or cash flow from operations to adequately fund its activities and therefore relies principally upon the support of creditors, related parties and issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. These factors form a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The carrying value of the Company's exploration and evaluation assets do not reflect current or future values. The Company has not yet determined whether its exploration and evaluation assets contain economically recoverable ore reserves. The Company has no source of operating revenue and has significant cash requirements to meet its administrative overhead and maintain its exploration and evaluation assets. The recoverability of amounts shown for exploration and evaluation assets is dependent on several factors, which include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of exploration and evaluation assets.

Although these financial statements do not include any adjustments that may result from the inability to secure future financing, such a situation would have a material adverse effect on the Company's recoverability of assets, classification of assets and liabilities, and results of operations should the Company be unable to continue as a going concern.

EV VENTURES INC.
NOTES TO THE FINANCIAL STATEMENTS
For the period from the date of incorporation on January 28, 2021 to December 31, 2021
Expressed in Canadian Dollars

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

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

These financial statements were approved by the Board of Directors of the Company on July XX, 2022.

(b) Basis of presentation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

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

(c) Significant accounting estimates and judgments

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from estimates made, relate to:

Economic recoverability and probability of future economic benefits of exploration and evaluation assets.

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

EV VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

For the period from the date of incorporation on January 28, 2021 to December 31, 2021

Expressed in Canadian Dollars

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Decommissioning restoration provision

The Company will record a provision for decommissioning and restoration provision based on management's best estimate of the present value of the future cash outflows required to settle the liability. The provision reflects estimates of future costs, inflation, and assumptions of risks associated with the future cash outflows, and the applicable risk-adjusted discount rate for the discounting future cash outflows. Changes in the above factors can result in a change to the provision recognized by the Company. Changes to any restoration and decommissioning costs are recorded with a corresponding change to the carrying amount of the related mining property. Adjustments to the carrying amounts of the related mineral property can result in a change to future depletion expenses.

Income taxes

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

Significant judgments made in preparation of the financial statements are as follows:

Going concern

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company has disclosed a material uncertainty regarding going concern in Note 1 which requires the use of management's judgment on the ability of the Company to continue its operations and to develop or acquire a self-sustaining business or assets.

While management believes judgements and the estimates are reasonable, actual results could differ from those judgements and estimates and could impact future results of operations and cash flows.

EV VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

For the period from the date of incorporation on January 28, 2021 to December 31, 2021

Expressed in Canadian Dollars

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration and evaluation assets

Pre-exploration costs are expensed as incurred. Costs directly related to the exploration and evaluation of mineral properties is capitalized once the legal rights to explore the mineral properties are acquired or obtained. When the technical and commercial viability of a mineral resource have been demonstrated and a development decision has been made, the capitalized costs of the related property are first tested for impairment and transferred to mining assets and amortized over the estimated useful life of the property following commencement of commercial production.

If it is determined that capitalized acquisition, exploration, and evaluation costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the property is written down to its recoverable amount. Exploration and evaluation assets are reviewed for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount.

The costs include the cash or other consideration and the assigned value of shares issued, if any, on the acquisition of exploration and evaluation assets. Costs related to properties acquired under option agreements or joint ventures, whereby payments are made at the sole discretion of the Company, are recorded in the accounts at such time as the payments are made. The Company does not accrue estimated future costs of maintaining its exploration and evaluation assets in good standing.

Capitalized costs as reported on the statements of financial position represent costs incurred to date and may not reflect actual, present, or future values. Recovery of carrying value is dependent upon future commercial success or proceeds from disposition of the exploration and evaluation property interests.

Management assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. Write-downs due to impairment in value are charged to profit or loss.

General exploration costs not related to specific properties and general administrative expenses are charged to profit or loss in the period in which they are incurred.

EV VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

For the period from the date of incorporation on January 28, 2021 to December 31, 2021

Expressed in Canadian Dollars

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in amount and timing of the Company's estimates of reclamation costs, are charged to profit and loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

Impairment of assets

The carrying amount of the Company's assets (which include exploration and evaluation interests) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

EV VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

For the period from the date of incorporation on January 28, 2021 to December 31, 2021

Expressed in Canadian Dollars

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of assets (continued)

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Share-based compensation

The Company grants share purchase options to acquire common shares of the Company to directors, officers, employees, and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received.

The fair value of the stock options is determined using the Black-Scholes option pricing model. The fair value of stock options is recognized to expense over the vesting period. Consideration paid for the shares on the exercise of share purchase options is credited to share capital.

Share issue costs

Costs directly identifiable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

The value of compensatory warrants granted to agents in a private placement is determined using the Black-Scholes option pricing model. The fair value of these compensatory warrants is recognized as share issuance costs, with the offsetting credit to reserves.

EV VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

For the period from the date of incorporation on January 28, 2021 to December 31, 2021

Expressed in Canadian Dollars

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basic and diluted loss per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. For the periods presented, this calculation proved to be anti-dilutive.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income (“FVOCI”); or (iii) fair value through profit or loss (“FVTPL”). The classification of financial assets is generally based on the business model under which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value, net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash is measured at FVTPL.

Impairment

An ‘expected credit loss’ impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the

EV VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

For the period from the date of incorporation on January 28, 2021 to December 31, 2021

Expressed in Canadian Dollars

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment (continued)

asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

Accounts payable are classified under amortized cost and carried on the statement of financial position at amortized cost.

As at December 31, 2021, the Company does not have any derivative financial liabilities.

Income taxes

Current income tax

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

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

EV VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

For the period from the date of incorporation on January 28, 2021 to December 31, 2021

Expressed in Canadian Dollars

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes (continued)

Deferred tax

Deferred tax is provided for based on temporary differences at the reporting date between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

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

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

Foreign exchange

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian dollar. The functional currency determination was conducted through an analysis of the consideration factors identified in International Accounting Standard (“IAS”) 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are reflected in profit or loss for the period.

Valuation of equity units issued in private placements

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 most easily measured component based on fair value and then the residual value, if any, to the less easily measurable component.

EV VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

For the period from the date of incorporation on January 28, 2021 to December 31, 2021

Expressed in Canadian Dollars

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and accounts payable.

Fair values

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The fair value hierarchy has the following levels:

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

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

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs). The fair value of cash is determined using level 1 of the fair value hierarchy. The carrying values of the accounts payable and accrued liabilities approximate their fair values due to the expected maturity of these financial instruments.

Financial instrument risk exposure and risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

(a) Credit risk

Credit risk is the risk of a financial loss to the Company if counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash, commodity tax recoverable, and subscriptions receivable. The Company manages credit risk, in respect of cash, by placing its cash with a major Canadian financial institution in accordance with the Company's investment policy.

EV VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

For the period from the date of incorporation on January 28, 2021 to December 31, 2021

Expressed in Canadian Dollars

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instrument risk exposure and risk management (continued)

(a) Credit risk (continued)

Concentration of credit risk exists with respect to the Company's cash as all amounts are held at a single major Canadian financial institution. The Company's concentration of credit risk and maximum exposure thereto is considered minimal.

The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in obtaining funds to meet commitments. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The

Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company is exposed to liquidity risk.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and commodity price risk.

i. Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Some of the Company's accounts payable are subject to interest on unpaid balances. Additionally, the Company holds cash balances in an interest-bearing bank account.

ii. Commodity price risk

Commodity price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company actively monitors commodity price changes and stock market prices to determine the appropriate course of action to be taken.

EV VENTURES INC.**NOTES TO THE FINANCIAL STATEMENTS****For the period from the date of incorporation on January 28, 2021 to December 31, 2021****Expressed in Canadian Dollars**

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**Financial instrument risk exposure and risk management (continued)**

(c) Market risk (continued)

iii. Foreign Currency Risk

The functional currency of the Company is the Canadian dollar. As of, December 31, 2021, the Company had no financial assets and liabilities that subject to currency translation risk.

4. EXPLORATION AND EVALUATION ASSETS

The Company incurred the following exploration and evaluation costs related to the May Lake property.

| | May Lake |
|--|-------------------|
| ACQUISITION COST | |
| Balance, January 28, 2021 | \$ - |
| Cash payments | 79,000 |
| Shares issued | 20,000 |
| Total acquisition costs for the period | 99,000 |
| EXPLORATION AND EVALUATION COSTS | |
| Balance, January 28, 2021 | - |
| Administration | 1,453 |
| Assays | 2,543 |
| Geological | 18,157 |
| Field supplies | 1,237 |
| Mapping | 13,850 |
| Travel | 12,541 |
| Total deferred exploration costs for the period | 49,781 |
| Balance, December 31, 2021 | \$ 148,781 |

On May 1, 2021 the Company signed a Mineral Property Acquisition Agreement to purchase 100% interest in May Lake Mineral Property (May Lake) located in the Province of Saskatchewan, Canada. Under the terms of the amended agreement, the Company must issue 400,000 common shares, pay \$50,000 in cash (paid) and spend a total of \$30,000 on exploration on or before June 30, 2021 (spent)

EV VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

For the period from the date of incorporation on January 28, 2021 to December 31, 2021

Expressed in Canadian Dollars

4. EXPLORATION AND EVALUATION ASSETS (continued)

After earning a 100% interest in the property, the Company shall pay the optionor a net smelter returns royalty (“NSR”) of 2%. The Company may also purchase 1/2 of the NSR for total consideration of \$1,000,000 subject to certain conditions.

Following the exercise of the option, and in addition to the NSR Royalty, the Company shall pay to the optionor the bonus of \$1,000,000 upon the publication of a geological report, in the form prescribed by NI 43-101, disclosing a measured and indicated resource within the boundaries of the May Lake Property of at least 1,000,000 gold equivalent ounces. At the discretion of the Company, the bonus will be payable in cash or common shares, or any combination thereof.

5. SHARE CAPITAL

(a) Authorized:

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

(b) As at December 31, 2021 the Company has 14,900,001 common shares issued and outstanding.

During the period from January 28, 2021 (incorporation) to December 31, 2021, the Company issued:

- i. 1 common share on incorporation.
- ii. 10,000,000 common shares at a fair value of \$0.02 per share for gross proceeds of \$200,000.
- iii. 4,500,000 common shares at a price of \$0.05 for gross proceeds of \$225,000. The company spent \$2,671 in share issue costs.
- iv. 400,000 common shares at a fair value of \$0.05 for mineral property acquisition (Note 4).

6. KEY MANAGEMENT COMPENSATION AND RELATED PARTY BALANCES AND TRANSACTIONS

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

EV VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

For the period from the date of incorporation on January 28, 2021 to December 31, 2021

Expressed in Canadian Dollars

Key management includes director and key officers of the Company, including the President, Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”). There were no amounts paid or accrued to key management.

There were no accounts payable to related parties as at December 31, 2021.

EV VENTURES INC.**NOTES TO THE FINANCIAL STATEMENTS****For the period from the date of incorporation on January 28, 2021 to December 31, 2021****Expressed in Canadian Dollars**

7. CAPITAL MANAGEMENT

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

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period from January 28, 2021, incorporation, to December 31, 2021. The Company is not subject to externally imposed capital requirements.

8. COMMITMENTS

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

9. INCOME TAXES

The Company recognizes deferred income tax assets based on the extent to which it is probable that sufficient taxable income will be realized during the carry forward periods to utilize all deferred tax assets.

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

| | Period from January 28, 2021 (incorporation) to December 31, 2021 |
|--|--|
| Canadian statutory income tax rate | 27% |
| Income tax recovery at statutory rate | \$ - |
| Permanent differences and other | 7,431 |
| Change in deferred tax assets not recognized | (7,431) |
| Deferred income tax recovery | \$ - |

EV VENTURES INC.**NOTES TO THE FINANCIAL STATEMENTS****For the period from the date of incorporation on January 28, 2021 to December 31, 2021****Expressed in Canadian Dollars**

9. INCOME TAXES (continued)

The temporary differences that give rise to significant portions of the deferred tax assets not recognized are presented below:

| | December 31, 2021 |
|------------------------------------|--------------------------|
| Non-capital loss carry forwards | \$ 27,523 |
| Share issuance costs | 15,171 |
| Deferred tax assets not recognized | \$ (42,694) |
| | - |

The Company has losses carried forward of \$ 27,523 available to reduce income taxes in future years which expire in 2041. In addition, the Company has accumulated Canadian Exploration Expenses and Canadian Development Expenses for income tax purposes of \$49,781. These expenditures pools can be carried forward indefinitely to be applied against income of future years.

10. SUPPLEMENTAL CASH FLOW INFORMATION

During the year ended December 31, 2021, the Company had one non-cash investing and transaction, the issue of 400,000 common shares for mineral properties on July 31, 2021.

11. SUBSEQUENT EVENT**Initial Public Offering**

The Company intends to file a prospectus with the securities regulatory authorities in all the provinces of Canada (except Quebec), and, pursuant to an Agency Agreement that the Company entered into on October 22, 2021 with PI Financial Corp. (the "Agent"), to offer a minimum of 4,000,000 Common Shares at \$0.10 (the "Offering") per share to the public for gross proceeds of \$400,000 (before transaction costs). The Agent will be granted Broker Warrants to purchase up to 7% of the total common shares issued under the offering at a price of \$0.10 per share, and expiring 24 months from the Closing Date of the transaction.

The Company has agreed to pay the Agent a corporate finance fee (the "Corporate Finance Fee") of \$25,000 plus GST of \$1,250 for a total of \$26,250 and to grant options to purchase 200,000 shares with the same terms as the Broker Warrants on completion of the offering. The Company has paid the non-refundable portion of the Corporate Finance Fee equal to \$12,500 plus GST of \$625. The Company has also paid a retainer of \$10,000 on signing this letter agreement and the balance of \$3,125 will be payable at the closing of the Offering.

Newfoundland and Labrador Project

EV VENTURES INC.

NOTES TO THE FINANCIAL STATEMENTS

For the period from the date of incorporation on January 28, 2021 to December 31, 2021

Expressed in Canadian Dollars

On March 9, 2022, the company signed a Mineral Property Agreement to purchase 100% interest in the Newfoundland and Labrador Project Mineral Property located in the Province of Newfoundland and Labrador, Canada. Under the terms of the agreement, the company must:

- a) Issue 600,000 consideration shares on the Effective date (issued);
- b) 1,200,000 Consideration Shares on the 14 month anniversary of the date the
- c) common shares of the Purchaser are listed for trading on the Canadian Securities Exchange (the “Listing Date”);
- d) 600,000 Consideration Shares on the 18 month anniversary of the Listing date; and
- e) 600,000 Consideration Shares on the 24 month anniversary of the Listing date.

Following the completion of the issuance of the consideration shares, and exercise of the options in full, the company shall be the beneficial owner of the claims, subject to a two percent royalty on returns from the commercial production of minerals from the Claims in favor of the Vendor. One half of the royalty may be purchased by the company through a cash payment of \$1,000,000 to the Vendor.

EV VENTURES INC.

**FINANCIAL STATEMENTS
(unaudited)**

FOR THE THREE MONTHS ENDED MARCH 31, 2022 and 2021

Expressed in Canadian Dollars

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

EV VENTURES INC.
STATEMENTS OF FINANCIAL POSITION
(unaudited)
As at March 31, 2022 and December 31, 2021

| | March 31, 2022 | December 31, 2021 |
|--|---------------------------|------------------------------|
| | \$ | \$ |
| ASSETS | | |
| Current Assets | | |
| Cash | 295,370 | 295,498 |
| Prepaid expenses | 10,000 | 10,000 |
| Total current assets | 305,370 | 305,498 |
| Exploration and evaluation assets (Note 4) | 178,781 | 148,781 |
| TOTAL ASSETS | 484,151 | 454,279 |
| LIABILITIES AND EQUITY | | |
| Current Liabilities | | |
| Accounts payable and accrued liabilities | 74,205 | 51,973 |
| Equity | | |
| Share capital (Note 5) | 459,829 | 429,829 |
| Deficit | (49,883) | (27,523) |
| Total equity | 409,946 | 402,306 |
| TOTAL EQUITY AND LIABILITY | 484,151 | 454,279 |

Nature and continuance of operations (Note 1)
Commitments (Note 8)

Approved and authorized for issue on behalf of the Board on July 12, 2022

Director

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

EV VENTURES INC.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(unaudited)

For the three months ended March 31, 2022 and the period from the date of incorporation on January 28, 2021 to March 31, 2021

| | Three months ended March 31, 2022 | Period from the date of incorporation on January 28, 2021 to March 31, 2021 |
|--|--|--|
| | \$ | \$ |
| EXPENSES | | |
| Bank charges | 128 | 15 |
| Professional fees | 22,232 | 3,547 |
| Net and comprehensive loss for the period | (22,360) | (3,562) |
| Basic and diluted loss per share | (0.00) | (0.00) |
| Weighted average number of shares outstanding | 15,046,667 | 11,101,187 |

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

EV VENTURES INC.
STATEMENTS OF CHANGES IN EQUITY
(unaudited)

For the three months ended March 31, 2022 and the period from the date of incorporation on January 28, 2021 to March 31, 2021

| | Number of shares (Note 5) | Share capital (Note 5) | Deficit | Total equity |
|---|---------------------------------|------------------------------|-----------------|-----------------|
| | \$ | \$ | \$ | \$ |
| Balances, January 28, 2021 | - | - | - | - |
| Shares issued for cash | 12,100,000 | 305,000 | - | 305,000 |
| Net loss for the period | - | - | (3,562) | (3,562) |
| Balances, March 31, 2021 | 12,100,000 | 305,000 | (3,562) | 301,438 |
| | \$ | \$ | \$ | \$ |
| Balances, December 31, 2021 | 14,900,000 | 429,829 | (27,523) | 402,306 |
| Shares issued for mineral property acquisition | 600,000 | 30,000 | - | 30,000 |
| Net loss for the period | - | - | (22,360) | (22,360) |
| Balances, March 31, 2022 | 15,500,000 | 459,829 | (49,883) | 409,946 |

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

EV VENTURES INC.
STATEMENTS OF CASH FLOWS
(unaudited)

For the three months ended March 31, 2022 and the period from the date of incorporation on January 28, 2021 to March 31, 2021

Expressed in Canadian Dollars

| | Three months ended March 31, 2022 | Period from the date of incorporation on January 28, 2021 to March 31, 2021 |
|--|--|--|
| | \$ | \$ |
| OPERATING ACTIVITIES | | |
| Net loss for the period | (22,360) | (3,562) |
| Changes in working capital items: | | |
| Prepaid expenses | - | 3,547 |
| Accounts payable and accrued liabilities | 22,232 | 3,547 |
| Cash from (used) in operating activities | (128) | (15) |
| INVESTING ACTIVITIES | | |
| Exploration and evaluation assets | - | - |
| Cash used in investing activities | - | - |
| FINANCING ACTIVITIES | | |
| Shares issued for cash | - | 305,000 |
| Cash from financing activities | - | 305,000 |
| Change in cash | (128) | 304,985 |
| Cash, beginning of period | 295,498 | - |
| Cash, end of period | 295,370 | 304,985 |

Supplemental cash flow information (Note 10).

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

EV VENTURES INC.
NOTES TO THE FINANCIAL STATEMENTS
(unaudited)

For the three months ended March 31, 2022 and the period from the date of incorporation on January 28, 2021 to March 31, 2021

1. NATURE AND CONTINUANCE OF OPERATIONS

EV Ventures Inc. (the “Company”) incorporated under the Business Corporations Act of British Columbia on January 28, 2021. The address of the Company’s corporate office and its principal place of business is 2200 885 West Georgia Street Vancouver BC, V6C 3E8.

The Company is in the exploration stage and its principal business activity is the sourcing and exploration of mineral properties.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. At March 31, 2022, the Company has not generated revenue or cash flow from operations to adequately fund its activities and therefore relies principally upon the support of creditors, related parties and issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. These factors form a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The carrying value of the Company's exploration and evaluation assets do not reflect current or future values. The Company has not yet determined whether its exploration and evaluation assets contain economically recoverable ore reserves. The Company has no source of operating revenue and has significant cash requirements to meet its administrative overhead and maintain its exploration and evaluation assets. The recoverability of amounts shown for exploration and evaluation assets is dependent on several factors, which include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of exploration and evaluation assets.

Although these financial statements do not include any adjustments that may result from the inability to secure future financing, such a situation would have a material adverse effect on the Company's recoverability of assets, classification of assets and liabilities, and results of operations should the Company be unable to continue as a going concern.

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NOTES TO THE FINANCIAL STATEMENTS
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For the three months ended March 31, 2022 and the period from the date of incorporation on January 28, 2021 to March 31, 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting of International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”). The condensed interim financial statements should be read in conjunction with the Company’s financial statements for the period from the date of incorporation, January 28, 2021, to December 31, 2021, which have been prepared in accordance with IFRS.

These financial statements were approved by the Board of Directors of the Company on July 12, 2022.

(b) Basis of presentation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

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

(c) Significant accounting estimates and judgments

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from estimates made, relate to:

Economic recoverability and probability of future economic benefits of exploration and evaluation assets.

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant judgments made during the preparation of the financial statements are:

Going concern

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company has disclosed a material uncertainty regarding going concern in Note 1 which requires the use of management's judgment on the ability of the Company to continue its operations and to develop or acquire a self-sustaining business or assets.

While management believes judgements and the estimates are reasonable, actual results could differ from those judgements and estimates and could impact future results of operations and cash flows.

Exploration and evaluation assets

Pre-exploration costs are expensed as incurred. Costs directly related to the exploration and evaluation of mineral properties is capitalized once the legal rights to explore the mineral properties are acquired or obtained. When the technical and commercial viability of a mineral resource have been demonstrated and a development decision has been made, the capitalized costs of the related property are first tested for impairment and transferred to mining assets and amortized over the estimated useful life of the property following commencement of commercial production.

If it is determined that capitalized acquisition, exploration, and evaluation costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the property is written down to its recoverable amount. Exploration and evaluation assets are reviewed for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount.

The costs include the cash or other consideration and the assigned value of shares issued, if any, on the acquisition of exploration and evaluation assets. Costs related to properties acquired under option agreements or joint ventures, whereby payments are made at the sole discretion of the Company, are recorded in the accounts at such time as the payments are made. The Company does not accrue estimated future costs of maintaining its exploration and evaluation assets in good standing.

Capitalized costs as reported on the statements of financial position represent costs incurred to date and may not reflect actual, present, or future values. Recovery of carrying value is dependent upon future commercial success or proceeds from disposition of the exploration and evaluation property interests.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Management assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. Write-downs due to impairment in value are charged to profit or loss.

General exploration costs not related to specific properties and general administrative expenses are charged to profit or loss in the period in which they are incurred.

Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in amount and timing of the Company's estimates of reclamation costs, are charged to profit and loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

Impairment of assets

The carrying amount of the Company's assets (which include exploration and evaluation interests) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Share-based compensation

The Company grants share purchase options to acquire common shares of the Company to directors, officers, employees, and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee. Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The fair value of the stock options is determined using the Black-Scholes option pricing model. The fair value of stock options is recognized to expense over the vesting period. Consideration paid for the shares on the exercise of share purchase options is credited to share capital.

Share issue costs

Costs directly identifiable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

The value of compensatory warrants granted to agents in a private placement is determined using the Black-Scholes option pricing model. The fair value of these compensatory warrants is recognized as share issuance costs, with the offsetting credit to reserves.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basic and diluted loss per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. For the periods presented, this calculation proved to be anti-dilutive.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income (“FVOCI”); or (iii) fair value through profit or loss (“FVTPL”). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash is measured at FVTPL.

Impairment

An ‘expected credit loss’ impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment (continued)

asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

Accounts payable are classified under amortized cost and carried on the statement of financial position at amortized cost.

As at March 31, 2022, the Company does not have any derivative financial liabilities.

Income taxes

Current income tax

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

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes (continued)

Deferred tax

Deferred tax is provided for based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

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

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

Foreign exchange

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian dollar. The functional currency determination was conducted through an analysis of the consideration factors identified in International Accounting Standard (“IAS”) 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are reflected in profit or loss for the period.

Valuation of equity units issued in private placements

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 most easily measured component based on fair value and then the residual value, if any, to the less easily measurable component.

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3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and accounts payable.

Fair values

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The fair value hierarchy has the following levels:

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

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

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs). The fair value of cash is determined using level 1 of the fair value hierarchy. The carrying values of the accounts payable and accrued liabilities approximate their fair values due to the expected maturity of these financial instruments.

Financial instrument risk exposure and risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

(a) Credit risk

Credit risk is the risk of a financial loss to the Company if counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash, commodity tax recoverable, and subscriptions receivable. The Company manages credit risk, in respect of cash, by placing its cash with a major Canadian financial institution in accordance with the Company's investment policy.

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3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instrument risk exposure and risk management (continued)

(a) Credit risk (continued)

Concentration of credit risk exists with respect to the Company's cash as all amounts are held at a single major Canadian financial institution. The Company's concentration of credit risk and maximum exposure thereto is considered minimal.

The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in obtaining funds to meet commitments. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The

Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company is exposed to liquidity risk.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and commodity price risk.

i. Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Some of the Company's accounts payable are subject to interest on unpaid balances. Additionally, the Company holds cash balances in an interest-bearing bank account.

ii. Commodity price risk

Commodity price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company actively monitors commodity price changes and stock market prices to determine the appropriate course of action to be taken by the Company.

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3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instrument risk exposure and risk management (continued)

(c) Market risk (continued)

iii. Foreign Currency Risk

The functional currency of Manning is the Canadian dollar. As of, December 31, 2021, the Company had no financial assets and liabilities that subject to currency translation risk.

4. EXPLORATION AND EVALUATION ASSETS

The Company incurred the following exploration and evaluation costs related to the May Lake property.

| | May Lake |
|--|-----------------|
| | \$ |
| ACQUISITION COST | |
| Balance, January 28, 2021 | - |
| Cash payments | 79,000 |
| Shares issued | 20,000 |
| Total acquisition costs | 99,000 |
| | |
| EXPLORATION AND EVALUATION COSTS | |
| Balance, January 28, 2021 | - |
| Administration | 1,453 |
| Assays | 2,543 |
| Geological | 18,157 |
| Field supplies | 1,237 |
| Mapping | 13,850 |
| Travel | 12,541 |
| Total deferred exploration costs for the period | 49,781 |
| | |
| Balance, December 31, 2021 | 148,781 |

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4. EXPLORATION AND EVALUATION ASSETS (continued)

| | May Lake | Newfoundland and Labrador Project | Total |
|---|----------------|---|----------------|
| | \$ | \$ | |
| ACQUISITION COST | | | |
| Balance, December 31, 2021 | 99,000 | - | 99,000 |
| Cash payments | - | - | - |
| Shares issued | - | 30,000 | 30,000 |
| Balance, March 31, 2022 | 99,000 | 30,000 | 129,000 |
| EXPLORATION AND EVALUATION COSTS | | | |
| Balance, December 31, 2021 | 49,781 | - | 49,781 |
| Administration | - | - | - |
| Assays | - | - | - |
| Geological | - | - | - |
| Field supplies | - | - | - |
| Mapping | - | - | - |
| Travel | - | - | - |
| Total deferred exploration costs for the period | 49,781 | - | 49,781 |
| Balance, March 31, 2022 | 148,781 | 30,000 | 178,781 |

May Lake Mineral Property

On May 1, 2021 the Company signed a Mineral Property Acquisition Agreement to purchase a 100% interest in the May Lake Mineral Property (May Lake) located in the Province of Saskatchewan, Canada. Under the terms of the amended agreement, the Company must issue 400,000 common shares, pay \$50,000 in cash (paid) and spend a total of \$30,000 on exploration on or before June 30, 2021 (spent).

After earning a 100% interest in the property, the Company shall pay the optionor a net smelter returns Royalty (“NSR”) of 2%, provided the Company may purchase 1/2 of the NSR for total consideration of \$1,000,000 subject to certain conditions. Following the exercise of the option, and in addition to the NSR Royalty, the Company shall pay to the optionor the bonus of \$1,000,000 upon the publication of a geological report, in the form prescribed by NI 43-101, disclosing a measured and indicated resource within the boundaries of the May Lake Property of at least 1,000,000 gold equivalent ounces. At the discretion of the Company, the bonus will be payable in cash or common shares, or any combination thereof.

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4. EXPLORATION AND EVALUATION ASSETS (continued)

Newfoundland and Labrador Project

On March 9, 2022, the company signed a Mineral Property Agreement to purchase 100% interest in the Newfoundland and Labrador Project Mineral Property located in the Province of Newfoundland and Labrador, Canada. Under the terms of the agreement, the company must:

- (a) Issue 600,000 consideration shares on the Effective date (issued);
- (b) 1,200,000 Consideration Shares on the 14 month anniversary of the date the common shares of the Purchaser are listed for trading on the Canadian Securities Exchange (the “Listing Date”);
- (c) 600,000 Consideration Shares on the 18 month anniversary of the Listing date; and
- (d) 600,000 Consideration Shares on the 24 month anniversary of the Listing date.

Following the completion of the issuance of the consideration shares, and exercise of the options in full, the company shall be the beneficial owner of the claims, subject to a two percent royalty on returns from the commercial production of minerals from the Claims in favor of the Vendor. One half of the royalty may be purchased by the company through a cash payment of \$1,000,000 to the Vendor.

5. SHARE CAPITAL

(a) Authorized:

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

(b) As at March 31, 2022 the Company has 15,500,000 common shares issued and outstanding.

During the three months ended March 31, 2022, the Company issued:

- i. 600,000 common shares at a fair value of \$0.05 per share as partial consideration for the Newfoundland and Labrador Project.

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6. KEY MANAGEMENT COMPENSATION AND RELATED PARTY BALANCES AND TRANSACTIONS

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

Key management includes director and key officers of the Company, including the President, Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”). There were no amounts paid and accrued to key management are included in general expenses.

There were no accounts payable to related parties as at March 31, 2022.

7. CAPITAL MANAGEMENT

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

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three months ended March 31, 2022. The Company is not subject to externally imposed capital requirements.

8. COMMITMENTS

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

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9. SUPPLEMENTAL CASH FLOW INFORMATION

During the three months ended March 31, 2022, the Company had a non-cash investing and transaction, when it issued 600,000 common shares on March 9, 2022 for the acquisition of a mineral property.

10. SUBSEQUENT EVENT

The Company intends to file a prospectus with the securities regulatory authorities in the provinces of provinces of Canada (except Quebec), and pursuant to an Agency Agreement that the Company entered into on October 22, 2021 with PI Financial Corp. (the "Agent"), to offer a minimum of 4,000,000 Common Shares at \$0.10 (the "Offering") per share to the public for gross proceeds of \$400,000 (before transaction costs). The Agent will be granted "Broker Warrants" to purchase up to 7% of the total common shares issued under the offering at a price of \$0.10 per share and expiring 24 months from the Closing Date.

The Company has agreed to pay the Agent a corporate finance fee (the "Corporate Finance Fee") of \$25,000 plus GST of \$1,250 for a total of \$26,250 and to grant options to purchase 200,000 shares with the same terms as the Broker Warrants on completion of the offering. The Company has paid the non-refundable portion of the Corporate Finance Fee equal to \$12,500 plus GST of \$625. The Company has also paid a retainer of \$10,000 on signing a letter agreement and the balance of \$3,125 will be payable at the closing of the Offering.

**SCHEDULE “B”
AUDIT COMMITTEE CHARTER**

**to the Amended and Restated Prospectus of EV Ventures Inc. (the “Company”) dated July 12,
2022**

ITEM 1: THE AUDIT COMMITTEE’S CHARTER

PURPOSE

The overall purpose of the Audit Committee (the “**Committee**”) of the Company 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 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. It is the intention of the board of directors of the Company (the “**Board**”) that through the involvement of the Committee, the external audit will be conducted independently of the Company’s management to ensure that the independent auditors serve the interests of shareholders rather than the interests of management of the Company. The Committee will act as a liaison to provide better communication between the board of directors of the Company and the external auditors. The Committee will monitor the independence and performance of the Company’s independent auditors.

COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the board of directors of the Company (the “**Board**”).
2. At least two (2) members of the Committee shall be independent and the Committee shall endeavour to appoint a majority of independent directors to the Committee who, in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members’ independent judgment. At least two (2) members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, 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.
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.
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.
5. The quorum for meetings shall be a majority of the members of the Committee, present in person, by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

6. The Committee shall have access to such officers and employees of the Company, 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.
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 may be 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.
8. The internal auditors and 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.

ROLES AND RESPONSIBILITIES

9. 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 quarterly financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Company's internal and 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 fulfillment of its duties and responsibilities.
10. 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) to review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review and/ or discuss with the external auditors, upon completion of their audit:
 - (i) the non-audit services provided by the external auditors;

- (ii) the quality and not just the acceptability of the Company's accounting principles; and
 - (iii) the implementation of structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
- 11. 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 the financial integrity of the Company, including those relating to internal auditing, 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 internal audit staff or by the external auditors have been implemented.
- 12. The Committee is also charged with the responsibility to:
 - (a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
 - (b) review and approve the financial sections of:
 - (i) the annual report to shareholders;
 - (ii) the annual information form, if required;
 - (iii) annual and interim 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 financial statements;
 - (d) review the appropriateness of the policies and procedures used in the preparation of the Company's 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 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 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.

13. The Committee shall have 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 internal and external auditors.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Committee are Christopher Cooper, Charanjit Hayre and Brian Shin. Charanjit Hayre and Brian Shin are independent; Christopher Cooper is non-independent as Mr. Cooper is also the Chief Financial Officer and Corporate Secretary of the Company. All of the members are financially literate. "Independent" and "financially literate" have the meaning used in National Instrument 52-110 (the "**Instrument**") of the Canadian Securities Administrators.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

The relevant education and/or experience of each member of the Committee is as follows:

Christopher Cooper

Mr. Cooper has 20 years of experience in management and finance in the oil and gas industry starting several junior issuers. Over the past several years, Mr. Cooper has successfully raised over \$120 million primarily through brokered and non-brokered equity issues as well as debt financing. Currently, Mr. Cooper is the Chief Executive Officer and founder of Canadian Towers and Fiber Optics Inc., a telecommunication infrastructure Company building cellular towers and managing a fiber optic network in Mexico. Mr. Cooper received his Bachelor of Business Administration from Hofstra University and his Master's in Business Administration from Dowling College, both in New York State. Our Board has determined that Mr. Cooper should serve on the Board as director of our company based on his extensive career in operating publicly traded companies, he is financially literate, independent as well as his academic accreditations, including an MBA.

In addition, Mr. Cooper has been an audit committee member for several issuers, including Counterpath Technologies (NASDAQ: CPAH) (TSX: PATH), a Nasdaq listed company where he was on the audit committee for the last 10 years. Mr. Cooper is financially literate and currently serves as the Chief Financial Officer of Sweet Earth Holdings (CSE: SE).

Charanjit Hayre

Mr. Charanjit Hayre is an experienced entrepreneur and has worked with start-ups in every stage of their development process. Mr. Hayre has over two decades of diverse professional experience in building companies. Mr. Hayre has helped to divest companies in the technology and CPG market sectors and he has experience restructuring the businesses at a corporate and operational level for optimal valuation. Charanjit has leveraged his senior management experience at Deloitte to compliment the many C suite roles for start-up, small/medium, and global, companies across Europe and North America. Mr. Hayre is currently President and Chief Executive Officer at V-Shapes North America. He was previously Chief Operating Officer and Director at Taipak Enterprises Ltd. (A TricorBraun Company) and Chief Operating Officer and Director at Easysnap NA. Mr. Hayre was previously an Independent Director of Iron Tank Resources Corp., Executive Vice President of Great Bear Resources Ltd., Chief Operating Officer of Aventus Consulting Group Ltd., and Senior Manager-Enterprise Risk Services Group of Deloitte & Touche LLP. He also served on the board of MAX Minerals Ltd. (now, Southern Energy Corp.).

Mr. Hayre leverages his knowledge from his work experience with Deloitte. He was a senior manager within the Enterprise Risk Services group. Also worked as an audit committee member at a private family office and international manufacturing business based in Vancouver, BC. He has the financial and business acumen to serve the Company in an ethical and responsible manner. Mr. Hayre has been a director for a number of public companies and has worked with a number of chief financial officers to help them with strategic initiatives to drive shareholder value.

Brian Shin

Mr. Shin specializes in providing financial reporting, corporate finance, auditing, corporate strategy, risk management and other accounting services to both public and private companies in various industries. He holds the professional designation of Chartered Professional Accountant (CPA) in B.C. and Canada and Certified Management Consultant (CMC). Mr. Shin has had extensive experience as a consultant, controller and auditor for numerous publicly traded and private corporations in several industries in multiple countries such as Canada, Hong Kong, and South Korea.

ITEM 4: AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor (currently, Hay & Watson LLP, Chartered Professional Accountants) not adopted by the Board.

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

Since the effective date of the Instrument, the Company has not relied on the exemptions contained in sections 2.4, 6.1.1(4), (5) and (6), or Part 8 of the Instrument. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of the Instrument, the engagement of non-audit services is considered by the Board and, where applicable by the Audit Committee, on a case by case basis.

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Company by the external auditor from the period from incorporation to the last fiscal year end are as follows:

| For the year ended | December 31, 2021 ⁽¹⁾ |
|---------------------------|---|
| Audit Fees | \$10,000 |
| Audit-Related Fees | Nil |
| Tax Fees | Nil |
| All other fees (non-tax): | Nil |
| Total Fees: | \$10,000 |

Note:

(1) Includes audit for the year ended December 31, 2021.

ITEM 8: EXEMPTION

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of the Instrument.

**SCHEDULE “C”
CORPORATE GOVERNANCE**

**to the Amended and Restated Prospectus of EV Ventures Inc. (the “Company”) dated July 12,
2022**

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to and hereby discloses its corporate governance practices as follows.

ITEM 1: BOARD OF DIRECTORS

The board of directors of the Company (the “**Board**”) facilitates its exercise of independent supervision over the Company’s management through frequent meetings of the Board. The Board reviews its procedures on an ongoing basis to ensure it is functioning independently of management. As circumstances require, the Board meets without management present and convenes meetings, as deemed necessary, of the independent directors, at which meetings non-independent directors and members of management are not in attendance. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest.

Alexander Klenman is the Chief Executive Officer of the Company and Christopher Cooper is the Chief Financial Officer and Corporate Secretary of the Company and are therefore not independent. Charanjit Hayre and Wayne Reid are “independent” in that they are independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with each director’s ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

ITEM 2: DIRECTORSHIPS

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

| Name of Director | Name of Reporting Issuer |
|-------------------------|---------------------------------|
| Alexander Klenman | Tisdale Resources Corp. |
| | Nexus Gold Corp. |
| | Arbor Metals Corp. |
| | Leocor Gold Inc. |
| | Manning Ventures Inc. |
| | Azincourt Energy Corp. |
| | West Mining Corp. |
| | Ord Mountain Resources Corp. |
| | Cross River Ventures Corp. |

| Name of Director | Name of Reporting Issuer |
|--------------------|--|
| Christopher Cooper | Planet Ventures Inc. |
| | Reparo Energy Partners Corp. |
| | Sweet Earth Holdings Corp. |
| | Level 14 Ventures Ltd. |
| | Colored Ties Capital Inc. (formerly, GrowMax Resources Corp.) |
| | New Leaf Ventures Inc. |
| | Manning Ventures Inc. |
| | Global Helium Corp. |
| | EEE Exploration Corp. |
| | Beta Energy Corp. |
| Wayne Reid | Metals Creek Resources Corp. |
| | Quadro Resources Ltd. |
| | Manning Ventures Inc. |
| | Leocor Gold Inc. |
| Brian Shin | Nexus Gold Corp. |

ITEM 3: ORIENTATION AND CONTINUING EDUCATION

The Board briefs all new directors with the policies of the Board and other relevant corporate and business information.

Board members are encouraged to: (i) communicate with management and auditors; (ii) keep themselves current with industry trends and developments and changes in legislation with management's assistance; (iii) attend related industry seminars; and (iv) visit the Company's operations when permitted.

ITEM 4: ETHICAL BUSINESS CONDUCT

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

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and disclose to the board the nature and extent of any interest of

the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction must be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

ITEM 5: NOMINATION OF DIRECTORS

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives and a willingness to serve.

ITEM 6: COMPENSATION

The Board conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

ITEM 7: OTHER BOARD COMMITTEES

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

ITEM 8: ASSESSMENTS

On an ongoing basis, the Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. On an ongoing annual basis, the Board assesses the performance of the Board as a whole, each of the individual directors and each committee of the Board in order to satisfy itself that each is functioning effectively.

CERTIFICATE OF THE COMPANY

Dated: July 12, 2022

This Amended and Restated Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Amended and Restated Prospectus as required by the securities legislation of each of the provinces of Canada (except Québec).

"Alexander Klenman"

Alexander Klenman, Chief Executive Officer

"Christopher Cooper"

Christopher Cooper, Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Charanjit Hayre"

Charanjit Hayre, Director

"Wayne Reid"

Wayne Reid, Director

CERTIFICATE OF PROMOTER

Dated: July 12, 2022

This Amended and Restated Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of each of the provinces of Canada (except Québec).

PROMOTER

"Etienne Moshevich"

Etienne Moshevich

CERTIFICATE OF THE AGENT

Dated: July 12, 2022

To the best of our knowledge, information and belief, this Amended and Restated Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of each the provinces of Canada (except Québec).

PI FINANCIAL CORP.

"Tim Graham"

Tim Graham

Managing Director, Investment Banking