

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

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

PRELIMINARY PROSPECTUS

Non-offering Prospectus

March 17, 2023

AURIC MINERALS CORP.

11,857,500 Common Shares Issuable on Exercise of Outstanding Special Warrants

This prospectus (the "Prospectus") qualifies the distribution of 11,857,500 common shares (the "Shares") of Auric Minerals Corp. (the "Company"), issuable for no additional consideration upon the exercise or deemed exercise of 11,857,500 special warrants (the "Special Warrants") of the Company. The Special Warrants are exercisable by the holders at any time after the closing date of the Offering (the "Closing Date") for no additional consideration and all unexercised Special Warrants will be deemed to be exercised on the day following the Closing Date, and (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities in each of the Provinces of Canada where the Special Warrants are sold (the "Qualifying Provinces") qualifying the Common Shares to be issued upon the exercise or deemed exercise of the Special Warrants. The Special Warrants were issued by the Company in March 2021 - May 4, 2021, May 6, 2021 - June 1, 2021, and September, 2021 - October, 2021 at an issue price of \$0.02, \$0.04 and \$0.10 per Special Warrant (the "Offering Price") to purchasers in certain provinces of Canada on a private placement basis pursuant to prospectus exemptions under applicable securities legislation (the "Offering").

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

Subject to the terms and conditions of the Special Warrants, each of the Special Warrants entitles the holder thereof to acquire, upon voluntary exercise prior to, or deemed exercise on, the Deemed Exercise Date (as defined below), one Share, subject to adjustment in certain circumstances, without payment of any additional consideration.

The terms of the Special Warrants provide that the Special Warrants will be deemed to be exercised on the day following the Closing Date, and (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities in each of the Provinces of Canada where the Special Warrants are sold (the "Qualifying Provinces") qualifying the Common Shares to be issued upon the exercise or deemed

exercise of the Special Warrants. The Special Warrants were purchased by subscribers pursuant to private placement exemptions from the prospectus requirements in the Provinces of Ontario (the “**Qualifying Jurisdictions**”).

There is currently no market through which the Special Warrants or Common Shares may be sold. This may affect the pricing of the securities in the secondary market; the transparency and availability of trading prices; the liquidity of the securities; and the extent of issuer regulation. See also “Risk Factors”.

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

The Company has applied to list its Common Shares on the Canadian Securities Exchange (the “**CSE**”). The CSE application is under review by the CSE. Listing of its Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE, including without limitation, the distribution of the Common Shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements.

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

No person is authorized by the Company to provide any information or make any representations other than those contained in this Prospectus in connection with the issue and sale of the securities offered hereunder. **No underwriter has been involved in the preparation of this Prospectus or performed any review of the contents of this Prospectus.**

Prospective investors should rely only on the information contained in or incorporated by reference into this Prospectus. The Company has not authorized anyone to provide you with different information. Readers should assume that the information appearing in this Prospectus is accurate only as of its date, regardless of its time of delivery. No underwriter has been involved in the preparation of or has performed a review or independent due diligence of the contents of this Prospectus.

There is no market through which the Company’s securities may be sold and shareholders may not be able to resell securities of the Company owned by them. This may affect the pricing of the Company’s securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See “Risk Factors”. The Company has applied to list its Common Shares on the Canadian Securities Exchange (the “CSE”). The CSE application is under review by the CSE. Listing will be subject to the Company fulfilling all of the listing requirements of the CSE.

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

The Company’s registered office is located at 106-482 South Service Road East, Suite 125, Oakville, Ontario L6J 2X6

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SCHEDULE "A" Auric Minerals CORP. FINANCIAL STATEMENTS
CERTIFICATE OF Auric Minerals CORP
CERTIFICATE OF THE PROMOTER

GLOSSARY

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the financial statements of the Company may be defined separately and the terms defined below may not be used therein.

“**Author**” means Muzaffer Sultan, the author of the Technical Report;

“**OBCA**” means the *Business Corporations Act* (Ontario), as amended, together with all regulations promulgated thereto;

“**Board**” means the board of directors of the Company;

“**CEO**” means chief executive officer;

“**CFO**” means chief financial officer;

“**Common Shares**” means the common shares in the capital of the Company and “Common Share” means any one of them;

“**Company**” or “**Auric Minerals**” means Auric Minerals Corp.;

“**Exchange**” or “**CSE**” means the Canadian Securities Exchange;

“**Listing**” means the proposed listing of the Common Shares on the CSE for trading;

“**Listing Date**” means the date on which the Common Shares of the Company are listed for trading on the Exchange;

“**MD&A**” means management’s discussion and analysis of financial condition and operating results;

“**Mineralization**” is defined as the conversion of biomass to gaseous form, water, salts, and minerals, and residual biomass.

“**Named Executive Officers**” or “**NEOs**” has the meaning set forth under “Executive Compensation”;

“**NI 41-101**” means National Instrument 41-101 – *General Prospectus Requirements*, of the Canadian Securities Administrators;

“**NI 43-101**” means National Instrument 43-101 *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators;

“**NI 45-106**” means National Instrument 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators;

“**NI 52-110**” means National Instrument 52-110 – *Audit Committees*, of the Canadian Securities Administrators;

“**NP 46-201**” means National Policy 46-201 – *Escrow for Initial Public Offerings*, of the Canadian Securities Administrators;

“**Option Agreement**” means the arm’s length option agreement entered into on June 21, 2021, between the Company and Geomap Exploration Inc.;

“Option Plan” means the Company’s stock option plan adopted on March 17, 2021 by the Board, and providing for the granting of incentive options to the Company’s directors, officers, employees and consultants in accordance with the rules and policies of the Exchange;

“Optionor” or **“GEOMAP”** means Geomap Exploration Inc.;

“Petrography” is the study of rocks in thin section by means of a petrographic microscope;

“Phase 1” means the first phase of the exploration program for the Property proposed by the Author in the Technical Report. See *“Goodeye Project Option - Recommendations”*;

“Phase 2” means the second phase of the exploration program for the Property proposed by the Author in the Technical Report. See *“Goodeye Project Option - Recommendations”*;

“Physiography” another term for physical geography;

“Principal” of an issuer means:

- (a) a person or company who acted as a promoter of the Company within two years before the prospectus;
- (b) a director or senior officer of the Company or any of its material operating subsidiaries at the time of the prospectus;
- (c) a person or company that holds securities carrying more than 20% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Company’s Listing Date; or
- (d) a person or company that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Company’s Listing Date, 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;

“Property” means the three mineral claims covering approximately 1,906.95 hectares, located in the Trail Creek Mining Division, British Columbia, and all mining leases and other mining interests derived from any such claims, including any mineral leases or other interests into which such mineral claims may have been converted;

“Prospectus” means this preliminary prospectus dated March 17, 2023;

“Prospectus Receipt Date” means the date that a receipt for a final prospectus is issued to the Company from the securities regulatory authority in Ontario;

“Qualified Person” has the meaning given to it in NI 43-101;

“SEDAR” means the System for Electronic Document Analysis and Retrieval (www.sedar.com);

“Seed Shares” means the Common Shares issued to initial investors in the Company;

“Share Special Warrant Offering” means the non-brokered private placement by the Company of special warrants, which closed on October 18, 2021 and is more fully described under *“History - Financings”*;

“Special Warrant Certificate” means a certificate representing a Special Warrant;

“Technical Report” means the report on the Property entitled “Technical Report on the Goodeye Property” dated July 23, 2021, prepared for the Company by the Author, in accordance with NI 43-101;

“Warrant Shares” means the 11,857,500 Common Shares issuable upon the exercise of the Warrants.

GLOSSARY OF TECHNICAL TERMS

Au	gold
Ag	silver
Cu	copper
Mo	molybdenum
>	greater than
<	less than
BD	below detection
AR	Assessment Report
ARIS	Assessment Report Index System
a.s.l.	above sea level
c.c.	correlation coefficient
C	centigrade
g	gram
ha	hectare
km	kilometre
t	metric ton
m	metre
Ma	million years (pertaining to ages and/or elapsed time)
NSR	Net Smelter (return) Royalty
ppb	parts per billion
ppm	parts per million
QA/QC	quality assurance/quality control
4WD	four wheel drive
FSR	Forest Service Road

CURRENCY

In this Prospectus, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to \$ are to Canadian dollars.

FORWARD-LOOKING INFORMATION

Except for statements of historical fact relating to the Company, certain statements in this Prospectus may constitute forward-looking information, future oriented financial information, or financial outlooks (collectively, “**forward-looking information**”) within the meaning of Canadian securities laws. Forward-looking information may relate to this Prospectus, the Company’s future outlook and anticipated events or results and, in some cases, can be identified by terminology such as “may”, “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 commodity prices, mineral resources, mineral reserves, realization of mineral reserves, existence or realization of mineral resource estimates, the timing and amount of future production, the timing of construction of any proposed mine and process facilities, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. The forward-looking information includes, among other things, statements relating to:

1. the Company’s intention to complete the listing of the Common Shares on the Exchange;
2. the Company’s business plans focussed on the exploration and development of the Property;
3. the proposed work program on the Property;
4. costs and timing of future exploration and development activities;
5. timing and receipt of approvals, consents and permits under applicable legislation;
6. use of available funds and ability for the Company to raise additional funds;
7. business objectives and milestones; and
8. adequacy of financial resources.

Such forward-looking statements are based on a number of material factors and assumptions, and include the ultimate determination of mineral reserves, if any, the availability and final receipt of required approvals, licenses and permits, sufficient working capital to develop and operate any proposed mine, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to capital and debt markets and associated costs of funds, availability of a qualified work force, and the ultimate ability to mine, process and sell mineral products on economically favourable terms. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. See “*Risk Factors*”. Forward-looking statements are based upon management’s beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Company does not intend, and undertakes no obligation to update any forward looking information to reflect, among other things, new information or future events.

Upon becoming a reporting issuer, the Company intends to discuss in its quarterly and annual reports referred to as the Company’s MD&A documents, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in the Prospectus. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

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

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

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. You should read this entire prospectus carefully, especially the “Risk Factors” section of this Prospectus.

The Company: Auric Minerals Corp. is a company existing under the OBCA. See “*Corporate Structure*”.

Business of the Company: The Company’s principal business activity is the acquisition, exploration and development of mineral property interests located in Canada. The Company is in the process of exploring its mineral property interest in British Columbia and has not yet determined whether it contains mineral reserves that are economically recoverable. Should the Property not be deemed viable, the Company shall explore other financially viable business opportunities. See “*Description of the Business*” and “*Goodeye Project Option - Property Description and Location*”.

Listing: The Company has applied to list its Common Shares on the CSE under the trading symbol “AUMC” or such other symbol accepted by the CSE. Listing is subject to the Company fulfilling all of the requirements of the Exchange, including minimum public distribution requirements.

Available Funds and Principal Purposes: It is anticipated that the Company will have available funds of approximately \$277,496, based on its working capital position as of October 31, 2022. Upon Listing, the principal purposes for the foregoing available funds are anticipated to be as follows:

Principal Purposes	Funds (\$)
General and administrative costs ⁽¹⁾	43,618
Phase 1 exploration program expenditures on the Property ⁽²⁾	113,878
Cash payment required under Option Agreement	100,000
Estimated expense for listing on the CSE	20,000
Total use of available funds	277,496

Notes:

(1) This figure is for a forecasted period of 12 months and is comprised of general and administrative expenses.

(2) See “*Goodeye Project Option - Recommendations*”.

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. Use of funds will be subject to the discretion of management. For further details, see “*Use of Available Funds - Available Funds and Principal Purposes*”.

The Company generated a net increase in cash of approximately \$396,500 driven by the issuance of Common Shares and the Special Warrants by October 31, 2021. However, to the extent that the Company has negative cash flow from operating

activities in future periods, the Company may need to use a portion of proceeds from any offering to fund such negative cash flow. See “*Risk Factors - Negative Cash Flows From Operations*”.

**Management,
Directors &
Officers:**

The Board of Directors of the Company consists of Dimitri Lakutin, Aizhan Chegirtkeeva, Mikhail Bukshpan, and Jaime C. Zafra. The officers of the Company are Dimitri Lakutin (CEO and CFO) and Aizhan Chegirtkeeva (Corporate Secretary). See “*Directors and Executive Officers*”.

**Selected
Consolidated**

The following selected financial information has been derived from and is qualified in its entirety by the financial statements of the Company for the year ended **Financial** October 31, 2022 (audited), and notes thereto **Information:** included in this Prospectus, and should be read in conjunction with such financial statements and the related notes thereto included in Schedule “A” of this Prospectus. All financial statements of the Company are prepared in accordance with International Financial Reporting Standards.

All amounts referred to as being derived from the financial statements of the Company are denoted in Canadian Dollars.

	Year ended October 31, 2022 (\$)
Net Sales	nil
Net Income (Loss)	(31,691)
Net Income (Loss) per Share (Diluted)	(0.002)
Total Assets	380,374
Total Current Financial Liabilities	7,878
Cash Dividends Declared per share for each class of share	nil
Total Shareholders' Equity	372,496
# of Common Shares Outstanding	3,290,000
# Special Warrants Outstanding	11,857,500

See “*Selected Financial Information and Management’s Discussion and Analysis*”.

Risk Factors:

Due to the nature of the Company’s business and the present stage of development of its business, the Company is subject to significant risks. Readers should carefully consider all such risks. Risk factors include, but are not limited to, limited operating history, speculative nature of mineral exploration, dilution, mineral titles, loss of interest in properties, permits and government regulations, environmental and safety regulations and risks, fluctuating mineral prices, financing risks and competition. For a detailed description of these and other risks, please see “*Risk Factors*”.

CORPORATE STRUCTURE

Name and Incorporation

The Company was incorporated under the *Business Corporations Act* (Ontario) on February 18, 2021 under the name Auric Minerals Corp.

The Company's head office and registered office is located at 106-482 South Service Road East, Suite 125, Oakville, Ontario L6J 2X6.

Intercorporate Relationships

The Company does not have any subsidiaries.

DESCRIPTION OF THE BUSINESS

The Company's principal business activity is the acquisition, exploration, evaluation of mineral property interests located in Canada. The Company is in the process of exploring its mineral property interest in British Columbia and has not yet determined whether it contains mineral reserves that are economically recoverable.

The Company holds an option to acquire up to a 100% interest in three mineral claims covering approximately 1,906.95 hectares, located in the Trail Creek Mining Division, British Columbia. For details regarding the Property and the Option Agreement, see "*Goodeye Project Option - Property Description and Location*".

Stated Business Objectives and Competitive Conditions

The Company's Property is in the exploration stage. The Company intends to use its available funds to carry out the Phase 1 of the exploration program for the Property, which is budgeted for \$113,878, to make payments pursuant to the Option Agreement and to pay for costs associated with the Listing. See "*Goodeye Project Option - Recommendations*" and "*Use of Available Funds*".

The Company competes with other entities in the search for and acquisition of mineral properties. As a result of this competition, the majority of which is with companies with greater financial resources, the Company may be unable to acquire attractive properties in the future on terms it considers acceptable. The Company also competes for financing with other resource companies, many of whom have more advanced properties. There is no assurance that additional capital or other types of financing will be available to the Company if needed or that, if available, the terms of such financing will be favourable to the Company. See "*Risk Factors*".

HISTORY

Financings

During the 256-day period ended October 31, 2021, the Company issued 3,040,000 common shares to three Directors of the Company at a price of \$0.01 per share for gross proceeds of \$30,400. The Company did not incur share issuance costs.

The Company issues special warrants which entitle the holder to acquire, for no additional consideration, one common share from the date that the Company's common shares commence trading on a recognized stock exchange. The special warrant is exercisable by the recognized holder at any time after the closing date of the offering for no additional consideration and are deemed exercised on the day following the closing and the third business day after a receipt is issued for a prospectus by the securities regulatory authorities in each of the provinces of Canada where the special warrants are sold qualifying the common shares to be issued upon the exercise or deemed exercise of the special warrants.

Between March 24 and May 4, 2021, the Company issued 7,405,000 special warrants of the Company at a price of \$0.02 per share for gross proceeds of \$148,100.

Between May 6 and June 1, 2021, the Company issued 3,787,500 special warrants of the Company at a price of \$0.04 per share for gross proceeds of \$151,500.

Between September 14 and October 15, 2021, the Company issued 665,000 special warrants of the Company at a price of \$0.10 per share for gross proceeds of \$66,500.

Goodeye Project Option

On June 21, 2021, the Company entered into an option agreement to acquire 100% interest in three mineral claims covering approximately 1,906.95 hectares, located in the Trail Creek Mining Division, British Columbia, from Geomap Exploration Inc. and Afzaal Pirzada in exchange for:

(i) \$85,000 cash - paid \$40,000 on June 21, 2021; and the remaining \$45,000 payable was paid on November 16, 2021;

(ii) 250,000 common shares of Auric Minerals Corp. - issued on June 21, 2021;

(iii) 2.0% net smelter returns ("NSR") royalty on the mineral claims where the Company may purchase 1% for \$1,000,000 at any time;

(iv) fund exploration and development at least \$100,000 by May 31, 2023;

(v) fund additional exploration and development at least \$200,000 by May 31, 2024.

The fair value of the 250,000 common shares of Auric Minerals Corp. was estimated at \$10,000 based on their price of \$0.04 per share, on the date the agreement was signed. As at October 31, 2021, the cash payment of \$85,000 and issuance of 250,000 common shares valued at \$10,000 are capitalized accordingly.

The following information has been excerpted from the Technical Report, a technical report prepared in accordance with NI 43-101 titled "Technical Report on the Goodeye Property" prepared by the Author, Muzaffer Sultan, Ph.D., P.Geo., a Qualified Person (as defined in NI 43-101), dated July 23, 2021. The Technical Report is available at the registered office of the Company and on the Company's profile on SEDAR at www.sedar.com. Certain maps and figures are not included in the Prospectus, but they may be viewed in the Technical Report. The following information has been revised in respect of certain references. Prospective purchasers are encouraged to read the Technical Report in its entirety.

1. PROPERTY DESCRIPTION & LOCATION

The Goodeye Property is located approximately 13 km to 16 km southwest of the town of Rossland, British Columbia, Canada (Figure 1). The property consists of three contiguous Mineral Claims covering approximately 1,906.95 hectares located in the Trail Creek Mining Division of British Columbia (Fig-2 & 3, Table-1). The Property Mineral Claims were staked using the British Columbia Mineral Titles Online computer Internet system. The claims were located by the author using the same system. With the British Columbia mineral claim staking system there can be no internal fractions or open ground. The centre of the property is located between UTM 11N coordinates 445000E to 452400E and 5427700N to 5432000N, on NTS map sheet 082F-04E. and BCGS map 082F002.

The southern boundary of the Mineral Claims is the Canadian – U.S.A. International Boundary. The Property is currently owned 100% by Afzaal Pirzada (260370) of Geomap Exploration Inc.

The author undertook a search of the tenure data on the British Columbia government's Mineral Titles Online

(MTO) website which confirms the geospatial locations of the claims boundaries title information provided by Geomap Exploration. There were no historical Mineral Resource and Mineral Reserve estimates given.

The [Mineral Tenure Act Regulation](#) in British Columbia describe registering exploration and development for a mineral claim. The value of exploration and development required to maintain a mineral claim for one year is provided below:

Mineral Claim - Work Requirement:

- \$5 per hectare for anniversary years 1 and 2.
- \$10 per hectare for anniversary years 3 and 4.
- \$15 per hectare for anniversary years 5 and 6; and
- \$20 per hectare for subsequent anniversary years

The other option is payment in lieu of work which is double the amount mentioned in the above schedule. The Property claim number 1083116 is good until June 2022, whereas claims 1075626 and 1075685 are good until December 2025. Mineral rights in British Columbia do not include surface rights. The surface rights on the Property are held by the Crown and a “Notice of Work and Reclamation Program” permit is required for drilling, trenching, setting up a camp and other intrusive work. There are no known environmental liabilities and no permits have been applied for or acquired for the Property.

Claim data is summarized in the Table 1, while a map showing the claims is presented in Figures 1, 2, and 3.

Table 1: Claim Data

Title Number	Claim Name	Owner	Title Type	Map Number	Issue Date	Good To Date	Status	Area (ha)
1075626	GOOD EYE	260370 (100%)	Mineral Claim	082F	2020/APR/08	2025/DEC/31	PROTECTED	402.67
1075685	GOOGEYE 2	260370 (100%)	Mineral Claim	082F	2020/APR/11	2025/DEC/31	PROTECTED	614.51
1083116	GOODEYE 3	260370 (100%)	Mineral Claim	082F	2021/JUN/18	2022/JUN/18	Good	889.77
Total Area Hectares								1,906.95

Figure 1: Regional Property Location

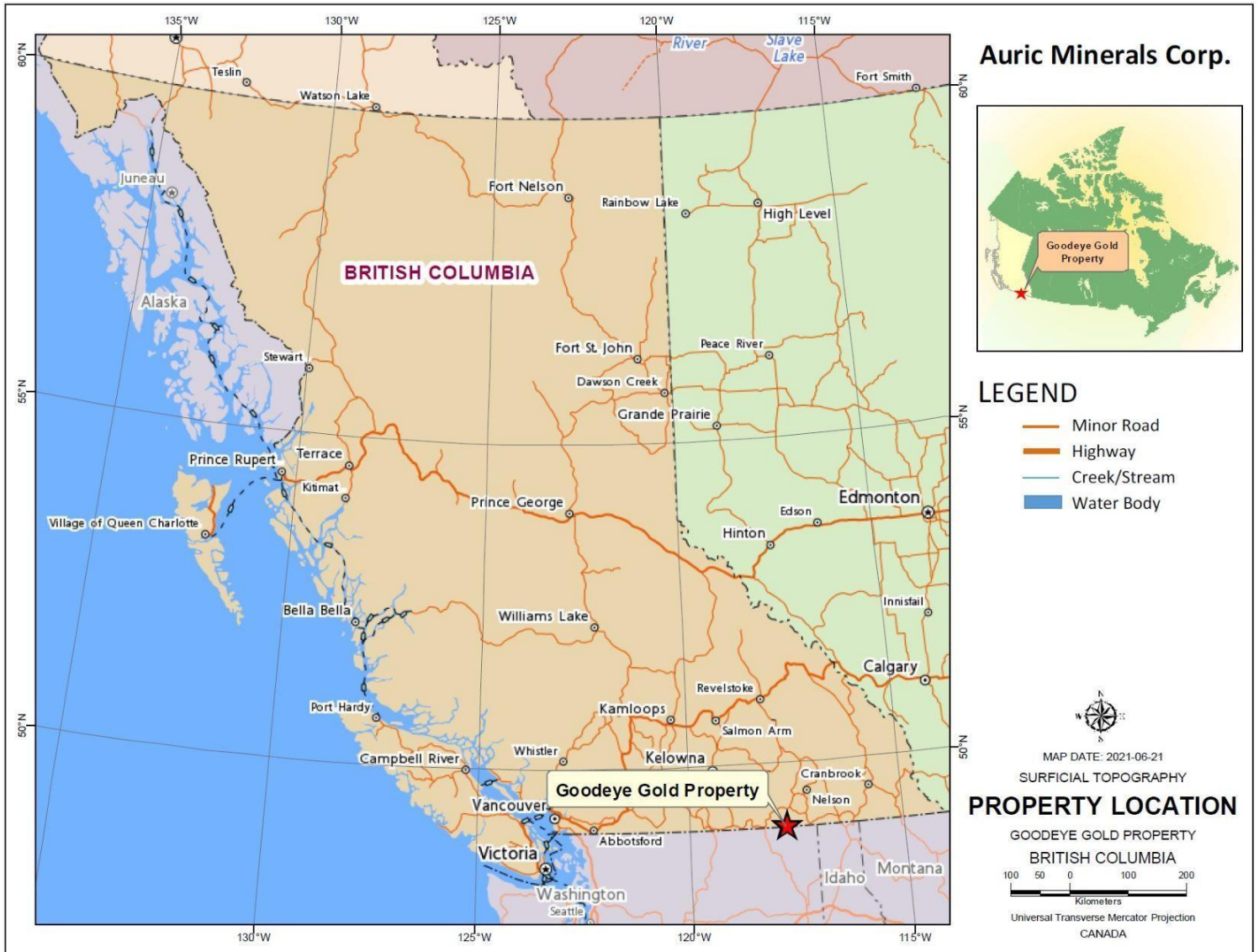


Figure 2: Claim and Physiography Map

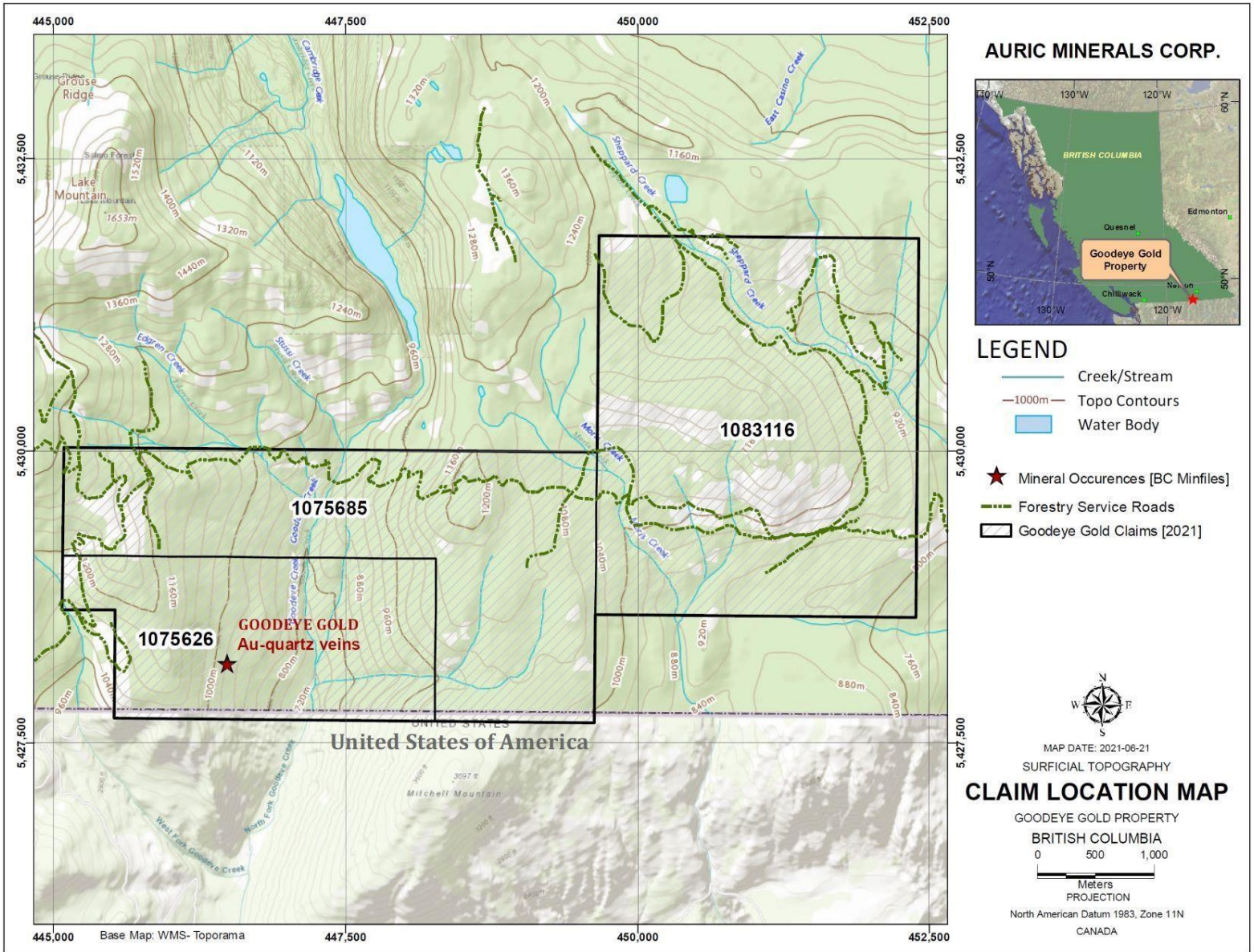
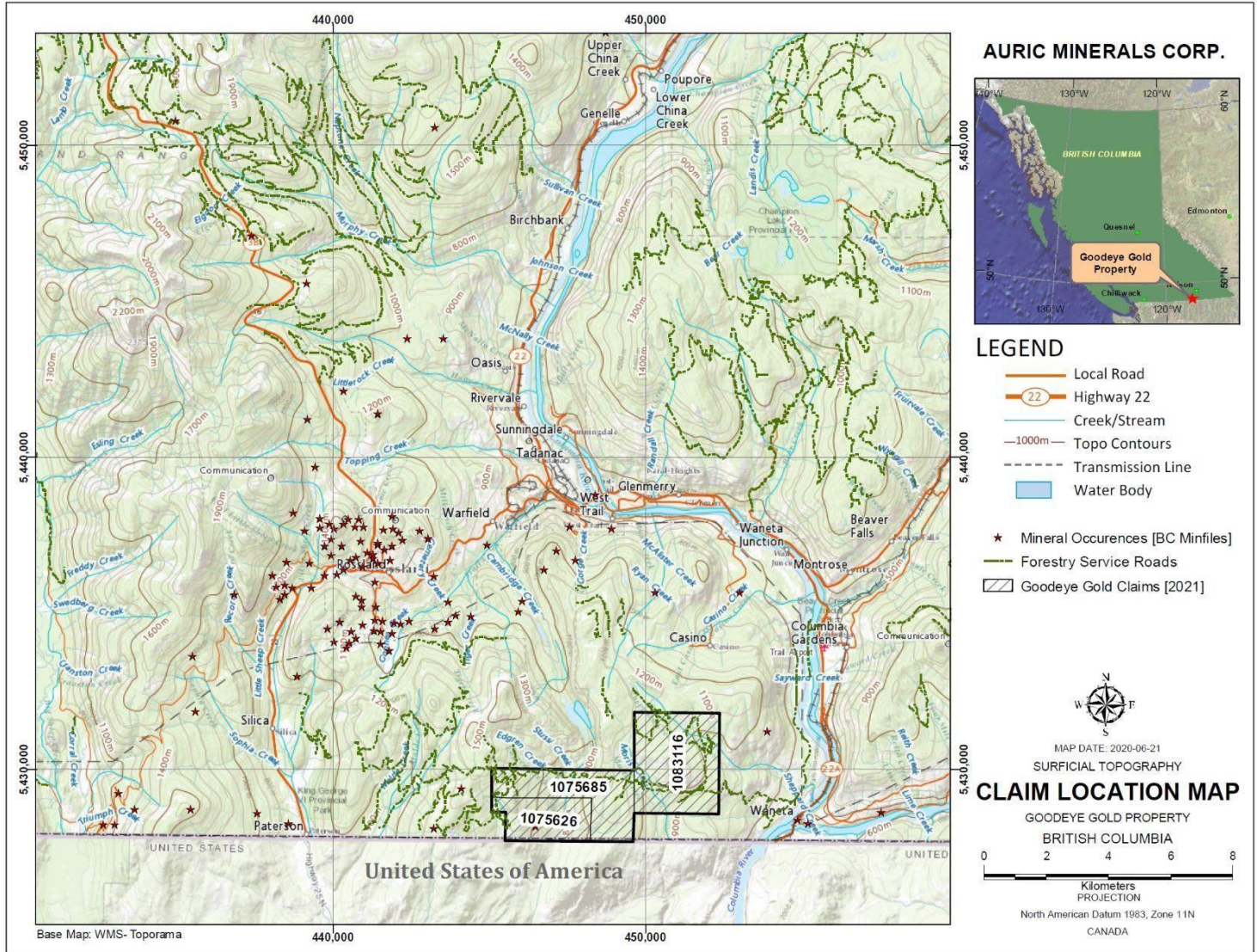


Figure 3: Claim Map with Minfile Location



2. ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE & PHYSIOGRAPHY

2.1 Accessibility

The Goodeye property is situated in the Trail Creek Mining District in southern British Columbia. The Property can be accessed by following a logging road (Fig2 & 3) from Rosland by travelling south towards the USA border. The claims cover an area of over 19 square kilometres at the headwaters of Goodeve Creek; 10 air kilometres southeast of the town of Rosland, B.C. and 16 road kilometres north of Northport, Washington, USA. Access to the claims is provided by the Goodeve Creek logging road which intersects state route 25 three km north of Northport. The logging roads traversing the Property are rough and needs ATV or foot traverses in certain sections.

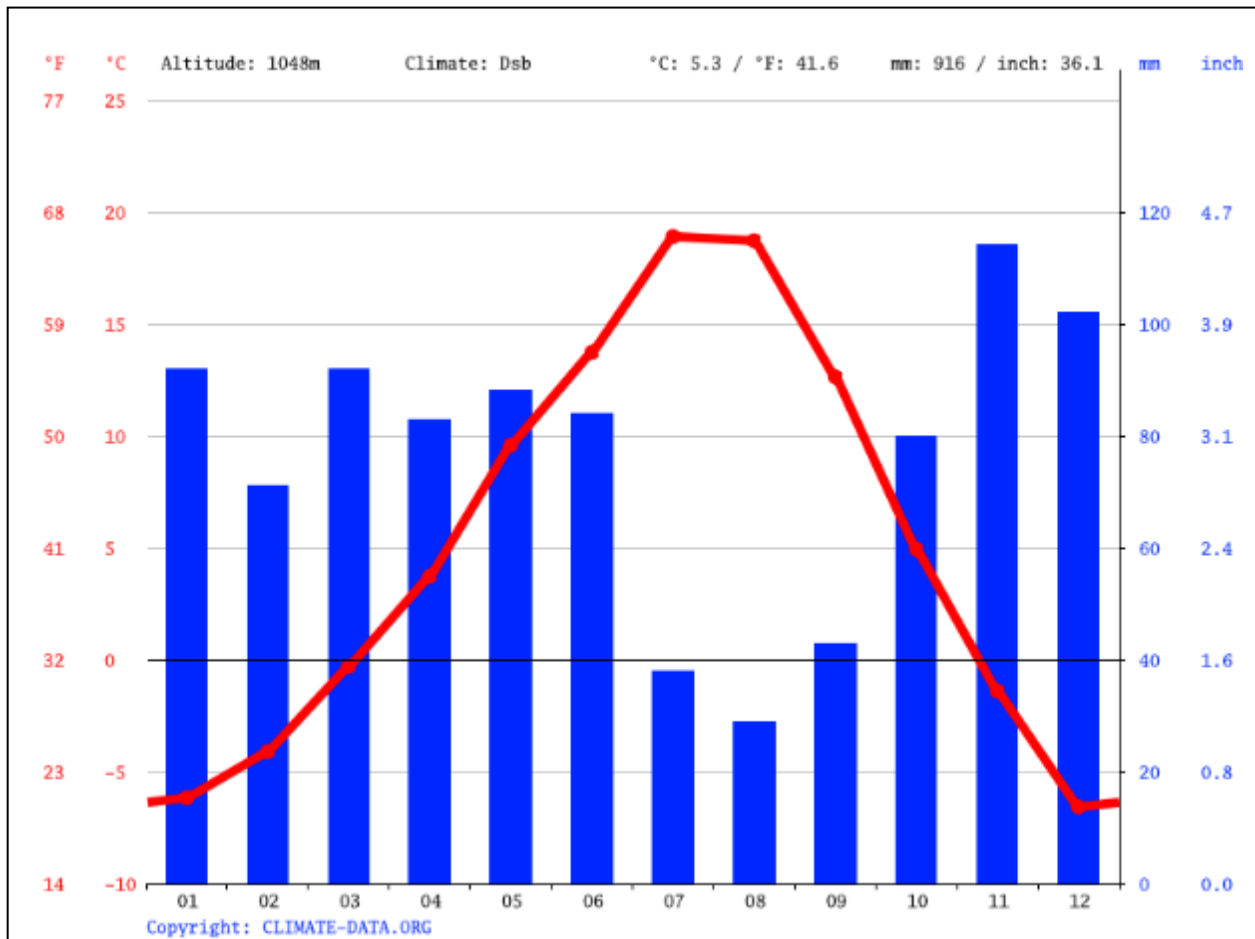
Trail and Castlegar airports are located approximately 5 km and 43 km respectively from the town of Rosland.

2.2 Climate

The climate is typical of the interior of British Columbia with warm and dry summers, and cold winters with heavy snow (Fig-4). Rosland is 1,048m above sea level. In Rosland, the climate is cold. The rain in Rosland falls mostly in the winter, with relatively little rain in the summer. In Rosland, the average annual

temperature is 5.3 °C | 41.6 °F. The annual rainfall is 916 mm | 36.1 inches. The driest month is August, with 29 mm | 1.1 inches of rain. In November, the precipitation reaches its peak, with an average of 114 mm | 4.5 inch. July is the warmest month of the year. The temperature in July averages 18.9 °C | 66.0 °F. At -6.6 °C | 20.2 °F on average, December is the coldest month of the year. There is a difference of 85 mm | 3 inch of precipitation between the driest and wettest months. The variation in annual temperature is around 25.5 °C | 45.9 °F. The exploration work can be carried out during summer months from May to October. During winters, the logging roads will need ploughing and maintenance to get access to the property for drilling, ground geophysical surveying and other exploration activities.

Figure 4: Rossland Climate Data



(Source: <https://en.climate-data.org/north-america/canada/british-columbia/rossland-11579/>)

2.3 Local Resources

The town of Rossland is located about 13 to 16 kilometres to the northeast of the Property. The town and area have a long mining history and as such, most services are readily available. The city of Trail with a population of 8,000 is located 5 kilometres east of Rossland.

2.4 Infrastructure

Trail hosts a large smelting plant operated by Teck Resources Limited. The Trail smelter facility produces lead and zinc and is powered by hydroelectric power from the nearby Waneta and Brilliant hydroelectric plants; these plants also provide power to local communities and can be the source of electricity for the Property. Mining and exploration personnel are available in Rossland, Trail and their surrounding communities. The property size is sufficient to accommodate future mining operations, potential tailings

storage areas; potential waste disposal areas, heap leach pad areas, and potential processing plant sites but Auric must acquire surface rights to build these facilities.

2.5 Physiography

The Property is in mountainous, sub-alpine terrain covered by mature forests. The mean elevation of the Property is in the range of 700 to 1200 metres (Fig-2). The area is drained by the south flowing Goodeve Creek and its tributaries. Slopes are mostly moderate to gentle but can locally be quite steep. The Property is situated over the moderately steep headwaters of Goodeve Creek on the southeast slope of Grouse Ridge. Columbia River, which is one of the largest rivers in the Pacific Northwest region of North America, runs to the east of the Property where it crosses Canada-USA border near Waneta (Figure 3). The amount of rock outcrop is highly variable across the district, and in most of the area ranges between 0 and 15%.

Vegetation on the claims is moderately thick consisting of: Douglas Fir, Western Hemlock, Red Cedar, Grand Fir, Lodgepole and White Pine, and Mountain Alder trees; and Thimbleberry and Twinberry shrubs.

3. HISTORY

General History

The history of mining in Trail and Rossland area began in the 1890s, with the discovery of gold and copper mineralization on the face of Red Mountain by Joe Moris and Joe Bourgeois. The five claims staked by Moris, and Bourgeois on Red Mountain in July of that year led to the rise of Rossland as the premier mining centre in North America and the birth of the settlement we now call the city of Trail. The Rossland area mines proved to be rich in gold and copper minerals and the lots in the Trail Creek town site sold briskly.

Property History

Historical work on the Property was carried out in the late 1970s' to the early 1980s', and included prospecting, trenching, test pitting, geological mapping, geophysical surveying and ground sampling. Several quartz veins were found in the leucocratic intrusive, ranging from 1 centimetre to 1 metre in width and hosting traces of gold with disseminated pyrite and galena. The veins, exposed in 5 test pits, varied in width from 0.3 to 1.0 metre. They strike between 110 to 180 degrees with a near vertical dip and are traceable with good mineralization for 75 metres in length. In 1979, a sample from a quartz vein assayed: 92.64 grams per tonne gold (2.702 ounces per ton), 82.28 grams per tonne silver, 0.15 per cent lead (Assessment Report 7799). In 1982, sample values ranged 1 to 3.1 grams per tonne gold, 20 to 28.8 grams per tonne silver, and 0.44 per cent lead (Assessment Report 11178).

Minfile is a database of BC Ministry of Energy and Mines which contains geological, location and economic information on over 13,000 metallic, industrial mineral and coal mines, deposits, and occurrences in B.C. The BC Geological Survey (BCGS) has the mandate to compile Minfile information by reviewing mineral assessment reports, recent publications, press releases, property file and company websites. There is one Minfile occurrence reported on the Property which are listed on Table 2, shown on Figure 2.

Table 2: List of Minfile occurrences on the Property

Minfile Name	Location NAD 83 Zone 11		Commodity Sought
	Easting	Northing	
GOLD 1-2, GOOD EYE, GOOD EVE	446489	5428177	Au-quartz veins

4. EXPLORATION

Geomap Exploration Inc., on behalf of Auric Minerals Corp., completed a field exploration work on the Property from May 07 to June 28, 2021. The work included geological mapping, prospecting, sampling, and ground geophysical surveys. A total of 113 grab and chip rock samples were collected from rock outcrops by following various logging roads and other accessible areas on the Property. Several logging roads were deactivated and were not drivable, therefore these roads and trails were accessed using ATVs. The fieldwork team comprised of two geologists and two prospectors. A Very Low Frequency (VLF) ground geophysical survey was carried out along selected lines as a prospecting tool to delineate areas for further work. Details of this work are provided in the following Sections.

4.1 Prospecting, Mapping and Sampling

The focus of the fieldwork was to carry out detailed sampling of the representative rock. The sampling program was designed to represent all prospective geological units and formations. The author visited the property from May 16-22, 2021.

The claims are located in the west of Columbia River and extend southward up to the international boundary. Most of the sampling and prospecting in the year 2020 field season were carried out in the western portion of claim 1075626 and northern and western portion of the claim 1075685. Only two samples were collected from claim 1083116.

A total of one hundred and thirteen samples were collected by following various logging roads and other accessible areas on the property. Out of these, one hundred and one samples were grabbed from the outcrops, one was collected from a boulder (float), and eleven were duplicate for quality assurance and quality control (QA/QC) program. The samples were delivered to ALS Metallurgy laboratories for analytical work.

4.2 Samples for Petrographic Studies

Petrographic studies were conducted on six grab rock samples by Ultra Petrography and Geoscience Inc. of Langley, BC. These samples were collected from the outcrops representing different lithologies. The purpose of this study was to identify sulphide minerals together with petrographic rock classification. The location and field description of these samples are given in Table-6. All these samples were analyzed under polarized transmitted light mainly for mineral identification. The following petrographic descriptions were provided for each sample.

- Petrographic rock classification
- Brief microstructural description
- Modal percentage and average grain size
- Detailed description of the minerals in decreasing order of abundance
-

Table 5: Sample location and description

Sample ID	Easting	Northing	Field sample ID	Description
GD-1	445409	5429227	102762	Sample GD-1 is of massive, extremely fine grained, slightly metamorphosed dolostone composed entirely of dolomite that was strongly crackle-brecciated. It contains minor opaque (hematite/limonite) in patches in fractures.

GD-2	445720	5429697	102772	Sample GD-2 is of slightly porphyritic hypabyssal latite that contains scattered phenocrysts of plagioclase (relatively fresh) and minor mafic phenocrysts (altered strongly to completely to hematite/limonite); these are set in a groundmass of very fine to extremely fine-grained plagioclase and lesser K-feldspar, with disseminated patches of hematite/limonite.
GD-3	445280	5428670	102744	Sample GD-3 is of basalt porphyry that contains abundant phenocrysts of clinopyroxene and a few clusters of plagioclases that are set in an extremely fine-grained groundmass of lathy plagioclase and anhedral clinopyroxene (altered to calcite[?]). A few amygdules are of epidote-chlorite-quartz-(calcite). A few veinlets are of calcite.
GD-4	445771	5429872	102774	Sample GD-4 is of very slightly porphyritic spheroidal latite that contains minor phenocrysts of plagioclase in a bimodal groundmass containing spheroids/ellipsoids of extremely fine-grained K-feldspar with interstitial patches of plagioclase-sericite and accessory patches of hematite/limonite.
GD-5	446168	5429773	102776	Sample GD-5 is of porphyritic latite that contains coarser grained plagioclase phenocrysts (altered strongly to calcite-sericite) and finer grained, mainly fresh prismatic plagioclase laths; these are set in a groundmass of plagioclase-K-feldspar-calcite. Early quartz veinlets are cut by discontinuous calcite stringers. Late stringers are of opaque (hematite?).
GD-6	445678	5429667	102771	Sample GD-6 is of andesite porphyry that contains abundant phenocrysts of plagioclase (altered slightly to moderately to sericite) in a groundmass of much finer grained plagioclase with lesser chlorite (after biotite) and minor quartz. Diffuse veinlets are of calcite.

Ground Geophysical Survey

To assess feasibility of the very-low-frequency electromagnetic (VLF-EM) and magnetic methods at the Goodeye Property and to investigate their responses, VLF-EM and magnetic field measurements were performed at the following two grids with a total of 5.1 line-km of ground geophysical survey:

- Survey Grid #1- comprised of 6 east-west oriented lines of 400 metres each at 50 metres spacing, and
- Survey Grid #2 – comprised of 3 north-south oriented lines of 900 m each at 50 m spacing.

Readings were taken at average station interval of 12.5 m (Figures 8 and 9). The survey was used as a prospecting tool to identify target areas for further exploration work. The VLF transmitters located at Cutler, Maine (NAA) and Seattle operating at a frequency of 24.0 kHz provided the primary electromagnetic field. The equipment used for this survey was a GEM GSM-19 Overhauser magnetometers with GPS and additional survey capability with VLF-EM (GEM Systems, Canada).

VLF surveying involves measurement of the earth's response to EM waves generated by transmitters a great distance from the survey site. The source fields are effectively planar and of fixed orientation, so the response depends on the orientation of subsurface lithology, mineralization, and structures with respect to the source

fields.

The in-phase component of the VLF responses was processed and interpreted with a Fraser and Karous-Hjelt (K-H) filtering approaches. The results reveal the locations of high VLF responses, which may indicate that VLF anomalies are due to conductive zones located along the profiles.

Figure 5: Grid #1 Survey Map

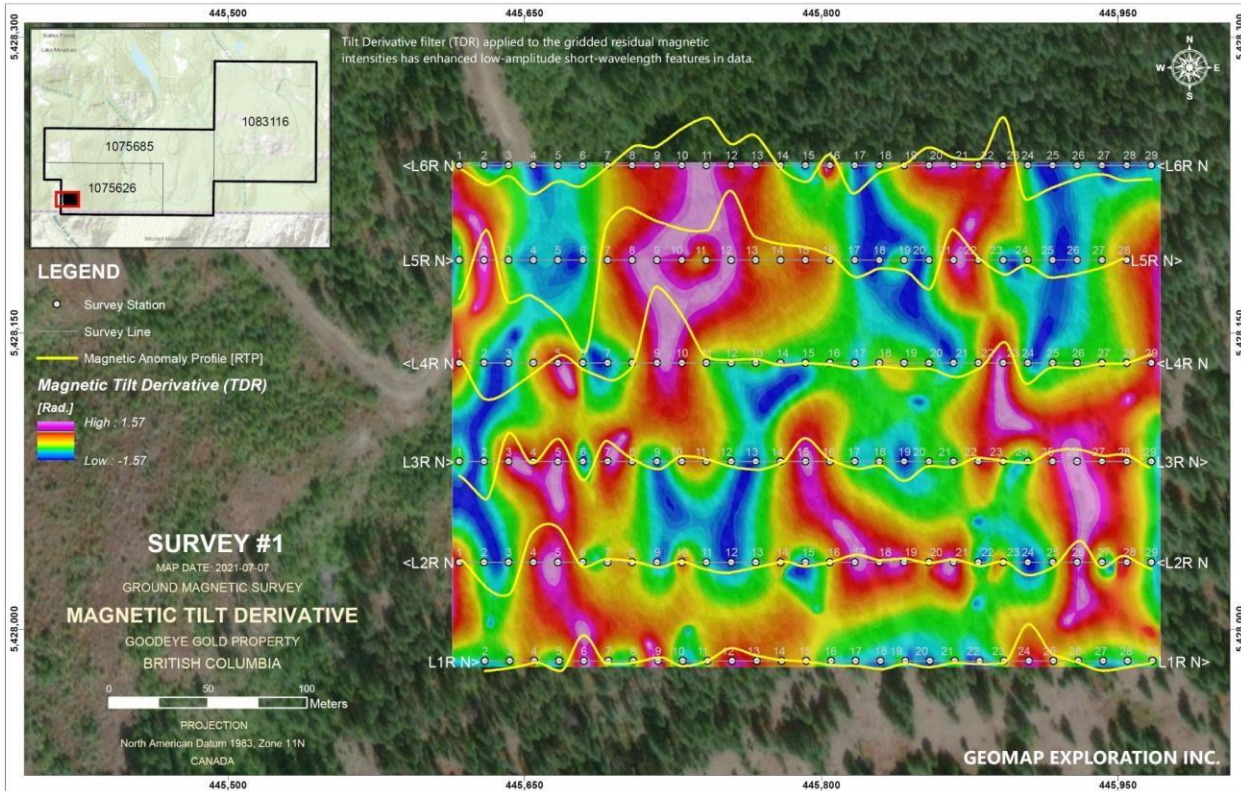
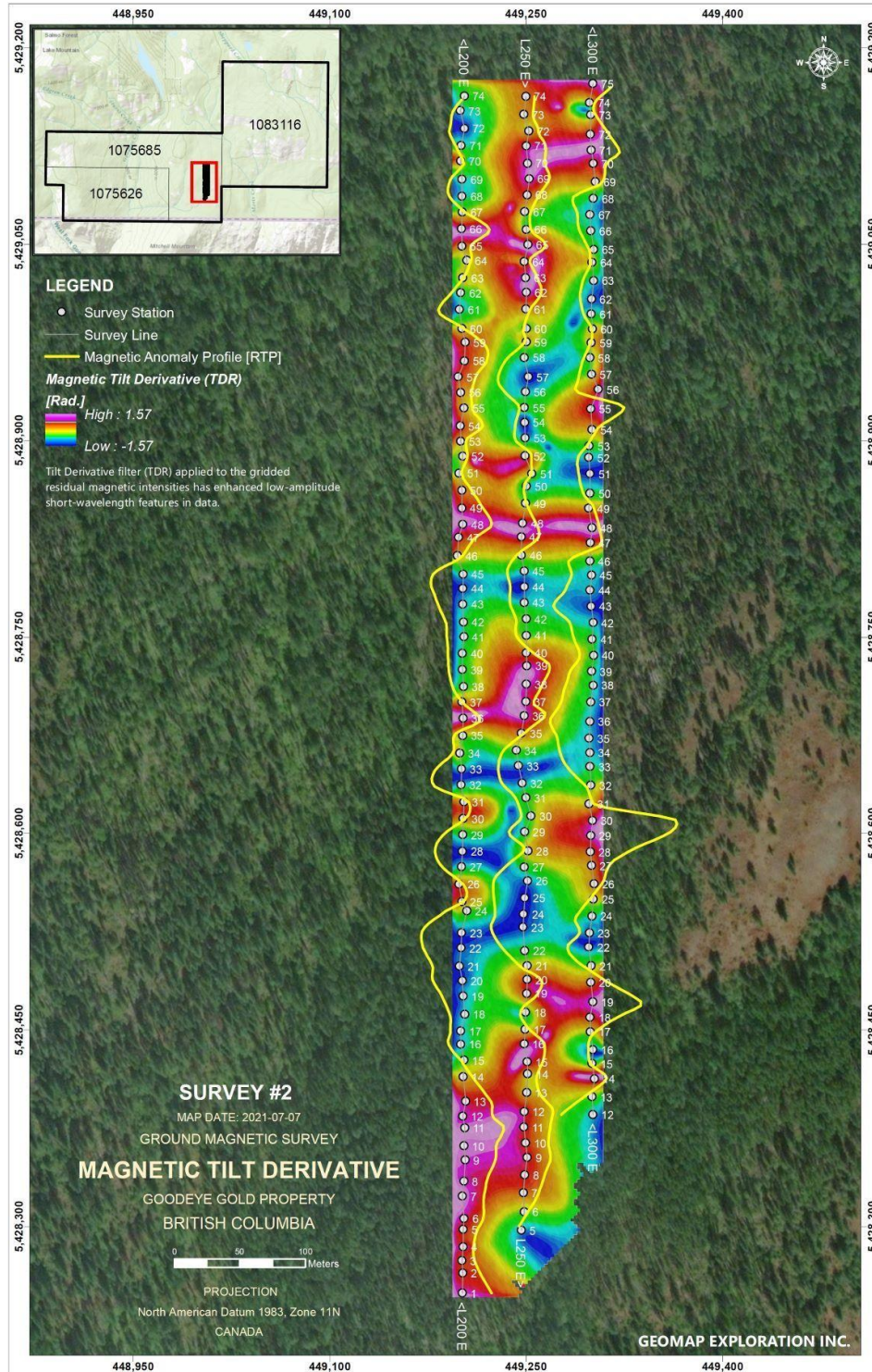


Figure 6: Grid 2 Survey Map



4.3 Prospecting, Mapping and Sampling Work Results

The samples analytical results indicate that gold and silver are the main target element for further exploration. Anomalous values of chromium (Cr), manganese (Mn), and strontium (Sr) are also found in several samples as shown on Table 6. Silver assays are shown on Figures 10-12 and gold assay maps and Figures 13-15.

- Silver values are in the range of 0.03 parts per million (ppm) to 7.93 ppm, out of which 7 samples are over one ppm, 7 samples have values between 0.5 ppm to one ppm, 63 samples are between 0.1 to 0.50 ppm and the remaining samples are below 0.1 ppm.
- Gold values are in the range of less than 0.01 g/tonne to 0.6 g/tonne, where 3 samples are between 0.1 to 0.6 g/tonne, 54 are between 0.01 to 0.1 g/tonne, and the remaining samples are below 0.01 g/tonne.
- Copper values are in the range of less than 2 ppm to 193 ppm, out of which 8 samples are over 100 ppm.
- Iron (Fe) is in the range of 0.70% to 13.85%, arsenic is 1 ppm to 165, barium is 250 ppm to 5,670 ppm, manganese (Mn) is from 28 ppm to 2,330 ppm, molybdenum is 0.1 ppm to 44.9 ppm, niobium is 0.8 ppm to 112 ppm, nickel from 0.7 ppm to 158 ppm, and zinc (Zn) is from 13 ppm to 521 ppm.
- Elevated values of strontium in several samples over 1,000 ppm (range 37.4 ppm to 2190 ppm) and phosphorous over 1,000 ppm (range 40 ppm to 7070 ppm).

The above results show that the contact zone between Carboniferous (CS) and Sheppard Intrusion (Esg) is more promising in terms of relatively higher silver and gold values. This contact is interpreted as a roof pendent like structure where unit Cs is surrounded by Esg intrusion. Similarly, the contact zone between Esg and Lower Jurassic Elise Formation (LJev) also shows relatively higher silver and gold values. It is therefore recommended that all other contact zones between Esg and the country rocks should be followed up by more prospecting and sampling in the next phase of exploration.

The 2021 sampling results also indicate that gold is relatively higher in samples collected from quartz veins within the Sheppard Intrusion which needs a follow up prospecting and sampling.

Table 1: Assay highlights

SAMPLE ID	FAA	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61
	Au	Ag	As	Ba	Ce	Cr	Cu	Fe	K	Mg	Mn	Mo	Nb	Ni	P	Pb	Rb	S	Sr	Ta	V	Zn
	g/tonne	ppm	ppm	ppm	ppm	ppm	ppm	%	%	%	ppm	ppm	ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	ppm
102701	0.01	0.94	9.6	1070	42.1	116	16.1	2.09	0.62	0.39	369	12.65	21.9	30.5	410	61.5	23.3	0.26	470	0.87	36	45
102702	0.01	0.2	38.5	1250	74.5	140	43.9	5.47	2.67	1.12	659	2.16	17.3	37.4	520	15.8	135	0.98	125	1.07	95	108
102703	<0.01	0.19	8.2	1420	37.5	98	9.4	1.7	0.56	0.42	328	5.79	24.9	18.9	380	16.9	19.8	0.12	693	1.08	31	36
102704	<0.01	0.24	8.2	1140	36.6	118	13.9	1.56	3.49	0.28	455	1.85	24.3	41.4	200	194	101	0.09	796	0.85	19	521
102705	0.02	0.17	29.8	5670	104.5	398	30	7.13	4.86	4.78	1360	0.96	54.1	195	3590	92.3	248	0.18	1825	2.63	168	168
102706	0.05	0.44	13.2	1420	33.6	103	7.6	1.21	4.24	0.3	408	1.46	24.4	10.3	320	67.7	112	0.09	716	0.85	24	156
102707	0.02	0.11	8.6	1560	32.2	106	5.7	1.58	4.61	0.4	236	1.49	27.8	11	180	14.8	162.5	0.03	447	1	43	58
102708	0.01	0.13	4.4	690	21.8	197	7.6	0.92	2.59	0.17	234	2.76	15.7	8	130	43	76	0.01	355	0.57	19	51
102709	0.02	0.09	5.3	1360	22.9	208	5.7	1.05	2.73	0.21	206	2.89	14.7	8.2	120	38.3	94.3	<0.01	475	0.51	24	93
102710	0.01	0.32	5.4	1000	37.5	125	9.8	1.3	4.11	0.32	277	2.03	26.9	10.6	170	32.9	159	0.03	357	0.96	45	87
102711	0.01	0.28	4.6	1010	31.2	118	9	1.33	4.26	0.33	268	1.86	26	10	140	23.7	157	0.05	347	0.96	46	87
102712	<0.01	0.09	2.5	1080	49.5	136	13.9	2.05	3.41	0.26	428	1.64	30.9	24.7	340	16.3	76	0.09	662	1.13	60	119
102713	<0.01	0.03	12.6	890	22.1	128	3.7	1.1	3.97	0.16	336	1.81	21.1	6.6	200	15.5	121.5	0.02	381	0.75	15	83
102714	0.29	0.32	15.5	2410	4.68	156	4.5	1.19	5.16	0.08	38	9.77	15.1	8.2	110	26.3	116	0.03	211	0.45	15	15
102715	0.04	0.53	11	2020	5.35	155	8.1	1.1	4.16	0.05	28	40.8	17.9	4.1	90	40.7	99.3	0.05	211	0.56	17	16
102716	0.24	0.9	2	170	3.66	300	7.1	0.49	0.4	0.07	96	10.35	0.8	7.3	40	73.2	18.2	0.01	42.9	<0.05	12	34
102717	<0.01	0.2	5.2	1810	24.3	178	13.3	1.08	3.31	0.17	289	3.13	19.7	8	160	30.8	105.5	0.03	481	0.69	21	50
102718	<0.01	0.38	3.1	900	10.05	247	9	0.7	1.58	0.07	139	5.72	8.9	7.5	100	44.8	44.7	<0.01	115	0.3	15	40
102719	0.04	0.29	5.9	510	7.19	271	8.3	0.8	1.83	0.09	85	7.27	7.8	8	80	29.6	46.6	<0.01	98	0.26	14	30
102720	<0.01	0.83	9	730	2.82	238	8.6	0.84	1.8	0.05	47	28.4	8.9	6.1	80	63.3	48.1	0.02	107	0.27	14	21
102721	<0.01	1.06	13.5	1000	3.2	238	9.7	0.9	2.51	0.04	46	44.9	11.3	5.7	100	81.2	64.8	0.04	135	0.31	14	19
102722	<0.01	0.26	16.7	1210	34.2	114	6.3	1.27	3.68	0.2	200	2	24.1	7.8	230	16.8	117	0.02	609	0.85	20	67
102723	<0.01	0.43	20.9	750	15.75	50	193	4.74	2.11	0.85	343	1.19	5.8	19.4	1000	6	67	0.34	281	0.36	224	36
102724	<0.01	0.21	8	320	33.3	202	14.5	1.71	0.9	0.33	185	2.61	7.7	13.5	400	4.5	36	0.01	77.2	0.46	42	33
102725	<0.01	0.3	10.5	420	33.5	179	15.3	1.61	1.19	0.45	230	2.43	9.9	16.5	650	6.5	49	0.02	148	0.55	48	42
102726	<0.01	0.43	32.5	830	21.4	57	111	3.94	2.15	0.83	333	4.83	5.1	29.5	1160	5.3	68.6	0.65	320	0.32	207	32
102727	<0.01	0.13	8.2	1110	19.85	71	29.6	5.21	1.62	1.2	750	0.98	5.3	16.9	910	9.3	44.2	0.02	465	0.34	196	99
102728	0.04	0.1	14.1	830	18.5	118	3.7	1.33	3.04	0.16	418	1.38	15.2	5.5	200	32.4	98.3	0.03	542	0.51	17	50
102729	0.02	0.05	2.1	930	7.29	192	3.3	0.63	2.5	0.1	209	2.47	6.9	5.3	80	16.4	89.7	<0.01	187	0.29	11	32
102730	0.03	0.24	17.7	2370	12.3	122	2.8	1.01	3.97	0.15	121	1.51	21.2	5.5	150	16.9	130.5	0.01	696	0.72	20	39
102731	0.02	0.32	21	2550	12.05	112	2.9	1.05	4.1	0.17	127	1.38	20.3	5.7	150	20.9	136	0.01	773	0.74	23	46
102732	0.02	0.15	11.2	1180	17.3	133	13.1	0.75	3.02	0.12	87	3.08	12.8	12.9	120	23	88.8	0.01	534	0.44	13	33

SAMPLE ID	FAA	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	
	Au	Ag	As	Ba	Ce	Cr	Cu	Fe	K	Mg	Mn	Mo	Nb	Ni	P	Pb	Rb	S	Sr	Ta	V	Zn
	g/tonne	ppm	ppm	ppm	ppm	ppm	ppm	%	%	%	ppm	ppm	ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	ppm
102733	0.03	0.22	3.9	590	19.7	209	6.6	0.77	2.09	0.1	150	2.99	14	9.3	150	20.2	53.9	0.01	266	0.43	15	27
102734	0.02	0.1	11.2	910	33.3	132	4.2	1.4	3.36	0.22	176	1.69	20.3	8.9	300	35.3	110	<0.01	427	0.75	24	84
102735	0.02	0.14	8.4	830	23.5	145	23.3	5.03	1.83	1.43	831	1	5.8	14.6	980	9.6	58.6	0.11	239	0.35	175	99
102736	0.03	0.05	1.6	1800	136.5	60	3	2	4.23	0.4	531	0.86	56.7	6.6	800	20.7	137	0.01	456	3.25	18	46
102737	0.01	0.05	2.6	1610	131.5	47	3.1	1.81	3.84	0.27	170	0.74	63.2	3	660	19.6	137	<0.01	335	3.4	13	40
102738	0.02	0.25	1.6	680	29.5	142	3.8	1.24	3.15	0.24	214	1.61	18.3	12.3	150	43.6	88.2	0.01	220	0.64	75	100
102739	0.04	5.6	10.5	650	20.1	143	17.3	2.98	1.95	0.2	39	1.94	13.5	8.3	140	148.5	62.1	0.09	191	0.49	54	19
102740	<0.01	0.16	2.4	990	41.9	91	5.7	1.75	3.48	0.43	325	1.08	23.6	16.4	260	15.6	103	0.01	434	0.91	47	108
102741	0.03	0.08	1.9	950	43.2	83	5.9	1.71	3.76	0.49	316	0.71	27	18.8	270	14.8	120	0.01	416	1.04	57	116
102742	0.03	0.06	2.2	900	36.9	81	4.2	1.49	3.37	0.42	385	0.88	22.5	15.2	240	8.4	70	0.01	856	0.85	46	83
102743	0.02	0.12	4.3	780	38.5	69	5.1	1.51	3.13	0.63	345	0.7	20.7	13.5	280	22.3	63.7	0.07	516	0.88	36	92
102744	0.03	0.08	9.6	130	51	124	13.2	2.48	0.59	0.5	202	1.5	8.4	17	410	7.5	36.1	0.04	59.1	0.52	39	37
102745	0.03	0.06	21.1	240	78.1	96	20.2	2.68	1.78	0.62	195	0.76	14.2	23.1	560	12.2	105	0.01	104.5	0.95	74	45
102746	0.03	0.02	30.9	830	84.7	112	12.7	2.61	1.93	0.57	312	3.01	14.3	21.9	590	10.4	97.4	<0.01	88.3	0.94	80	38
102747	0.03	0.12	10.5	250	49.7	118	45.6	3.54	1.02	0.29	155	6.86	6	5.5	370	7	67.8	0.62	37.4	0.4	74	13
102748	0.01	0.02	5.4	370	90.1	169	19.1	1.63	0.55	0.25	177	4.54	10.1	12.2	580	5.4	40.2	0.02	63.7	0.74	40	23
102749	0.03	0.03	15.2	840	85.8	106	4.5	2.1	2.17	0.56	143	0.96	14.4	17	610	12.5	117.5	<0.01	69.4	0.97	78	35
102750	0.02	6.17	23.2	440	19.4	175	23.5	3.17	0.3	0.1	198	2.94	8.7	11.1	100	404	8.9	1.44	458	0.22	18	92
102751	0.04	7.93	29.1	450	15.3	192	33.5	4.14	0.38	0.08	208	3.03	5.7	13.7	110	477	11.7	2.04	326	0.15	18	98
102752	0.02	0.53	9.6	1150	42.9	87	19	2	3.18	0.18	531	1.64	25.3	16.1	260	88.9	69.7	0.41	748	0.91	67	195
102753	0.01	1.2	15.1	1090	40.2	85	14.2	1.7	3.15	0.21	377	2.13	20.3	18.7	190	117.5	69.1	0.69	510	0.81	37	44
102754	0.07	0.47	14.4	410	35.5	95	6.6	1.69	0.67	0.2	204	1.31	19.5	8.3	190	33.5	20.3	0.92	188.5	0.64	22	25
102755	<0.01	0.29	4.8	1160	27.4	128	4.5	0.93	1.06	0.04	245	1.69	14.8	6.5	140	27.6	23.5	0.28	294	0.5	17	42
102756	<0.01	0.23	5.6	1180	46.8	62	4.3	1.24	1.57	0.14	446	0.73	24.1	6.8	220	17.1	40.3	0.3	739	0.88	25	54
102757	<0.01	0.08	14.5	1610	102	55	7.2	5.74	2.38	1.57	888	1.63	33.2	8.5	3180	15.5	75.7	0.23	837	1.66	173	92
102758	0.04	0.13	20.6	600	28.6	43	47.6	4.35	1.76	1.02	482	2.39	4.6	19.8	1040	2.4	47.9	0.17	270	0.29	205	41
102759	<0.01	0.16	103	1710	107	157	27.1	5.23	2.03	3.06	822	1.12	44.5	41.8	2720	10.9	58.2	0.46	987	2.37	158	71
102760	<0.01	0.24	146	3340	102.5	211	27.6	4.54	2.74	2.28	672	1.36	25.5	97.2	2310	26.6	104.5	0.33	421	1.34	146	138
102761	<0.01	0.24	165	4690	129	277	29.8	5.31	2.85	3.01	889	1.37	31.9	129	3180	31.5	106	0.36	610	1.51	146	130
102762	<0.01	0.1	6.4	1900	179	131	49.9	6.8	1.54	3.44	1240	0.96	53.3	102	4420	9.9	46.9	0.16	1410	1.99	171	106
102763	0.01	0.47	16.6	220	23.7	42	16.6	1.16	0.37	0.09	241	3.47	15.8	6.4	220	9.8	15.9	0.3	521	0.62	22	22
102764	<0.01	0.11	12.9	660	16.7	26	131.5	6.28	1.19	2.24	902	0.17	2.2	28.5	1200	7	27.9	0.12	721	0.11	274	84

SAMPLE ID	FAA	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61
	Au	Ag	As	Ba	Ce	Cr	Cu	Fe	K	Mg	Mn	Mo	Nb	Ni	P	Pb	Rb	S	Sr	Ta	V	Zn
	g/tonne	ppm	ppm	ppm	ppm	ppm	ppm	%	%	%	ppm	ppm	ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	ppm
102765	<0.01	0.22	6.1	480	34.5	52	106.5	4.83	1.68	2.12	1480	0.57	3.4	21	1210	4.8	58.3	0.41	683	0.19	250	74
102766	<0.01	0.04	8.4	760	38.8	14	23.8	3.01	2.24	0.8	1190	0.47	8.1	4.8	1170	4.1	69.1	0.06	577	0.46	96	50
102767	0.01	0.05	2.3	1030	32.7	46	65.3	5.33	1.28	2.27	1150	0.55	3.6	23.7	1450	7.7	30.3	0.07	674	0.21	200	78
102768	<0.01	0.06	1.3	800	19.95	260	133.5	7.03	0.79	5.16	1440	0.16	2.7	66.3	950	5.5	21.6	0.21	367	0.15	236	71
102769	<0.01	0.06	2.7	490	24.2	98	141.5	7.06	0.82	3.44	1380	0.4	2	44.2	960	4.4	23.2	0.23	650	0.11	314	80
102770	<0.01	0.03	1	640	12	28	39.2	3.92	1.95	1.61	939	0.18	7.5	10.5	1170	4.9	54.6	0.13	389	0.53	119	86
102771	<0.01	0.05	0.8	530	11.05	28	35.3	3.77	1.72	1.54	930	0.22	7.2	8.5	1100	4.9	47	0.08	421	0.51	112	89
102772	<0.01	0.03	2.4	530	106.5	28	4.9	1.02	3.6	0.08	294	0.75	81.8	0.7	80	24.7	122.5	<0.01	118.5	5.81	5	19
102773	<0.01	0.11	2.3	1010	26.3	13	85.5	5.65	1.78	2.1	1120	0.24	3.2	13.1	1310	7.1	68.3	0.06	903	0.19	217	65
102774	<0.01	0.05	4	760	102	47	7.5	0.98	4.38	0.07	151	1.02	75.5	0.8	70	20	147	<0.01	123.5	5.7	5	21
102775	<0.01	0.02	2.5	630	102.5	34	4.2	0.95	3.97	0.07	196	0.8	79.2	0.4	70	33.2	143	<0.01	123	5.94	3	20
102776	<0.01	0.07	6.8	250	54.8	160	4.2	4.26	0.92	2.71	1100	0.57	17.2	77.3	1650	22	31.9	0.34	867	0.79	112	61
102777	<0.01	0.1	10.4	320	64.1	62	7.5	0.92	3.66	0.05	84	1.62	110	1.4	50	11.5	121.5	0.02	130.5	7.7	4	16
102778	<0.01	0.13	10.3	2300	233	102	43.3	6.53	1.9	2.92	1200	1.11	87.8	58.5	7070	12.4	54.2	0.19	1560	3.37	181	115
102779	<0.01	0.12	3.4	1470	23	66	33.6	5.1	1.47	1.35	782	0.62	6.1	14.8	930	14.2	40.2	0.22	591	0.36	180	88
102780	0.01	0.13	9.2	880	23	78	29.6	5.36	1.6	1.51	754	0.81	5.8	14.1	860	10.4	43.8	0.02	731	0.35	200	91
102781	<0.01	0.12	8.4	880	20.5	71	26.6	5.28	1.64	1.51	741	0.67	5.6	13.3	840	9.9	40.8	0.02	726	0.34	200	92
102782	<0.01	0.08	17.3	300	22	76	27.3	6.15	1.04	1.84	962	0.88	5.5	12.2	770	11.8	38	0.1	722	0.33	248	81
102783	<0.01	0.08	11.1	1000	19.8	54	28.3	5.31	1.5	1.56	849	0.63	5.1	11.6	910	11.4	32.2	0.08	637	0.32	191	97
102784	<0.01	0.12	1.2	3680	169	73	30.5	5.74	2.98	2.83	1050	2.6	112.5	43.2	5450	17.4	47.9	0.04	1670	4.61	131	76
102785	<0.01	0.1	9.4	590	21	59	23.4	4.66	0.97	1.44	861	0.49	5.3	12.7	790	10.1	27.2	0.06	735	0.33	164	103
102786	<0.01	0.12	5.1	1130	107	99	37.7	6.3	1.05	3.85	1140	1.08	45.9	55.3	2550	13.4	24.2	0.15	971	1.61	178	72
102787	0.01	0.1	3.5	800	65.8	164	49.9	6.67	0.87	4.41	1100	0.66	34.3	89.1	1900	9.4	18.5	0.14	691	1.18	204	82
102788	<0.01	0.11	7	690	24.3	56	34.7	5.09	1.35	1.58	852	0.54	5.5	15.4	880	8.7	34.3	0.13	554	0.37	186	106
102789	0.01	0.11	4	5590	379	509	64	5.77	4.46	6.68	917	0.29	25.2	254	4390	58.7	181.5	0.19	2090	1.61	164	97
102790	0.01	0.24	6.6	320	40	110	171.5	6.88	0.89	3.84	2330	1.79	3	38.7	1460	9.5	34.6	1.46	491	0.18	319	62
102791	0.01	0.13	3.2	430	36.3	101	122.5	5.7	1.16	3.64	2290	1.75	2.7	31.5	1490	6.6	40.9	0.62	561	0.17	313	57
102792	0.02	0.71	44	460	16.35	79	282	9.93	2.01	1.96	921	2.74	4.3	22.3	1040	24.7	61.8	3.1	172.5	0.28	245	57
102793	0.01	0.09	14.7	510	79.4	81	38.7	4.51	3.28	1.27	452	0.79	18.3	36.1	630	20	176.5	0.07	115.5	1.26	111	89
102794	<0.01	2.56	6.2	210	18.65	184	10.3	1.13	0.55	0.27	306	2.56	6.5	9.3	110	401	15.8	0.04	87	0.23	20	85
102795	<0.01	0.1	4.5	1070	37.7	71	6.3	1.15	3.44	0.21	376	0.89	21.8	5.8	220	35.8	98.2	0.01	815	0.79	14	150
102796	0.60	1.69	6.6	700	7.78	159	3.6	0.72	2.43	0.12	101	2.69	8.7	4.3	90	47.7	77.1	0.01	198	0.29	18	33

SAMPLE ID	FAA	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61	ME-MS61
	Au	Ag	As	Ba	Ce	Cr	Cu	Fe	K	Mg	Mn	Mo	Nb	Ni	P	Pb	Rb	S	Sr	Ta	V	Zn
	g/tonne	ppm	ppm	ppm	ppm	ppm	ppm	%	%	%	ppm	ppm	ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	ppm
102797	<0.01	0.79	7	800	20.5	106	2.9	0.87	2.88	0.12	171	1.48	15.1	4.4	140	43.4	79	0.01	364	0.53	13	33
102798	0.01	0.03	5.4	1540	30.5	80	4.4	1.01	4.25	0.23	214	0.85	19.7	6.2	200	13.6	122.5	0.01	814	0.79	18	19
102799	0.01	0.08	6.7	2130	223	213	48.5	5.95	1.66	3.76	1360	1.99	86.6	117.5	4930	15.9	49.2	0.41	2190	3.43	149	87
102800	<0.01	0.03	1.7	1420	31.7	82	4.6	1.2	3.88	0.23	274	0.9	22.7	6.3	220	31.6	141	0.01	792	0.83	23	82
102801	0.02	0.04	1.2	1380	25.8	78	3.6	1.15	3.82	0.22	266	0.82	21.6	5.7	200	27.3	136	0.01	723	0.8	23	76
102802	0.02	0.03	1.5	1290	26.7	66	2	1.01	3.84	0.21	261	0.79	18.7	6	210	21.4	135	0.01	607	0.77	32	67
102803	0.01	0.03	2.2	1260	35.1	76	2.8	1.19	3.85	0.21	359	0.87	22.4	6.2	220	12.9	114	0.01	879	0.82	20	40
102804	<0.01	0.05	3.3	1100	41.7	76	11.4	1.53	3.71	0.39	356	0.76	23.2	15.2	310	17.7	103	0.05	875	0.93	27	51
102805	0.01	0.1	4.9	1320	35.3	68	5	1.28	3.65	0.29	244	0.75	19.3	8.4	260	22.6	89.4	0.04	746	0.71	28	51
102806	<0.01	0.29	5.1	2120	46.7	69	24.3	1.43	3.91	0.52	374	0.78	23.8	18.1	380	36.6	92.9	0.12	829	0.92	31	40
102807	0.01	0.14	1.5	3250	282	338	55.8	6.1	1.91	5	1270	2.11	143	158.5	5300	27	65.2	0.08	1980	5.08	148	96
102808	<0.01	0.27	7.8	1620	43.1	75	23.6	1.5	3.68	0.4	287	0.9	24.6	16.5	380	51.3	95.5	0.01	765	0.91	34	61
102809	0.01	0.07	3.3	430	31	117	136	7.09	0.63	3.24	1160	0.86	3.4	37.7	1350	5.9	22.2	0.5	712	0.19	289	76
102810	0.01	0.19	13.1	420	28.3	77	107.5	13.7	1.53	2.52	865	24.6	4.4	25.3	1530	21.3	38.5	1.02	321	0.25	287	76
102811	0.01	0.19	13.1	410	20.8	69	106	13.85	1.57	2.3	810	29.4	4.4	23.1	1550	21.5	32.3	1.12	311	0.24	277	70
102822	0.01	0.12	1.7	280	39.9	53	53.7	1.06	5.28	0.08	111	1.5	82.9	2	80	19	164	0.2	238	5.58	14	8
102823	<0.01	0.03	1.7	1320	84.5	77	4	3.5	3.87	1.12	677	0.95	67.8	9.6	1760	15.9	167	0.01	926	6.25	89	56

Figure 1: Silver Assay Map 1

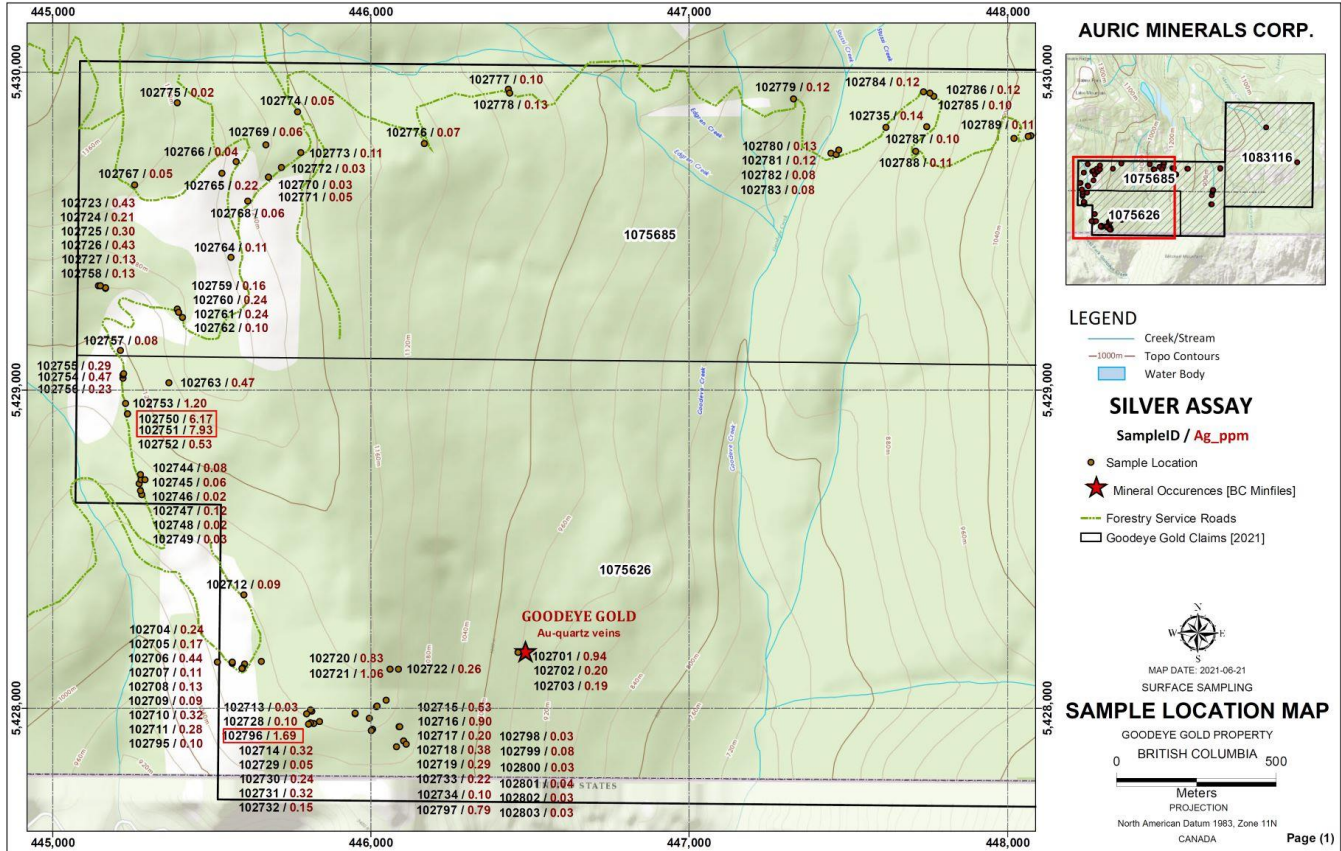


Figure 2: Silver Assay Map 2

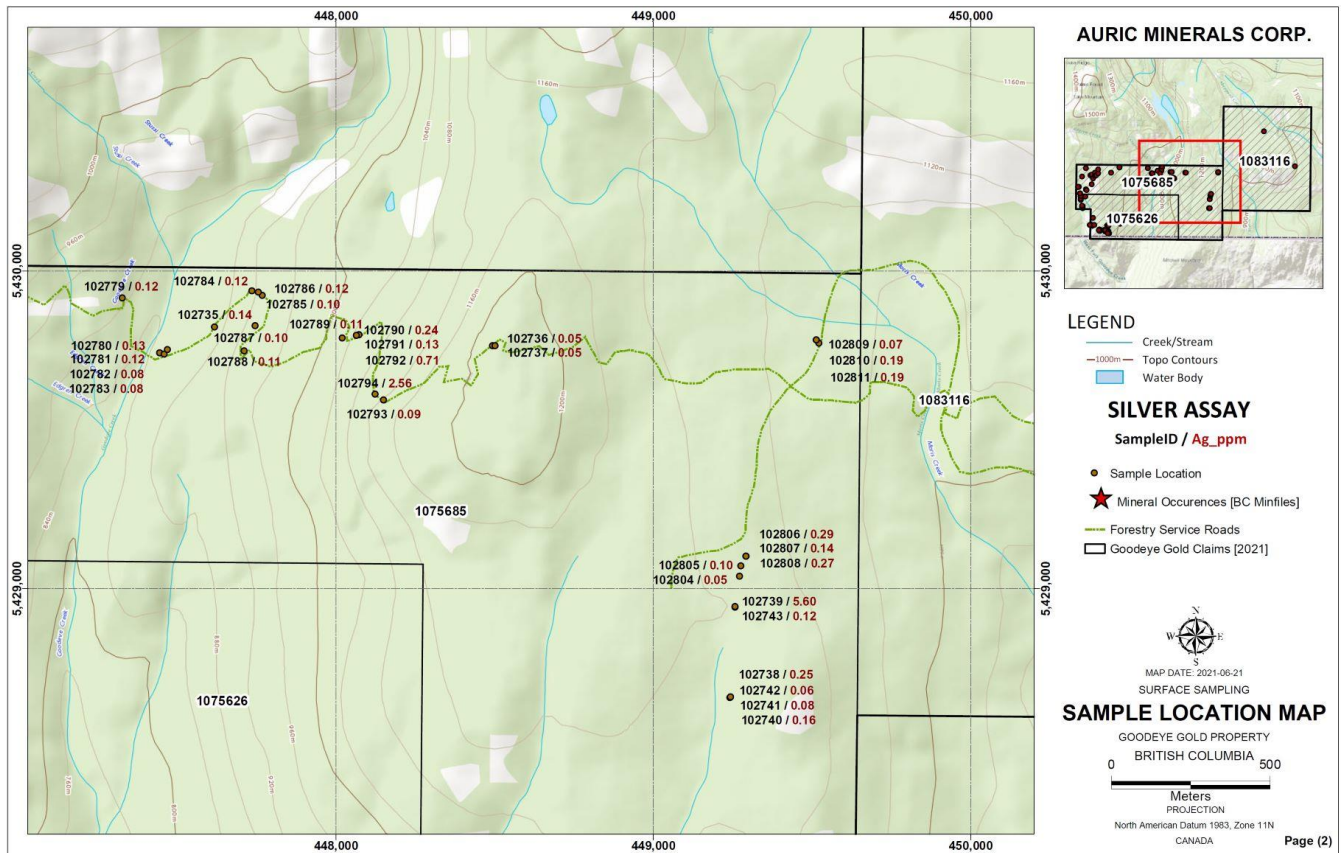


Figure 3: Silver Assay Map 3

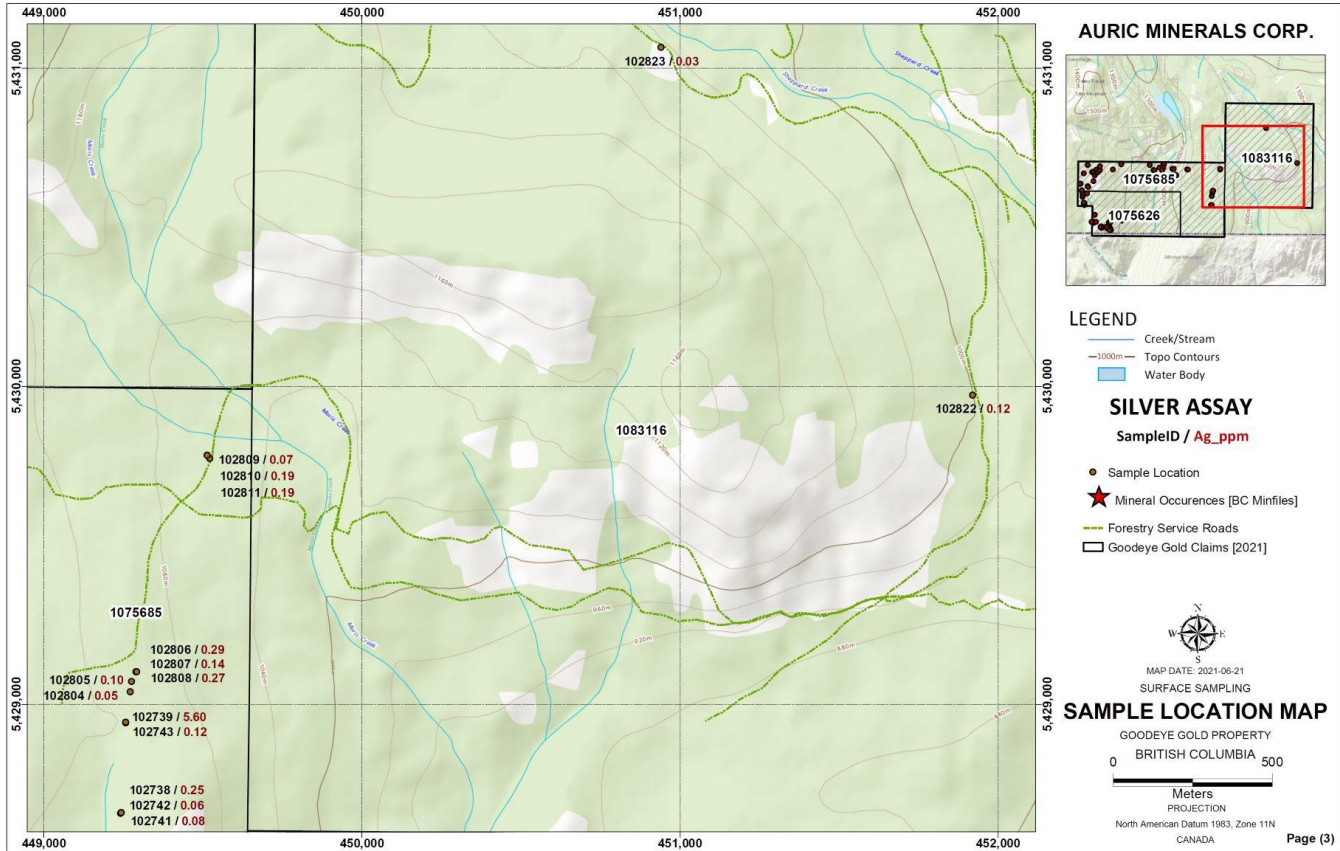


Figure 4: Gold Assay Map 1

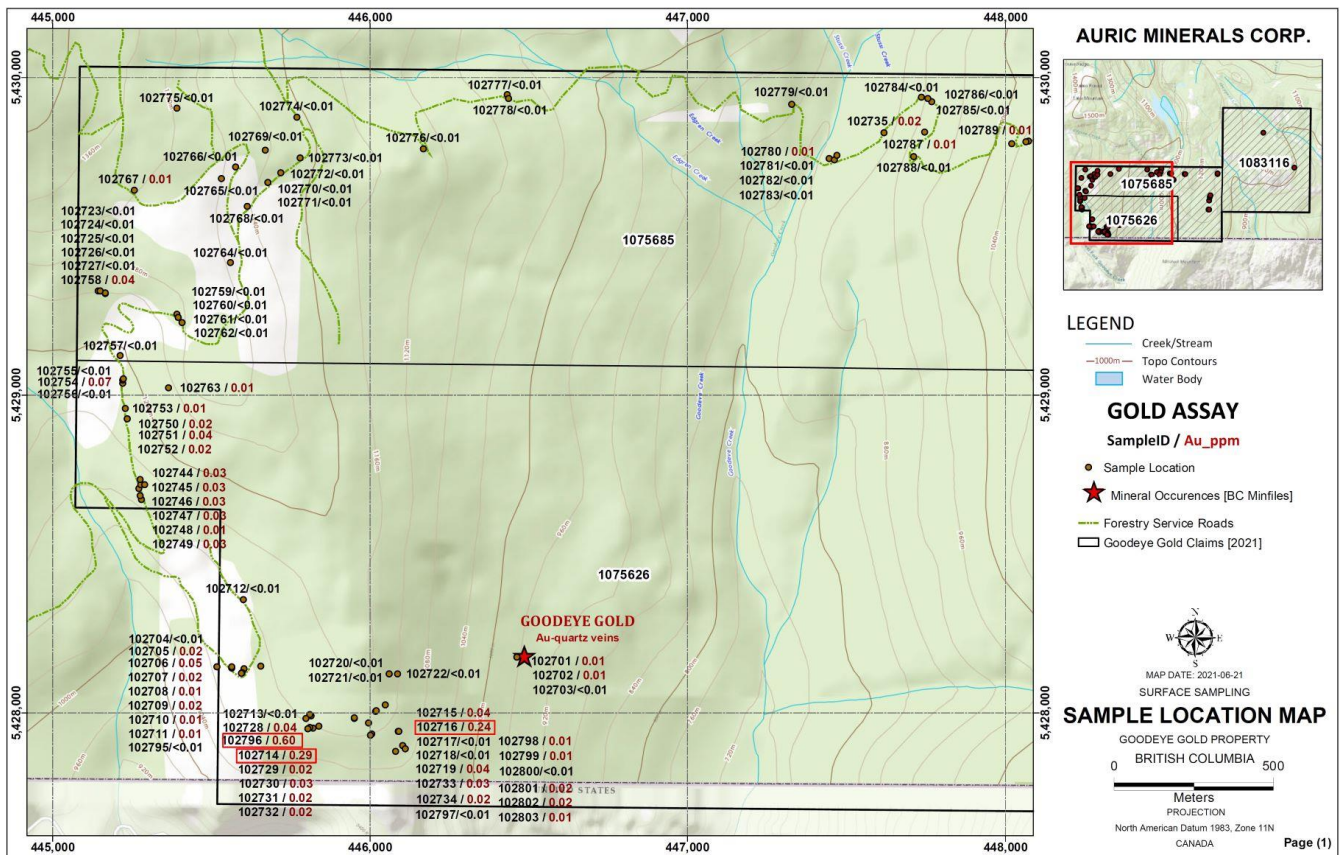


Figure 5: Gold Assay Map 2

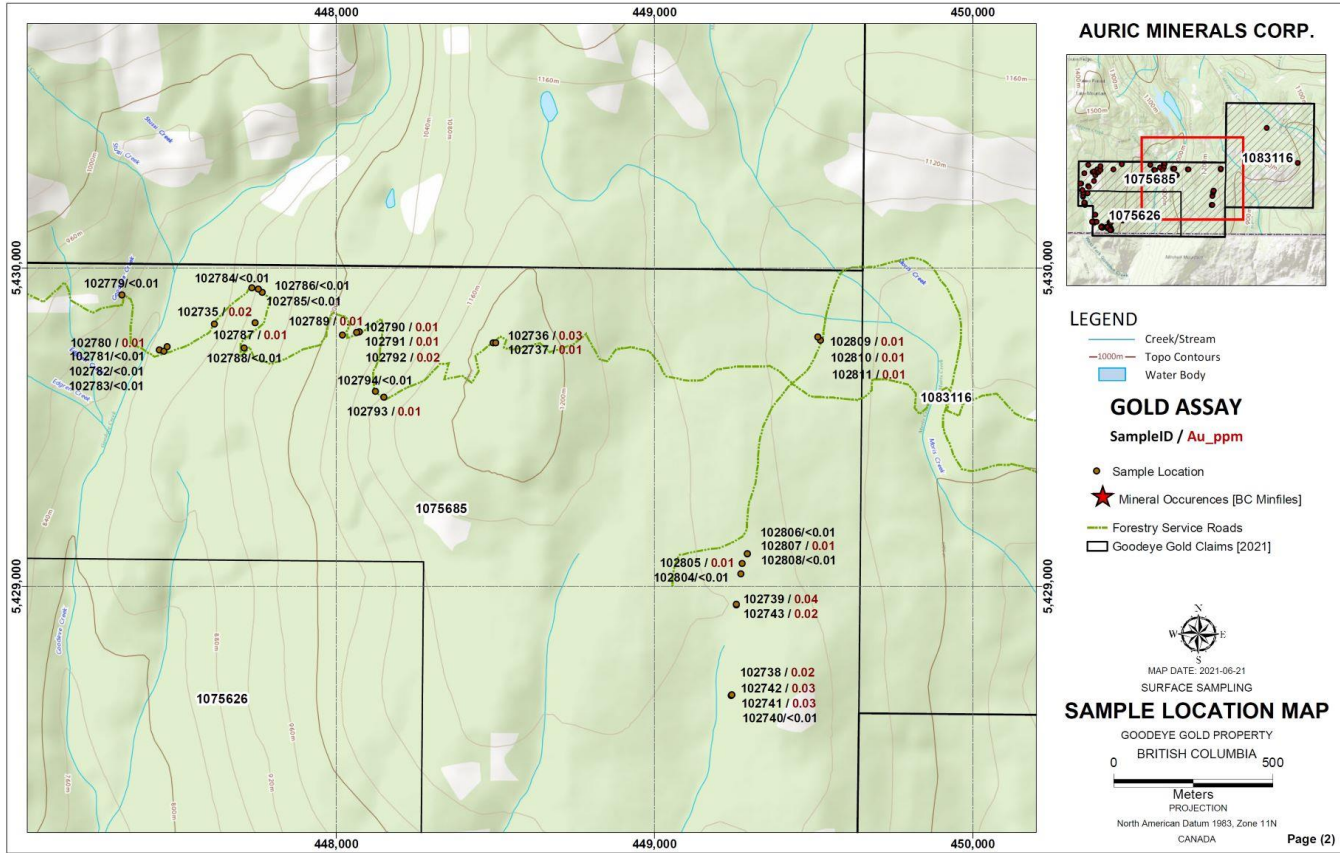
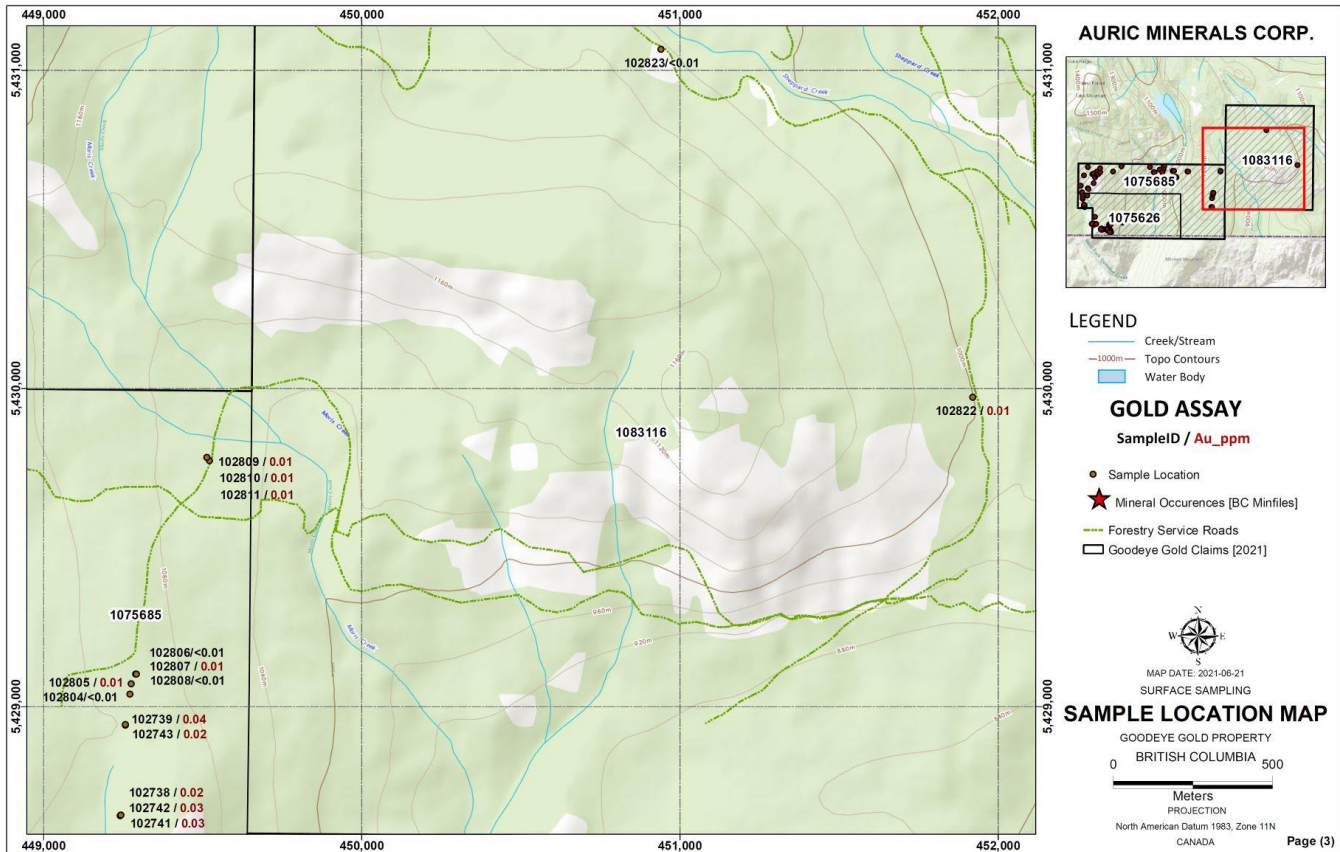


Figure 6: Gold Assay Map 3



4.4 Petrography Results

The petrographic studies were conducted on six sample (Fig-16). The results are described below.

Sample GD-1 is of massive, extremely fine grained, slightly metamorphosed dolomite composed entirely of dolomite that was moderately to strongly crackle-brecciated. It contains minor opaque (hematite/limonite) in patches in fractures.

Dolomite forms an aggregate of anhedral equant grains (0.02-0.05 mm) with scattered coarser grains (0.2-0.7 mm). The rock was brecciated moderately to strongly with seams and patches of finer grained dolomite in which the grain size is inversely proportional to the degree of brecciation.

Hematite/limonite is concentrated in a few patches and seams, some of which are associated with zones of strong brecciation. A few early, discontinuous veinlets ore of cryptocrystalline quartz(?). Several discontinuous veinlets up to 0.2 mm wide are of slightly to moderately coarser grained calcite.

Sample GD-2 is of slightly porphyritic hypabyssal latite that contains scattered phenocrysts of plagioclase (relatively fresh) and minor mafic phenocrysts (altered strongly to completely to hematite/limonite); these are set in a groundmass of very fine to extremely fine-grained plagioclase and lesser K-feldspar, with disseminated patches of biotite/chlorite and of hematite/limonite.

Plagioclase (fresh to altered slightly to moderately to sericite/clay and minor hematite/limonite) forms scattered euhedral prismatic phenocrysts. A few phenocrysts contain cavities that may represent altered minerals lost from the rock during weathering or lost from the section during preparation.

Hornblende(?); altered completely to hematite/limonite) forms one subhedral prismatic phenocryst. Biotite(?); altered completely to hematite/limonite) forms a few slender tabular phenocrysts. The groundmass consists mainly of anhedral plagioclase and finer grained intergrowths of anhedral plagioclase and K-feldspar.

Biotite/chlorite (in part-stained brown by limonite) forms irregular patches up to 0.3 mm in size of equant grains, in part surrounding patches of hematite/limonite (after sulphide). Hematite/limonite forms irregular patches, some of which are surrounded by limonite-stained clusters of chlorite, and which probably are relicts from primary sulphide mineral(s). Pyrite(?) forms a few euhedral cubic grains. Zircon forms a few stubby euhedral prismatic grains.

Sample GD-3 is of basalt porphyry that contains phenocrysts of clinopyroxene and a few clusters of plagioclases; these are set in an extremely fine-grained groundmass of plagioclase and chlorite with minor calcite. A few fragments are of slightly porphyritic basalt with accessory phenocrysts of clinopyroxene in a flow-foliated matrix containing abundant subparallel lathy plagioclase grains in a matrix of plagioclase-chlorite with abundant patches of calcite and minor pyrite. Several amygdules are of two or more of chlorite, quartz, epidote, and calcite. A few veinlets are of calcite.

Clinopyroxene forms anhedral to subhedral and locally euhedral phenocrysts and clusters of phenocrysts that range from fresh to altered moderately outwards from fractures to extremely fine grained tremolite(?). Plagioclase forms scattered equant phenocrysts that were altered slightly to moderately to disseminated patches of epidote(0.02-0.04 mm). Plagioclase also forms a few clusters of anhedral grains that might be early formed glomero-phenocrysts or amygdules.

The groundmass is mainly of an aphanitic intergrowth of plagioclase and lesser chlorite, with accessory to moderately abundant secondary calcite. A fragment several mm long contains accessory clinopyroxene phenocrysts in a flow-foliated groundmass of subparallel lathy plagioclase (0.05-0.1 mm) and finer grained anhedral plagioclase-chlorite, with abundant patches of calcite and minor opaque (pyrite?)

Numerous amygdules up to 1.5 mm in size and a few up to 6 mm across are of various combinations of two or more of chlorite, quartz, epidote, and calcite. One amygdule is dominated by calcite with accessory patches of chlorite. Numerous veinlets mainly from 0.02-0.05 mm wide and locally up to 0.3 mm wide are of calcite.

Sample GD-4 is of very slightly porphyritic spheroidal latite that contains accessory phenocrysts of plagioclase (altered slightly to moderately to dusty sericite-limonite) and minor ones of biotite (altered strongly to completely to hematite/limonite) are contained in a bimodal groundmass containing spheroids/ellipsoids of extremely fine grained K-feldspar-(clinozoisite), in part with diffuse cores of sericite-limonite or calcite, with interstitial patches of plagioclase-sericite and accessory patches of hematite/limonite. A veinlet is of hematite/limonite.

Plagioclase (altered slightly to moderately to locally strongly to dusty sericite-limonite) forms subhedral to euhedral phenocrysts and a few clusters of up to three phenocrysts, some of which have an overgrowth up to 0.2 mm thick of very fine-grained plagioclase (altered moderately to sericite).

Biotite (altered strongly to completely to hematite/limonite) forms a few slender phenocrysts, commonly associated with plagioclase phenocrysts. Abundant spheroids, mainly 0.3-0.7 mm in diameter, are dominated by K-feldspar with thin rims of semi-opaque clinozoisite(?) mainly near margins, and in part with diffuse cores of plagioclase-sericite and/or calcite. In places, clinozoisite(?) is replaced by hematite/limonite.

Interstitial to spheroids are patches from 0.3-1.5 mm in size of equant plagioclase (altered in patches moderately to strongly to sericite). Limonite/hematite forms wispy patches and seams in some interstitial plagioclase-sericite patches. A wispy veinlet up to 0.03 mm wide is of hematite/limonite.

Sample GD-5 is of porphyritic andesite that contains coarser grained mafic(?) phenocrysts (altered completely to calcite-sericite or calcite) and finer grained, mainly fresh, prismatic plagioclase laths; these are set in a groundmass of plagioclase-K-feldspar-(calcite). Early veinlets are of quartz, quartz/ plagioclase(?), and calcite with locally sulphide patches. Later veinlets are of calcite. Late stringers and diffuse replacement patches are of hematite/limonite.

Subhedral prismatic to equant mafic phenocrysts (their shape suggests clinopyroxene) were altered completely to calcite-sericite or locally to calcite. Smaller, euhedral to subhedral, stubby lathy plagioclase phenocrysts are fresh to altered slightly to sericite. The composition of the groundmass is difficult to determine optically because it is turbid; it probably consists mainly of slightly coarser grained plagioclase intergrown with slightly finer grained plagioclase-K-feldspar with minor calcite.

Early, commonly discontinuous veinlets from 0.1-0.4 mm wide are of quartz and quartz/ plagioclase(?), with or without calcite. One veinlet of quartz/plagioclase-(calcite) contains an elongated patch 2.5 mm long of sulphide (pyrite?). Later veinlets up to 0.7 mm wide are of calcite. Late stringers and diffuse replacement patches formed during weathering are of opaque hematite and orange limonite.

Sample GD-6 is of andesite porphyry that contains abundant phenocrysts of plagioclase (altered slightly to moderately to sericite) and accessory phenocrysts of biotite (altered completely to chlorite-calcite-sericite); these are set in a groundmass of much finer grained plagioclase with lesser chlorite (after biotite) and minor quartz. Diffuse veinlets are of calcite and of calcite-quartz.

Plagioclase (altered slightly to moderately to sericite) forms subhedral to euhedral, equant to elongate prismatic phenocrysts. Biotite (altered strongly to pseudomorphous chlorite with lesser calcite, sericite, and Ti-oxide) forms slightly to moderately elongate phenocrysts.

An elongate prismatic mafic phenocryst 0.8 mm long was altered completely to calcite (0.2-0.4 mm). In the groundmass, plagioclase forms anhedral equant grains that are fresh to altered slightly to sericite.

Chlorite (possibly secondary after biotite) forms anhedral equant grains and clusters of grains. Calcite forms irregular patches up to 1.5 mm in size, in part intergrown with chlorite. Quartz forms scattered interstitial grains and clusters of up to three grains. Ti-oxide forms disseminated patches associated with chlorite. Apatite forms a few subhedral stubby prismatic grains. A discontinuous vein up to 0.7 mm wide is of calcite and quartz. A diffuse vein up to 0.4 mm wide is of sericite and calcite. Calcite forms numerous veinlets from 0.02-0.05 mm wide.

Figure 13: Samples GD 1-6 Petrographic Blocks



4.6 Geophysical Survey Interpretation and Results

4.6.1 Processing and Interpretation

The qualitative analysis of the data along VLF traverses was carried out using Fraser Filtering method and Karous-Hjelt current density procedure developed by Karous and Hjelt (1983). The plot of filtered in-phase VLF data in terms of distance shows both positive Fraser and Karous-Hjelt anomalies and negative Fraser

and Karous-Hjelt anomalies along the profiles, which is the indication of the probable conductive zones along each of the profiles.

A KHFFILT software (Pirttijärvi, 2004) was used to perform Karous-Hjelt and Fraser filtering on VLF data.

Fraser Filtering

Fraser Filtering, which was suggested by Fraser (1969), is a simple filtering technique that transforms crossovers into peaks, removes regional gradients and intensifies anomalies from near surface. The Fraser filter shifts the data by 90 degrees, and it transforms the anomaly such that those parts with the maximum slope appear with the maximum amplitude.

Karous-Hjelt Filtering

The analysis of VLF profiles in terms of buried conductors can be assisted by applying the Karous-Hjelt (K-H) linear filter to the observed in-phase component of the VLF data. Karous-Hjelt filter technique is based on discrete linear filtering of VLF data which is an extension of the Fraser filter. This approach involves filtering the VLF dataset for various depths and indicates the change in current density with depth. The areas with high current density correspond to good conductors.

Filtered VLF data help to locate vertical discontinuities such as hidden faults or fractured zones. K-H filter technique also provides a useful complementary tool for the semi-quantitative analysis and target visualization up to a few meters in depth (Ramesh Babu, 2007). The current density positive values seem always to occur within or around the conductors. The negative values on both sides of the conductor could be caused either by the length of the filter or by a reduction in current density due to current gathering. The apparent current density pseudo-section provides an illustrative indication of the depths of various current concentrations and hence the spatial distribution of subsurface geological features. As a result of this feature, current density pseudo-sections can provide diagnostic information for the target (Ogilvy & Lee, 1991).

4.6.2 Survey Results

VLF Mag – Survey Grid #1

The VLF and MAG measurement results for both survey areas of Survey#1 and Survey#2 have been plotted at scales of 1:1,500 and 1:2,500, respectively. VLF responses were then reduced by applying the Fraser Gradient and Tilt Derivative (TDR) filters (Fig 17-19). The filtered results were subsequently plotted on the separate map sheets. Residual MAG responses were reduced by applying the IGRG13 (2021) and Tilt Derivative (TDR) filter. Survey cross sections were developed through 2-D inversion of magnetic and VLF data (Figures 20 and 21).

The major causes of the VLF responses, as a rule, are geological structures such as fault, shear, or breccia zones. It is therefore logical to interpret VLF responses to likely be caused by those structural zones. VLF HIGHS are imperative for targeting interest since they may be reflecting sulphidation zones, geological boundaries, fracturing and/or alteration zones any of which could be associated with gold mineralization. From the spatial configuration of the conductors, it would be found that the primary direction of conductive structures on this part of the Goodeye Gold property is generally northerly with the secondary direction being north-easterly. The regional geological mapping indicates that faults strike northerly, and bedding planes strike northwesterly with inclined and vertical dip. The geological boundary between Unit Cs (Black Argillite, Slate, Phyllite) and Unit Esg (SHEPPARD Granite, Syenite) has been very well detected by VLF and MAG data and the observed junction of a probable fault and geological boundary could be a feature of interest. No Samples have recently been taken in the survey area; however, the location of 2021 surface samples with higher assay values are shown on the image. The following image on figure 17 shows In-Phase Fraser gradients in Survey#1 area.

Figure 14: Survey Grid #1: Interpretation Map1

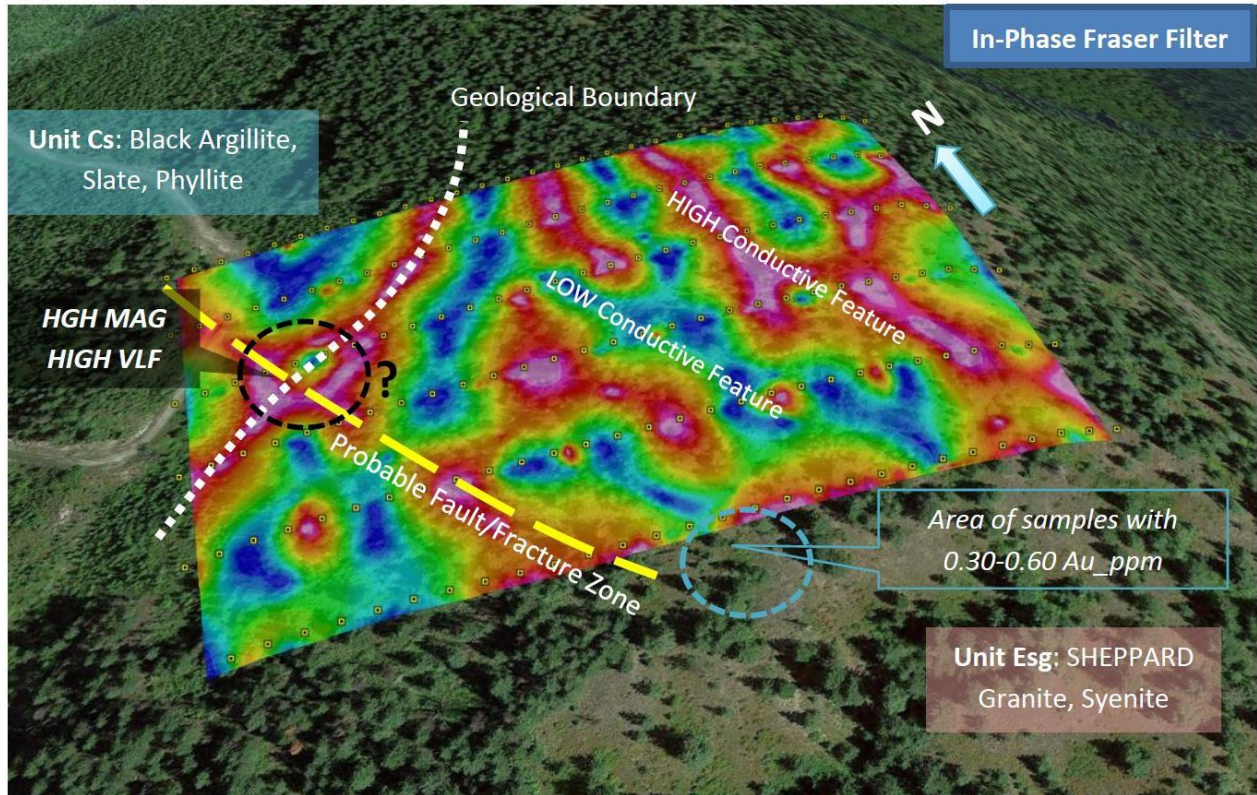
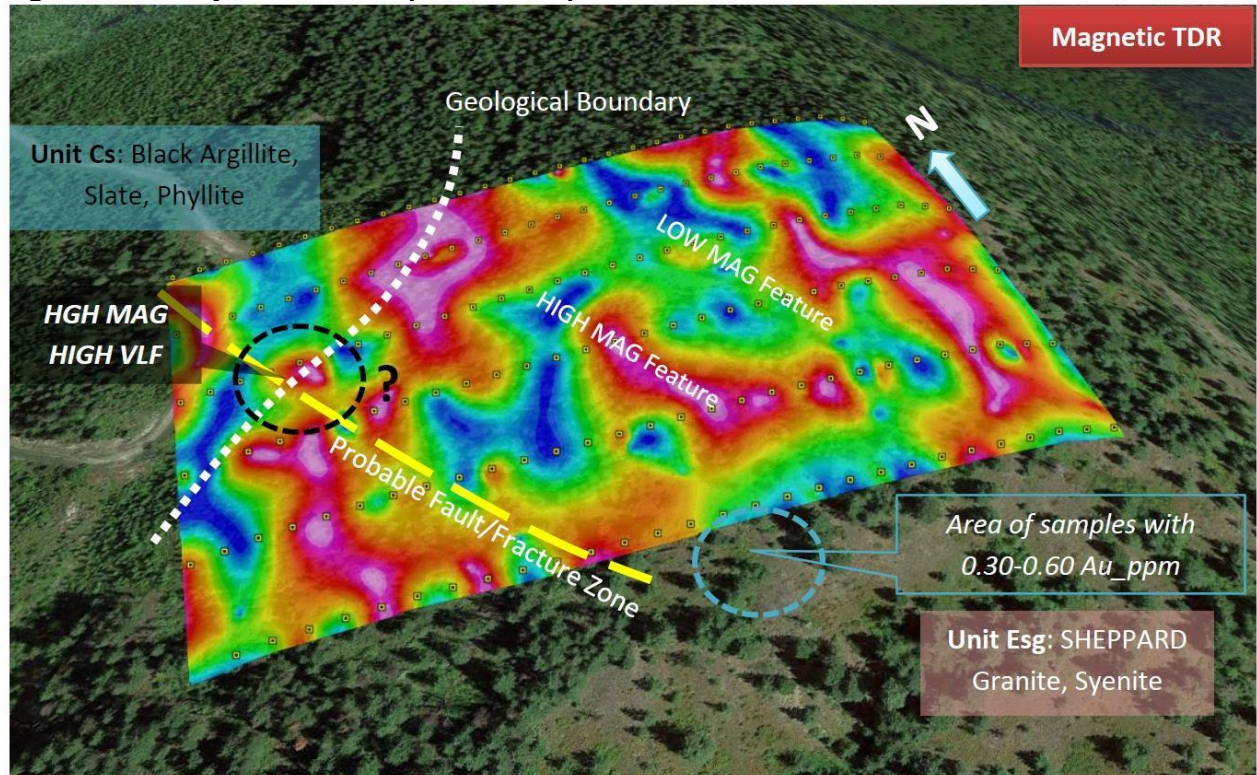


Figure 15: Survey Grid #1 - Interpretation Map 2



VLF – Mag Survey Grid #2

In this part of the property, the major causes of VLF responses, as well, are geological structures such as fault, shear, or breccia zones. VLF HIGHS are imperative for targeting interest since they may be reflecting sulphidation zones, geological boundaries, fracturing and/or alteration zones any of which could be associated with gold mineralization. From the spatial configuration of the conductors, it would be found that the primary direction of conductive structures in this part of the Goodeye Gold property is generally east west. The regional geological mapping indicates that faults still strike northerly, and bedding planes strike east-west with 60-80 degrees dip southerly. The geological boundary between Unit Cs (Black Argillite, Slate, Phyllite) and Unit Esg (SHEPPARD Granite, Syenite) is very well detected by VLF and MAG data. This boundary shows HIGH VLF and LOW MAG responses. This geological boundary could be a feature of interest for exploration targeting. The samples taken from this boundary show relatively higher assay values (0.02-0.04 Au_ppm). The location of 2021 surface samples with higher assay values are shown on the image. The following image shows In-Phase Fraser Gradients and Magnetic Tilt Derivative (TDR) in Survey#2 area.

The results suggest that the LOW VLF/MAG anomalies (shown by blue) are quite possibly LOW sulphide bearing quartz-vein systems, trending east-west (Survey#2) or North-South (Survey#1). On the other hand, The HIGH VLF/MAG anomalies could be interpreted as fractured areas containing ground water or intense sulphide alteration zones that intruded the host rock. The following table summarizes possible geophysical signatures of geological features.

Figure 16: Survey Grid #2 - Interpretation Map

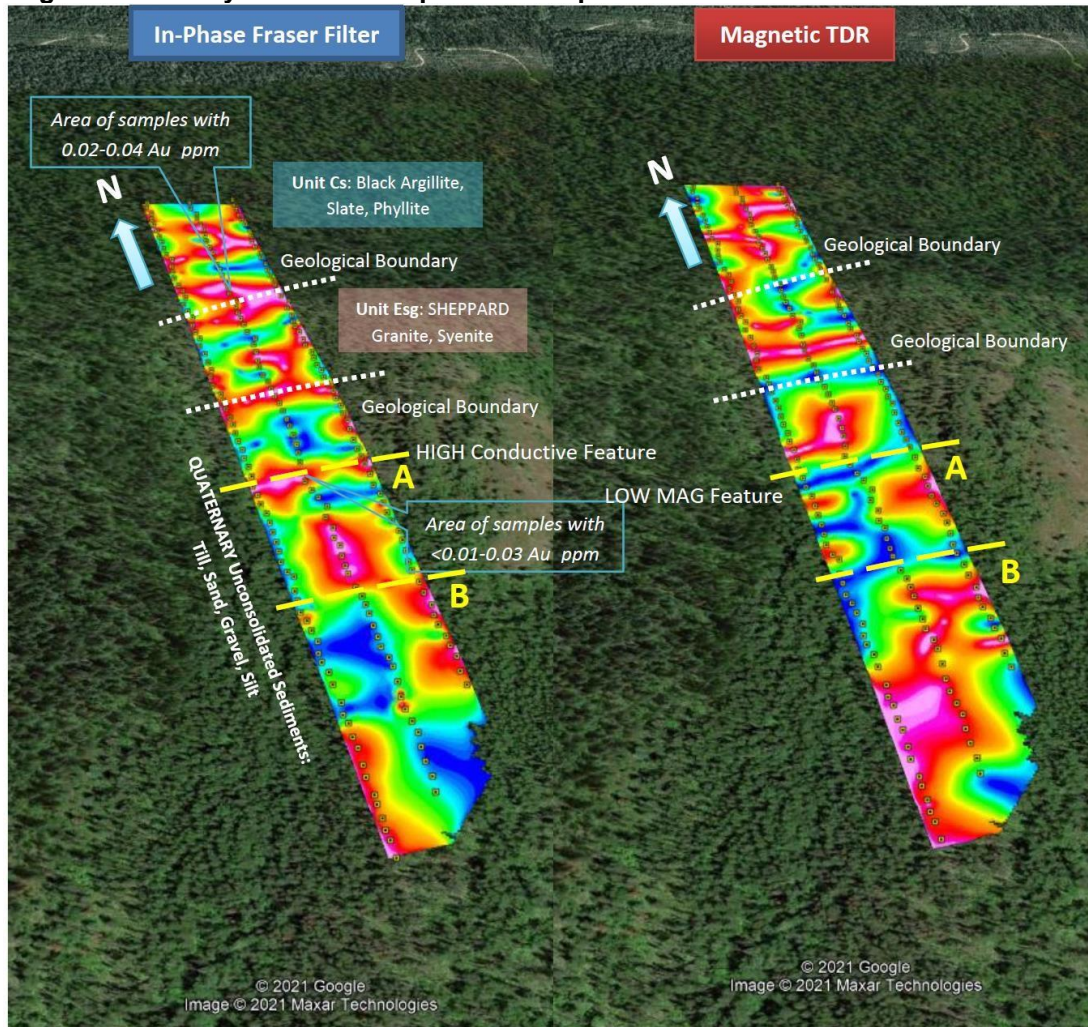


Table 2: Survey conclusion

Magnetic Intensity	VLF Response	Possible Causes
HIGH	HIGH	Pyrrhotite and Magnetite Alteration Zones, HIGH Sulphidation zones (VHMS Deposits?)
HIGH	LOW	Mafic/Ultramafic Intrusive Rocks, Mafic Dykes
LOW	HIGH	Felsic Intrusive Rocks, LOW Sulphidation zones Faults/Fractures/Intense Alteration Zones (Magnetite Destruction)
LOW	LOW	Quartz Veins, Silicification, Sericitization & Carbonate Alteration

Figure 17: Grid #1 - Line L5R 2D Inversion of Magnetic Field and VLF Interpretation

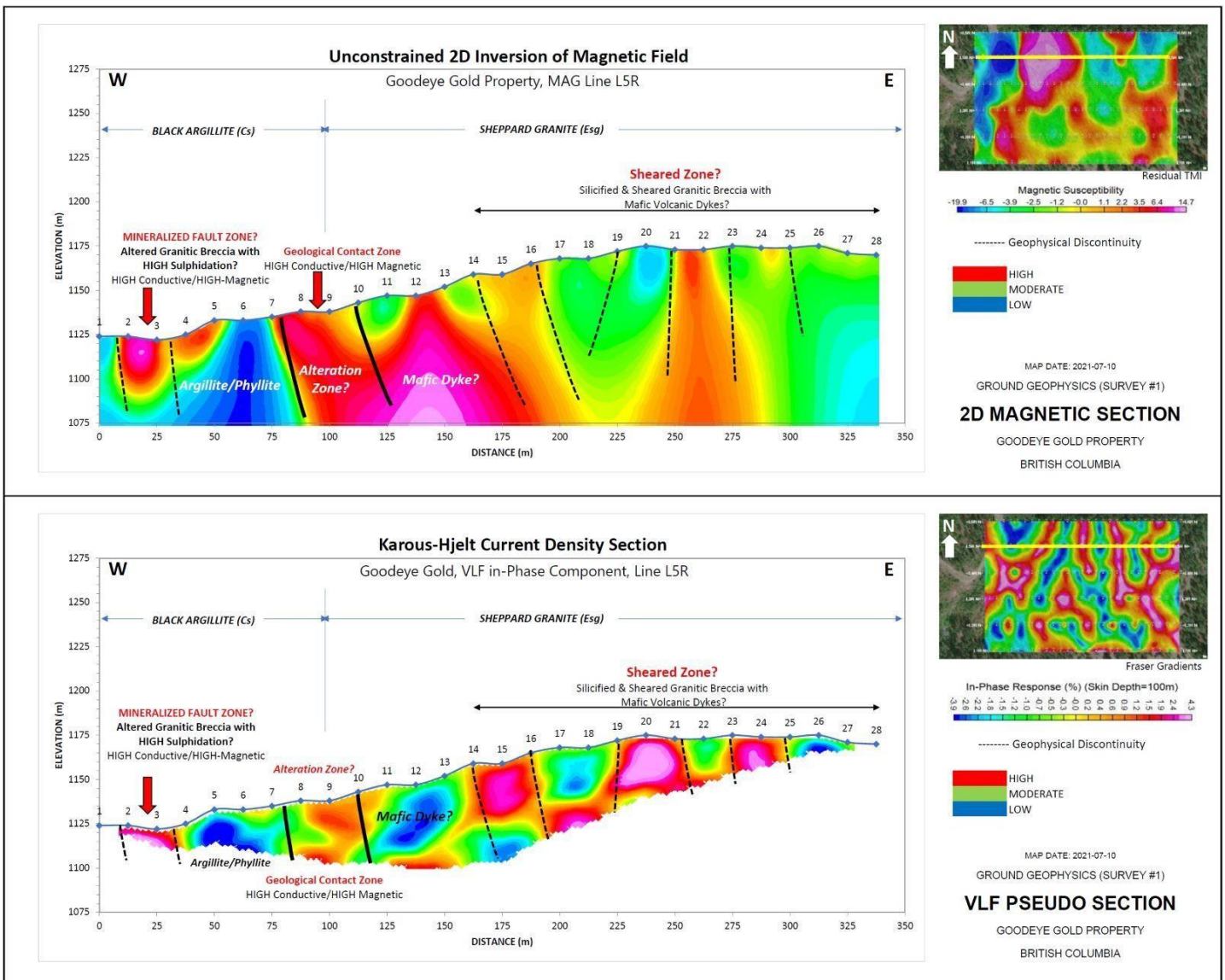
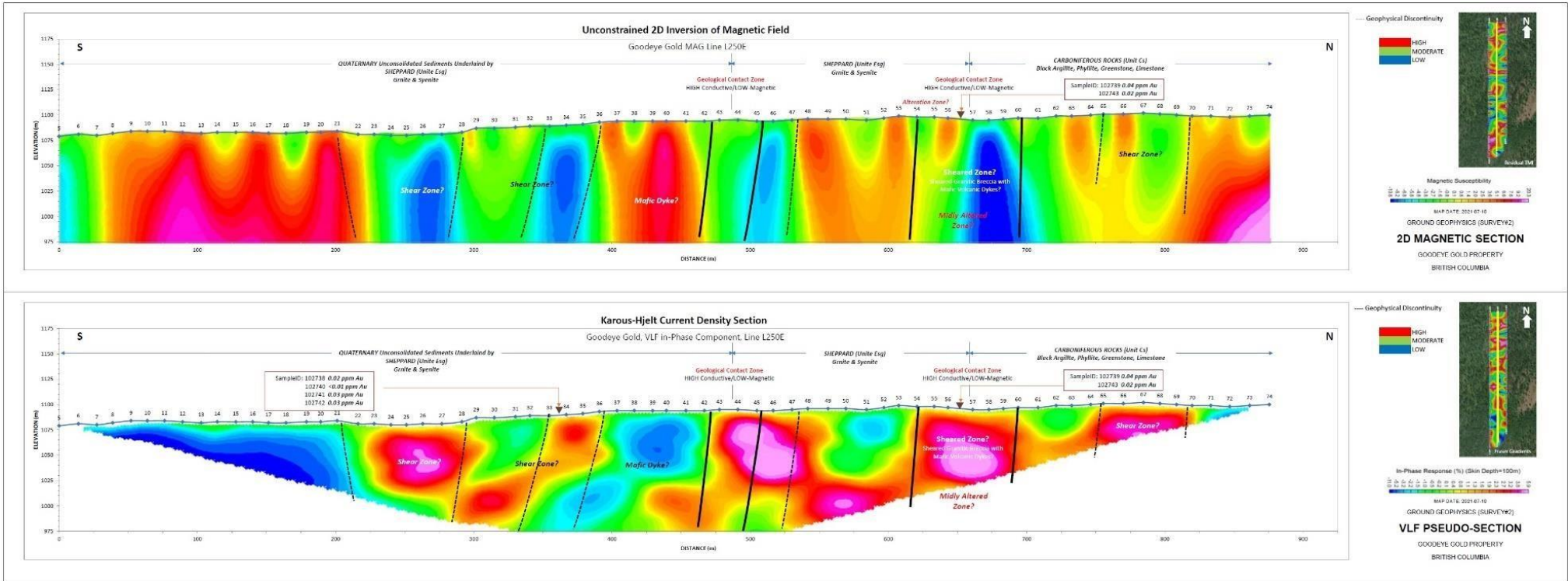


Figure 18: Grid #2 - Line L250E 2D Inversion of Magnetic Field and VLF Interpretation



5. DRILLING

There has been no drilling carried out on the Property by Auric Minerals Corp. to date.

6. SAMPLE PREPARATION, ANALYSIS & SECURITY

Rock samples for 2021 exploration program were collected placing 0.3-2 kg of material in a heavy grade plastic sample bag with the sample number written with permanent marker. Each sample bag was then sealed with a plastic cable tie and samples were transported back to Chase base station at the end of each day. Rock samples were recorded as to location (UTM -NAD 83), sample type (grab, composite grab, chip, etc.), exposure type (outcrop, rubblecrop, float, etc.), lithology (colour, texture, and grain size). Sample locations were determined by hand-held GPS set to report locations in UTM coordinates using the North American Datum established in 1983 (NAD 83) Zone 11N (Table 4). The samples were bagged and tagged using best practices and delivered to ALS Metallurgy laboratories located at 2957 Bowers Place, Kamloops, British Columbia, V1S 1W5.

ALS Laboratories is an independent group of laboratories accredited under ISO/IEC 17025:2017 standards for specific registered tests. ALS is a commercial, ISO Certified Laboratory independent of Auric Minerals Corp. and Geomap Exploration Inc. Sample analysis packages used for sample preparation and analysis are Au ICP 21 (Gold by fire assay) and ICP AES; and MEMS 61 (Four Acid Digestion with ICP-MS Finish). Four acid digestion quantitatively dissolves nearly all minerals in the majority of geological materials. However, barite, rare earth oxides, columbite-tantalite, and titanium, tin and tungsten minerals may not be fully digested.

The analytical results of the QA/QC samples provided by ALS Lab did not identify any significant analytical issues. The duplicate had almost same percentages as original. For the present study, the sample preparation, security, and analytical procedures used by the laboratory are considered adequate and the data is valid and of sufficient quality to be used for further investigations.

7. DATA VERIFICATION

The author visited the Property from May 16-22, 2021 to verify historical and current exploration work, to take geological, infrastructure, and other technical observations on the Property and assess the potential of the Property for discovery of gold, silver, and other sulphide mineralization (Photo 6). The geological work performed was to take surface grab samples, carry out geological mapping and visit reported approachable historical and current exploration work areas.

The exploration work in 2021 was carried out under the supervision of the Author. The data collected during this work is considered reliable. The data quoted from other sources is also deemed reliable because it was taken from Assessment Reports, published reports by the British Columbia Geological Survey, Geological Survey of Canada ("GSC"), various researchers, and personal observations. Historical geological descriptions taken from different sources were prepared and approved by the professional geologists or engineers. The author also verified in the field geological description and rock formations described by the earlier workers.

The investigated area comprises sedimentary rocks commonly argillites, phyllites, carbonate; volcanic (andesite and basalt); and granite/granodiorite with quartz veins.

The data collected during the present study is considered reliable because it was collected for the most part under the supervision of the author. For the present study, the sample preparation, security, and analytical procedures used by the laboratories are considered adequate. No officer, director, employee or associate of Auric Minerals Corp. or Geomap Exploration Inc. was involved in sample preparation and analysis. A limited search of tenure data on the Mineral Title online Map on June 26, 2021, conforms to the data supplied by

Auric, however, the limited research by the author does not express a legal opinion as to the ownership status of the Property.

The author is unaware of any environmental liabilities associated with the Property. Overall, the author is of the opinion that the data verification process demonstrated the validity of the data and considers the Property database to be valid and of sufficient quality.



Photo 1: Volcanic outcrops on the Goodeye Property (May 2021 Property visit photo)

8. MINERAL PROCESSING & METALLURGICAL TESTING

No mineral processing or metallurgical testing was done on the Property by Auric Minerals Corp.

9. MINERAL RESOURCE ESTIMATES

No mineral resource estimates have been carried out on the Goodeye Property by the Company until now.

10. ADJACENT PROPERTIES

W.H.Y Resources Inc.

West High Yield Resources Inc. (WHY) 100% owns Record Ridge property comprising of 20 contiguous mineral claims covering 6,515.12 hectares (ha). The known magnesium mineralization of the Project is located within two of the mineral claims. WHY does not currently have surface rights except for access and disturbance agreements with the B.C. government related to magnesium exploration activities. Also considered are the nearby WHY land holdings consisting of eight Crown granted claims and one private claim with surface and mineral rights (9 titles) totaling 85.93 ha. It is an intermediate-advanced stage magnesium exploration project located in southern B.C., Canada. It is located 7.5 km west to southwest of the town of Rossland, B.C., Canada; 5 km north of the U.S.-Canada border; and approximately 400 km east of the

Vancouver, B.C. The mineralization is centered about 49°02'33" N. latitude and 117°53'22" W longitude (UTM NAD 83 coordinates 5,432,500 N and 434,500 E).

The Record Ridge area is located within the Quesnel Terrain of the Intermontane Belt. It is comprised of a highly deformed Jurassic (180 Ma) age volcanic island arc-back arc basin complex intruded by Tertiary volcanic and plutonic rocks. The exploration area is underlain primarily by the Record Ridge Ultramafic Body of Paleozoic age. This unit is bound on the north by the volcanics of the Tertiary Marron Formation, on the east and southeast by the volcanic rocks of the Jurassic Elise Formation and on the west and southwest by the Tertiary age Coryell intrusive suite. Regional metamorphism has reached greenschist facies in the Project area. Mineralization containing economically significant concentrations of magnesium is known to occur in the ultramafic rocks which have undergone serpentinization. This rock type makes up the predominant lithology described at the Project and occurs widespread. Lower concentrations of magnesium within the serpentinite are present in dioritic intrusive rocks and lenses of andesite/gabbro.

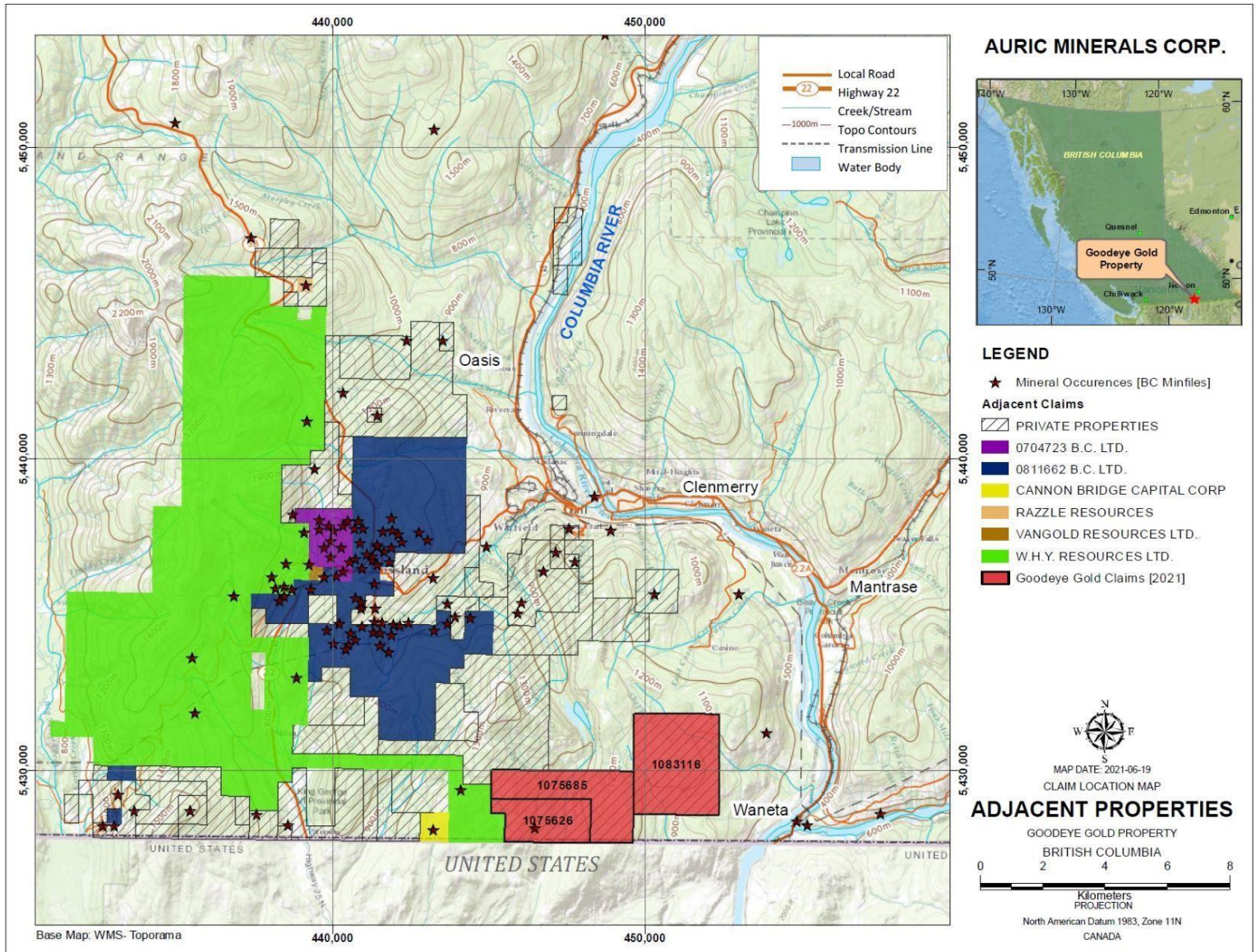
SRK Consulting carried out mineral resource estimates on this property within a designed open pit based on reasonable assumptions of recoveries, costs, and commodity prices established by the ongoing work detailed in this report. The Mineral Resources for Record Ridge are summarized in the following table. The mineral resources are reported in accordance with Canadian Securities Administrators (CSA) NI 43-101 and have been classified in accordance with standards as defined by the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Definition Standards – For Mineral Resources and Mineral Reserves (Source: SRK NI 43-101 technical Record Ridge Project, dated June 03, 2013).

Table 3: Record Ridge Mineral Resource Statement – April 18, 2013

Resource Category	% Mg Cut-off	Total Mt	% Mg Grade	Contained Mg (Mt)
Measured	21.9	28.4	24.82	7.05
Indicated		14.6	24.21	3.54
M&I		43.0	24.61	10.59
Inferred		1.07	24.37	0.26

- Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. There is no certainty that all or any part of the Mineral Resources estimated will be converted into Mineral Reserves;
- Open pit resources stated as contained within a potentially economically minable pit shell, and a calculated internal Whittle™ cut-off grade (CoG) of 21.9% Mg was used based on the following parameters: US\$2.00/t mining cost, US\$244.75/t processing cost, 60% recovery, G&A cost of US\$1.00/t, no NSR and a US\$1,100/t value for Fused MgO at 98% lump;
- Note that the above cut-off grade is based on the early assumption of a 60% metallurgical recovery, and has not been updated to reflect the most recent metallurgical test work which suggests an 80% recovery. It can be expected that using this updated recovery would lower the cut-off grade for the Whittle™ internal cut-off, likely resulting in more tonnes and a longer life of mine (LoM); and
- Mineral resource tonnage and contained metal have been rounded to reflect the accuracy of the estimate, and numbers may not add due to rounding.

Figure 19: Adjacent Properties Map



11. OTHER RELEVANT DATA & INFORMATION

11.1 Environmental Concerns

There is minimal historical production from mineralized zones on the property, and the author is not aware of any environmental liabilities which have accrued from historical exploration and mining activity.

12. INTERPRETATION & CONCLUSIONS

Geologically, the Property area comprises stratified volcanic and sedimentary rocks of Late Paleozoic to Eocene age. The Rossland district contains at least seven types of intrusive rocks that range from Early Jurassic (possibly Late Paleozoic) to Eocene in age. Regionally, the area contains two structural domains separated by an irregular line of intrusions and faults trending east-northeast and referred to as the Rossland break. The southern domain contains north easterly trending structures whereas the northern domain, in which the major mineral deposits occur, contains northerly trending structures.

Locally, the Property claims are underlain by rocks of Carboniferous age Mount Roberts Formation, Elise Formation, and Sheppard Intrusion. Carboniferous Rocks (Cs) in the Property area is mainly comprised black argillite, slate, phyllite, minor chert, greenstone, and grey to black limestone. The lithology of the Elise Formation in the area is predominantly volcanic. These rocks consist mainly of flow breccia, massive lava, agglomerate, volcanic breccia, tuff, and related intrusive rocks. The Marron Formation in the Rosslund area consists of grey-weathering, dark grey to dark green and locally light purplish grey aphanitic rocks that form bold open outcrops. The Sheppard Intrusions in the Property area range in composition from granite to syenite, in grain size from fine- to medium-grained, and in colour from white or grey to pink.

In the Property area, the structural trend is west as far west as the Violin Lake Fault, but the internal structure is vague. Beyond the fault the trend is southwesterly. The Violin Lake Faults is a north-south trending arcuate shear structure. On Baldy Mountain bedding tops are southeast, whereas on Lake Mountain they are all northwest of a large syncline that trends southwesterly with the southeast limb vertical, and the northwest limb overturned. In the valley of Little Sheep Creek and especially on Ivanhoe Ridge, the structure appears to be homoclinal, and to face northwest at moderate to steep dips.

Three types of mineralization styles have been recognized in the Rosslund area: (1) copper-gold veins with minor lead and zinc, (2) gold veins, and (3) molybdenum occurrences. The copper-gold veins are composed of pyrrhotite and chalcopyrite in a gangue of more or less altered wallrock with local lenses of quartz and calcite. They formed by replacing wallrock along well-defined fractures and by filling fractures and fault zones.

The history of mining in Trail and Rosslund area began in the 1890s, with the discovery of gold and copper mineralization on the face of Red Mountain by Joe Moris and Joe Bourgeois. Historical work on the Property was carried out in the late 1970s' to the early 1980s', and included prospecting, trenching, test pitting, geological mapping, geophysical surveying and ground sampling. Several quartz veins were found in the leucocratic intrusive, ranging from 1 centimetre to 1 metre in width and hosting traces of gold with disseminated pyrite and galena. The veins, exposed in 5 test pits, varied in width from 0.3 to 1.0 metre. They strike between 110 to 180 degrees with a near vertical dip and are traceable with good mineralization for 75 metres in length. In 1979, a sample from a quartz vein assayed: 92.64 grams per tonne gold (2.702 ounces per ton), 82.28 grams per tonne silver, 0.15 per cent lead (Assessment Report 7799). In 1982, sample values ranged 1 to 3.1 grams per tonne gold, 20 to 28.8 grams per tonne silver, and 0.44 per cent lead.

In May-June 2021, Geomap Exploration Inc. completed an exploration work on the Property on behalf of Auric Minerals Corp. which included geological mapping, prospecting, sampling, and ground geophysical survey. A total of 113 grab and chip rock samples were collected from rock outcrops by following various logging roads and other accessible areas on the Property. Several logging roads were deactivated and were not drivable, therefore these roads and trails were accessed using ATVs. A Very Low Frequency (VLF) ground geophysical survey was carried out along selected lines as a prospecting tool to delineate areas for further work.

The focus of the prospecting / mapping fieldwork was to carry out detailed sampling of the Cs unit, Elise Formation, Maron Formation and Sheppard Intrusion. The sampling program was designed to represent various prospective geological units and formations. Petrographic studies were conducted on six grab rock samples by Ultra Petrography and Geoscience Inc. of Langley, BC. These samples were collected from the outcrops representing different lithologies. The purpose of this study was to identify sulphide minerals together with petrographic rock classification.

The samples analytical results indicate that gold and silver are the main target element for further exploration. Anomalous values of chromium (Cr), copper (Cu), manganese (Mn), and strontium (Sr) are also found in several samples.

- Silver values are in the range of 0.03 parts per million (ppm) to 7.93 ppm, out of which 7 samples are over one ppm, 7 samples have values between 0.5 ppm to one ppm, 63 samples are between 0.1 to 0.50 ppm and the remaining samples are below 0.1 ppm.

- Gold values are in the range of less than 0.01 g/tonne to 0.6 g/tonne, where 3 samples are between 0.1 to 0.6 g/tonne, 54 are between 0.01 to 0.1 g/tonne, and the remaining samples are below 0.01 g/tonne.
- Copper values are in the range of less than 2 ppm to 193 ppm, out of which 8 samples are over 100 ppm.
- Iron (Fe) is in 13.85%, arsenic is 1 ppm to 165, barium is 250 ppm to 5,670 ppm, manganese (Mn) is from 28 ppm to 2,330 ppm, molybdenum is 0.1 ppm to 44.9 ppm, niobium is 0.8 ppm to 112 ppm, nickel from 0.7 ppm to 158 ppm, and zinc (Zn) is from 13 ppm to 521 ppm.
- Elevated values of strontium in several samples over 1,000 ppm (range 37.4 ppm to 2190 ppm) and phosphorous over 1,000 ppm (range 40 ppm to 7070 ppm).

The geophysical survey results indicate that the primary direction of conductive structures in this part of the Property is generally east west. The regional geological mapping indicates that faults still strike northerly, and bedding planes strike east-west with 60-80 degrees dip southerly. The geological boundary between Unit Cs (Black Argillite, Slate, Phyllite) and Unit Esg (Sheppard Granite, Syenite) is very well detected by VLF and MAG data. This boundary shows HIGH VLF and LOW MAG responses. This geological boundary could be a feature of interest for exploration targeting. The samples taken from this boundary show relatively higher assay values (0.02-0.04 ppm Au).

The author visited the Property from May 16-22, 2021 to verify historical and current exploration work, to take geological, infrastructure, and other technical observations on the Property and assess the potential of the Property for discovery of gold, silver, and other sulphide mineralization. The geological work performed was to take surface grab samples, carry out geological mapping and visit reported approachable historical and current exploration work areas.

The data presented in this report is based on published assessment reports available from Auric, the British Columbia Ministry of Mines, Minfile data, the Geological Survey of Canada, and the Geological Survey of BC. A part of the data was collected by the author during the Property visit. All the consulted data sources are deemed reliable. The data collected during present study is considered sufficient to provide an opinion about the merit of the Property as a viable exploration target.

Based on its past exploration history, favourable geological and tectonic setting, presence of surface mineralization, and the results of present study, it is concluded that the Property is a property of merit and possesses a good potential for discovery of silver, gold, and other sulphide mineralization. Good road access together with availability of exploration and mining services in the vicinity makes it a worthy mineral exploration target. 2021 exploration work and other historical exploration data collected by previous operators on the Property provides the basis for a follow-up work program.

13. RECOMMENDATIONS

In the qualified person's opinion, the Goodeye Property has potential for further discovery of good quality silver, gold and other sulphide mineralization. The character of the property is sufficient to merit a follow-up work program. This can be accomplished through a two-phase exploration and development program, where each phase is contingent upon the results of the previous phase.

Phase 1 – Prospecting, Mapping, Sampling and Geophysical Surveys

The following target areas were identified during 2021 exploration program on the Property and need a follow up work.

- Contact Zone Between Intrusives and the Country Rocks:** The 2021 sampling results show the contact zone between Carboniferous (CS) and Sheppard Intrusion (Esg) is more promising in terms of higher silver and gold values. This contact is interpreted as a roof pendent like structure where unit Cs is surrounded by Esg intrusion. Similarly, the contact zone between Esg and Lower Jurassic Elise Formation (LJev) also shows relatively higher silver and gold values. It is therefore recommended that all other contact zones between Esg and the country rocks should be followed up by more prospecting and sampling in the next phase of exploration.

- ii. **Quartz Veins with Sheppard Creek Intrusion:** The 1979 and 2021 sampling results also indicate higher gold values in samples collected from quartz veins within the Sheppard Intrusion which needs a follow up prospecting and sampling.
- iii. **Structural Targets (Area 1 and Area 2 on Figure 23):** Target areas 1 and 2 as marked on Figure 23 present an interesting target zone for further prospecting, mapping and sampling. The area is marked by northwest trending Wanita fault which is an overthrust bringing Carboniferous CS on to Elise Formation and Marron Formation. The Cs is intruded by Esg from all sides making structural triangle bounded to the west by Violin Lake Fault and to the east by Wanita Thrust.
- iv. **Geophysical Survey Extension:** The geophysical survey Grid # 1 shows extension of magnetic features and VLF conductors are extending to the north, east and west. Similarly, the survey Grid #2 has VLF conductors and magnetic anomalies open in all directions. It is recommended to extend both the survey grids.

Total estimated cost of Phase 1 work is \$113,878 and it will take 10-12 weeks to complete this work program.

Phase 2 – Trenching Channel Sampling and Geophysical Surveys

Based on the results of Phase 1 program, a trenching, channel sampling and geophysical surveying is recommended to be executed on the targets if identified for further work on the Property. Scope of work, location of trenching areas and budget for Phase 2 will be prepared after reviewing the results of Phase 1 program.

Figure 20: Phase 1 Structural Target areas

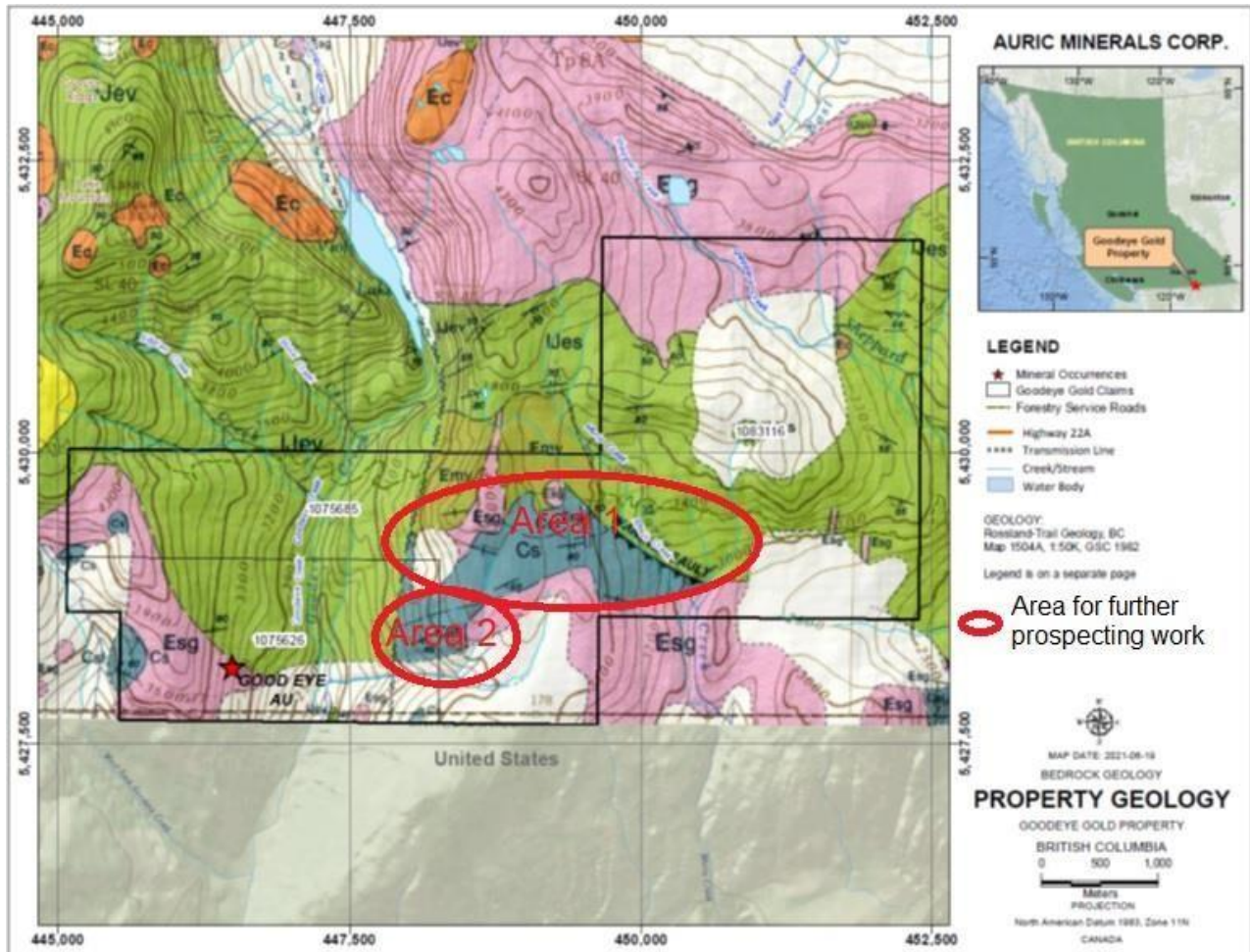


Table 4: Phase 1 Budget

Item	Unit	Rate (\$)	Number of Units	Total (\$)
Project preparation / logistic arrangement	Day	\$750	3	\$2,250
Field Crew:		-	-	
Project Manager	Day	\$750	5	\$3,750
Project Geologist 1	Day	\$700	15	\$10,500
Project Geologist 2	Day	\$700	15	\$10,500
Prospector 1	Day	\$450	21	\$9,450
Prospector 2	Day	\$400	21	\$8,400
Field Costs:				
Food & Accommodation	Day	\$250	60	\$15,000
Communications	Day	\$100	15	\$1,500
Shipping	Lump Sum	\$0	1	\$0
Supplies and rentals	Lump Sum	\$4,000	1	\$4,000
Vehicle Rental with gas	Day	\$200	18	\$3,600
Transportation with mileage	km	\$1	3500	\$1,925
Assays & Analyses:		-	-	
Rock/Soil Samples	Sample	\$85	120	\$10,200
Report:				
Data Compilation	Day	\$700	10	\$7,000
Geophysical survey interpretation report	Day	\$750	7	\$5,250
GIS Work	Hrs.	\$60	30	\$1,800
Report Preparation	Day	\$700	12	\$8,400
Total Phase 1 Budget				\$103,525
Contingency 10%				\$10,353
Total Estimated budget				\$113,878

USE OF AVAILABLE FUNDS**Proceeds**

This is a non-offering prospectus. No proceeds will be raised, as no securities are being sold pursuant to this Prospectus.

Available Funds

As at October 31, 2022, the Company had approximately \$277,496 in working capital, which includes the net proceeds from the issuance of the Seed Shares, and the Share Special Warrant Offering.

The Company's monthly cash burn rate for the year ended October 31, 2022 is approximately \$2,641.

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

Principal Purposes	Funds (\$)
General and administrative costs ⁽¹⁾	43,618
Phase 1 exploration program expenditures on the Property ⁽²⁾	113,878
Exploration and development required under Option Agreement	100,000
Estimated expense for listing on the CSE	20,000
Total use of available funds	277,496

Notes:

(1) This figure is for a forecasted period of 12 months and is comprised of general and administrative expenses.

(2) See "Goodeye Project Option - Recommendations".

It is anticipated that the Company will have sufficient cash available upon Listing, to execute its business plan and to pay its operating and administrative costs for at least twelve months after the completion of the Listing.

Unallocated funds will be deposited in the Company's bank account and added to the working capital of the Company. The CFO of the Company will be responsible for the supervision of all financial assets of the Company. Based on the Company's cash flow requirements, management will determine the appropriate level of liquidity required for operations and will draw down such funds as necessary.

There may be circumstances, where for business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives.

The Company generated a net increase in cash of approximately \$396,500 driven by the issuance of Common Shares and the Special Warrants. However, the Company cannot guarantee it will have a cash flow positive status from operating activities in future periods. As a result, the Company continues to rely on the issuance of securities or other sources of financing to generate sufficient funds to fund its working capital requirements and for corporate expenditures. The Company may have negative cash flow from operating activities until sufficient levels of sales are achieved. To the extent that the Company has negative cash flow from operating activities in future periods, the Company may need to use a portion of proceeds from any offering to fund such negative cash flow. See "Risk Factors -Negative Cash Flow".

Business Objectives and Milestones

The Company's sole intended business objective and milestone following the Listing is to complete the Phase 1 exploration program on the Property, as described in "Goodeye Property Option - Recommendations". Any decision to proceed with Phase 2 will be contingent on the results of Phase 1 and the Company having sufficient funds.

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

Phase 1 – Prospecting, Mapping, Sampling and Geophysical Surveys

The following target areas were identified during 2021 exploration program on the Property and need a follow up work.

- v. **Contact Zone Between Intrusives and the Country Rocks:** The 2021 sampling results show the contact zone between Carboniferous (CS) and Sheppard Intrusion (Esg) is more promising in terms of higher silver and gold values. This contact is interpreted as a roof pendent like structure where unit Cs is surrounded by Esg intrusion. Similarly, the contact zone between Esg and Lower Jurassic Elise Formation (LJev) also shows relatively higher silver and gold values. It is therefore recommended that all other contact zones between Esg

and the country rocks should be followed up by more prospecting and sampling in the next phase of exploration.

- vi. **Quartz Veins with Sheppard Creek Intrusion:** The 1979 and 2021 sampling results also indicate higher gold values in samples collected from quartz veins within the Sheppard Intrusion which needs a follow up prospecting and sampling.
- vii. **Structural Targets** (Area 1 and Area 2 on Figure 23): Target areas 1 and 2 as marked on Figure 23 present an interesting target zone for further prospecting, mapping and sampling. The area is marked by northwest trending Wanita fault which is an overthrust bringing Carboniferous CS on to Elise Formation and Marron Formation. The Cs is intruded by Esg from all sides making structural triangle bounded to the west by Violin Lake Fault and to the east by Wanita Thrust.
- viii. **Geophysical Survey Extension:** The geophysical survey Grid # 1 shows extension of magnetic features and VLF conductors are extending to the north, east and west. Similarly, the survey Grid #2 has VLF conductors and magnetic anomalies open in all directions. It is recommended to extend both the survey grids.

The Phase 1 work program is planned for late summer or early fall of 2022. Total estimated cost of Phase 1 work is \$113,878 and it will take 10-12 weeks to complete this work program.

Phase 1 Budget

Item	Unit	Rate (\$)	Number of Units	Total (\$)
Project preparation / logistic arrangement	Day	\$750	3	\$2,250
Field Crew:		-	-	
Project Manager	Day	\$750	5	\$3,750
Project Geologist 1	Day	\$700	15	\$10,500
Project Geologist 2	Day	\$700	15	\$10,500
Prospector 1	Day	\$450	21	\$9,450
Prospector 2	Day	\$400	21	\$8,400
Field Costs:				
Food & Accommodation	Day	\$250	60	\$15,000
Communications	Day	\$100	15	\$1,500
Shipping	Lump Sum	\$0	1	\$0
Supplies and rentals	Lump Sum	\$4,000	1	\$4,000
Vehicle Rental with gas	Day	\$200	18	\$3,600
Transportation with mileage	km	\$1	3500	\$1,925
Assays & Analyses:		-	-	
Rock/Soil Samples	Sample	\$85	120	\$10,200
Report:				
Data Compilation	Day	\$700	10	\$7,000
Geophysical survey interpretation report	Day	\$750	7	\$5,250
GIS Work	Hrs.	\$60	30	\$1,800
Report Preparation	Day	\$700	12	\$8,400
Total Phase 1 Budget				\$103,525
Contingency 10%				\$10,353
Total Estimated budget				\$113,878

DIVIDENDS OR DISTRIBUTIONS

Dividends

The Company has neither declared nor paid any dividends on its Common Shares. The Company intends to retain any earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected Financial Information

The following selected financial information has been derived from and is qualified in its entirety by the financial statements of the Company for the year ended October 31, 2022 (audited), and notes thereto included in this Prospectus, and should be read in conjunction with such financial statements and the related notes thereto included in Schedule "A" of this Prospectus. All financial statements of the Company are prepared in accordance with International Financial Reporting Standards.

All amounts referred to as being derived from the financial statements of the Company are denoted in Canadian Dollars.

	Year ended October 31, 2022 (\$)
Net Sales	nil
Net Income (Loss)	(31,691)
Net Income (Loss) per Share (Diluted)	(0.002)
Total Assets	380,374
Total Current Financial Liabilities	7,878
Cash Dividends Declared pershare for each class of share	nil
Total Shareholders' Equity	372,496
# of Common Shares Outstanding	3,290,000
# Special Warrants Outstanding	11,857,500

As an exploration stage company, the Company has not generated revenue from its property interest and does not anticipate it will do so for the foreseeable future. The Company has recently acquired the Property and Management anticipates that expenses related to mineral exploration and administration of the Company will materially increase following closing of the Listing. Management anticipates that such expenses will include increased exploration expenditures with respect to the Property and increased professional fees, and other costs associated with compliance with applicable securities laws following closing of the Listing.

Management's Discussion and Analysis

The MD&A of the Company for the year ended October 31, 2022 is as follows.

As reflected in the Company's financial statements, the Company has not carried on any active business other than: (i) the raising of funds for the purpose of identifying and evaluating assets, properties or businesses with a view to acquiring or participating therein; and (ii) acquisition, exploration and evaluation of mineral property interests. As such, its principal asset is cash, and its expenses are primarily for the acquisition, exploration and evaluation of mineral property interests, the costs of raising capital and professional fees.

The Company holds an option to acquire up to a 100% interest in three mineral claims covering approximately 1,906.95 hectares, located in the Trail Creek Mining Division, British Columbia. The Company's Property is in the exploration stage. The Company intends to use its available funds to carry out the Phase 1 of the exploration program for the Property, which is budgeted for \$113,878 and scheduled to begin in summer 2023. No work or expenditures have been made yet. Based on the results of Phase 1 program, a trenching, channel sampling and geophysical surveying is recommended to be executed on the targets if identified for further work on the Property. Scope of work, location of trenching areas and budget for Phase 2 will be prepared after reviewing the results of Phase 1 program.

During the period ended October 31, 2022, the Company had in cash of approximately \$285,306 driven by the issuance of Common Shares and the Special Warrants.

Additionally, the Company incurred a loss and comprehensive loss of approximately \$31,691. The Company's loss per share was \$0.002.

Financial Condition, Liquidity and Capital Resources

The Company's working capital position at October 31, 2022 was approximately \$277,496. The Company's primary source of liquidity during the period ended October 31, 2021 was completion of various rounds of financing that generated gross proceeds of approximately \$396,500.

During the 256-day period ended October 31, 2021, the Company issued 3,040,000 common shares to three Directors of the Company at a price of \$0.01 per share for gross proceeds of \$30,400. The Company did not incur share issuance costs.

The Company issues special warrants which entitle the holder to acquire, for no additional consideration, one common share from the date that the Company's common shares commence trading on a recognized stock exchange. The special warrant is exercisable by the recognized holder at any time after the closing date of the offering for no additional consideration and are deemed exercised on the day following the closing and the third business day after a receipt is issued for a prospectus by the securities regulatory authorities in each of the provinces of Canada where the special warrants are sold qualifying the common shares to be issued upon the exercise or deemed exercise of the special warrants.

Between March 24 and May 4, 2021, the Company issued 7,405,000 special warrants of the Company at a price of \$0.02 per share for gross proceeds of \$148,100.

Between May 6 and June 1, 2021, the Company issued 3,787,500 special warrants of the Company at a price of \$0.04 per share for gross proceeds of \$151,500.

Between September 14 and October 15, 2021, the Company issued 665,000 special warrants of the Company at a price of \$0.10 per share for gross proceeds of \$66,500.

Risk Management and Financial Risks

Capital Management

The Company's capital currently consists of Common Shares and the Special Warrants and its principal source of cash is from the issuance of Common Shares and the Special Warrants. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to acquire and explore mineral property assets. The Company does not have any externally imposed capital requirements to which it is subject. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new common shares or special warrants.

As the Company's mineral property is in the exploration stage, the Company is dependent on external financing to fund its activities. In order to carry out its operations, the Company will spend its existing working capital and raise additional amounts as needed.

Financial Risks

The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, market risk, and liquidity risk.

Credit risk

The Company is exposed to credit risk by holding cash. The risk on cash is minimized by holding the funds in a Canadian bank.

Interest rate risk

The Company is not exposed to interest rate risk due to fluctuating interest rates as the Company does not have any financial assets or liabilities bearing variable rates of interest.

Market risk

The Company has limited exposure to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's profit or loss due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. As at October 31, 2022, the Company's exposure to equity price risk was limited as it was a private company.

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company manages this risk by careful management of its working capital to ensure its expenditures will not exceed available resources.

The MD&A of the Company should be read in conjunction with the respective financial statements and the accompanying notes thereto included in this Prospectus. Certain information contained in the MD&A constitutes forward-looking statements. These statements relate to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward looking statements. See "*Forward-Looking Information*" and "*Risk Factors*".

DESCRIPTION OF SECURITIES

Common Shares

The Company's authorized capital consists of an unlimited number of Common Shares, of which only 3,290,000 Common Shares are issued and outstanding as at the date of this Prospectus as fully paid and

non-assessable. 3,040,000 common shares were issued to three Directors of the Company and 250,000 common shares were issued in connection with the purchase of the Trail Creek mineral property. Holders of the Common Shares are entitled to vote at all meetings of the holders of the Common Shares, to receive any dividend declared by the Company and to participate rateably in any distribution of the Company's property or assets upon liquidation or wind-up.

The Board is authorized to issue additional Common Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further security holder action.

Special Warrants

The Company issues special warrants which entitle the holder to acquire, for no additional consideration, one common share from the date that the Company's common shares commence trading on a recognized stock exchange. The special warrant is exercisable by the recognized holder at any time after the closing date of the offering for no additional consideration and are deemed exercised on the day following the closing and the third business day after a receipt is issued for a prospectus by the securities regulatory authorities in each of the provinces of Canada where the special warrants are sold qualifying the common shares to be issued upon the exercise or deemed exercise of the special warrants.

Between March 24 and May 4, 2021, the Company issued 7,405,000 special warrants of the Company at a price of \$0.02 per share for gross proceeds of \$148,100.

Between May 6 and June 1, 2021, the Company issued 3,787,500 special warrants of the Company at a price of \$0.04 per share for gross proceeds of \$151,500.

Between September 14 and October 15, 2021, the Company issued 665,000 special warrants of the Company at a price of \$0.10 per share for gross proceeds of \$66,500.

CONSOLIDATED CAPITALIZATION

The following table sets out the share capitalization of the Company as at the dates specified below.

Description	Authorized	Outstanding as at October 31, 2022	Outstanding as at the date of this Prospectus	Outstanding After Giving Effect to the Special Warrant Offerings
Common Shares	Unlimited	3,290,000	3,290,000	15,147,500

Fully Diluted Share Capitalization

Common Shares	Amount of Securities	Percentage of Total
Issued and outstanding as at the date of this Prospectus	3,040,000	20.07%
Issued in connection with the purchase of the Trail Creek mineral property	250,000	1.65%
Common Shares reserved for issuance upon conversion of Share Special Warrants	11,857,500	78.28%
Total Fully Diluted Share Capitalization after the Listing	15,147,500	100%

PRIOR SALES

The following table summarizes the sale of securities of the Company in the 12 months prior to the date of this Prospectus:

Date of Issue	Price per Security	Number of Securities
March 8 – March 18, 2021	\$0.01	3,040,000 Seed Shares
March 24 and May 4, 2021	\$0.02	7,405,000 Share Special Warrants
May 6 and June 1, 2021	\$0.04	3,787,500 Share Special Warrants
June 21, 2021	\$0.04	250,000 Common Shares Issued in connection with the purchase of the Trail Creek mineral property
September 14 and October 15, 2021	\$0.10	665,000 Share Special Warrants

The Company has no options to purchase securities outstanding.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

The Company has applied to list its Common Shares on the Canadian Securities Exchange, and the CSE application is under review by the CSE. In connection with the proposed Listing on the CSE, the following Common Shares are expected to be subject to escrow upon completion of the listing on the CSE as shown in the following table:

Name	Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class
Dimitri Lakutin	Common Shares	1,400,000	9.24%
Mikhail Bukshpan	Common Shares	1,000,000	6.60%
Aizhan Chegirtkeeva	Common Shares	640,000	4.23%
Total		3,040,000	20.07%

As of the date of this prospectus there is no agreement with any depository.

Escrow Agreements

NP 46-201 provides that all common shares of an issuer owned or controlled by its Principals will be escrowed at the time of the issuer's initial public offering. At the time of its initial public offering, an issuer will be classified for the purposes of escrow as either an "exempt issuer", an "established issuer" or an "emerging issuer" as those terms are defined in NP 46-201.

Uniform terms of automatic timed release escrow apply to Principals of exchange listed issuers, differing only according to the classification of the issuer. As the Company anticipates that its Common Shares will be listed on the Exchange, it will be classified as an "emerging issuer". As such, the following automatic timed releases will apply to the securities held by its Principals:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	1/10 of the escrowed securities
6 months after the Listing Date	1/6 of the remaining escrowed securities
12 months after the Listing Date	1/5 of the remaining escrowed securities
18 months after the Listing Date	1/4 of the remaining escrowed securities
24 months after the Listing Date	1/3 of the remaining escrowed securities
30 months after the Listing Date	1/2 of the remaining escrowed securities
36 months after the Listing Date	The remaining escrowed securities

Assuming there are no changes to the escrowed securities initially deposited and no additional escrowed securities are deposited, automatic timed release escrow applicable to the Company will result in a 10% release on the Listing Date, with the remaining escrowed securities being released in 15% tranches every six months thereafter.

The automatic timed release provisions under NP 46-201 pertaining to "established issuers" provide that 25% of each Principal's and shareholder's escrowed securities are released on the Listing Date, with an additional 25% being released in equal tranches at six month intervals over eighteen months. If, within eighteen months of the Listing Date, the Company meets the "established issuer" criteria as set out in NP 46-201, the escrowed securities will be eligible for accelerated release available for established issuers. In such a scenario, that number of escrowed securities that would have been eligible for release from escrow if the Company had been an "established issuer" on the Listing Date will be immediately released from escrow. The remaining escrowed securities would be released in accordance with the timed release provisions for established issuers, with all escrowed securities being released eighteen months from the Listing Date. The Company does not expect to become an established issuer within 18 months of the Listing Date.

Pursuant to the terms of the Escrow Agreement, 3,040,000 Common Shares will be held in escrow on the Listing Date.

PRINCIPAL SECURITYHOLDERS

The following table lists those persons who own 10% or more of the issued and outstanding Common Shares, prior to and after giving effect to the Special Warrant Offerings:

Name and Municipality of Residence	Type of Ownership Common	Number of Common Shares Prior to Giving Effect to the Special Warrant Offerings	Percentage of Common Shares Prior to Giving Effect to the Special Warrant Offerings	Number of Common Shares After Giving Effect to the Special Warrant Offerings	Percentage of Common Shares After Giving Effect to the Special Warrant Offerings
Dimitri Lakutin Oakville, ON	Direct	1,400,000	42.55%	1,400,000	9.24%
Mikhail Bukshpan Montreal, QC	Direct	1,000,000	30.40%	1,000,000	6.60%
Aizhan Chegirtkeeva Bishkek, Kyrgyzstan	Direct	640,000	19.45%	640,000	4.23%

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

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 Prospectus Receipt Date after giving effect to the Special Warrant Offerings:

Name and Municipality of Residence	Age	Position with Company	Principal Occupation for Five Preceding Years	Director/ Officer of the Company Since	Number of Common Shares Held After Given Effect to the Special Warrant Offering (%)
Dimitri Lakutin Oakville, ON, Canada	46	President, Chief Executive Officer, and Director	Mr. Lakutin is currently President & CFO and director of Auric Minerals Corp. He has been a self-employed corporate business consultant, with over 14 years' experience involving public companies and private companies. Additionally, Mr. Lakutin has also been a consultant and investor for various private gold mining project. Since 2006, he has been investing in real-estate, commercial and residential projects around the world.	February 28, 2021	1,400,000 (9.24%)

Mikhail Bukshpan <i>Montreal, QC, Canada</i>	49	Director	Mikhail Bukshpan has acted as our director since March 31, 2022. In 1996, Mr. Bukshpan graduated from the Moscow Institute of Economics and Statistics, Faculty of Economic Cybernetics, specialty programmer of applications for the economy. From 2005 to the present time have been working in developing his own projects including Toucan Interactive Corp., Misha Solutions, Lemalike Innovations UaB, iGotOffer. From January 2014 to April 2016, Mr. Bukshpan worked as a Chief Executive Officer, Chief Financial Officer, Treasurer, Secretary and Director of Toukan Interactive Corp, a US public company.	March 31, 2022	1,000,000 (6.60%)
Aizhan Chegirtkeeva <i>Bishkek, Kyrkzstan</i>	33	Director, Secretary	Since 2011 to 2016, Ms. Chegirtkeeva worked initially as a Chief reservation and reception department and then as a General Manager for Smart Hotel. Since 2016 she has been working as a General Manager for Alma Hotel.	March 18, 2021	640,000 (4.23%)
Jaime C. Zafra <i>Philippines</i>		Director	Jaime C. Zafra, licensed/professional geologist with 41 years exploration experience on gold, copper, nickel, Chromite, Iron, Manganese, Coal, limestone/armour rock and other metallic and non-metallic minerals, geohazard assessment, mining, quarry engineering, metallurgy, and geotechnical engineering practices. Member of Australian Institute of Mining&Metallurgy.	March 31, 2022	0

The term of office of the directors expires annually at the time of the Company's next annual general meeting. As of the Prospectus Receipt Date after giving effect to the Special Warrant Offerings, the directors and executive officers of the Company as a group will beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 3,040,000 Common Shares of the Company, which is equal to 20.07% of the Common Shares to be issued and outstanding as at the Prospectus Receipt Date.

Ms. Aizhan Chegirtkeeva and Mr. Jaime C. Zafra reside outside of Canada. They have appointed the following agent(s) for service of process:

Name of Person or Company	Name and Address of Agent
Aizhan Chegirtkeeva	Dimitri Lakutin, 106-482 South Service Road East, Suite 125, Oakville ON L6J 2X6

Jaime C. Zafra reside	Dimitri Lakutin, 106-482 South Service Road East, Suite 125, Oakville ON L6J 2X6
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It may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

Background

Set forth below is a description of the background of the officers and directors of the Company, including a description of each individual's principal occupation(s) within the past five years. Each member of management will devote the time necessary to perform the work required in connection with the management of the Company, upon listing. No member of management has entered into a non-competition or non-disclosure agreement with the Company.

Dimitri Lakutin, President, Chief Financial Officer and Director – Age 46

Dimitri Lakutin has acted as our President, Chief Financial Officer and Director since our incorporation. He is an independent contractor of the issuer. Mr. Lakutin has been a self-employed corporate business consultant, with over 14 years' experience involving public companies and private companies. His consulting services includes: assisting companies in maintaining their compliance with Canadian and US securities commission, overseeing accounting books, audit consulting and assistance in obtaining financing. Mr. Lakutin has also successfully founded and funded a number of businesses throughout his business career. Additionally, Mr. Lakutin has also been a consultant and investor for various private gold mining project. Since 2006, he has been investing in real-estate, commercial and residential projects around the world. Mr. Lakutin graduated with a business degree in finance from Baikal State Economic University in December 1998. From January 2003 to February 2007, he worked as a General Manager and Chief Financial Officer for Santex Corporation, a private company that sells sanitary engineering equipment, water supply and sewerage materials. Since March 2007 to May 2009, Mr. Lyakutin founded and served as a Director, Chief Financial Officer and Chief Executive Officer for Onyx China Inc., a public company in the US. From May 2009 to June 2012, Mr. Lakutin was a co-founder and director of Tonkoe zoloto LTD, a company extracting fine, extra-fine and fine-dispersed gold. Mr. Lakutin has been selected for the position of the President, CFO, and director due to his entrepreneurial and corporate business background, accounting knowledge and investment experience, as well as his extensive experience in the gold mining sector.

Aizhan Chegirtkeeva, Director and Secretary – Age 33

Aizhan Chegirtkeeva has acted as our Secretary and Director since March 2021. She is an independent contractor of the issuer. In 2011, Ms. Chegirtkeeva Graduated from Kyrgyz-Turkish Manas University with a bachelor's degree in Management and Hotel Business. Since 2011 to 2016, she worked initially as a Chief Reservation and reception department and then as a General Manager for Smart Hotel. Since 2016 she has been working as a General Manager for Alma Hotel.

Mikhail Bukshpan, Director – Age 49

Mikhail Bukshpan has acted as our director since March 31, 2022. In 1996, Mr. Bukshpan graduated from the Moscow Institute of Economics and Statistics, Faculty of Economic Cybernetics, specialty programmer of applications for the economy. Since 2001, developed the server health statistics evidencematters.com, won the 2002 Montreal City Hall contest as "The most promising online project of the year". From 2005 to the present time have been working in developing his own projects including Toucan Interactive Corp., Misha Solutions, Lemalike Innovations UaB, iGotOffer. From January 2014 to April 2016, Mr. Bukshpan worked as a Chief Executive Officer, Chief Financial Officer, Treasurer, Secretary and Director of Toukan Interactive Corp, a US public company.

Jaime C. Zafra – Director

Jaime C. Zafra graduated from Mapua Institute of Technology, Bachelor of Sceince in Geology in 1979. Mr. Zafra

is licensed/professional geologist with 41 years exploration experience on gold, copper, nickel, Chromite, Iron, Manganese, Coal, limestone/armour rock and other metallic and non-metallic minerals, geohazard assessment, mining, quarry engineering, metallurgy, and geotechnical engineering practices. Member of Australian Institute of Mining&Metallurgy.

Corporate Cease Trade Orders or Bankruptcies

No director or executive officer of the Company is, as at the date of this Prospectus, or was within ten years before the date hereof, a director, CEO or CFO of any company, including the Company, that:

- (a) was subject to a cease trade order, an order similar to cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, CEO or CFO; or
- (b) was subject to an a cease trade order, an order similar to cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO.

Penalties or Sanctions

No director or executive officer 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 with a regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

Bankruptcies

No director or executive officer 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 ten years before the date hereof, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the ten years before the date hereof, 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.

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, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Company's knowledge, 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.

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. Some of the directors and officers of the Company may be directors and officers of other companies, some of which are in the same business as the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligations to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

EXECUTIVE COMPENSATION

There has not been any compensation to the Company's Directors or officers as of today, other than to Jaime C. Zafra, a Director and there is no plans for any compensation. The Company will pay Jaime C. Zafra, a Director, a monthly fee at the rate of \$1,000.00, which shall be paid on 8th day of each month starting April 2022.

Stock Options and Other Compensation Securities

As of today, there has not been any stock option plans with exception for Jaime C. Zafra, a Director. Provided Mr. Zafra serves on the board for a minimum of two years, the Company will grant him 250,000 shares of Company's restricted common stock (the "Director Compensation Shares") in a schedule as described below:

50% of the Director Compensation Shares will be issued on March 31, 2023, and rest of 50% of the Director Compensation Shares will be issued on March 31, 2024.

Employment, Consulting and Management Agreements

The Company does not have any contracts, agreements, plans or arrangements in place that provide for compensation to officers or directors, or that provide for payment following or in connection with any termination (whether voluntary, involuntary or constructive) resignation, retirement of any officers or directors or a change in officers responsibilities or a change of control of the Company.

Defined Benefit Plans

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans, defined benefit or actuarial plans, and none are proposed at this time.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

No directors, executive officers and employees and no former directors, executive officers and employees of the Company are or were indebted to the Company in connection with a purchase of securities and all other indebtedness as at the date of this Prospectus.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

No directors or executive officers of the Company, and associates of such directors or executive officers are or were indebted to the Company as at the date of this Prospectus.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52110F2 require the Company, as an IPO venture issuer, to disclose certain information relating to the Company's audit committee and its relationship with the Company's independent auditors.

Composition of Audit Committee

The members of the Company's Audit Committee are:

Dimitri Lakutin	Not Independent ⁽¹⁾	Financially literate ⁽²⁾
Mikhail Bukshpan	Independent ⁽¹⁾	Financially literate ⁽²⁾
Jaime C. Zafra	Independent ⁽¹⁾	Financially literate ⁽²⁾

Notes:

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

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

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting. See "*Directors and Executive Officers*" for further details.

Dimitri Lakutin

Mr. Lakutin graduated with a business degree in finance from Baikal State Economic University in December 1998. From January 2003 to February 2007, he worked as a General Manager and Chief Financial Officer for Santex Corporation, a private company that sells sanitary engineering equipment, water supply and sewerage materials. Since March 2007 to May 2009, Mr. Lyakutin founded and served as a Director, Chief Financial Officer and Chief Executive Officer for Onyx China Inc., a public company in the US. He has been a self-employed corporate business consultant, with over 14 years' experience involving public companies and private companies. His consulting services includes: assisting companies in maintaining their compliance with Canadian and US securities commission, overseeing accounting books, audit consulting and assistance in obtaining financing. Mr. Lakutin has also successfully founded and funded a number of businesses throughout his business career. Mr. Lakutin has been selected for the position of the CFO and audit committee due to his entrepreneurial and corporate business background, accounting knowledge and investment experience.

Mikhail Bukshpan

Mr. Bukshpan graduated from the Moscow Institute of Economics and Statistics, Faculty of Economic Cybernetics, specialty programmer of applications for the economy in 1996. Since 2001, developed the server

health statistics evidencematters.com, won the 2002 Montreal City Hall contest as "The most promising online project of the year". From 2005 to the present time have been working in developing his own projects including Toucan Interactive Corp., Misha Solutions, Lemalike Innovations UaB, iGotOffer. From January 2014 to April 2016, Mr. Bukshpan worked as a Chief Executive Officer, Chief Financial Officer, Treasurer, Secretary and Director of Toukan Interactive Corp, a US public company. Mr. Bukshpan has been selected for the position of the CFO and audit committee due to his entrepreneurial and corporate business background as well as accounting knowledge and experience.

Jaime C. Zafra

Jaime C. Zafra, licensed/professional geologist with 41 years exploration, mining, quarry engineering, metallurgy, and geotechnical engineering experience. Mr. Zafra is a Member of Australian Institute of Mining & Metallurgy. Having a bachelor degree and being a founder and business owner for many yeas, Mr. Zafra has learned financial literacy and we believe is financial competent to serve as our independent director and member of audit committee.

For a summary of the experience and education of the Audit Committee members see "*Directors and Executive Officers*".

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The Company's external audit fees for the period ended October 31, 2022 were \$9,040. CAN Partners LLP, the Company's external auditor, billed the Company \$9,040 and 4,520 subsequent to October 31, 2022, for its services in connection with the audit of the Company's October 31, 2022 year-end financial statements and with the audit of the carve-out financial statements for Goodeye property.

Exemption

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services).

The Company has relied upon the exemption provided by section 6.1 of NI 52-110, which states that the Company, as an IPO Venture Issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. NP 58-201 provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, NI 58-101 prescribes certain disclosure by the Company

of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. The Board is comprised of four directors: Dimitri Lakutin, Aizhan Chegirtkeeva, Mikhail Bukshpan and Jaime C. Zafra. As the size of the Board is small, the Board has no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Company.

Aizhan Chegirtkeeva is not independent as she is the Corporate Secretary of the Company, and she will devote 25% of her time to the Company. Dimitri Lakutin is not independent due to his role as CEO and CFO. Mr. Lakutin will devote 50% of his time to the Company.

Orientation and Continuing Education

New Board members receive an orientation package, which includes reports on operations and results, and any public disclosure filings by the Company, as may be applicable. Board meetings are sometimes held at the Company's offices and, from time to time, are combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all Board members.

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.

Nomination of Directors

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

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

Compensation

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

Other Board Committees

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

Assessments

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

RISK FACTORS

General

The Company is in the business of exploring and, if warranted, developing mineral properties, which is a

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

Limited Operating History

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on any properties optioned by the Company. There is no guarantee that economic quantities of mineral reserves will be discovered on the Property by the Company in the near future or at all. If the Company does not generate revenue, it may be unable to sustain its operations in which case it may become insolvent and you may lose your investment.

Dilution

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

Speculative Nature of Mineral Exploration

Resource exploration 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 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 abandons the exploration and development of 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.

Commercial Ore Deposits

The Property is in the exploration stage only and is without a known body of commercial ore. Development of the Property would 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, and in particular,

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

Permits and Government Regulations

The future operations of the Company may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. 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 Property.

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.

Key Person Insurance

The Company does not maintain key person insurance on any of its directors or officers, and as result the Company would bear the full loss and expense of hiring and replacing any director or officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Company from such loss of any director or officer.

Mineral Titles

The Company is satisfied 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. The Company may face challenges to the title the Property or subsequent properties it may acquire, which may prove to be costly to defend or could impair the advancement of the Company's business plan.

Loss of Interest in Properties

The Company's ability to maintain an interest in the properties owned by the Company will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Issuer being unable to make the periodic payments required to keep the Property in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the properties transferred to or optioned by the Company.

Failure to obtain additional financing may result in the Company being unable to complete the required work required to keep the Property interests in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the Property.

Aboriginal Title

The Property or other properties owned or optioned by the Company may in the future be the subject of First Nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The

impact of any such claim on the Company's ownership interest in the properties optioned or owned by the Company cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the properties optioned or purchased by the Company are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with First Nations in order to facilitate exploration and development work on the properties optioned or owned by the Company.

Fluctuating Mineral Prices

The Company's revenues in the future, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals, which in turn depend on the results of the Company's exploration on these properties and whether development will be commercially viable or even possible. 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.

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 hire or maintain experienced and expert personnel or 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.

Financing Risks

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

Negative Cash Flows From Operations

It is highly likely the Company may have negative cash flow in any future period and as a result, the Company will need to use available cash, including proceeds of future financings to fund any such negative cash flow.

Resale of Common 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 Common Shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many 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. 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 initial purchase price.

Conflicts of Interest

The company's directors and officers may 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 (Ontario). 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:

- 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;
- No commissions or other extraordinary consideration will be paid to such directors and officers; and 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.

Public Health Crises

The Company may be adversely affected by public health crises and other events outside its control. Public health crises, such as epidemics and pandemics, acts of terrorism, war or other conflicts and other events outside of our control, may adversely impact the activities of the Company as well as operating results. In addition to the direct impact that such events could have on the Company's facilities and workforce, these types of events could negatively impact capital expenditures and overall economic activity in impacted regions or, depending on the severity of the event, globally, which could impact the demand for and prices of commodities. The outbreak of the novel coronavirus known as COVID -19 has impacted access to and from, and overall economic activity in, Canada and globally. To date, the Company has not been materially adversely impacted by the outbreak. However, a prolonged continuance of this public health crisis, an increase in its breadth or in its overall severity, could adversely affect our workforce and ability to operate generally as well as cause significant investment decisions to be delayed or postponed. A prolonged continuance of this public health crisis could also have a material adverse effect on overall economic growth and impact the stability of the financial markets and availability of credit. Any of these developments could have a material adverse effect on the Company's business, financial position, liquidity and results of operations.

Tax Issues

Income tax consequences in relation to the Common Shares will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers prior to investing in Common Shares of the Company.

Dividends

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

PROMOTER

Dimitri Lakutin, the Company's founder, directors, CEO and CFO may be considered to be Promoter of the

Company in that he took the initiative in founding and organizing the business of the Company. Mr. Lakutin is a beneficial owner of 1,400,000 Common Shares which is 9.24% of the Company's common shares to be issued and outstanding as at the Prospectus Receipt Date.

No person who was a Promoter of the Company:

1. received anything of value directly or indirectly from the Company;
2. sold or otherwise transferred any asset to the Company within the last 2 years;
3. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days while that person was acting in the capacity as director, CEO or CFO;
4. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the person ceased to be a director, CEO or CFO and which resulted from an event that occurred while the person was acting in the capacity as director, CEO or CFO;
5. is at of the date hereof, or was within 10 years before the date hereof, a director or executive officer of any person or company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 or receiver manager or trustee appointed to hold its assets;
6. has, within 10 years before the date hereof, 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 person;
7. has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;
8. has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or
9. has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

LEGAL PROCEEDINGS

Legal Proceedings

The Company is not currently a party to any legal proceedings, nor is the Company currently contemplating any legal proceedings, which are material to its business. Management of the Company is not currently aware of any legal proceedings contemplated against the Company.

Regulatory Actions

From incorporation to the date of this Prospectus, management knows of no:

- (a) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority;

- (b) other penalties or sanctions imposed by a court or regulatory body against the Company necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and
- (c) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

From incorporation on February 18, 2021 to the date of this Prospectus, none of the following persons or companies has had any material interest, direct or indirect, in any transaction which has materially affected or is reasonably expected to materially affect the Company: (a) any director or executive officer of the Company; (b) any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of the Company's outstanding voting securities; and (c) any associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b).

AUDITORS

The auditors of the Company are CAN Partners LLP, having an address at 405-7030 Woodbine Ave, Markham, ON, Canada L3R 6G2. Such firm is independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following agreements are the only material contract entered into by the Company from its incorporation to the date of this Prospectus:

- the Option Agreement;

EXPERTS

The following persons or companies whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company are named in this Prospectus as having prepared or certified a report, valuation, statement or opinion in this Prospectus:

CAN Partners, Chartered Professional Accountants, auditor of the Company, who prepared the independent auditor's report on the Company's financial statements included in and forming part of this Prospectus, has informed the Company that it is independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

The Technical Report was prepared by Mr. Muzaffer Sultan. Mr. Sultan has no interest in the Company, the Company's securities or the Property and has not held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of its associates or affiliates when the Technical Report was prepared or thereafter.

OTHER MATERIAL FACTS

There are no material facts about the Company that are not otherwise disclosed in this Prospectus.

FINANCIAL STATEMENTS

Financial statements of the Company for the period ended October 31, 2022 and the period from inception on February 18, 2021 to October 31, 2021 are included in this Prospectus as Schedule "A".

SCHEDULE "A"
Auric Minerals CORP. FINANCIAL STATEMENTS

Table of Contents

Audited Financial statements for the period ended October 31, 2022 and the period from inception on
February 18, 2021 to October 31, 2021

(See Financial Statements attached.)

AURIC MINERALS CORP.

FINANCIAL STATEMENTS

FOR THE YEAR ENDED OCTOBER 31, 2022

AND

**THE PERIOD FROM INCORPORATION ON FEBRUARY 18, 2021 TO
OCTOBER 31, 2021**

(Expressed in Canadian Dollars)



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INDEPENDENT AUDITORS' REPORT

To the Shareholders of Auric Minerals Corp.:

Opinion

We have audited the financial statements of Auric Minerals Corp. (the "Company"), which comprise the statements of financial position as at October 31, 2022 and 2021, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the year ended October 31, 2022 and the period from incorporation from February 18, 2021 (date of incorporation) to October 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2022 and 2021, and its financial performance and its cash flows for the year ended October 31, 2022 and the period from incorporation from February 18, 2021 (date of incorporation) to October 31, 2021 in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

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

Material Uncertainty Related to Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company incurred a comprehensive loss of \$31,691 and negative cash flow from continuing operating activities of \$30,259 during the year ended July 31, 2022 and, as of that date, the Company had a deficit of \$34,004. As stated in Note 1, these events or conditions, along with other matters indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

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

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

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 CAS, 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 statement information of the entities or business activities within the Company to express an opinion on the consolidated financial statements.

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.

CAN Partners LLP

Markham, Ontario
December 14, 2022

**Chartered Professional Accountants
Licensed Public Accountants**

AURIC MINERALS CORP.

Statement of Financial Position

(Expressed in Canadian Dollars)

As at October 31		2022	2021
ASSETS			
Current Assets			
Cash		\$ 285,306	\$ 356,081
Prepaid expense		68	-
Non-Current Assets			
Mineral Property	Note 6	95,000	95,000
Total Assets		\$ 380,374	\$ 451,081
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities		\$ 3,000	\$ 46,500
Due to related party	Note 8	4,878	394
Total Liabilities		7,878	46,894
SHAREHOLDER'S EQUITY			
Share capital	Note 5	40,400	40,400
Warrant reserve	Note 7	366,100	366,100
Deficit		(34,004)	(2,313)
Total Shareholder's Equity		372,496	404,187
Total Liabilities and Shareholder's Equity		\$ 380,374	\$ 451,081

Nature of operations and going concern (Note 1)

Approved by the Board of Director and authorized on:

"Dimitri Lakutin"
Director

"Mikhail Bukshpan"
Director

The accompanying notes form an integral part of these financial statement

AURIC MINERALS CORP.

Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

	Year Ended October 31, 2022	February 18, 2021 to October 31, 2021
Expenses		
Bank charges and interest	62	163
Filing fees	12,806	-
Office and admin	238	650
Professional fees	11,585	1,500
Director fee	Note 8 7,000	-
Net loss and comprehensive loss for the year	\$ (31,691)	\$ (2,313)
Net Loss per share		
Basic and diluted loss per share	\$ (0.01)	\$ (0.00)
Weighted average common shares outstanding - basic and diluted	3,168,906	3,168,906

The accompanying notes form an integral part of these financial statement

AURIC MINERALS CORP.

Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

		Number of Shares	Capital Stock	Warrants	Deficit	Total
Balance, February 18, 2021		-	\$ -	\$ -	\$ -	\$ -
Shares issued for cash	Note 5(b)	3,040,000	30,400	-	-	30,400
Shares issued for mineral property	Note 5(b)	250,000	10,000	-	-	10,000
Issuance of warrants	Note 7	-	-	366,100	-	366,100
Loss for the period		-	-	-	(2,313)	(2,313)
Balance, October 31, 2021		3,290,000	\$ 40,400	\$ 366,100	\$ (2,313)	\$ 404,187
Loss for the period		-	-	-	(31,691)	(31,691)
Balance, October 31, 2022		3,290,000	\$ 40,400	\$ 366,100	\$ (34,004)	\$ 372,496

The accompanying notes form an integral part of these financial statement

AURIC MINERALS CORP.

Statement of Cash Flows

(Expressed in Canadian Dollars)

	Year Ended October 31, 2022	February 18, 2021 to October 31, 2021
Cash flows from operating activities		
Net loss for the year	\$ (31,691)	\$ (2,313)
Changes in non-cash working capital:		
(Increase) in prepaid expenses	(68)	-
(Decrease) Increase in operating accounts payable and accrued liabilities	1,500	1,500
Cash used in operating activities	(30,259)	(813)
Cash flow from investing activities		
Purchase of mineral property	Note 6 (45,000)	(40,000)
Cash used in investing activities	(45,000)	(40,000)
Cash flow from financing activities		
Issuance of common shares	Note 5(b) -	30,400
Issuance of warrants	Note 7 -	366,100
Related-party loans	Note 8 4,484	394
Cash provided by financing activities	4,484	396,894
Increase in cash during the year	(70,775)	356,081
Cash, beginning of year	356,081	-
Cash, end of year	\$ 285,306	\$ 356,081

The accompanying notes form an integral part of these financial statement

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

1. NATURE OF OPERATIONS AND GOING CONCERN

Auric Minerals Corp. (the "Company" or "Auric Minerals") was incorporated on February 18, 2021 pursuant to the Canada Business Corporations Act. The Company is currently engaged in the acquisition, exploration and development of mineral properties. The address of the Company's corporate office and principal place of business is 106-482 South Service Road East, Suite 125 Oakville, Ontario, L6J 2X6, Canada.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. At present, the Company has no operating income. The Company incurred a net loss of \$31,691 for the year ended October 31, 2022 (\$2,313 during the 256-day period ended October 31, 2021) and as of that date, had a deficit of \$34,004. Without additional financing, the Company may not be able to fund its ongoing operations and complete development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. These uncertainties may cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations. These financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

2. BASIS OF PREPARATION

(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”) and include interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). The policies set out were consistently applied to all periods presented unless otherwise noted below.

(b) Basis of Presentation

These financial statements have been prepared on the historical cost basis, except for financial instruments designated at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. These financial statements are presented in Canadian dollars, which is the Company's functional currency. All values are rounded to the nearest dollar.

(c) Approval of the Financial Statements

The financial statements of the Company for the year ended October 31, 2022 were reviewed, approved and authorized for issue by the Board of Directors of the Company on December 14, 2022.

(d) Use of Estimates and Judgement

The preparation of financial statements in conformity with IFRS requires that management make judgements, estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes to the financial statements. Although these estimates are based on management’s best knowledge of the amount, event or actions, actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities, profits and expenses. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

2. BASIS OF PREPARATION (Continued)

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements are discussed below:

Going concern

Management has applied significant judgment in the assessment of the Company's ability to continue as a going concern when preparing these financial statements. Management prepares the financial statements on a going concern basis unless management either intends to liquidate the entity or has no realistic alternative but to do so.

Title to exploration and evaluation property interests

The Company has taken steps to verify title to exploration and evaluation properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

2. BASIS OF PREPARATION (Continued)

Capitalization of mineral property acquisition costs

When mineral properties are acquired through an acquisition agreement, management has determined that capitalized acquisition costs have future economic benefits and are economically recoverable. Management has assessed various sources of information including, but not limited to, the geologic and metallurgic information, operating management expertise and existing permits. See Note 6 for details of the Company's capitalized acquisition costs in respect of mineral properties.

Impairment of mineral properties

When assessing for indications of impairment related to mineral properties, consideration is given to both external and internal sources of information. These includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of mineral properties. Internal sources of information include the manner in which the mineral properties are being or expected to be used and indications of expected economic performance of the properties. Estimates include, but are not limited to, the discounted future cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate, fluctuation in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and/or adverse current economics can result in a write-down of the carrying amounts of the Company's mineral properties.

Segment Information

The Company has one operating segment, acquisition, exploration and evaluation of resource properties, and all long-term assets of the Company are located in Canada.

3. SIGNIFICANT ACCOUNTING POLICIES

Significant Accounting Policies

The accounting policies set out below have been applied consistently to all period presented in these financial statements except where noted.

The Company did not adopt any new accounting policies during the period. New accounting pronouncements not yet effective are not expected to have significant impacts to the financial statements of the Company.

(a) Cash

Cash consists of cash on deposit with a major Canadian bank. Cash is measured at Amortized Cost.

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Exploration and Development

Acquisition Costs

The costs of acquiring mineral property interests comprised of payments of cash and common shares, are capitalized as mineral property assets where the ultimate acquisition of the property is certain at the time the initial payment is made.

Exploration and Evaluation Expenditures

The costs of staking and all expenditures on exploration and evaluation activities are recorded as exploration and evaluation expenses until it has been established that a mineral property is commercially viable.

Development Assets

When economically viable reserves have been determined and the decision to proceed with development has been approved, the expenditures related to development and construction are capitalized as construction-in-progress and classified as a component of property, plant and equipment. Costs associated with the commissioning of new assets incurred in the period before they are operating in the way intended by management are capitalized. Development expenditure is net of the proceeds of the sale of metals from ore extracted during the development phase. Interest on borrowings related to the construction and development of assets are capitalized until substantially all the activities required to make the asset ready for its intended use are complete.

Disposition or Abandonment of Mineral Properties

Proceeds received from the sale of any interest in a mineral property are first credited against the carrying value of the property, with any excess included in operations for the period. If a property is abandoned, the acquisition cost of the property is written off to operations.

Impairment

The application of the Company's accounting policy for acquisition costs related to mineral properties requires judgement in determining whether there are future economic benefits based on assumptions about future events. Estimates and assumptions made may change if new information becomes available. If information becomes available suggesting that the recovery of the carrying value is unlikely, the amount to be written off is expensed in the statement of operations in the period when the new information becomes available. The Company assesses each cash generating unit ("CGU") at each reporting date to determine if any impairment exists.

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

When an indicator of impairment exists, a formal estimate of the recoverable amount is made based on the higher of the fair value less costs to sell and value in use. These assessments require the use of estimates and assumptions such as long-term commodity prices, discount rates, future capital requirements, exploration potential and operating performance. Fair value is determined as the amount that would be obtained from the sale of the assets in an arm's length transaction between knowledgeable and willing parties. The carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the statement of loss for the period.

(c) Financial Instruments

Financial assets

Initial recognition and measurement

Non-derivative financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either fair value through profit or loss ("FVPL") or fair value through other comprehensive income ("FVOCI"), and "financial assets at amortized costs", as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Subsequent measurement – financial assets at FVPL

Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the statements of financial position with changes in fair value recognized in other income or expense in the statement of loss. The Company measures its investments at FVPL.

Subsequent measurement – financial assets at amortized cost

After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. Cash and subscriptions receivable held for collection of contractual cash flows are measured at amortized cost.

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsequent measurement – financial assets at FVOCI

Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

Derecognition

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets

The Company uses a simplified approach, as per IFRS 9, to assess impairment, which requires the expected lifetime loss to be recognized at the time of initial recognition of the financial assets. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be tied to an event occurring after the initial impairment was recognized.

Financial liabilities

Initial recognition and measurement

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. The Company's financial liabilities include accounts payable and accrued liabilities, which are measured at amortized cost. All financial liabilities are recognized initially at fair value.

Subsequent measurement – financial liabilities at amortized cost

After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR.

Subsequent measurement – financial liabilities at FVPL

Financial liabilities measured at FVPL include financial liabilities management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial liabilities measured at FVPL are carried at fair value in the statements of financial position with changes in fair value recognized in other income or expense in the statement of loss.

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires with any gain or loss recognized in other income or expense in the statement of loss.

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Fair Value Hierarchy

Financial instruments recorded at fair value on the statements of financial position are classified using a financial value hierarchy that reflects the significance of the inputs used in marking the measurements. The fair value hierarchy has the following levels:

- (i) Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (ii) Level 2 - valuation techniques based on inputs other than quoted prices including Level 1 that are observable for assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- (iii) Level 3 - valuation techniques using inputs for the asset and liability that are not based on observable market data (unobservable inputs).

The Company's cash are classified as level 1.

(d) Income Taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is recognized in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Deferred tax is recognized on temporary differences arising from the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilized.

Deferred tax is calculated using the tax rates expected to apply in the periods in which the assets will be realized or the liabilities settled, based on tax rates and laws enacted, or substantively enacted, by the reporting date. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(e) Share Capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset.

The Company's common shares and warrants, are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from proceeds.

(f) Warrants

Proceeds from unit placements are allocated between shares and warrants issued according to their relative fair value. The relative fair value of the share component is credited to share capital and the relative fair value of the warrant component is credited to warrant reserve. Upon exercise of the warrants, consideration paid by the warrant holder together with the amount previously recognized in the warrant reserve account is recorded as an increase to share capital. For those warrants that expire unexercised, the recorded fair value is transferred from warrant reserve to deficit.

(g) Loss per Share

The Company presents basic and diluted loss per share ("EPS") data for its common shares. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding, adjusted for own shares held, for the effects of all dilutive potential common shares, which comprise convertible warrants and stock options granted by the Company.

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Diluted loss per share for the periods presented does not include the effect of the stock options and warrants issued by the Company, as they are anti-dilutive.

(h) Reclamation Obligation

A legal or constructive obligation to incur restoration, rehabilitation, and environmental costs may arise when environmental disturbance is caused by the exploration, development, or ongoing production of a mineral property interest. The Company's exploration activities are subject to various governmental laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and are generally becoming more restrictive.

The fair value of the liability for an asset retirement obligation is recorded when the legal obligation arises and the corresponding increase to the asset is amortized over the life of the asset. The liability is increased over time to reflect an accretion element considered in the initial measurement at fair value. The Company does not currently have any significant legal or constructive obligations and therefore, no reclamation provision has been recorded as at October 31, 2022.

4. FINANCIAL INSTRUMENTS

The Company manages its exposure to a number of different financial risks arising from its operations as well as its use of financial instruments including market risks (commodity prices, foreign currency exchange rate and interest rate), credit risk and liquidity risk through its risk management strategy. The objective of the strategy is to support the delivery of the Company's financial targets while protecting its future financial security and flexibility.

Financial risks are primarily managed and monitored through operating and financing activities and, if required, through the use of derivative financial instruments. The Company does not use derivative financial instruments for purposes other than risk management. The financial risks are evaluated regularly with due consideration to changes in the key economic indicators and up to date market information.

Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of the business. The Company may use derivative financial instruments such as foreign exchange contracts and interest rate swaps to manage certain exposures. These market risks are evaluated by monitoring changes in key economic indicators and market information on an ongoing basis.

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

4. FINANCIAL INSTRUMENTS (Continued)

Commodity Risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company monitors commodity prices as they relate to gold and the stock market to determine the appropriate course of action to be taken.

Liquidity Risk

Liquidity risk is the risk that a company cannot meet its financial obligations in full. The Company's main source of liquidity is derived from its common stock and warrants issuances. These funds are used to finance working capital, operating and capital expenditures and acquisitions. As at October 31, 2022 the Company held cash of \$285,306 (\$356,081 – 2021) to settle current liabilities of \$7,878 (\$46,894 – 2021).

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash bears interest at market rates. In the event that the Company held interest bearing debt, the Company could be exposed to interest rate risk. The Company does not have any interest-bearing debt. Other current financial assets and liabilities are not exposed to interest rate risk because of their short-term nature.

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash. The Company has reduced its credit risk by investing its cash with a Canadian chartered bank.

Capital Management

The Company manages its debts and equity as capital. The Company's main objectives when managing its capital are:

- to maintain a flexible capital structure which optimizes the cost of capital at acceptable risk while providing an appropriate return to its shareholders;
- to maintain a sufficient capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business;
- to safeguard the Company's ability to obtain financing; and
- to maintain financial flexibility in order to have access to capital in the event of future acquisitions.

The Company manages its capital structure and makes adjustments to it in accordance with the objectives stated above, as well as responds to changes in economic conditions and the risk characteristics of the underlying assets.

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

5. SHARE CAPITAL

(a) Authorized

The Company is authorized to issue an unlimited number of common shares ("Class A") without par value and an unlimited number of special shares ("Class B").

(b) Issued and outstanding

The Company did not issue any common shares for the year ended October 31, 2022.

During the 256-day period ended October 31, 2021, the Company issued 3,040,000 common shares to three Directors of the Company at a price of \$0.01 per share for gross proceeds of \$30,400. The Company did not incur share issuance costs.

On June 21, 2021, the Company issued 250,000 common shares in connection with the purchase of the Trail Creek mineral property (Note 6). The fair value of the 250,000 shares was estimated at \$10,000 based on the price of \$0.04 per share. The Company did not incur share issuance costs.

6. MINERAL PROPERTIES

Trail Creek mineral property

On June 21, 2021, the Company entered into an option agreement to acquire 100% interest in three mineral claims covering approximately 1,906.95 hectares, located in the Trail Creek Mining Division, British Columbia, from Geomap Exploration Inc. and Afzaal Pirzada in exchange for:

- (i) \$85,000 cash - paid \$40,000 on June 21, 2021; paid \$45,000 on November 16, 2021;
- (ii) 250,000 common shares of Auric Minerals Corp. - issued on June 21, 2021;
- (iii) 2.0% net smelter returns ("NSR") royalty on the mineral claims where the Company may purchase 1% for \$1,000,000 at any time;
- (iv) fund exploration and development at least \$100,000 by October 31, 2022;
- (v) fund additional exploration and development at least \$200,000 by October 31, 2023.

The fair value of the 250,000 shares of Auric Minerals Corp. was estimated at \$10,000 based on their price of \$0.04 per share, on the date the agreement was signed. As at October 31, 2021, the cash consideration of \$85,000 and issuance of 250,000 common shares valued at \$10,000 are capitalized accordingly.

The funding requirements under (iv) and (v) have been extended from October 31, 2022 and 2023 to May 31, 2023 and 2024 on November 14, 2022.

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

7. WARRANTS

The Company issues special warrants which entitle the holder to acquire, for no additional consideration, one common share unit from the date that the Company's shares commence trading on a recognized stock exchange. The special warrant is exercisable by the recognized holder at any time after the closing date of the offering for no additional consideration and are deemed exercised on the day following the closing and the third business day after a receipt is issued for a prospectus by the securities regulatory authorities in each of the provinces of Canada where the special warrants are sold qualifying the common shares to be issued upon the exercise or deemed exercise of the special warrants.

Between March 24 and May 4, 2021, the Company issued 7,405,000 special warrants of the Company at a price of \$0.02 per share for gross proceeds of \$148,100.

Between May 6 and June 1, 2021, the Company issued 3,787,500 special warrants of the Company at a price of \$0.04 per share for gross proceeds of \$151,500.

Between September 14 and October 15, 2021, the Company issued 665,000 special warrants of the Company at a price of \$0.10 per share for gross proceeds of \$66,500.

For the year ended October 31, 2022, the Company did not issue any special warrants nor has any special warrants been exercised.

The following table summarize the movements of the Company's special warrants outstanding:

For the year ended October 31, 2022

Opening Balance	During the Year		Closing Balance	Date of Issuance	Exercise Price and weighted average exercise price (C\$)
	Granted	Exercised			
7,405,000	-	-	7,405,000	04-May-21	0.02
3,787,500	-	-	3,787,500	01-Jun-21	0.04
665,000	-	-	665,000	15-Oct-21	0.10
11,857,500	-	-	11,857,500		0.03

AURIC MINERALS CORP.

Notes to the Financial Statements

(Expressed in Canadian Dollars)

For the year ended October 31, 2022 and period from incorporation on February 18, 2021 to October 31, 2021

8. RELATED PARTY TRANSACTIONS

Key management personnel include persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Board of Directors.

For the year ended October 31, 2022, the Company incurred \$4,484 (\$394 during the 256-day period ended October 31, 2021) for administrative expenses for reimbursements owed to the Directors of the Company. The amount owing is unsecured, non-interest bearing, and due on demand. The Company also paid \$7,000 director fees to a director (2021 - \$Nil).

9. INCOME TAXES

Provision for Income Taxes

Major items causing the Company's effective income tax rate to differ from the combined Canadian federal and provincial statutory rate of 26.5% were as follows:

	2022	2021
Loss before income taxes	\$ (31,691)	\$ (2,313)
Expected income tax recovery based on statutory rate	(8,398)	(613)
Benefit of tax assets not recognized	8,398	613
Deferred income tax provision (recovery)	\$ -	\$ -

Deferred Income Tax

Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

	2022	2021
Non-capital loss carry-forwards	\$ 9,011	\$ 613

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can use the benefits.

Non-capital Losses Carried Forward

For the year ended October 31, 2022, the Company has \$8,398 (\$613 during the 256-day period ended October 31, 2021) of non-capital losses deferred tax asset available to be carried forward against future taxable income. The non-capital losses of \$8,398 will expire October 31, 2042 and \$613 will expire October 31, 2041.

Schedule "B"

GOODEYE PROPERTY

CARVE-OUT FINANCIAL STATEMENTS

For the period ending June 21, 2021 and year ended October 31, 2020

(Expressed in Canadian Dollars)



7030 Woodbine Ave, Suite 405
Markham, ON, L3R 6G2
T (905) 604 6665
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INDEPENDENT AUDITORS' REPORT

To the Directors of Auric Minerals Corp.:

Opinion

We have audited the carve-out financial statements of Goodeye Property, an exploration property wholly owned by Geomap Exploration Inc. (the "Property") before June 21, 2021, which comprise the carve-out statement of financial position as at June 21, 2021 and October 31, 2020, and the carve-out statements of loss and comprehensive loss, carve-out statements of changes in equity, and carve-out statements of cash flows for the period ended June 21, 2021 and year ended October 31, 2020, and notes to the carve-out financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying carve-out financial statements present fairly, in all material respects, the financial position of the Property as at June 21, 2021 and October 31, 2020, and its financial performance and its cash flows for the period ended June 21, 2021 and year ended October 31, 2020 in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the carve-out financial statements, which indicates that the Property's ability to continue as a going concern is dependent upon the existence of economically recoverable ore reserves, the ability of the Property to obtain necessary financing to complete the exploration and development, and upon future profitable production or proceeds from the disposal of properties. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Property's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

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

In preparing the carve-out financial statements, management is responsible for assessing the Property'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 Property or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Property's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the carve-out 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 carve-out financial statements.

As part of an audit in accordance with CAS, 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 Property'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 Property'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 Property 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 statement information of the entities or business activities within the Property to express an opinion on the consolidated financial statements.

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.

CAN Partners LLP

Markham, Ontario
March 3, 2022

**Chartered Professional Accountants
Licensed Public Accountants**

GOODEYE PROPERTY
Carve-Out Statements of Financial Position
(Expressed in Canadian Dollars)

	June 21, 2021	October 31, 2020
ASSETS	\$	\$
Non-current assets		
Exploration and evaluation asset (Note 4 & 6)	93,477	1,780
TOTAL ASSETS	93,477	1,780
LIABILITIES AND EQUITY		
Net owner investment (Note 5)	93,477	1,780
Deficit	-	-
TOTAL LIABILITIES AND EQUITY	93,477	1,780

Nature of Operation and Going Concern (Note 1)
Subsequent Event (Note 9)

These carve-out financial statements were approved and authorized for issue by the Board of Directors of Auric Minerals Corp. on March 3, 2023. They are signed on the Auric Minerals Corp.'s behalf by:

“Dimitri Lakutin”

Director

“Mikhail Bukshpan”

Director

The accompanying notes form an integral part of these carve-out financial statements.

GOODEYE PROPERTY
Carve-Out Statements of Operations and Comprehensive Loss
(Expressed in Canadian Dollars)

	Period Ended June 21, 2021	Year Ended October 31, 2020
EXPENSES	\$	\$
Total expenses	-	-
NET LOSS AND COMPREHENSIVE LOSS	-	-

The accompanying notes form an integral part of these carve-out financial statements.

GOODEYE PROPERTY
Carve-Out Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Net owner investment	Deficit	Total Equity
	\$	\$	\$
Balance as at November 1, 2019	-	-	-
Net owner investment	1,780	-	1,780
Net loss and comprehensive loss	-	-	-
Balance as at October 31, 2020	1,780	-	1,780
Net owner investment	91,697	-	91,697
Net loss and comprehensive loss	-	-	-
Balance as at June 21, 2021	93,477	-	93,477

The accompanying notes form an integral part of these carve-out financial statements.

GOODEYE PROPERTY
Carve-Out Statements of Cash Flows
(Expressed in Canadian Dollars)

	Period Ended June 21, 2021	Year Ended October 31, 2020
	\$	\$
OPERATING ACTIVITIES		
Net loss for the year	-	-
Cash flow used in operating activities	-	-
INVESTING ACTIVITIES		
Exploration and evaluation expenditures	(91,697)	(1,780)
Cash flow used in investing activities	(91,697)	(1,780)
FINANCING ACTIVITIES		
Investment provided by owner	91,697	1,780
Cash flow provided by financing activities	91,697	1,780
CHANGE IN CASH FOR THE PERIOD / YEAR	-	-
CASH - BEGINNING OF THE PERIOD / YEAR	-	-
CASH - END OF THE PERIOD / YEAR	-	-

The accompanying notes form an integral part of these carve-out financial statements.

GOODEYE PROPERTY

Notes to the Carve-Out Financial Statements

For the period Ended June 21, 2021 and year ended October 31, 2020

(Expressed in Canadian Dollars)

Introduction to the carve-out financial statements

The purpose of these carve-out financial statements is to provide general purpose historical financial information of the Goodeye Property (“Goodeye” or the “Property”) for inclusion in filings related to the sale of the Property to Auric Minerals Corp. (“Auric”).

The accounting policies applied in the carve-out financial statements are, to the extent applicable, consistent with accounting policies applied in the Geomap Exploration Inc. (“Geomap” or the “Owner”) financial statements. The carve-out financial statements have been prepared on a “carve-out basis” from the Owner’s financial statement for the purpose of presenting the financial position, results of operations and cash flows of the Property on a stand-alone basis.

1. NATURE OF OPERATION AND GOING CONCERN

The Goodeye Property (“Goodeye” or the “Property”) consists of three mining claims covering approximately 1,906.95 hectares, which are located in the Trail Creek Mining Division, British Columbia. The Property was owned and under the management of the same principals of Geomap and are therefore considered to be under common management.

Geomap acquired 100% interest in the Property’s three mining claims on April 8, 2020, April 11, 2020 and June 18, 2021, respectively. The Property is an exploration and evaluation asset.

These carve-out financial statements include the exploration costs that have been incurred since April 8, 2020.

Going concern

It has not yet been determined whether the Property contains ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and exploration costs is dependent upon the existence of economically recoverable ore reserves, the ability of the Property to obtain necessary financing to complete the exploration and development, and upon future profitable production.

These carve-out financial statements have been prepared on a going concern basis which assumes that the Property will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Property are dependent upon its ability to raise adequate financing and to commence profitable operations in the future. These material uncertainties may cast significant doubt upon the Property’s ability to continue as a going concern. If the Property is unable to secure additional financing, repay liabilities as they come due, and/or continue as a going concern, then material adjustments would be required to the carrying value of assets and liabilities and the carve-out statement of financial position classifications used. These carve-out financial statements do not include any adjustments relating to the recovery of assets and classification of assets and liabilities that may arise should the Property be unable to continue as a going concern.

2. BASIS OF PRESENTATION

Statement of compliance

The carve-out financial statements of the Property have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). The policies set out were consistently applied to all the periods presented unless otherwise noted below.

GOODEYE PROPERTY

Notes to the Carve-Out Financial Statements

For the period Ended June 21, 2021 and year ended October 31, 2020

(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (continued)

Basis of presentation

These carve-out financial statements reflect the assets, liabilities, comprehensive loss, and cash flows of the Property undertaken by Geomap Exploration Inc. (“Geomap”) for the period ended June 21, 2021 and year ended October 31, 2020.

The purpose of these carve-out financial statements is to provide general purpose historical financial information of the Property in connection with the property option agreement to Auric Minerals Corp. (“Auric”) described above and Note 9 to reflect the Property expenditures as if the Property had been operating separately. Therefore, these carve-out financial statements present the historical financial information of Geomap that make up the Property to be optioned to Auric.

On June 21, 2021, Geomap and Afzaal Pirzada (“Pirzada”), President of Geomap who acquired the rights in the Property through staking, entered into a property option agreement to grant an option for Auric to earn up to a 100% interest in the Property.

The carve-out financial statements have been prepared on an accrual basis and are based on historical costs modified where applicable. The carve-out financial statements are presented in Canadian dollars unless otherwise noted. The policies set out below were consistently applied to all periods presented unless otherwise noted. The basis of preparation for the carve-out statements of financial position, loss and comprehensive loss, cash flows and changes in equity of the Property is described below. The carve-out financial statements have been extracted and carved out from the historical accounting records of Geomap.

- The carve-out statements of financial position reflect the assets and liabilities recorded by Geomap on the basis that they are specifically identifiable and attributable to the Property which will be optioned to Auric; and
- The carve-out statement of loss and comprehensive loss includes expenses of Geomap on the basis that they are specifically identifiable and attributable to the Property which will be optioned to Auric. Management concluded that other expenses incurred in Geomap are not reasonable to allocate to the Property as they relate to other activities of the company.
- Income taxes have been calculated as if the Property had been a separate legal entity and had filed separate tax returns for the years presented.

Management cautions readers of these carve-out financial statements, that the Property’s results do not necessarily reflect what the financial position, loss and comprehensive loss or cash flows would have been had the Property been a separate entity. Further, the allocation of income and expenses in these carve-out statements of loss and comprehensive loss do not necessarily reflect the nature and level of the Property’s future income and operating expenses.

Foreign currency translation

The presentation and functional currency of the Property is the Canadian Dollar.

Approval of the financial statements

These carve-out financial statements of the Property for the were reviewed, approved and authorized for issue by the Board of Directors of Auric Minerals Corp. on March 3, 2023.

GOODEYE PROPERTY

Notes to the Carve-Out Financial Statements

For the period Ended June 21, 2021 and year ended October 31, 2020

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

Use of estimates and judgements

The preparation of financial statements in accordance with IFRS requires the Property's management to make estimates and assumptions concerning the future. The Property's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the carrying value of the exploration and evaluation asset, and the recoverability and measurement of deferred tax assets.

Significant judgements

The preparation of financial statements in accordance with IFRS requires the Property's management to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments related to the Property's financial statements include the assessment of the Property's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

Financial instruments

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

Measurement

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

GOODEYE PROPERTY

Notes to the Carve-Out Financial Statements

For the period Ended June 21, 2021 and year ended October 31, 2020

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of loss and comprehensive income (loss) in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Property's own credit risk will be recognized in other comprehensive loss.

Impairment of financial assets at amortized cost

The Property recognized a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Property measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset's credit risk has not increased significantly since initial recognition, the Property measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Property shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

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

Financial liabilities

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

Exploration and evaluation assets

Mineral property interest acquisition costs are recorded at historical cost. Exploration and evaluation expenditures are capitalized except for those expenditures incurred on properties prior to obtaining legal rights to explore the specific area which are recognized in profit or loss as incurred. Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to development assets within property, plant and equipment.

The carrying values of exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. When impairment indicators exist, the asset's recoverable amount is estimated. If it is determined that the estimated recoverable amount is less than the carrying value of an asset, then a write-down is recognized in profit or loss. An impairment loss is reversed if there is indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

GOODEYE PROPERTY

Notes to the Carve-Out Financial Statements

For the period Ended June 21, 2021 and year ended October 31, 2020

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

Any income tax on profit or loss for the period presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income/loss, in which case the income tax is recognized in equity or other comprehensive income/loss.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Property intends to settle on a net basis, or to realize the asset and settle the liability simultaneously. Deferred tax is provided for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, on a non-discounted basis using tax rates at the end of the reporting period applicable to the period of expected realization. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Restoration and environmental obligations

Liabilities for statutory, contractual, constructive, or legal obligations associated with the retirement of long-term assets are recognized 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 the related asset 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 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 estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. The Property currently has no measurable obligations for restoration and environmental costs.

Investment from Owner

Investment from Geomap to the Property are presented as part of equity. The Property has no share capital, options or warrants, and as a result, there is no applicable share-related disclosures.

Change in accounting policies

There are no IFRS or International Financial Reporting Interpretations Committee interpretations that are not yet effective that would be expected to have a material impact on the Property's carve-out financial statements.

GOODEYE PROPERTY

Notes to the Carve-Out Financial Statements

For the period Ended June 21, 2021 and year ended October 31, 2020

(Expressed in Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSET

Exploration and evaluation asset consists of the following expenditures on the Property:

	Goodeye Property \$
	\$
Balance, October 31, 2019	-
Acquisition costs	
Claim staking	1,780
Balance, October 31, 2020	1,780
Acquisition costs	
Claim staking	1,557
Exploration expenditures:	
Assay	12,788
General exploration	40,325
Geophysics	23,200
Travel and accommodation	13,827
Balance, June 21, 2021	93,477

5. NET OWNER INVESTMENT

Geomap's investment in the Property is presented as net owner investment in the carve-out financial statements. Equity represents the accumulated net investment from Geomap.

Net financing transactions with Geomap as presented in the carve-out statements of cash flows represents the net contributions related to the funding of the Property.

6. RELATED PARTY TRANSACTIONS

During the period ended June 21, 2021, the Property incurred a total of \$58,050 (2020 - \$Nil) exploration expenditures paid to employees of Geomap related to work on the Goodeye Property. These amounts have been capitalized under exploration and evaluation assets (see Note 4).

7. CAPITAL MANAGEMENT

The Property defines its capital as working capital and equity. The Property manages its capital structure and makes adjustments to it based on the funds available to the Property in order to support future business opportunities. The Directors do not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Property's management to sustain future development of the business.

The Property is dependent upon external financing. In order to carry future activities and pay for administrative costs, the Property will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Property, is reasonable. The Property is not subject to externally imposed capital requirements.

GOODEYE PROPERTY

Notes to the Carve-Out Financial Statements

For the period Ended June 21, 2021 and year ended October 31, 2020

(Expressed in Canadian Dollars)

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instrument classification

IFRS 13 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2 - valuation techniques based on 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. directly from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Credit risk

Credit risk is the risk of financial loss to a corporation if a counter party to a financial instrument fails to meet its contractual obligations. The Property is currently not exposed to credit risk. The Property assessed credit risk as low.

Liquidity risk

Liquidity risk is the risk that the Property will not be able to meet its financial obligations as they fall due. The Property's liquidity and operating results may be adversely affected if its access to the capital markets are hindered. The Property has no source of revenue and has obligations to meet its administrative overheads and to settle amounts payable to its creditors. There is no assurance that the Property will be able to raise equity financing. The Property assesses liquidity risk as high.

Market risk

Market risk is the risk that changes in market prices, such as currency risk, commodity risk and interest risk will affect the Property's net earnings, future cash flows, the value of financial instruments, or the fair value of its assets and liabilities. The Property is not exposed to foreign exchange risk, commodity risk or interest risk.

9. SUBSEQUENT EVENT

On June 21, 2021, Auric entered into an option agreement to acquire 100% interest in the Property from Geomap in exchange for:

- (i) \$85,000 cash - paid \$40,000 on June 21, 2021; paid \$45,000 on November 16, 2021;
- (ii) 250,000 common shares of Auric Minerals Corp. - issued on June 21, 2021;
- (iii) 2.0% net smelter returns ("NSR") royalty on the mineral claims where Auric may purchase 1% for \$1,000,000 at any time;
- (iv) fund exploration and development at least \$100,000 by October 31, 2022;
- (v) fund additional exploration and development at least \$200,000 by October 31, 2023.

The fair value of the 250,000 shares of Auric was estimated at \$10,000 based on their price of \$0.04 per share, on the date the agreement was signed.

The funding requirements under (iv) and (v) have been extended from October 31, 2022 and 2023 to May 31, 2023 and 2024 on November 14, 2022.

CERTIFICATE OF Auric Minerals CORP.

Dated: March 17, 2023

This Preliminary Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by Auric Minerals Corp. as required by the securities legislation of Ontario.

"Dimitri Lakutin"

Dimitri Lakutin
Chief Executive Officer

"Dimitri Lakutin"

Dimitri Lakutin
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Mikhail Bukshpan"

Mikhail Bukshpan
Director

"Jaime C. Zafra"

Jaime C. Zafra
Director

CERTIFICATE OF THE PROMOTER

Dated: March 17, 2023

This Preliminary Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by Auric Minerals Corp. as required by the securities legislation of Ontario.

"Dimitri Lakutin"

Dimitri Lakutin
Promoter