

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

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.*

*This preliminary prospectus does not constitute a public offering of securities.*

## **PRELIMINARY PROSPECTUS**

*Non-Offering Prospectus*

*June 15, 2022*

### **SASQUATCH RESOURCES CORP.**

No securities are being offered or sold pursuant to this non-offering preliminary prospectus (the “**Prospectus**”). This Prospectus is being filed with the British Columbia Securities Commission to enable Sasquatch Resources Corp. (“**Sasquatch**” or the “**Company**”) to become a reporting issuer pursuant to the applicable securities legislation in the Province of British Columbia.

The Company is a corporation incorporated under the *Business Corporations Act* of British Columbia. The Company is a mineral exploration company focused on its Mount Sicker Property in British Columbia, Canada.

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

The Company intends to apply to the Canadian Stock Exchange (the “**CSE**” or the “**Exchange**”) to list its common shares (the “**Common Shares**”) for trading on such exchange. It is anticipated that listing will be subject to the Company satisfying certain conditions. See “*Stock Exchange Listing*”.

An investment in the Common Shares is speculative and involves a high degree of risk that should be considered by potential purchasers. An investment in the Common Shares is suitable only for those purchasers who are willing to risk a loss of some or all of their investment and who can afford to lose some or all of their investment. The risk factors included in this Prospectus should be reviewed carefully and evaluated by prospective purchasers of Common Shares. See “*Risk Factors*” and “*Forward-Looking Information*”.

As at the date of this Prospectus, the Company is an “IPO Venture Issuer” (defined under National Instrument 41-101 – *General Prospectus Requirements* as an issuer that: (a) files a long form prospectus; (b) is not a reporting issuer in any jurisdiction immediately before the date of the final long form prospectus; and (c) at the date of the long form prospectus, does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America, other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

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

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References to “\$” are references to Canadian dollars.

## GLOSSARY

“**author**” means Jacques Houle, P.Eng., the author of the Technical Report.

“**Board**” means the Company’s board of directors.

“**Claims**” means the Mount Sicker Property claims, consisting of a single contiguous block of 16 cell mineral claims covering 1,805.5 hectares, situated within the Victoria Mining Division of British Columbia, Canada.

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

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

“**Escrow Agreement**” means the escrow agreement dated as of ◆, 2022 among the Company, the Escrow Shareholders and the Trustee.

“**Escrowed Securities**” means the Common Shares that are subject to escrow pursuant to the Escrow Agreement.

“**Escrow Shareholders**” means Peter Smith, Westcan Energy Ltd., John Newell, Brad Newell, Tony Ricci, Donald Currie, David Jones, Thomas Lamb, Guy Pinsent, Thomas Pinsent, Nelson Lamb, William Atkinson, Gordon Holmes, Justin Deveault and 802213 Alberta Ltd.

“**First Option Agreement**” means the Option Agreement dated as of October 1, 2021 between Justin Deveault and 802213 Alberta Ltd. as Optionor and the Company as Optionee, pursuant to which the Company acquired an option to acquire a 100% interest in and to certain portions of the Mount Sicker Property.

“**First Release Date**” means the date the Common Shares are listed on the CSE.

“**Guidelines**” means and National Policy 58-201 – *Corporate Governance Guidelines*.

“**MD&A**” means the Company’s Management’s Discussion and Analysis included in this Prospectus as Appendix II.

“**Mount Sicker Property**”, “**Property**” or “**Project**” means the mineral exploration property that is the subject of the Option Agreements, comprised of the Claims.

“**NI 43-101**” means National Instrument 43-101 – *Standards of Disclosure for Mineral Properties*.

“**NI 52-110**” means National Instrument 52-110 – *Audit Committees*.

“**NI 58-101**” means National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

“**Option Agreements**” mean the First Option Agreement and the Second Option Agreement, collectively.

“**Optionor**” means, collectively, Justin Deveault and 802213 Alberta Ltd., the optionor under the Option Agreements.

“**Plan**” means the Company’s stock option plan.

“**Prospectus**” means this preliminary prospectus filed by the Company.

“**Sasquatch**” or the “**Company**” means Sasquatch Resources Corp., a company incorporated under the laws of the Province of British Columbia.

“**Second Option Agreement**” means the Option Agreement dated as of November 5, 2021 between Justin Deveault and 802213 Alberta Ltd. as Optionor and the Company as Optionee, pursuant to which the Company acquired an option to acquire a 100% interest in and to certain portions of the Mount Sicker Property.

“**Technical Report**” means an independent geological report dated March 15, 2022 prepared by Jacques Houle, P. Eng., respecting the Mount Sicker Property.

“**Trustee**” means Endeavor Trust Company.

## PROSPECTUS SUMMARY

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

### The Company

The Company was incorporated under the *Business Corporations Act* (British Columbia) on February 8, 2021 under the name “Scenc Resources Corp.” On May 3, 2022, the Company’s name was changed to “Sasquatch Resources Corp.”.

The Company’s registered and records office is located at #600-1090 West Georgia Street, Vancouver, BC V6E 3V7. The Company has no subsidiaries and does not hold securities in any corporation, partnership, trust or other corporate entity. The Company is currently engaged in the business of mineral exploration in British Columbia, Canada.

See “Description and General Development of the Business”.

### Mount Sicker Property

The Mount Sicker Property claims consist of a single contiguous block of 16 cell mineral claims covering 1,805.5 hectares situated within the Victoria Mining Division of British Columbia, Canada. The claims are centred just west of Big Sicker Mountain, 10 km northwest of the City of Duncan, and straddle the Municipality of North Cowichan (east half) and the Cowichan Valley Regional District (west half) on southern Vancouver Island.

The Company holds an option to acquire a 100% interest in and to the Mount Sicker Property from Justin Deveault and 802213 Alberta Ltd. pursuant to the Option Agreements. At the time of execution of the Option Agreements, each of Justin Deveault and 802213 Alberta Ltd. were arm’s length parties to the Company. Justin Deveault became a director of the Company on March 18, 2022.

An independent geological report (the “**Technical Report**”) prepared by Jacques Houle, P.Eng., who is a “Qualified Person” as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”), was completed in relation to the Property on March 15, 2022. The Technical Report recommended that the Property warrants phased exploration work, including an initial phase having approximate total cost of \$150,000.

See “Description and General Development of the Business” and “Mount Sicker Property”.

### Use of Available Funds

As of the date of this Prospectus, the Company has aggregate available funds of approximately \$650,000. The Company intends to use the available funds as follows over the next 12 months:

Use of Available Funds	Amount
Prospectus and CSE Listing costs <sup>(1)</sup>	\$100,000
Exploration of the Property <sup>(2)</sup>	\$150,000
Property Payments <sup>(3)</sup>	\$45,000
General & Administrative Expenses for 12 months	\$162,000
Unallocated Working Capital <sup>(4)</sup>	\$193,000
<b>Total</b>	<b>\$650,000</b>

(1) This amount includes approximately: \$50,000 in legal fees; \$12,000 in auditor fees; CSE and securities commission filing fees of \$30,000; and miscellaneous expenses of \$8,000.

(2) This amount reflects the estimated budget of \$150,000 for an initial phase of exploration work as recommended by the Technical Report. Under the Option Agreements, the Company must incur minimum exploration expenditures of \$250,000 on or before October 1, 2024.

- (3) This amount reflects the cash payment required to be made by the Company pursuant to the terms of the First Option Agreement. Additional cash payments by the Company of \$45,000 on October 1, 2023, \$95,000 on October 1, 2024 and \$100,000 on November 5, 2024 are also required pursuant to the terms of the Option Agreements.
- (4) To the extent necessary, the Company will utilize these funds to fund any negative cash flow in future periods.

The Company's unallocated working capital will be available for further exploration work on the Mount Sicker Property, if such work is warranted based on results from the exploration programs currently planned. It is the intention of the Company to remain in the mineral exploration business. Should the Mount Sicker Property not be deemed viable, or if the Company's funds are not required for further work on the Mount Sicker Property, those funds will be allocated to the acquisition, exploration or development of other properties, including other properties that may be identified by the Company in the future.

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

See "*Use of Available Funds.*"

### **Risk Factors**

An investment in the Common Shares should be considered highly speculative due to the nature of the Company's business and the present stage of its development and should only be considered by investors who can afford the total loss of their investment.

A prospective purchaser of Common Shares should be aware that there are various risks that could have a material adverse effect on, among other things, the properties, business and condition (financial or otherwise) of the Company. These risk factors, together with all of the other information contained in this Prospectus, including information contained in the sections entitled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Information", should be carefully reviewed and considered before the decision to purchase Common Shares is made.

The Company has a limited operating history upon which to evaluate the Company. The Company has no history of earnings and the Company may need to raise additional capital in the future. The intended use of proceeds described in this Prospectus is an estimate only and is subject to change. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. It is anticipated that the Company will continue to report negative operating cash flow in future periods, likely until one or more of its mineral properties are placed into production. The Company's ability to generate sufficient cash flow from operations to make scheduled payments to its contractors, service providers and merchants will depend on future financial performance. There are no known commercial quantities of mineral reserves on our properties. Factors beyond the Company's control may affect the marketability of metals discovered, if any. The Company cannot guarantee that title to its mineral properties will not be challenged. Any delay or failure to receive any required land use approvals or permits could negatively impact the Company's future exploration of its mineral properties. Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The Company's activities are subject to environmental regulation and may require permits or licences that may not be granted. The Company may be liable for environmental contamination and natural resource damages relating to its mineral properties that occurred before the Company owned its mineral properties. The Property or the roads or other means of access which the Company intends to utilize may be subject to interests or claims by third party individuals, groups or companies. The Company and its assets may become subject to uninsurable risks. The Company competes with other companies with greater financial resources and technical facilities. The Company is currently largely dependent on the performance of its directors and management and there is no assurance that their services can be maintained. If the Company fails to meet its commitments under the Option Agreements, it may lose its interest in the Property. In recent years both metal prices and publicly traded securities prices have fluctuated widely. The Company has an unlimited number of Common Shares that may be issued by the board of directors without further action or approval of the Company's shareholders. Income tax consequences in relation to the securities offered will vary according to

the circumstances of each purchaser. Situations may arise where the interests of certain of the Company’s directors and officers could conflict with the interests of the Company. The Company has not declared or paid any dividends and does not currently have a policy on the payment of dividends. Preparation of its financial statements requires the Company to use estimates and assumptions, and actual amounts could differ from those based on these estimates and assumptions. Legal, accounting and other expenses associated with public company reporting requirements have increased significantly in recent years. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions.

### Summary of Financial Information

The following is selected historical financial information of the Company. The Company has a financial year ending April 30.

The summary presented below contains selected financial information of the Company that is derived from, and should be read in conjunction with, the financial statements of the Company and notes thereto, “Consolidated Capitalization” and Management’s Discussion and Analysis that are included elsewhere in this Prospectus. All of the financial information presented below is prepared in accordance with International Financial Reporting Standards (“IFRS”).

	<b>For the financial year ended April 30, 2022 (\$) (audited)</b>
Exploration and evaluation assets	24,000
Total assets	650,003
Total liabilities	19,309
Shareholders' equity (deficit)	630,694

To the date of this Prospectus, the Company has issued 17,454,000 Common Shares. The proceeds of these issuances have been and will be used for general corporate purposes of the Company.

The Company has not declared or paid any dividends since incorporation and does not envisage declaring or paying any dividends until such time as it earns sufficient profits from which to declare a dividend.

### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains forward-looking information which deals with intentions, beliefs, expectations and future results as they pertain to the Company and the Company’s industry. This forward-looking information also includes information regarding the financial condition and business of the Company, as they exist at the date of this Prospectus. Forward-looking information is often, but not always, identified by the use of words such as “seeks”, “believes”, “plans”, “expects”, “intends”, “estimates”, “anticipates” and statements that an event or result “may”, “will”, “should”, “could” or “might” occur or be achieved and other similar expressions. This forward-looking information includes, without limitation, information about the Company’s opportunities, strategies, competition, expected activities and expenditures as the Company pursues its business plan, the adequacy of the Company’s available cash resources and other statements about future events or results. In particular, and without limiting the generality of the foregoing, this Prospectus contains forward-looking information concerning its exploration of the Property, which information has been based on exploration on the Property to date and the recommended work program set forth in the Technical Report concerning the Mount Sicker Property. Forward-looking information is information about the future and is inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, such as business and economic risks and uncertainties, including, without limitation, those referred to under the heading “*Risk Factors.*” The forward-looking information is based on a number of assumptions, including assumptions regarding general market conditions, the availability of financing for proposed transactions and programs on reasonable terms, and the ability of outside service providers to deliver services in a satisfactory and timely manner. The Company’s forward-looking information is based on the beliefs, expectations and opinions of management of the Company on the date the information is provided. For the reasons set forth above, investors should not place undue

reliance on forward-looking information. The Company does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable law.

This Prospectus includes many cautionary statements, including those stated under the heading “*Risk Factors.*” You should read these cautionary statements as being applicable to all related forward-looking information wherever it appears in this Prospectus.

## **CORPORATE STRUCTURE**

The Company was incorporated under the *Business Corporations Act* (British Columbia) on September 9, 2021 under the name “Scenc Resources Corp.” On May 3, 2022, the Company’s name was changed to “Sasquatch Resources Corp.”.

The Company’s registered and records office is located at #600-1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7. The Company has no subsidiaries and does not hold securities in any corporation, partnership, trust or other corporate entity. The Company is currently engaged in the business of mineral exploration in British Columbia, Canada.

## **DESCRIPTION AND GENERAL DEVELOPMENT OF THE BUSINESS**

### **History**

On September 9, 2021, the Company issued one Common Share at a price of \$0.01 in connection with the incorporation of the Company. The share was subsequently surrendered, and the certificate cancelled.

On October 1, 2021, the Company entered into the First Option Agreement and issued an aggregate of 250,000 Common Shares at a price of \$0.02 per share and paid \$15,000 in cash to the Optionor thereunder.

On October 8, 2021, the Company completed a non-brokered private placement financing raising aggregate gross proceeds of \$215,000 by the issuance of 10,750,000 Common Shares at a price of \$0.02 per share.

On November 5, 2021, the Company entered into the Second Option Agreement and issued an aggregate of 200,000 Common Shares at a price of \$0.02 per share to the Optionor thereunder.

On November 18, 2021, the Company approved its stock option plan and issued an aggregate of 1,120,000 stock options thereunder, each exercisable at an exercise price of \$0.10 until November 18, 2031.

On April 30, 2022, the Company completed a non-brokered private placement financing raising aggregate gross proceeds of \$625,400 by the issuance of 6,254,000 Common Shares at a price of \$0.10 per share.

On May 12, 2022, the Company issued an aggregate of 600,000 stock options, each exercisable at an exercise price of \$0.10 until May 12, 2032.

### **Mount Sicker Property**

The Mount Sicker Property claims consist of a single contiguous block of 16 cell mineral claims covering 1,805.5 hectares, situated within the Victoria Mining Division of British Columbia, Canada. The Claims are centred just west of Big Sicker Mountain, 10 km northwest of the City of Duncan, and straddle the Municipality of North Cowichan (east half) and the Cowichan Valley Regional District (west half) on southern Vancouver Island.



## The Option Agreements

The Company holds an option to acquire a 100% interest in and to the Mount Sicker Property from Justin Deveault and 802213 Alberta Ltd. (collectively, the “**Optionor**”) pursuant to the Option Agreements. The First Option Agreement pertains to 15 of the 16 Claims comprising the Mount Sicker Property, and the Second Option Agreement pertains to the one remaining Claim comprising the Mount Sicker Property. Copies of the Option Agreements have been filed by the Company on SEDAR at [www.sedar.com](http://www.sedar.com) as material documents.

The Option Agreements contain varying representations and warranties made by each of the Company and Justin Deveault and 802213 Alberta Ltd. relating to, among other things: the party’s right and authority to enter into the Option Agreements and carry out its intentions and obligations thereunder; incorporation and standing of the party; enforceability of the Option Agreements against the party, and the Option Agreements not contravening laws, judgements, or approvals; and in the case of the Optionor, certain representations and warranties related to the description of the Claims and the Property in the Option Agreements, the Optionor’s ownership interests therein and the absence of claims, actions, suits or proceedings pertaining to the party or the Mount Sicker Property. The assertions embodied in the Option Agreements’ representations and warranties are solely for the purposes of the Option Agreements and should not be relied on as statements of factual information.

As initial requirements to exercise the option to acquire the Mount Sicker Property pursuant to the Option Agreements, the Company issued 250,000 Common Shares and paid \$15,000 to the Optionor on or about October 1, 2021 pursuant to the First Option Agreement, and issued 200,000 Common Shares to the Optionor on or about November 5, 2021 pursuant to the Second Option Agreement. The 250,000 Common Shares issued on October 1, 2021 under the First Option Agreement are subject to escrow (see “*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer.*”)

In order to complete exercise of the option to acquire the Mount Sicker Property pursuant to the Option Agreements, the Company is further required to:

- pay to the Optionor an additional \$45,000 on or before October 1, 2022 (First Option Agreement);
- pay to the Optionor an additional \$45,000 on or before October 1, 2023 (First Option Agreement);
- pay to the Optionor an additional \$95,000 on or before October 1, 2024 (First Option Agreement);
- pay to the Optionor an additional \$100,000 on or before November 5, 2024 (Second Option Agreement);
- issue to the Optionor an additional 250,000 Common Shares on or before October 1, 2022 (First Option Agreement);
- issue to the Optionor an additional 200,000 Common Shares on or before November 5, 2022 (Second Option Agreement);
- issue to the Optionor an additional 250,000 Common Shares on or before October 1, 2023 (First Option Agreement);
- issue to the Optionor an additional 300,000 Common Shares on or before November 5, 2023 (Second Option Agreement);
- issue to the Optionor an additional 500,000 Common Shares on or before October 1, 2024 (First Option Agreement);
- issue to the Optionor an additional 800,000 Common Shares on or before November 5, 2024 (Second Option Agreement);
- incur a minimum of \$250,000 in exploration expenditures on the Property on or before October 1, 2024; and
- grant to each of Justin Deveault and 802213 Alberta Ltd. a 1.0% Net Smelter Returns royalty on the Property. One-half of the 1.0% Net Smelter Returns royalty for the 15 mineral claims under the First Option Agreement may be repurchased by the Company from either or both of Justin Deveault and/or 802213 Alberta Ltd. by paying \$1,000,000 to such party at any time prior to commencement of commercial production on the Property. One-half of the 1.0% Net Smelter Returns royalty for the one mineral claim under the Second Option Agreement may be repurchased by the Company from either or both of Justin Deveault and/or 802213 Alberta Ltd. by issuing 250,000 Common Shares to such party at any time prior to commencement of commercial production on the Property.

## **Technical Report**

An independent geological report (the “**Technical Report**”) prepared by Jacques Houle, P.Eng., who is a “Qualified Person” as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”), was completed in relation to the Property on March 15, 2022. The Technical Report recommends that the Property warrants ongoing, systematic and phased modern exploration work, including an initial phase having approximate total cost of \$150,000. See “*Mount Sicker Property – Recommendations*” for further information.

## **Future Plans**

The Company will apply to the CSE for approval to list the Common Shares on the CSE. The Listing on the CSE will be subject to the Company fulfilling all of the listing requirements of the CSE, including meeting all minimum listing requirements.

In relation to the Mount Sicker Property, the Company plans to follow recommendations made in the Technical Report, described above. The Company also intends to fulfill its obligations to exercise the option to acquire the Mount Sicker Property under the Option Agreements.

## **Trends**

There are significant uncertainties regarding the prices of gold and silver and other minerals and the availability of equity financing for the purposes of mineral exploration and development. For instance, the price of gold, silver and other minerals has fluctuated widely in recent years and wide fluctuations are expected to continue. Apart from this risk, and the risk factors noted under the heading “*Risk Factors*,” the Company is not aware of any other trends, commitments, events or uncertainties that would have a material adverse effect on our business, financial condition or results of operations.

## **Competitive Conditions**

The Company is a grassroots mineral exploration company. The mineral exploration industry is competitive, with many companies competing for the limited number of precious and base metals acquisition and exploration opportunities that are economic under current or foreseeable metals prices, as well as for available investment funds. Competition also exists for the recruitment of qualified personnel and equipment. See “*Risk Factors*.”

## **Government Regulation**

Mining operations and exploration activities in Canada are subject to various federal, provincial and local laws and regulations which govern prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters.

The Company believes that it is and will continue to be in compliance in all material respects with applicable statutes and the regulations passed in Canada. There are no current orders or directions relating to the Company with respect to the foregoing laws and regulations.

## **Environmental Regulation**

The various federal, provincial and local laws and regulations governing protection of the environment are amended often and are becoming more restrictive. The Company’s policy is to conduct its business in a way that safeguards public health and the environment. The Company believes that its operations are conducted in material compliance with applicable environmental laws and regulations.

Since its incorporation, the Company has not had any environmental incidents or non-compliance with any applicable environmental laws or regulations. The Company estimates that it will not incur material capital expenditures for environmental control facilities during the current fiscal year.

## MOUNT SICKER PROPERTY

The Technical Report, prepared by Jacques Houle, P.Eng., who is a “Qualified Person” as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”), was completed in relation to the Mount Sicker Property on March 15, 2022. Unless stated otherwise, the information in this section is summarized, compiled or extracted from the Technical Report. The Technical Report was prepared in accordance with NI 43-101 and has been filed with the securities regulatory authorities in British Columbia.

Portions of the following information are based on assumptions, qualifications and procedures which are not fully described herein. The Technical Report is available for review under the Company’s profile on the SEDAR website at [www.sedar.com](http://www.sedar.com).

### Property Description and Location

#### *Location*

The Mount Sicker Property claims consist of a single contiguous block of 16 cell mineral claims covering 1,805.5 hectares. The claims are centred at approximately UTM Zone 10N 442000 E 5144000 N, are located on BCGS Map Sheets 092B081, 092B082, 092B091, 092B092 or NTS Map Sheets 092B13, and are situated within the Victoria Mining Division of British Columbia, Canada. The claims are centred just west of Big Sicker Mountain 10 km northwest of the City of Duncan and straddle the Municipality of North Cowichan (east half) and the Cowichan Valley Regional District (west half) on southern Vancouver Island. The location and claims of the Mount Sicker Property appear in Figures 1 and 2 and in Table 1 below:

**Table 1 – Mount Sicker Property Mineral Titles**

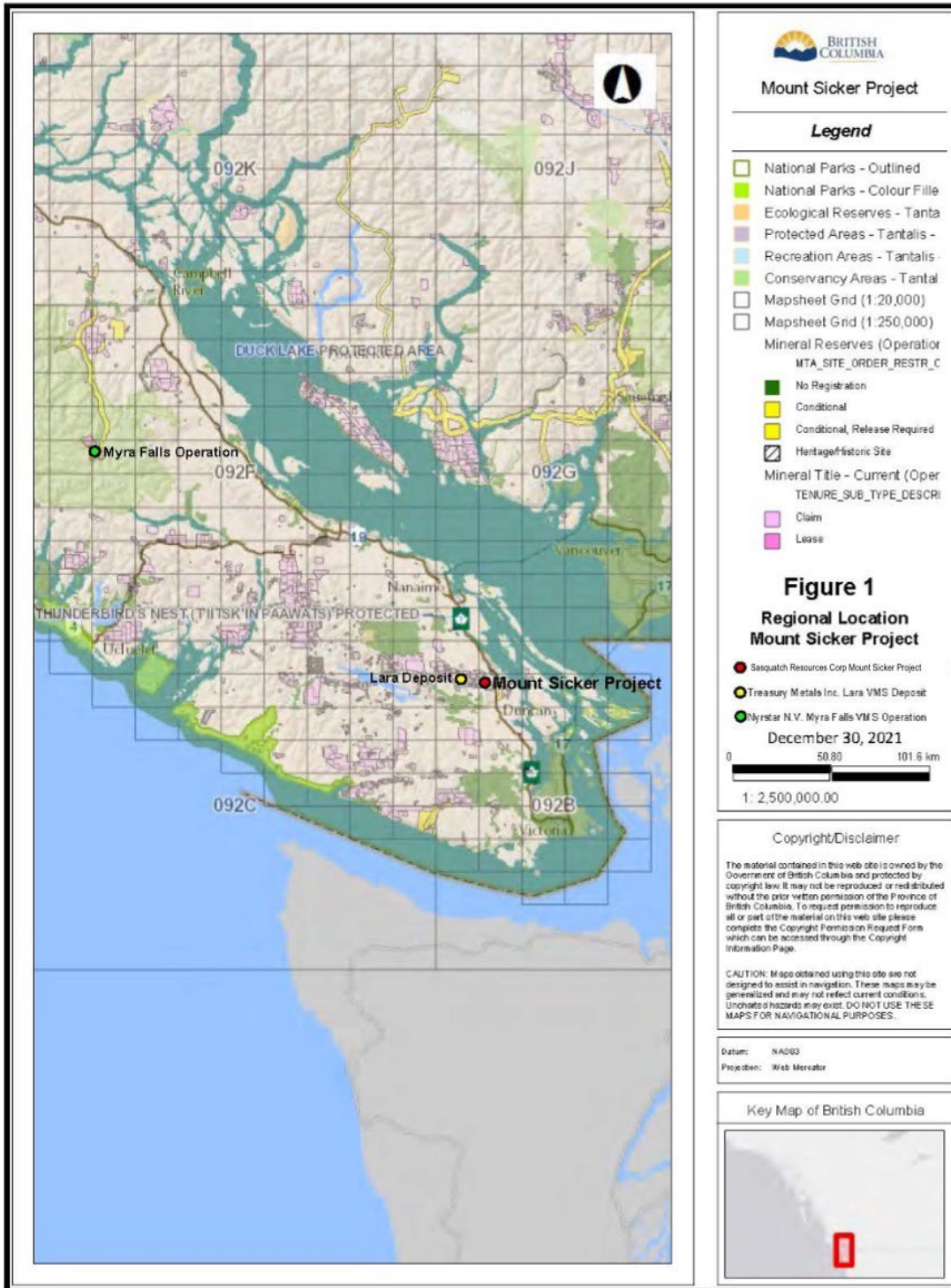
<b>Title Number</b>	<b>Title Type</b>	<b>Issue Date</b>	<b>Good To Date</b>	<b>Area (ha)</b>
1058549	Mineral	2018/FEB/11	2028/JUN/01	21.2458
1071435	Mineral	2019/OCT/01	2028/JUN/01	21.2458
1072713	Mineral	2019/NOV/14	2028/JUN/01	127.4182
1074328	Mineral	2020/FEB/02	2028/JUN/01	63.7312
1074555	Mineral	2020/FEB/13	2028/JUN/01	42.4961
1074557	Mineral	2020/FEB/13	2028/JUN/01	63.7421
1074558	Mineral	2020/FEB/13	2028/JUN/01	84.9715
1074563	Mineral	2020/FEB/13	2028/APR/01	106.2364
1074728	Mineral	2020/FEB/21	2028/JUN/01	85.002
1074771	Mineral	2020/FEB/23	2028/JUN/01	42.5008
1074772	Mineral	2020/FEB/23	2028/JUN/01	84.9698
1074774	Mineral	2020/FEB/23	2028/JUN/01	212.4026
1074780	Mineral	2020/FEB/23	2028/JUN/01	446.1662
1075484	Mineral	2020/MAR/27	2028/JUN/01	42.478
1075897	Mineral	2020/APR/27	2028/JUN/01	84.9418
1075919	Mineral	2020/APR/27	2028/JUN/01	275.9648
<b>16 titles</b>				<b>1805.5131</b>

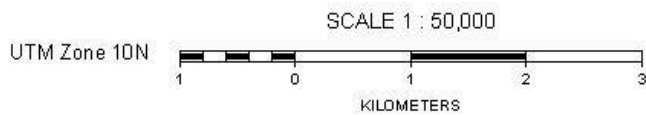
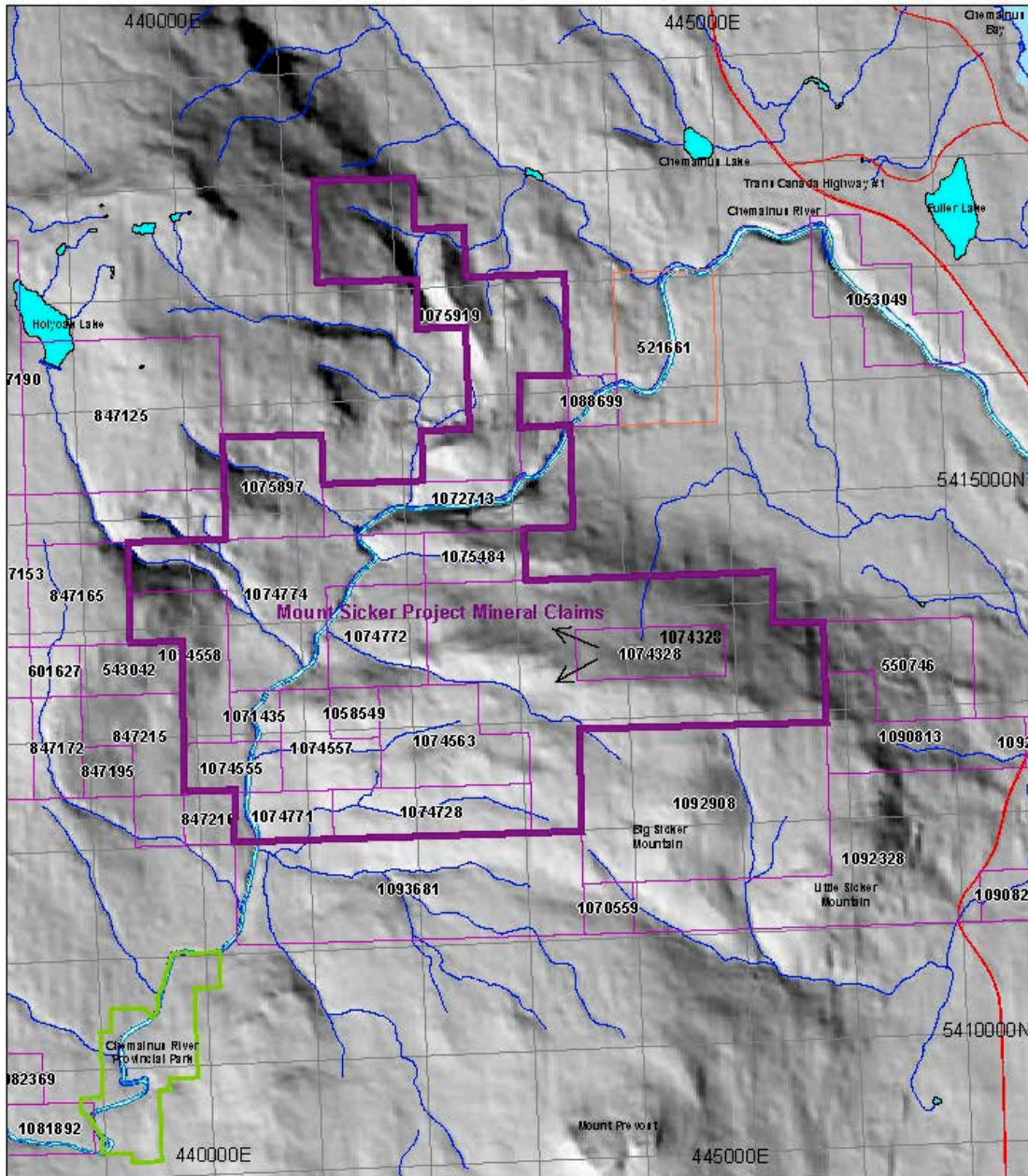
#### *The Claims*

The Mount Sicker Property claims are held in 50% interests by Justin Deveault (FMC # 277308) and Kelly Funk’s private company 802213 Alberta Ltd. (FMC# 146571), subject to the terms of the Option Agreements.

Mineral title ownership for the Mount Sicker Property has some uncertainties at this time due to the presence in some areas of pre-existing crown-granted titles with varying rights. These crown-granted titles remain as a legacy from the

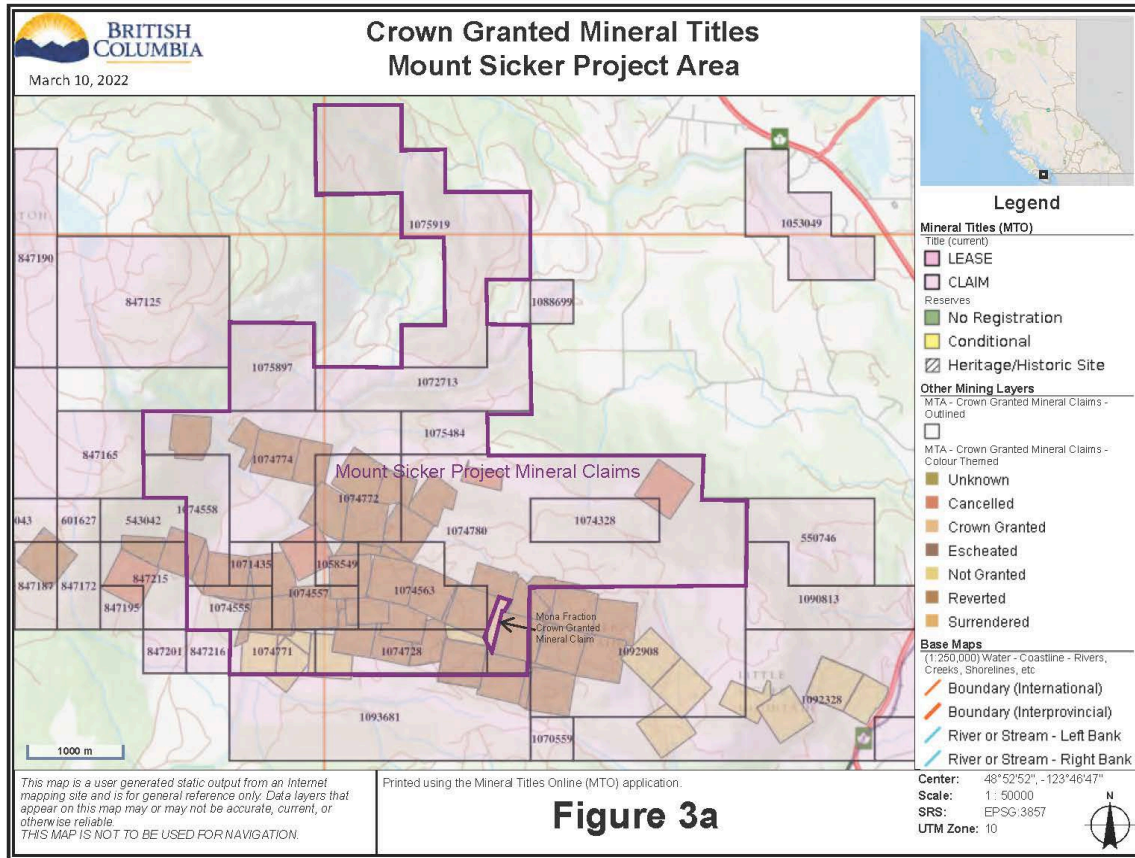
historic exploration and mining operations in the Mount Sicker area. These historic crown-granted titles were recorded as mineral claims from the late 1800's until 1960, some which were subsequently acquired through application to the provincial government for crown grant status with various rights which may have included undersurface rights including base metals, precious metals, iron, coal, timber, water and/or surface rights. These titles were originally staked as individual rectangular mineral claims nominally about 20 hectares each in area, with smaller polygonal fractions staked between some of them. The gold and silver mineral rights for most of these titles have reverted to the crown in recent years and therefore those rights are held by the overlying cell mineral claims; some titles may still have varying mineral and/or surface rights held by others.





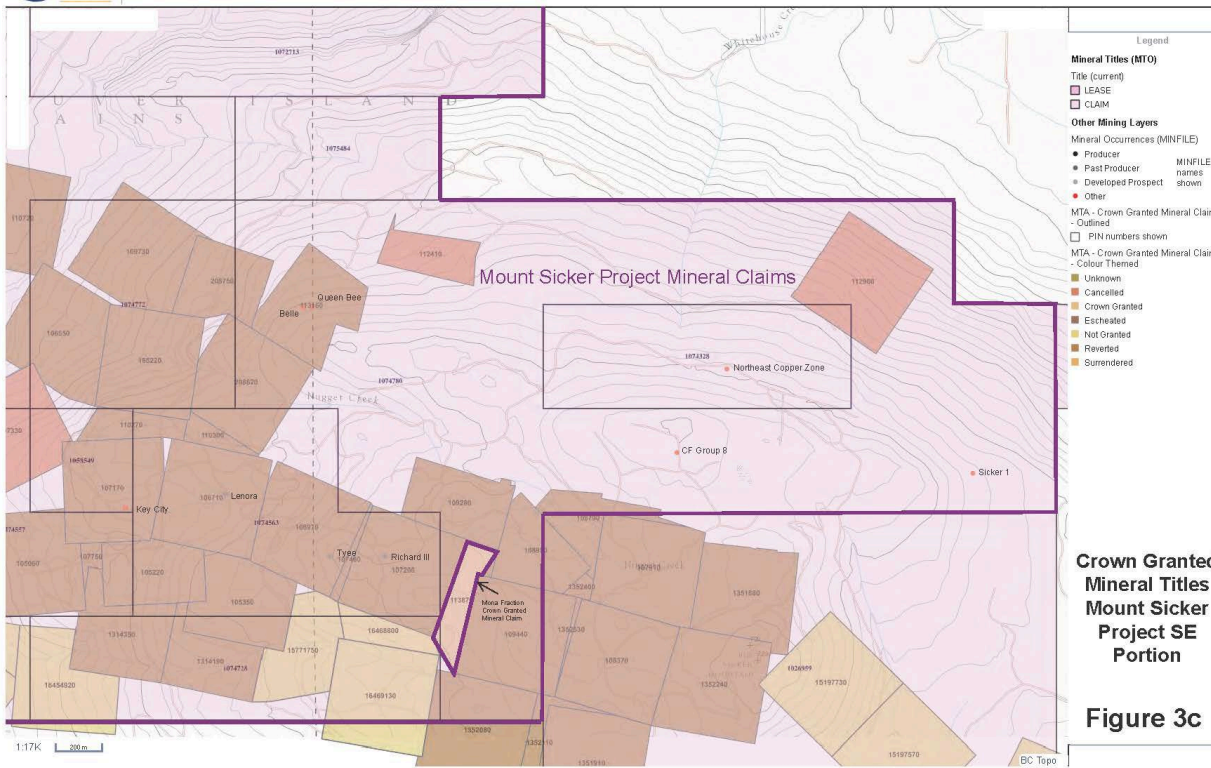
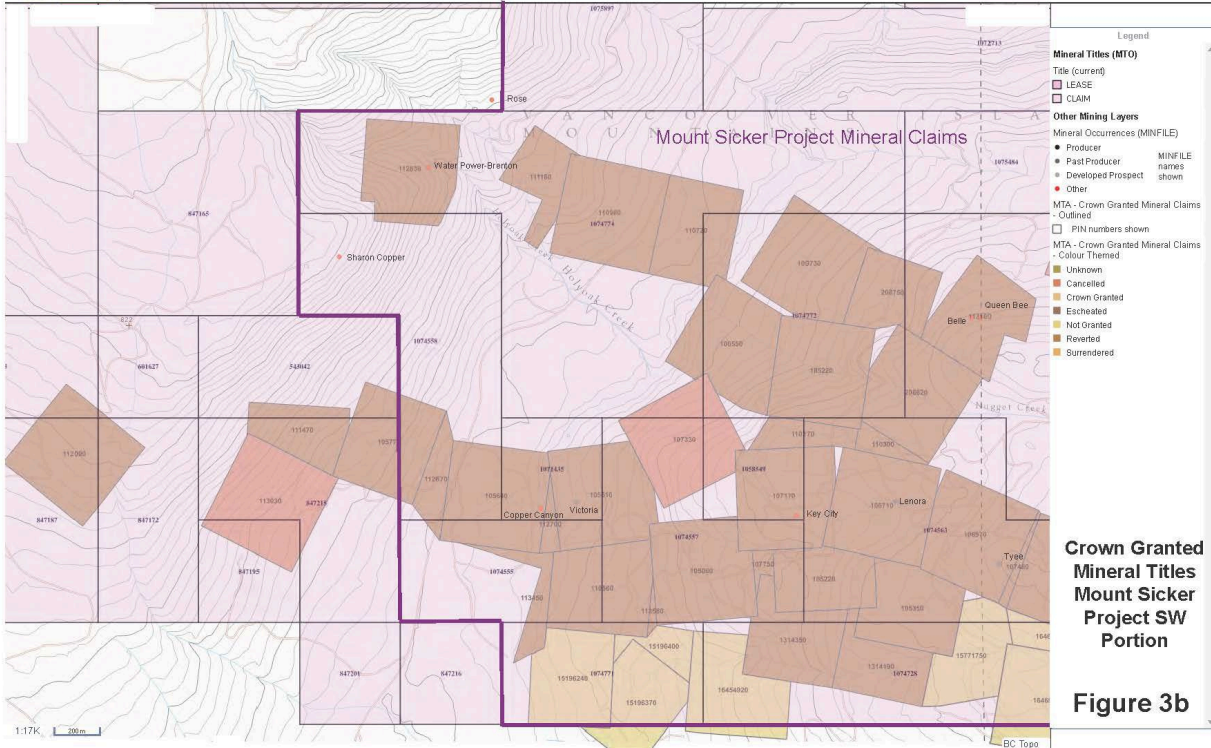
**Figure 2**  
**Mount Sicker Project**  
**Mineral Claims**





Within the area covered by the cell mineral claims of the Mount Sicker Property there is only one crown granted mineral claim that is definitely in good standing (Mona Fraction covering 5.9 hectares) located in the southeast portion of the Project area. The other crown granted mineral claims in the area covered by the cell mineral claims of the Project are either cancelled, escheated, reverted, surrendered or were never granted. The remaining area covered by the cell claims totaling an estimated 1,799 hectares is sufficient for initial exploration work to proceed at this time, and for the Company to research and obtain additional information on the status and ownership of crown granted mineral titles covering priority exploration targets and to acquire those mineral rights from the owners if and when appropriate. Crown granted titles as shown in BC Mineral Titles Online appear in Figures 3a, 3b and 3c. The latter two detailed maps show PIN identification numbers for each crown granted mineral title.

Surface rights in the area of and surrounding the Mount Sicker Property are privately held through many different land titles by different owners. Timber rights in the area are held mainly by Mosaic Forest Management through crown granted titles, with logging operations undertaken periodically by various local contractors. The Mount Sicker Property claims straddle the administrative boundary between the Municipality of North Cowichan (east portion) and the Cowichan Valley Regional District (west portion) with the boundary following UTM Zone 10N line 442500 East. Section 19 of the B.C. *Mineral Tenure Act* requires that mineral title holders provide a minimum of eight days notice to surface rights owners prior to undertaking exploration on overlying mineral claims. The portion of the Mount Sicker Property claims southeast of the Chemainus River are situated within the stated traditional territories of several different local bands belonging to the Hul'qumi'num First Nation, shown in Figure 4. The remaining portion of the Mount Sicker Property claims northwest of the Chemainus River are situated within the stated traditional territories of the Snuneymuxw First Nation. It is considered best practice in B.C. to engage local communities including First Nations prior to undertaking exploration work on mineral claims located within the boundaries of their traditional territories.





Within the area covered by the cell mineral claims of the Mount Sicker Property there are numerous sites that may represent potential environmental liabilities. All or most of these sites are related to historic production and exploration activities conducted well before any of the cell mineral claims of the Project were selected. These include several shafts and adits which provided access to historic underground workings, as well as remaining surface infrastructure items including broken rock stockpiles, mill foundations and a tailings pond. These in addition to the naturally and artificially exposed sulphide-bearing outcrops on the Project area may represent sources of acid rock drainage and metal leaching. Contaminated sites which pre-exist the selection data of the Project's cell mineral claims are not considered the responsibility of the current mineral title holder. It is considered best practice when exploring projects with historic mining infrastructure like Mount Sicker to initiate a baseline environmental monitoring program primarily to identify potentially contaminated sites prior to initiating any significant disturbance, and to continue the environmental monitoring program while exploration activity is being undertaken, and until reclamation of the exploration work is completed.

The Company has not submitted any notice of work applications to the B.C. government for a *Mines Act* permit, which is required to undertake any mechanized exploration work on the Mount Sicker Property. Notice of work applications generally require approximately six months to process, and upon approval require the proponent to post a reclamation security and to submit an emergency response plan and a chance find archaeological procedure.

## **Accessibility, Climate, Local Resources, Infrastructure and Physiography**

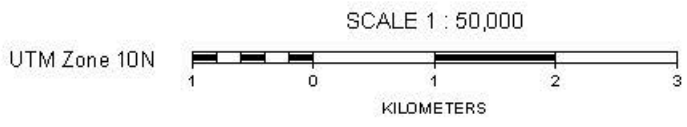
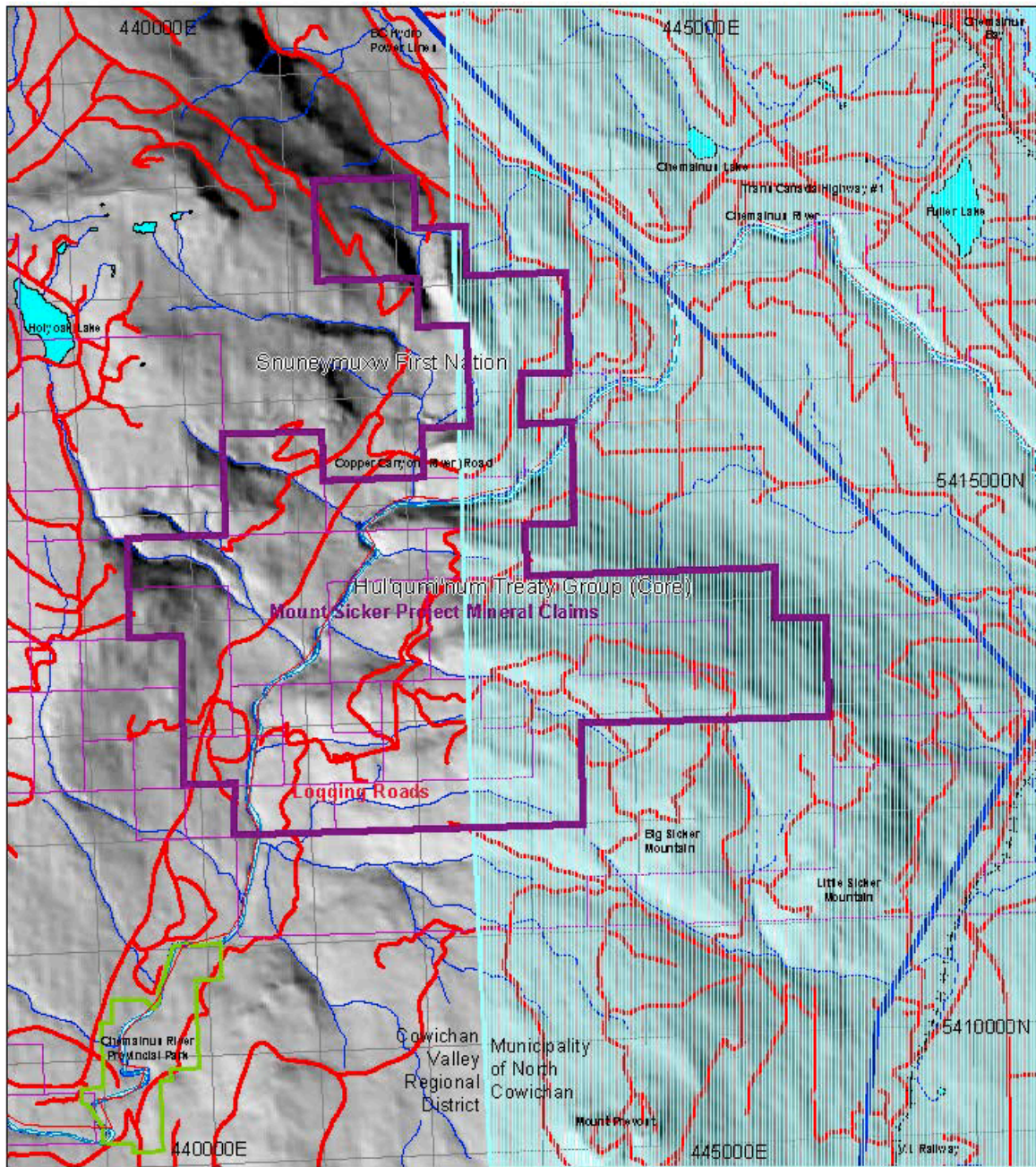
### ***Accessibility***

The eastern portion of the Mount Sicker Property is accessed from the Trans-Canada Highway 1 either west along Mt. Sicker Road and numerous old mining and newer logging roads along the east side of the Chemainus River, or northwest along the Mt. Prevost Road and various logging roads. The western portion of the Mount Sicker Property is accessed from the Trans-Canada Highway 1 southwest along River Road which becomes Copper Canyon Main Road along the west side of the Chemainus River and numerous logging roads. Many of the local logging roads may be occasionally blocked with locked gates by the local logging companies or their contractors who hold tenure for and maintain the logging roads. Gate keys can be obtained from the logging company through an access agreement which includes an annual fee and refundable key deposit. Road access to and throughout the property is excellent. Infrastructure, physiography and political boundaries appear in Figure 4.

### ***Climate***

The climate in the area of the Mount Sicker Property is classified as warm and temperate. Rain falls mostly in the winter between November and January, averaging 200 mm per month, some of which may accumulate as snow at elevations above 500 metres where temperatures remain just below freezing. Summers are warm and dry with temperatures averaging 17 C between June and September and often result in closure of back roads by logging companies and/or regional governments to help prevent fires. Most exploration work can be conducted on the property year-round, subject to occasional extreme weather conditions including heavy snowfalls in the winter or extreme heat and dryness in the summer.

The physiography of the Mount Sicker Property consists of round-topped mountains less than 800 metres in elevation with steeply incised creeks draining into the Chemainus River which flows northeast from the Project area at about 200 metres in elevation and then east to Osborne Bay and into Stuart Channel. During the heavy winter rains the creeks are swift flowing and can be dangerous to approach, but at other times are generally traversable in most areas. The Chemainus River follows a steep-sided canyon, locally known as Copper Canyon. Most of the Project area is easily traversable by vehicle or by foot.



**Figure 4**  
**Mount Sicker Project**  
**Area Infrastructure and**  
**Political Boundaries**



The municipality of North Cowichan covers the eastern portion of the Mount Sicker Property and extends to, surrounds and includes the small residential communities of Chemainus, Crofton, Osborne Bay and Maple Bay. The City of Duncan located 10 km to the southwest of the Mount Sicker Property is a full-service community of 5,000 people with healthcare, retail and professional services. It is an economic hub for the Cowichan Region of southern Vancouver Island, and a business centre for forestry, farming, fishing and tourism. The City of Nanaimo is located 40 km to the north of the Project is a major regional centre with a population of 95,000 and has ferry and port facilities at Duke Point. The City of Victoria is located 60 km to the south is the capital of B.C. with a population of 385,000, and is the administrative centre for the B.C. Ministry of Energy, Mines and Low Carbon Innovation. The Trans-Canada Highway 1 connects Victoria to Duncan and Nanaimo and passes within 3 kilometres northeast of the Project. The Southern Railway of Vancouver Island (formerly the E & N Railway) main line runs more or less adjacent to Highway 1, but is only used for local industrial transportation along the existing main and spur rail lines. BC Hydro owns and operates power facilities including twinned 230 kV transmission lines which pass within 5 km to the south of the Project, and tripled 138 kV lines which pass within 1 km northeast of the Project, and supplies hydro power from 6 generating facilities on Vancouver Island and others on the B.C. mainland. Fortis BC owns and operates natural gas facilities including pipelines which follow the power lines 5 km south of the Project. Local water, power, services, personnel and private land owned by surface right tenure holders are all sufficient for mid-sized future mining and processing operations.

### ***Physiography***

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### **History and Historical Exploration**

#### ***Description of Historical Work on the Property***

The documented mining-related history of the area of Mount Sicker Property began in 1897 with the discovery, claim staking and initial exploration of copper-bearing massive sulphide mineralization exposed on the west slope of Mount Sicker, and continued sporadically over the past 125 years. Selected pages from BC Minister of Mines Annual Reports for the Mount Sicker area describe the general location, work completed, owners and/or operators and names of each claim or claim groups from 1897 to 1968, written by ministry employees and summarized in Table 2 below:

**Table 2 – BC Minister of Mines Annual Reports for the area of Mount Sicker Property**

<b>Report Year</b>	<b>Pages</b>	<b>Property / Claims</b>	<b>Owner / Operator</b>	<b>Work Completed / Results</b>	<b>MINFILE Numbers</b>
1897	567-569	Lenora, Key City, Shakespeare	Smith, H., Buzzard, H.	open cuts, adits / copper and iron sulphides, quartz veins	092B 001
		Tyee	Livingstone, C.	shaft sinking, cross cut / chalcopryrite	092B 002
		Belle		prospecting / quartz veins	092B 089
		Copper Canyon, Victoria, Susan	Pearson, P.J.	adit / quartz-sulphide veins	092B 086, 092B 004
1898	1147-1149	Lenora	Smith, H., Buzzard, H.	wagon road, cross cuts, winze, bulk sampling, smelting tests in Tacoma, mining equipment / 2 parallel orebodies	092B 001
		Richard III	Richards, L.	shaft sinking in ore	092B 003
		Queen Bee	McLennan, N., Little, J.H., Klassell, N.A.	adit / free milling gold	092B 088
		Copper Canyon, Victoria		adit / quartz-sulphide vein	092B 086, 092B 040
1900	928-929	Lenora	Lenora - Mount Sicker Mining Company	ore shipped, stockpiled, drifting, railway construction, townsite design / new vein discovered	092B 001
		Tyee, Maggie Fraction	Tyee Copper Mining Company	shaft sinking, drifting, ore shipped / 2 lodes with high gold values	092B 002
		Queen Bee, Lord Roberts	The Vancouver Mount Sicker Syndicate	shaft sinking, drifting	092B 088
1901	1117-1118	Tyee, X.L., Tony, Donald, N.T. Fraction, Phil Fraction, Muriel Fraction, Herbert	Tyee Copper Company Limited	drifting, crosscuts, raising, shaft sinking, ore shipped	092B 002
		Victoria, Yankee, Copper Canyon, Venture, Susan, May, Star, Anoka	Mount Sicker and Brenton Mines Limited	development, buildings constructed	092B 004, 092B 086
		Queen Bee, Lord Roberts, Yreka, Oro Fino, Klamath	The Vancouver Mount Sicker Syndicate	shaft sinking, drifting, access road constructed	092B 088
1902	238-254	Richard III	Richard III Development Company Limited	shaft re-timbered, buildings	092B 003

		Tyee, Magic Fraction, X.L., Tony, Donald, N.T. Fraction, Phil Fraction, Muriel Fraction, Herbert, T.H.W. Fraction	Tyee Copper Company Limited	development, aerial tramway, new smelter constructed in Ladysmith	092B 002
		Lenora	Lenora - Mount Sicker Mining Company	3 adits completed to date; ore shipped to new smelter constructed in Crofton; operations suspended	092B 001
		Key City	Key City Copper Mining Company	shaft sinking, adit, drifting	092B 087
		Copper Canyon, Victoria, Elmore Fraction, Venture Fraction, Susan, Yankee, Anoka, May, Star	Mount Sicker and Brenton Mines Limited	adits, pits, crosscuts, raising	092B 004, 092B 086
1903	206-209	Tyee	Tyee Copper Company Limited	drifting, cross-cutting, sinking, raising, stoping, ore shipped to Smelter in Ladysmith	092B 002
		Richard III	Richard III Mining Company Limited	shaft sinking, drifting on 5 levels, crosscuts, raising, smelting tests at Ladysmith	092B 003
		Lenora	Lenora - Mount Sicker Mining Company	ore shipped from dump to smelter in Crofton	092B 001
1904	252-253	Tyee, X.L.	Tyee Copper Company Limited	development work, mining, shaft sinking, surface plant, shipping and smelting ore	092B 002
		Richard III	Richard III Mining Company Limited	operations closed	092B 003
1905	216	Tyee, X.L.	Tyee Copper Company Limited	exploration and development, shaft sinking, shipping and smelting ore	092B 002
		Richard III	Richard III Mining Company Limited	small scale development	092B 003
		Copper Canyon, Victoria	Mount Sicker and Brenton Mines Limited	operations resumed	092B 086, 092B 004
1906	207	Tyee, X.L.	Tyee Copper Company Limited	exploration and development, shaft sinking, diamond drilling, shipping and smelting ore	092B 002

		Richard III	Richard 111 Mining Company Limited	smelter contract with Tyee	092B 003
1907	154-155	Tyee, X.L.	Tyee Copper Company Limited	remaining ore shipped to smelter, drifting, cross-cutting, diamond drilling, mining operation ceased, smelter operating on custom ores	092B 002
		Richard III	Richard 111 Mining Company Limited	development, mining operations ceased, shipping and smelting ore	092B 003
		Copper Canyon, Victoria	Mount Sicker and Brenton Mines Limited	development, shaft sinking	092B 086, 092B 004
		Lenora	Vancouver Copper Company	prospecting, shipping ore, mining operations ceased	092B 001
1920	222	Belle, Seattle, Dunsmuir	Ladysmith Smelting Corporation	prospecting, open cuts	092B 089
1923	274-275	Sharon Copper, Pauper, Whale, Water Power and Brenton	Pearce, & O'Rooke	prospecting, adit, cross-cut, open cut	092B 040, 092B 041
1924	252-275	Lenora	Mellin, R.G.	stripping, open cuts, adit, surface plant, camp construction, road construction	092B 001
		Richard III	Maynard, H.	shaft sinking	092B 003
1925	303	Lenora	Mellin, R.G.	operations ceased temporarily	092B 001
		Richard III	Maynard, H.	cross-cuts from new shaft	092B 003
1926	334	Lenora, Tyee	Ladysmith Tidewater Smelters Limited	amalgamation of past producers, rehabilitation of workings / targeting low copper, zinc-rich ores	092B 001, 092B 002
1927	339	Lenora, Tyee	Ladysmith Tidewater Smelters Limited	road rehabilitation	092B 001, 092B 002
		Sharon Copper, Pauper, Whale, Water Power and Brenton	Miller, E.F.	open cuts, adits, cross-cuts	092B 040, 092B 041
1928	365	Tyee, Richard III, Lenora, Imperial, Muriel, Tony, Donald, Thelma, Herbert, N.T., Doubtful, X.L.	Pacific Tidewater Mines Limited	extension of main Lenora adit into Tyee claim, surface plant construction	092B 001, 092B 002, 092B 003

1929	371	Richard III, Tyee, Lenora	Pacific Tidewater Mines Limited	operations ceased	092B 001, 092B 002, 092B 003
1935	46	Tyee, Lenora	Tyee Consolidated Mining Company Limited	adit and shaft rehabilitation	092B 001, 092B 002
1936	63	Tyee, Lenora	Tyee Consolidated Mining Company Limited	power plant installed	092B 001, 092B 002
1939	90	Tyee, Lenora	Sheep Creek Gold Mines Ltd.	development work	092B 001, 092B 002
1940	74-75	Tyee, Lenora, Richard III	Sheep Creek Gold Mines Ltd.	drifting, cross-cutting, sinking, raising, diamond drilling, stripping, trenching	092B 001, 092B 002, 092B 003
1942	70	Tyee, Lenora, Richard III	Twin "J" Mines Limited	sampling, diamond drilling, adit rehabilitation, mill site preparation	092B 001, 092B 002, 092B 003
1943	69	Tyee, Lenora, Richard III	Twin "J" Mines Limited	diamond drilling, cross-cutting, raising, drifting, mining and milling, adit rehabilitation, camp and mill site construction	092B 001, 092B 002, 092B 003
1944	67	Tyee, Lenora, Richard III	Twin "J" Mines Limited	diamond drilling, cross-cutting, raising, drifting, mining and milling, adit rehabilitation; operation suspended temporarily	092B 001, 092B 002, 092B 003
1946	191	Tyee, Lenora, Richard III	Twin "J" Mines Limited	adit rehabilitation	092B 001, 092B 002, 092B 003
1947	183	Tyee, Lenora, Richard III	Twin "J" Mines Limited	milling, shipping concentrates to Tacoma (copper) and Trail (zinc) smelters; shaft rehabilitation, raising, diamond drilling, operation suspended	092B 001, 092B 002, 092B 003
1949	224	Tyee, Lenora, Richard III	Vancouver Island Base Metals Limited	shaft rehabilitation, drifting, raising, underground rehabilitation, diamond drilling	092B 001, 092B 002, 092B 003
1950	180	Tyee, Lenora, Richard III	Vancouver Island Base Metals Limited	underground rehabilitation, drifting, raising	092B 001, 092B 002, 092B 003
1951	199	Tyee, Lenora, Richard III	Vancouver Island Base Metals Limited	drifting, cross-cutting, raising, diamond drilling, mining, milling; copper, zinc and lead concentrates recovered	092B 001, 092B 002, 092B 003
1952	214	Tyee, Lenora, Richard III	Vancouver Island Base	operations ceased	092B 001, 092B 002, 092B 003

			Metals Limited		
1964	168-169	Lenora	Howden, W.	stripping, adit rehabilitation, mining crown pillar, shipping ore to Tacoma smelter	092B 001
1965	268	Rose	Armstrong, R., Massy, J.	prospecting schist for mica	092B 028
1967	79	Lenora, Tyee, Richard III, 53 other claims	Mount Sicker Mines Ltd.	geological, geochemical, stripping	092B 001, 092B 002, 092B 003
1968	107	Lenora, Tyee, Richard III, 28 other claims	Mount Sicker Mines Ltd.	geological, electromagnetic survey, trenching, stripping	092B 001, 092B 002, 092B 003

More recent history from the area of the Mount Sicker Property is document in BC Assessment Reports from 1967 to 2020, written and submitted to the BC government as a requirement for title maintenance by the owners/operators, and are summarized in Table 3 below:

**Table 3 – BC Assessment Reports for the area of the Mount Sicker Property**

ARIS Number	Year of Work	Author	Owner/Operator	Work Program	MINFILE Numbers
936	1967	Tikkanen, G.D.	Cominco Ltd.	Geophysical (ground)	092B028, 092B040, 092B041
1104	1967	Sheppard, E.P., Basco, D.M.	Mt. Sicker Mines Ltd.	Geological	092B001, 092B002, 092B003, 092B004, 092B087
1714	1968	Sheppard, E.P.	Mt. Sicker Mines Ltd.	Geophysical (ground)	092B001, 092B002, 092B003, 092B004, 092B087
2914	1970	Brooks, J.E.	Mt. Sicker Mines Ltd.	Line cutting	no MINFILE
3099	1971	Whittles, A.B.L., Loring, F.C.	Kinneard, G., Whittles, A.B.L., Loring, F.C.	Geophysical (ground), Geochemical	092B004, 092B086
3741	1972	Not specified	Mt. Sicker Mines Ltd.	Line cutting	no MINFILE
3950	1972	Watson, I.M.	Mt. Sicker Mines Ltd. / Ducanex Resources Ltd.	Geological	092B001, 092B002, 092B003, 092B004, 092B086, 092B087, 092B088, 092B089
3951	1972	Walcott, P.E.	Mt. Sicker Mines Ltd. / Ducanex Resources Ltd.	Geophysical (ground)	092B001, 092B002, 092B003, 092B004, 092B086, 092B087, 092B088, 092B089
4626	1973	Whittles, A.B.L.	Kinneard, G., Whittles, A.B.L., Loring, F.C.	Geophysical (ground), Geological, Geochemical	092B004, 092B086
4904	1973	Nielsen, P.P., Gutrath, G.C.	Mt. Sicker Mines Ltd.	Geophysical (ground)	092B088, 092B 089



5164	1974	Carter, J.S.	Dresser Minerals Division	Diamond Drilling (4 holes totalling 830 m.)	092B001, 092B002, 092B003
6216	1976	Deighton, J.R.	Deighton, J.R.	Geological	092B028, 092B040, 092B041
6518	1977	Deighton, J.R.	Deighton, J.R.	Geological	092B028, 092B040, 092B041
6548	1977	Somerville, R.	Imperial Oil Ltd.	Geochemical, Geophysical (ground)	092B028, 092B040, 092B041
6599	1977	Deighton, J.R.	Deighton, J.R.	Geochemical	092B086
6600	1977	Deighton, J.R.	Deighton, J.R.	Geological	092B004, 092B086
6699	1978	Deighton, J.R., Vyselaar, J.	Deighton, J.R., Utah Mines Ltd.	Geological, Geophysical (ground)	092B028, 092B041
6972	1978	Whittles, A.B.L.	Loring, F.C.	Geophysical (ground), Geological	092B004, 092B086
6996	1978	Ronning, P.A.	Mt. Sicker Mines Ltd. / S.E.R.E.M. Ltd.	Topographic	092B001, 092B002, 092B003, 092B004, 092B087, 092B088, 092B089, 092B099
7183	1979	Pauwels, A.	Union Miniere Explorations and Mining Corp. Ltd.	Geophysical (ground)	092B004, 092B086, 092B110
7273	1979	Pauwels, A.	Union Miniere Explorations and Mining Corp. Ltd.	Geochemical	092B041
7323	1979	Somerville, R.	Esso Minerals Canada	Diamond Drilling (448 m. in 6 holes)	092B028, 092B040, 092B041, 092B110
7435	1979	Pauwels, A.	Union Miniere Explorations and Mining Corp. Ltd.	Geochemical	092B004, 092B086
7714	1979	Ronning, P.A., Allen, G.	Postuk, P., S.E.R.E.M. Ltd.	Geological, Geochemical	092B088, 092B089
7875	1980	Allen, G., van Houten, C.G., Ronning, P.	S.E.R.E.M. Ltd., Mt. Sicker Mines Ltd.	Geological, Geochemical	092B001, 092B002, 092B003, 092B004, 092B087, 092B088, 092B089, 092B099
8168	1980	Ronning, P.	S.E.R.E.M. Ltd., Mt. Sicker Mines Ltd.	Geochemistry, Geophysical	092B001, 092B002, 092B003, 092B004, 092B087, 092B088, 092B089, 092B099
8264	1980	van Houten, C.G., Ronning, P.	S.E.R.E.M. Ltd., Mt. Sicker Mines Ltd.	Diamond Drilling (1,236 m. in 7 holes)	092B001, 092B002, 092B003, 092B004, 092B087, 092B088, 092B089, 092B099
11166	1983	Cooper, W.G.	Esso Resources Canada Ltd.	Geophysical (ground)	092B076
11328	1983	Sorbara, J.P.	Cominco Ltd.	Geological, Geochemical	092B001, 092B002, 092B003
11329	1983	Sorbara, J.P.	Cominco Ltd.	Geological, Geochemical	092B028, 092B041

11841	1983	Burge, C., Lonsdale, R.H.	Lieberman, P.	Diamond Drilling (107 m. in 3 holes)	092B071
12172	1984	Davidson, A.J.	Corporation Falconbridge Copper	Diamond Drilling (176 m. in 1 hole)	092B001, 092B002, 092B003, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
12315	1984	Witherly, K., Holland, G.L.	Willis, M., Joyce, A., R. Mrus, Utah Mines Ltd.	Geophysical (airborne, ground)	092B 076
12317	1984	Davidson, A.J.	Corporation Falconbridge Copper	Diamond Drilling (394 m. in 2 holes)	092B001, 092B002, 092B003, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
12379	1984	Britten, R.	Esso Resources Canada Ltd.	Geological, Geochemical	092B040, 092B110
12408	1983	Joyce, J.W.	Joyce, J.W., Mrus, R., Willis, M.	Prospecting	092B 076
12788	1984	Holland, G.L.	Willis, M., Joyce, A., R. Mrus, Utah Mines Ltd.	Geological, Geochemical	092B 076
13744	1985	Hendrickson, G.A.	Esso Resources Canada Ltd., Kidd Creek Mines Ltd.	Geophysical (ground)	092B040, 092B110
13907	1985	Lefebure, D.V.	Corporation Falconbridge Copper	Geological, Geochemical	092B 170, 092B 171
14008	1985	Holland, G.L.	Willis, M., Joyce, A., R. Mrus, Utah Mines Ltd.	Geochemical	092B 076
14411	1986	Enns, S.G.	Esso Resources Canada Ltd., Kidd Creek Mines Ltd.	Diamond Drilling (1,534 m. in 7 holes)	092B040, 092B110
14669	1985	Holland, G.L.	Willis, M., Joyce, A., R. Mrus, Utah Mines Ltd.	Geochemical, Geophysical (ground)	092B 076
14735	1986	Lefebure, D.V.	Corporation Falconbridge Copper	Diamond Drilling (1,502 m. in 5 holes)	092B001, 092B002, 092B003, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
14929	1986	Davidson, A.J.	Corporation Falconbridge Copper	Diamond Drilling (649 m. in 2 holes)	092B001, 092B002, 092B003, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
15442, 15749	1986	Holland, G.L.	Willis, M., Joyce, A., R. Mrus, Utah Mines Ltd.	Diamond Drilling (3,180 m. in 8 holes)	092B 076
15556	1986	Burge, C.	Corporation Falconbridge Copper	Geophysical (ground)	092B001, 092B002, 092B003, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172

15719	1987	Gibson, H.L.	Corporation Falconbridge Copper	Diamond Drilling (3,115 m. in 11 holes)	092B001, 092B002, 092B003, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
16163	1987	Gray, M.J.	Corporation Falconbridge Copper	Geological, Geochemical	092B001, 092B002, 092B003, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
16716	1987	Wells, G.S.	Minnova Inc.	Diamond Drilling (3,217 m. in 15 holes)	092B001, 092B002, 092B003, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
16871	1987	Wells, G.S.	Minnova Inc.	Diamond Drilling (176 m. in 1 hole)	092B001, 092B002, 092B003, 092B004, 092B086, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
17649	1988	Klemmer, S.G.	Esso Resources Canada Ltd., Falconbridge Ltd.	Diamond Drilling (195 m. in 1 hole)	092B040, 092B110
17834	1988	Wells, G.S.	Minnova Inc.	Diamond Drilling (477 m. in 1 hole)	092B001, 092B002, 092B003, 092B004, 092B086, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
17836	1988	Wells, G.S.	Minnova Inc.	Diamond Drilling (151 m. in 1 hole)	092B001, 092B002, 092B003, 092B004, 092B086, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
18520	1989	Baxter, P.	Minnova Inc.	Diamond Drilling (485 m. in 1 hole)	092B001, 092B002, 092B003, 092B004, 092B086, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
18859	1989	Wells, G.S.	Minnova Inc.	Diamond Drilling (3,103 m. in 8 holes)	092B001, 092B002, 092B003, 092B004, 092B086, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
19754	1990	Wells, G.S.	Minnova Inc.	Diamond Drilling (763 m. in 3 holes)	092B001, 092B002, 092B003, 092B004, 092B086, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
19765	1989	Stewart, R., Vande- Guchte, M.	Falconbridge Ltd.	Diamond Drilling (1,056 in 2 holes)	092B028, 092B040, 092B041
20579	1990	Wells, G.S.	Minnova Inc.	Diamond Drilling (172 m. in 1 hole)	092B001, 092B002, 092B003, 092B004, 092B086, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B 172
20957	1991	Stewart, R., Allen, G.	Falconbridge Ltd.	Diamond Drilling (1,802 m. in 4 holes)	092B028, 092B040, 092B041
25714	1998	Walton, R.	McNall, M.	Prospecting, Geophysical (ground)	092B086
26629	2001	Shearer, J.T.	Shearer, J.T.	Prospecting, Geological	092B 076

29537	2007	Phillips, S.	Phillips, S., Morris, R.	Prospecting	092B040
29840	2007	Kelso, I., Wetherup, S.	Laramide Resources Ltd.	Geophysical (airborne)	092B037, 092B095, 092B110, 092B128, 092B129, 092B138, 092B143, 092B163, 092B166, 092B167, 092C074
29947	2008	Sadlier-Brown, T.L.	Westridge Resources Ltd.	Geophysical (airborne)	092B001, 092B002, 092B003, 092B004, 092B086, 092B087, 092B088, 092B089, 092B099, 092B170, 092B171, 092B172
31667	2010	Sadlier-Brown, T.L., Ruks, T.W.	Westridge Resources Ltd.	Geological	092B170, 092B171, 092B172
31970	2010	McLelland, D.	McCombs, C.A., Rock-Con Resources Inc.	Remote Sensing	092B001, 092B002, 092B003, 092B004, 092B028, 092B040, 092B041, 092B086, 092B087
32278	2011	Houle, J.	McCombs, C.A., Rock-Con Resources Inc.	Prospecting, Geochemistry	092B001, 092B002, 092B003, 092B004, 092B028, 092B040, 092B041, 092B086, 092B087, 092B088, 092B089
34063	2012	Phillips, S.	Phillips, S., Morris, R.	Prospecting	092B040
36445	2016	Phillips, S.	Phillips, S., Morris, R.	Geochemistry	092B040
36845	2017	Deveault, J.	911 Mining Co.	Prospecting	
39406	2020	Deveault, J.	Deveault, J., Funk, K.	Prospecting, Geochemistry	092B028, 092B040, 092B041, 092B076, 092B086, 092B087, 092B088, 092B089, 092B099, 092B170, 092B 172, 092B189

Both Table 2 and Table 3 also contain the BC MINFILE numbers for 16 documented mineral occurrences discovered and described in Minister of Mines Annual Report and/or ARIS Reports that are now covered by the claims of the Mount Sicker Property. BC MINFILE Record Summaries, Inventory and Production Reports are available by name or number and provide estimated spatial locations and other information for each mineral occurrence, with highlights summarized in Table 4 below:

**Table 4 – BC MINFILE Occurrences within the area of the Mount Sicker Property**

<b>MINFILE Number</b>	<b>MINFILE Name</b>	<b>Status</b>	<b>Mineral Deposit Type</b>	<b>Commodities</b>	<b>Stratigraphic Age and Host Rock</b>
092B 001	Lenora	Past Producer	G06 – Noranda-Kuroko VMS	Cu, Au, Ag, Pb, Zn, Cd, Barite	Devonian McLaughlin Ridge - volcaniclastics
092B 002	Tyee	Past Producer	G06 – Noranda-Kuroko VMS	Cu, Au, Ag, Pb, Zn, Cd, Barite	Devonian McLaughlin Ridge - volcaniclastics
092B 003	Richard III	Past Producer	G06 – Noranda-Kuroko VMS	Cu, Au, Ag, Pb, Zn, Cd, Barite	Devonian McLaughlin Ridge - volcaniclastics
092B 004	Victoria	Past Producer	G06 - Noranda-Kuroko VMS	Cu, Au, Ag	Devonian McLaughlin Ridge - volcaniclastics
092B 028	Rose	Showing		Mica, Sericite	Devonian McLaughlin Ridge - volcaniclastics

092B 040	Sharon Copper	Prospect	G06 - Noranda-Kuroko VMS	Cu	Devonian McLaughlin Ridge - volcaniclastics
092B 041	Water Power-Brenton	Showing	G06 - Noranda-Kuroko VMS	Cu, Ag	Devonian McLaughlin Ridge - volcaniclastics
092B 076	Lady D	Showing	G01 - Algoma-type iron-formation	Magnetite, Fe, Au, Ag, Cu	Mississippian to Permian Fourth Lake - chert
092B 086	Copper Canyon	Showing	G06 - Noranda-Kuroko VMS	Cu, Ag	Devonian McLaughlin Ridge - volcaniclastics
092B 087	Key City	Prospect	G06 - Noranda-Kuroko VMS	Cu	Devonian McLaughlin Ridge - volcaniclastics
092B 088	Queen Bee	Showing	G06 - Noranda-Kuroko VMS	Cu, Zn, Au	Devonian McLaughlin Ridge - volcaniclastics
092B 089	Belle	Showing	G06 - Noranda-Kuroko VMS	Cu	Devonian McLaughlin Ridge - volcaniclastics
092B 099	Northeast Copper Zone	Showing	G06 - Noranda-Kuroko VMS	Cu, Ag, Au	Devonian McLaughlin Ridge - volcaniclastics
092B 170	Sicker 1	Showing	G06 - Noranda-Kuroko VMS	Ag, Pb, Cu, Au	Devonian McLaughlin Ridge - volcaniclastics
092B 172	CF Group 8	Showing	I06 - Cu-Ag Quartz Veins	Cu, Au, Ag	Triassic Mount Hall - gabbro
092B 189	Chemainus River Placer	Showing	C01 - Surficial placers	Au	Quaternary - sands and gravels

The sporadic mining-related history of the Mount Sicker Property area is summarized by cyclic periods of inactivity between periods of exploration and mining activity, as follows:

#### *1897-1909*

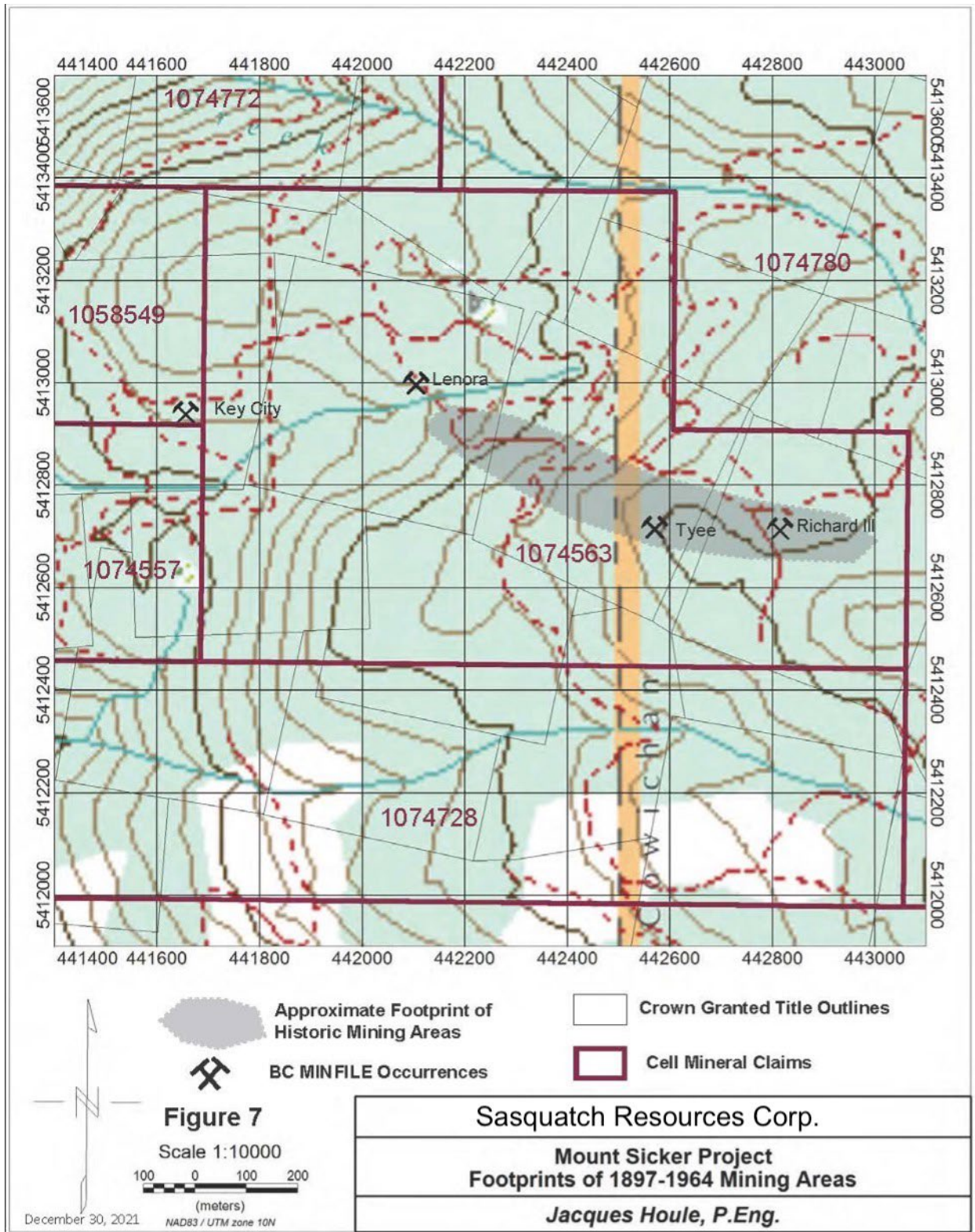
The discovery of copper and related gold, silver, lead, zinc, cadmium and barite mineralization in the Mount Sicker area led to a claim staking rush, followed by rapid development, construction, mining, ore transport and off-site smelting from two completely separate but adjacent mining operations at Lenora and Tye. Two separate copper smelters were constructed and operated in Crofton and Ladysmith, refining ores from the mining operations at the Lenora and Tye claims, respectively. These smelters also processed custom ores from other mining operations including minor amounts mined and transported from Richard III and Victoria, but only copper, silver and gold were recovered. Total production from the four mines (Lenora 092B001, Tye 092B002, Richard III 092B003, and Victoria 092B004) located within the area of the Mount Sicker Property during this period was 229,338 tonnes with recovered grades averaging 4.0 % copper, 100 g/t silver and 4.8 g/t gold. Exploration also occurred at several other BC MINFILE occurrences located within the Project area, including some by the mining operators, at Copper Canyon 092B086, Key City 092B087, Queen Bee 092B088 and Belle 092B089.

#### *1920-1929*

Following WW1 and coincident dormant period in the Mount Sicker area, experienced local mining personnel along with owners of the local smelters acquired, explored and re-habilitated former mines at Lenora, Tye and Richard III. They targeted the zinc-rich mineralization ignored during previous operations, but failed to resume production. Exploration also occurred at other MINFILE occurrences located within the Mount Sicker Property area including Belle, Sharon Copper 092B040, Water Power and Brenton 092B041. Up to and including this period all exploration and development work in the area was done by manual excavation methods such as open cuts, shafts, adits, winzes, raises and drifts.

*1935-1953*

The consolidation of past-producing mines (Lenora, Tyee and Richard III) under single ownership combined with the construction and operation of an on-site floatation concentrator and increased metal prices led to a second production phase in the Mount Sicker area. Copper concentrates from the Twin J mine were shipped to the smelter at Tacoma, Washington and zinc concentrates to the smelter at Trail, BC. Production from the combined claims during this period have been attributed entirely to Lenora and totaled 48,028 tonnes with recovered grades averaging 0.76% copper, 0.34% lead, 4.01% zinc, 0.009% cadmium, 41.7 g/t silver and 1.33 g/t gold. Indicated mineral resources allocated to the Lenora property were estimated at 317,485 tonnes averaging 1.6% copper, 0.65% lead, 6.6% zinc, 150 g/t silver, and 4.11 g/t gold after production in 1952. However, this resource estimate is considered historic and cannot be relied upon. Exploration occurred on many other claims located within the Project area, mainly focused on copper, zinc, silver and gold. In addition, several iron formation occurrences were discovered immediately north of the Mount Sicker area including Lady D MINFILE 092B 076 on the Project claims. Unlike in the earlier mining phase, diamond drilling was utilized as a new exploration tool in the Mount Sicker and surrounding area during this period. Approximate footprints of historic mining areas at the Lenora, Tyee and Richard III past producers of the Mount Sicker Property appear in Figure 7.



1964- 1991

A world-wide period of mining and mineral exploration technical renaissance led initially to the open pit mining of the crown pillar at the Lenora mine and shipping 151 tonnes of ore to the smelter in Tacoma, Washington in 1964,

with recovered grades averaging 3.05% copper, 77.9 g/t silver and 3.50 g/t gold. This represents the third and last period of documented production from the area of the Mount Sicker Property. In 1965, preliminary exploration work targeting mica schist as an industrial commodity was conducted at the Rose MINFILE 092B 028 occurrence located on the claims of the Mount Sicker Property.

During the mid-1960's the recognition of volcanogenic massive sulphide ("VMS") deposits as syngenetic in origin led to a world-wide exploration boom leading to many new discoveries including several new Canadian mines, and the re-evaluation of known mining districts with new insight. In 1966, the discovery of the VMS deposits at Myra Falls on central Vancouver Island led to a resurgence of exploration interest in similar host rocks on Vancouver Island including the area surrounding the historic past producers in the Mount Sicker area beginning in 1967. This eventually attracted the interest of several Canadian exploration and mining companies with highly specialized expertise in VMS deposits, who employed modern geological, geochemical and geophysical techniques and acquired interests over portions of the claims covered by the Mount Sicker Property up until 1991. These included Cominco Ltd., Mt. Sicker Mines Ltd., Ducanex Resources Ltd., S.E.R.E.M. Ltd., Union Miniere Explorations and Mining Corp. Ltd., Esso Resources Canada Ltd., Kidd Creek Mines Ltd. and successor Falconbridge Ltd., Corporation Falconbridge Copper and successor Minnova Inc., and Utah Mines Ltd. During this period four new BC MINFILE occurrences within the area of the Mount Sicker Property were discovered and explored including three VMS showings: Northeast Copper Zone 092B 099, Sicker 1 092B 170 and CF Group B 092B 172; and a surficial gold showing Chemainus River Placer 092B 189. Additional work was also focused on local iron formation occurrences, including Lady D located on the northern portion of the Project claims, which could be genetically and spatially associated with VMS mineralization. In 1967, Mt. Sicker Mines Ltd. completed a feasibility study for leaching copper from dump material from around the past producing mines Lenora, Tyee and Richard III. In 1969, an indicated mineral resources estimate was published for Lenora consisting of 317,485 tonnes averaging 1.6% copper, 0.65% lead, 6.6% zinc, 140 g/t silver and 4.11 g/t gold (Jones, L., Lefebure, D., Owsiacki, G., and Schroeter, T., Major Silver Deposits of British Columbia, BCGS Open File 1998-10). This resource estimate should be considered historical, was not completed to standards and guidelines of the CIM and NI43-101, and cannot be considered current or relied upon for economic studies.

BC ARIS reports listed in Table 3 document only those portions of extensive work completed for which costs were filed for mineral title assessment during this period, which at the time required payment of a 10% filing fee based on the amount of work filed. This resulted in considerable exploration work being withheld from the public record. However, some companies and consultants who worked on these projects subsequently donated their files to BC Property File, which contains extensive historical data catalogued according to MINFILE numbers and largely available online for the area of the Mount Sicker Property. This includes various reports, maps and other details for the past producing mines, as well as summary exploration reports and accompanying maps and other details for different claim groups held by different companies during this period. BC Property File also contains extensive government data including mine drawings and other data from historical mining operations, publicly available online. However, none of this or any prior data is publicly available in georeferenced formats.

The perceived political climate in BC changed in 1991 from pro-mining to anti-mining resulting in significantly reduced exploration activities by most exploration and mining companies in the province for over a decade. The change was demonstrated by an abrupt and premature stoppage of work on several prospective exploration projects in BC, particularly on Vancouver Island. In the author's opinion the exploration work in the Mount Sicker area was prematurely terminated mainly by the change in the perceived political climate in BC and not necessarily by negative exploration results.

#### *2006-2011*

From 2006 to 2009, Geoscience BC funded research work led by the Mineral Deposits Research Unit (MDRU) at the University of British Columbia (UBC) investigating VMS mineralization in the Paleozoic age Sicker Group on Vancouver Island (Ruks, T., Mortensen, J. et al., Geoscience BC Reports 2007-2010). This included work in the Mount Sicker area, detailed in a PhD thesis by Mr. Ruks at UBC (Ruks, T., PhD Thesis, UBC, 2015). Exploration interest in the area increased, while intermittent prospecting activity by local explorationists focused on known mineral occurrences in the Mount Sicker area continued over the past three decades.

In 2007 and 2008 two exploration companies each holding a large group of claims east and west respectively of the Mount Sicker Property engaged Aeroquest International to conduct multi-parameter airborne geophysical surveys

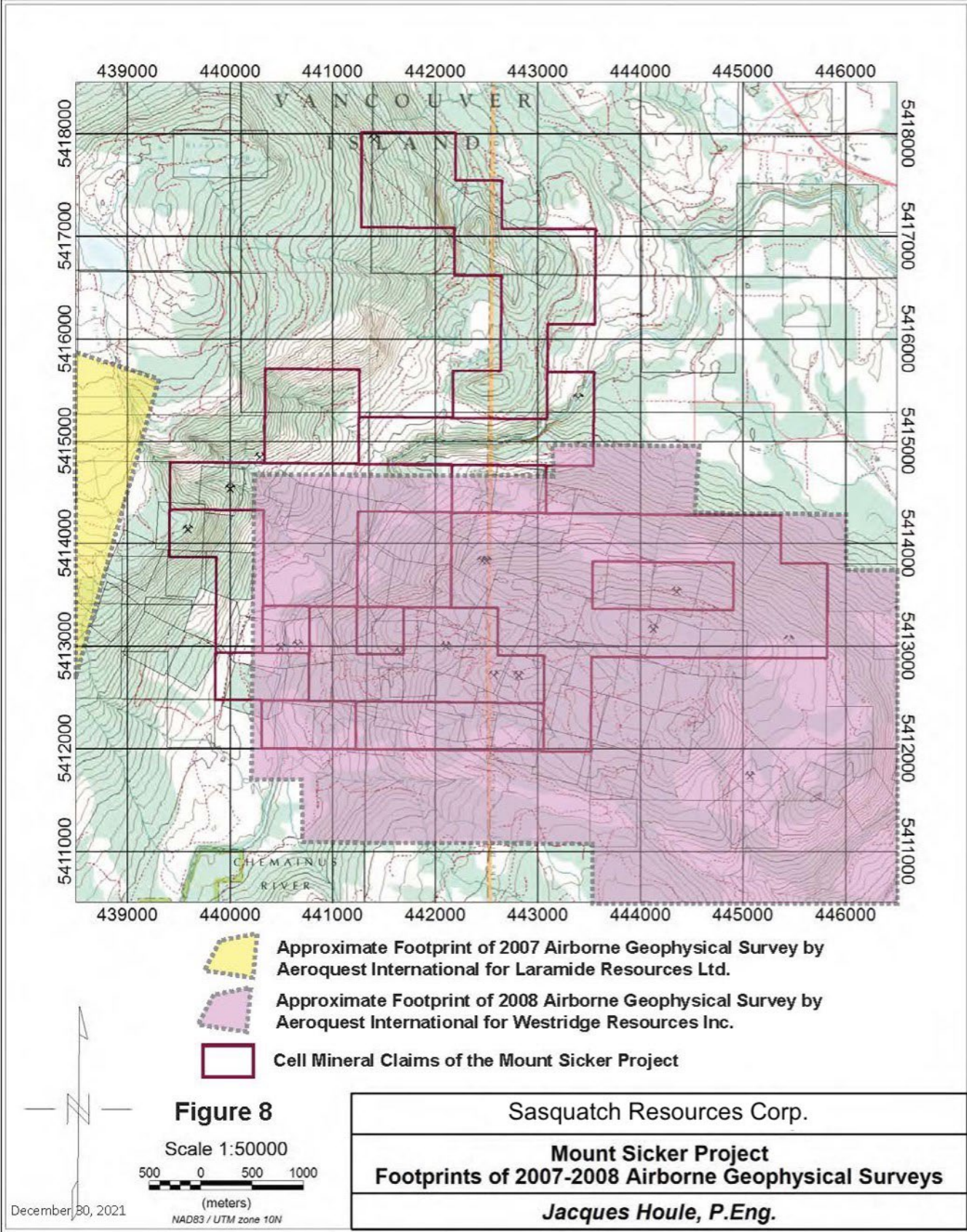


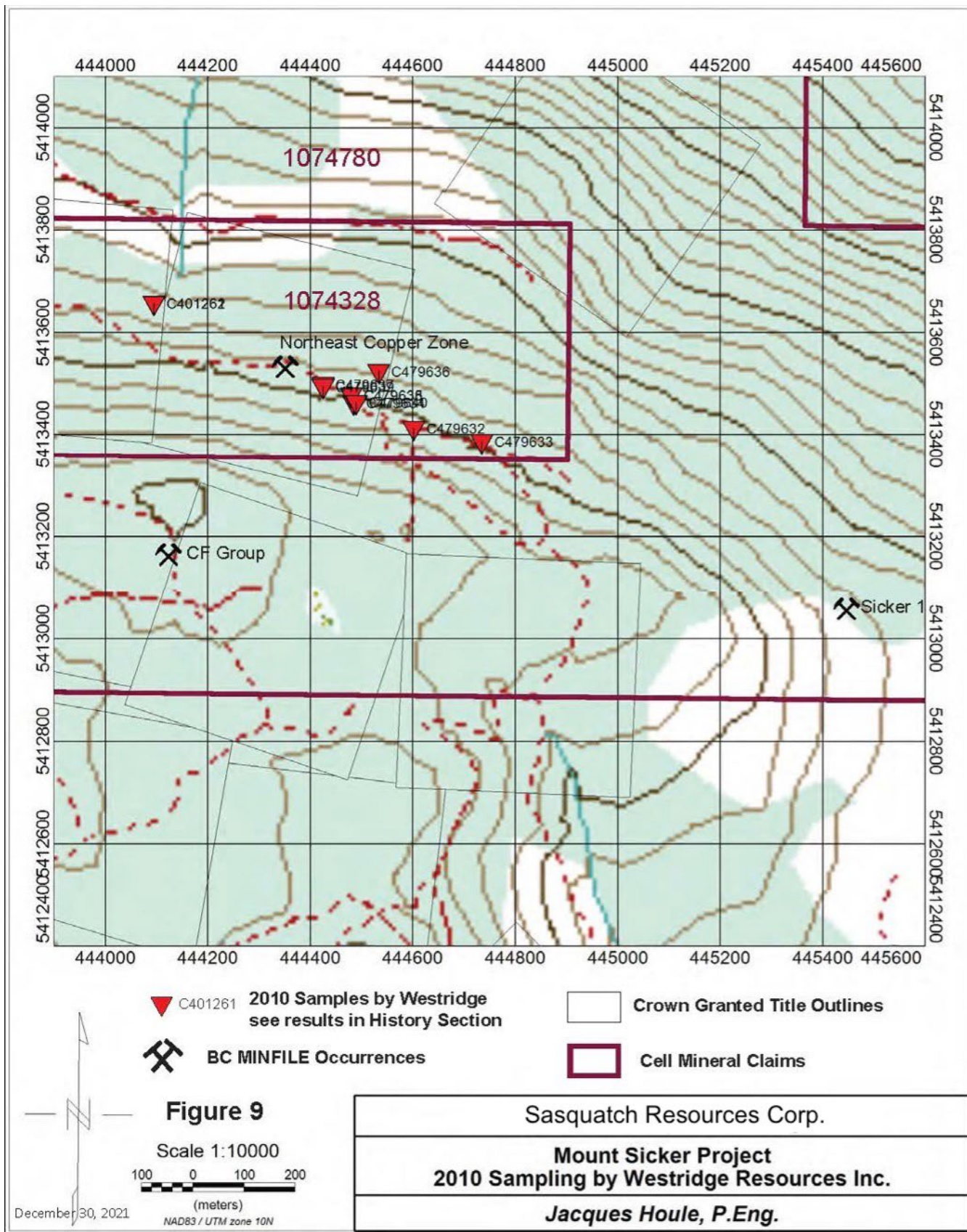
over their properties. To the west, Laramide Resources Ltd. completed 500 line-km of detailed combined magnetic, electromagnetic and radiometric surveying on their Lara Project, which reached within less than 1 km of the western boundary of the Mount Sicker Property claims (Kelso, I., and Wetherup, S., ARIS Report 29840). To the east, Westridge Resources Inc. completed 440 line-km of detailed combined magnetic and electromagnetic surveying on their Fortuna Claim Group, which extended from near Osborne Bay and Stuart Channel to and including almost the entire southern half of the Mount Sicker Property claims (T.L. Sadlier-Brown, ARIS Report 29947, 2008). The two geophysical surveys covered a semi-continuous swath of favourable stratigraphy hosting many VMS style mineral occurrences, leaving an un-surveyed gap of 2 to 3 km over the extreme western portion of the Project claims. The extents of these surveys in the Project area appears in Figure 8.

In 2010, Westridge completed geological mapping and limited rock geochemistry in two target areas on their Fortuna Claim Group, including the NE Copper Zone showing now covered by the Mount Sicker Property claims where 11 rock samples were taken (Sadlier-Brown, T. and Ruks, T., ARIS Report 31677, 2010). These 11 samples from rock outcrops and float from the NE Copper Zone, shown in Figure 9 were located by GPS, only analyzed for target elements, and yielded some elevated values with ranges and averages, including some **highly elevated target element values in bold** as follows:

**Northeast Copper Zone – 11 samples: within 250 m. of UTM 444500E 5413500N**

- Gold – from 0.002 ppm to 0.823 ppm averaging 0.094 ppm
- Silver – from less than 0.1 ppm to 5.7 ppm averaging 2.1 ppm
- **Copper** – from 53 ppm to **1.88%** averaging 0.55%





Beginning in 2003, the late prospector A. Francis acquired, maintained and prospected mineral claims covering much of the Mount Sicker Property until he died in 2008, after which his widow C. McCombs sold an interest in his former claims to a local private company Rock-Con Resources Inc. Under the author's supervision Rock-Con completed remote sensing, prospecting and rock geochemistry over the Mt. Sicker Property and 3 other properties on southern Vancouver Island from late 2010 to early 2011. (Houle, J., ARIS Report 32278). All 46 selected rock samples taken by prospectors B. Protasiewich and H. Brant at the Lenora, Copper Canyon, Victoria and Queen Bee occurrences were located by GPS and analyzed using modern analytical methods by an accredited analytical laboratory. Sample locations on the Mt. Sicker Property appear in Figure 10. Almost all of the samples were taken from sulphide-rich exposures, and 36 of 46 samples yielded sulphur values exceeding the upper limit of 10% for the analytical method used. Most of the rock samples also yielded variably elevated values in target and/or indicator elements for VMS or possibly other types of mineralization, with ranges and averages by occurrence, and elements which yielded some **highly elevated target or indicator element values in bold** as follows:

**Lenora – 27 samples: UTM 442056E 5412837N (approximately)**

- **Gold** – from less than 0.2 ppm to **6.09 ppm averaging 2.85 ppm**
- **Silver** – from 0.23 ppm to **337 ppm averaging 78.6 ppm**
- **Arsenic** – from 20.1 ppm to **2260 ppm averaging 305 ppm**
- Barium – from 10 to 2640 ppm averaging 133 ppm
- **Bismuth** – from 0.35 ppm to **74.7 ppm averaging 16.1 ppm**
- **Cadmium** – from 0.5 ppm to **greater than 1000 ppm averaging greater than 342 ppm**
- **Copper** – from 10.6 ppm to **28.9% averaging 5.44%**
- Mercury – from 0.06 ppm to 59 ppm averaging 12.1 ppm
- **Indium** – from less than 0.005 ppm to **3.19 ppm averaging 0.93 ppm**
- **Molybdenum** – from 1.14 ppm to **399 ppm averaging 130 ppm**
- **Lead** – from 21.2 ppm to **2.78% averaging 4634 ppm**
- **Antimony** – from 0.2 ppm to **740 ppm averaging 55.2 ppm**
- Selenium – from 0.5 ppm to 93.4 ppm averaging 36 ppm
- **Tellurium** – from 0.02 ppm to **88.7 ppm averaging 17.7 ppm**
- **Zinc** – from 76 ppm to **greater than 30% averaging greater than 8.1%**

**Copper Canyon – 4 samples: UTM 440527E 5413039N**

- **Silver** – from 9.12 ppm to **19.9 ppm averaging 12.9 ppm**
- **Bismuth** – from **13.6 ppm to 45 ppm averaging 26 ppm**
- **Copper** – from 1.0% to **7.6% averaging 3.4%**
- **Antimony** – from 0.69 ppm to **13.95 ppm averaging 6.6 ppm**
- **Selenium** – from 19.2 ppm to **115 ppm averaging 81 ppm**
- **Tellurium** – from **18.0 ppm to 55.6 ppm averaging 34 ppm**
- Zinc – from 63 ppm to 2140 ppm averaging 1011 ppm

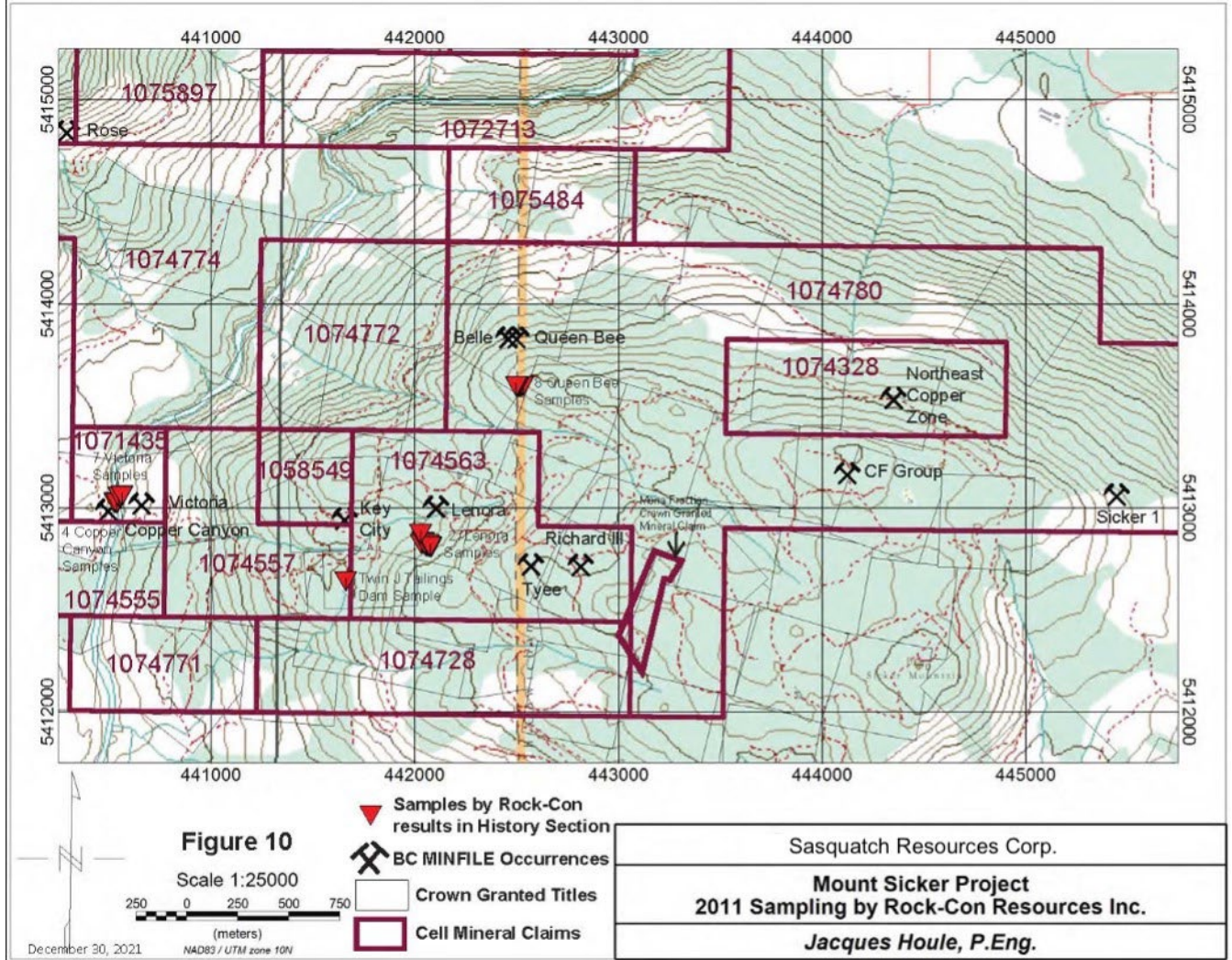
**Victoria – 7 samples: UTM 440545E 5413053N**

- **Silver** – from 0.41 ppm to **16.85 ppm averaging 5.75 ppm**
- **Bismuth** – from 2.86 ppm to **63.5 ppm averaging 16.6 ppm**
- **Copper** – from 406 ppm to **5.6% averaging 1.61%**
- **Indium** – from 0.01 ppm to **2.59 ppm averaging 0.58 ppm**
- Selenium – from 17.5 ppm to 60.5 ppm averaging 40.4 ppm
- **Tellurium** – from 3.77 ppm to **53.7 ppm averaging 16.8 ppm**

**Queen Bee – 8 samples: UTM 442512E 5413611N**

- Arsenic – from 16.3 ppm to 129 ppm averaging 80.7 ppm

- Cobalt – from 24.2 ppm to 543 ppm averaging 195 ppm
- Copper – from 10.6 ppm to 2620 ppm averaging 751 ppm
- Gallium – from 2.2 ppm to 12.55 ppm averaging 7 ppm
- Lithium – from 4.2 ppm to 41.4 ppm averaging 21 ppm
- Yttrium – from 3.97 ppm 14.75 ppm averaging 10.6 ppm



In June, 2011 under the author’s supervision, A. Burgert took a vertical 1.75 m. representative chip sample through the exposed profile of the former Twin J. Tailings Dam located near the Key City prospect on the claims of the Project area, shown in Figure 10. The GPS-located sample was analyzed for gold and multi-element ICP by an accredited laboratory and yielded the following elevated values:

**Twin J. Tailing Dam – 1 sample: UTM 441661E 5412654N**

- Gold – 0.719 ppm
- Silver – 18.75 ppm
- Arsenic – 102.3 ppm
- Cadmium – 28.3 ppm
- Copper – 1216 ppm
- Gallium – 10.5 ppm

- Molybdenum – 61.2 ppm
- Lead – 434 ppm
- Antimony – 29.0 ppm
- Tellurium – 3.06 ppm
- Zinc – 5183 ppm

2017-2021

In 2017 prospector J. Deveault began acquiring and prospecting mineral claims in the Mount Sicker Property area, initially on the Hayden claim located immediately east of the past producer Richard III. In early 2020 prospector K. Funk also began acquiring claims in the same area and the two prospectors decided to collaborate as 50/50 mineral title holders and prospecting partners on the Mount Sicker Property. The prospectors acquired a total of 15 contiguous claims covering 1,699 hectares and 13 BC MINFILE occurrences in the Mount Sicker area.

During the 2020 field season extensive prospecting work, including GPS-controlled rock sampling, portable X-ray fluorescence (pXRF) and laboratory analyses were completed by the prospectors and over the claims of the property (Deveault J. and Funk, K., ARIS Report 39406, 2021). A total of 31 mineralized areas were identified, prospected and located by GPS, and 120 samples were taken from mineralized exposures mainly in rock outcrops throughout the Project area, with locations shown in Figure 11. Of the 120 samples, 15 were analyzed for gold and multi-elements by an accredited laboratory and the remaining 105 samples were analyzed by the prospectors using a pXRF unit. The results obtained from the pXRF unit are tabulated in assessment report 39406, and show many highly elevated values for the base metal elements analyzed: copper, lead and zinc. All of the 15 rock samples analyzed by a laboratory yielded variably elevated values in target and/or indicator elements for VMS or possibly other types of mineralization, with ranges and averages by occurrence, and elements which yielded some **highly elevated target element values in bold** as follows:

**BP 100 Showing – 1 sample: UTM 445589E 5413504N**

- Copper – 6070 ppm

**Adit 400 m. from Nugget Creek – 1 sample: UTM 442155E 5413891N**

- Cobalt – 389 ppm
- Copper - 6100 ppm

**All Metal Showing – 1 sample: UTM 442031E 5413769N**

- Copper – 6850 ppm
- Zinc – 510 ppm

**Victoria Adit 10m. from Portal – 1 sample: UTM 440557E 5413043N**

- **Silver - 28.3 ppm**
- **Bismuth – 127 ppm**
- **Copper – 18.5%**
- Zinc – 1405 ppm

**Copper Canyon Lower Adit Portal – 1 sample: UTM 440557E 5413074N**

- **Silver - 67.6 ppm**
- **Copper – 12.9%**
- Zinc – 331 ppm

**Copper Canyon – 1 sample: UTM440557E 5413012N**

- **Gold – 1.25 ppm**
- **Silver – 119 ppm**
- **Copper – 18.65%**
- Molybdenum – 98 ppm
- Zinc – 8380 ppm

**VMS Zinc – 3 samples: UTM 442010E 5413707N**

- Arsenic – from 178 ppm to 323 ppm, averaging 232 ppm
- **Cadmium – from 239 ppm to 429 ppm averaging 343 ppm**
- Copper – from 2880 ppm to 10050 ppm averaging 5456 ppm
- **Zinc – from greater than 1% to 7.99% averaging greater than 4.78%**

**Lower Nugget Creek – 1 sample: UTM 441790E 5414018N**

- **Gold - 3.93 ppm**
- Arsenic – 844 ppm
- Cobalt – 547 ppm
- Copper – 3920 ppm
- Zinc – 223 ppm

**Big Dog Large Boulder – 1 sample: UTM 441991E 5413800N**

- Copper – 9700 ppm
- Zinc – 620 ppm

**Upper Road Float – 1 sample: UTM 442073E 5413830N**

- **Gold – 7.22 ppm**
- **Silver – 171 ppm**
- **Cadmium – 699 ppm**
- **Copper – 8920 ppm**
- Molybdenum – 80 ppm
- **Lead – 1.215%**
- Antimony – 915 ppm
- **Zinc – 20.2%**

**Old Railway Grade Float – 1 sample: UTM 442052E 5413738N**

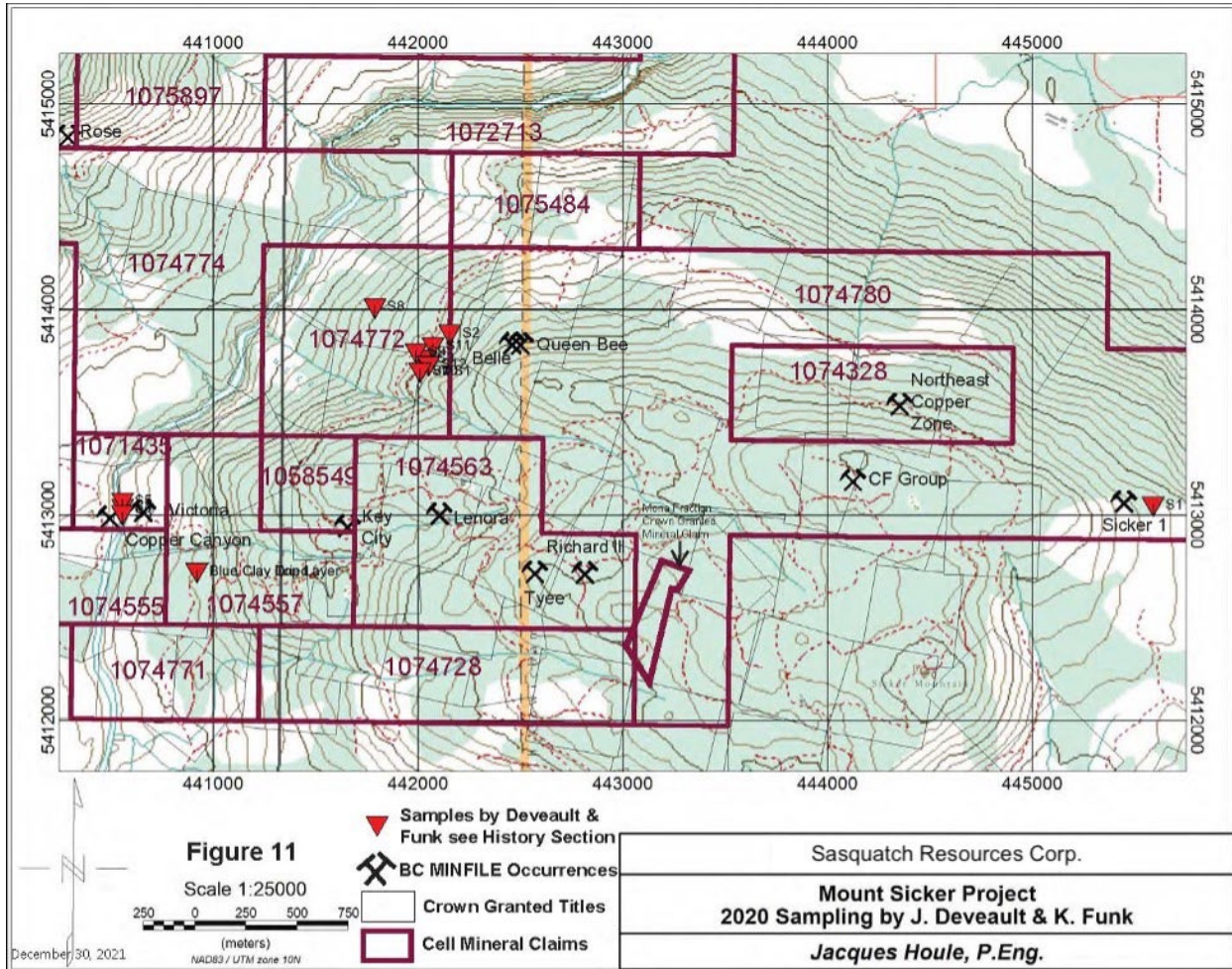
- **Gold – 19.95 ppm**
- **Silver - 84.7 ppm**
- Arsenic – 7750 ppm
- **Copper – 9.35%**
- Antimony – 71 ppm
- Zinc – 4770 ppm

**Blue Clay – 2 samples: UTM 440920E 5412731N**

- Silver – from 16.3 ppm to 17.8 ppm averaging 17.05 ppm
- Arsenic – from 469 ppm to 471 ppm averaging 470 ppm
- Copper – from 432 ppm to 8466 ppm averaging 5457 ppm
- Molybdenum – from 48 ppm to 61 ppm averaging 55 ppm

- Lead – from 219 ppm to 1041 ppm averaging 630 ppm
- Antimony – from 21 ppm to 28 ppm averaging 24 ppm
- **Zinc** – from 966 ppm to **greater than 1%** averaging greater than 5483 ppm

In October 2021 the Optionor optioned 15 contiguous mineral claims of the Mount Sicker Property to the Company and subsequently purchased mineral claim 1074563 from Rijk Mineraal Exploration Inc. That claim covers the 3 historic past producing mines Lenora, Tye and Richard III, and is surrounded by the other 15 claims of the Project. In November 2021 the Optionor optioned claim 1074563 to the Company, resulting in the 16 claim Mount Sicker Property covering 1,805.5 hectares.



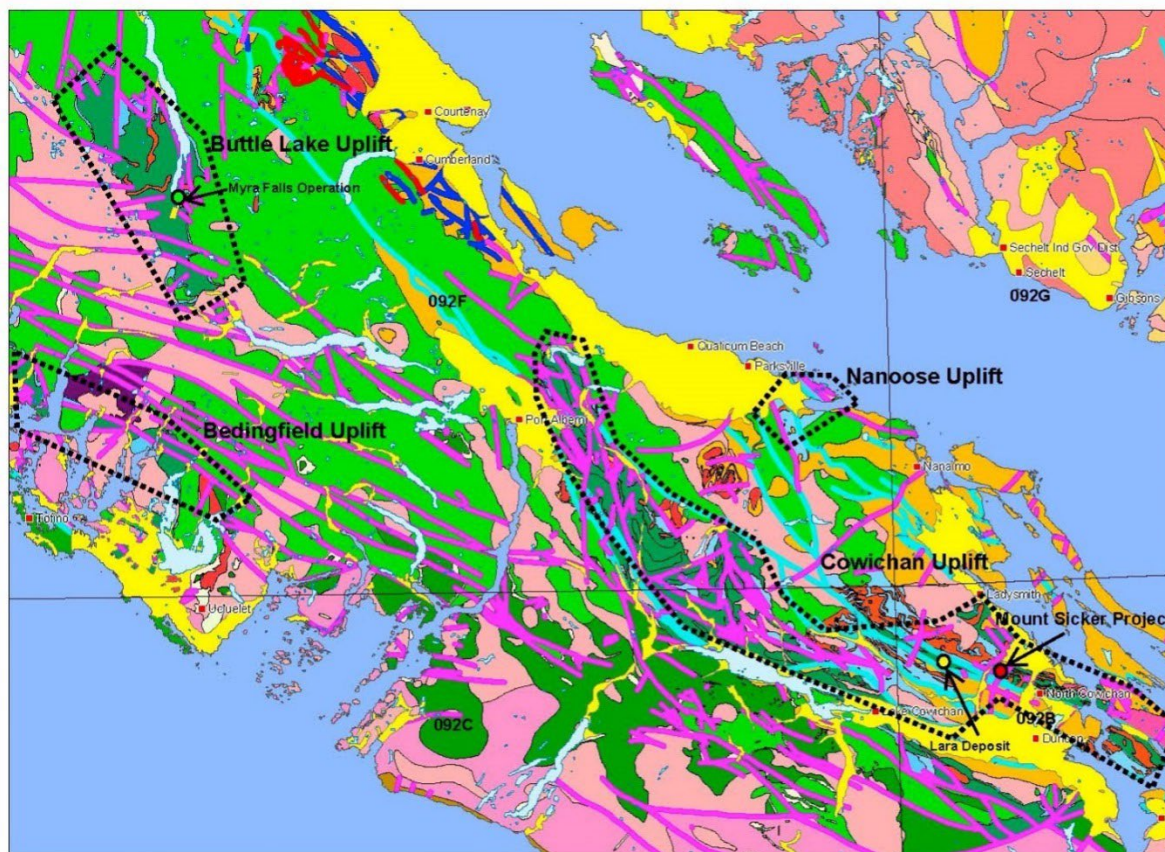
## Geological Setting and Mineralization

### Regional Geology

The geological setting description in the Technical Report is adapted from Ruks, T., et al, 2010. The area of the Mount Sicker Property is underlain by the rocks of the Sicker Group, a sequence of Devonian volcanic and sedimentary rocks that comprise the base of the Wrangellia Terrane. Rocks of the Sicker Group are exposed on Vancouver Island in four structurally-elevated regions known as the Bedingfield, Buttle Lake, Cowichan Lake and Nanoose “Uplifts”. Two of these areas are of particular economic importance: the Buttle Lake Uplift which is the site of the VMS deposits of the Myra Falls Operation and the Cowichan Lake Uplift which is centred in the Mount Sicker area. Regional geology based on BCGS current MapPlace Geology along with the locations of VMS style mineral occurrences is shown in Figure 18.

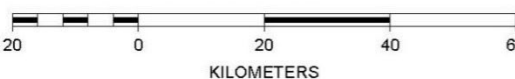


The Cowichan Lake Uplift extends from the Port Alberni area east-southeasterly to Saltspring Island, a distance of about 130 km. The rocks comprising the Cowichan Lake Uplift are divided into two groups: older, volcanic stratigraphy of the Sicker Group and the overlying, predominantly sedimentary and carbonate strata of the Buttle Lake Group. Sicker Group rocks are divided into 3 formations. The oldest unit is the Duck Lake Formation which comprises dominantly basaltic volcanic rocks of probable Late Devonian age. These rocks are overlain by Late Devonian mafic volcanic and volcanoclastic rocks of the



**Figure 18**  
South-Central  
Vancouver Island  
BCGS Regional Geology  
(Geology Legend in text)  
December 30, 2021

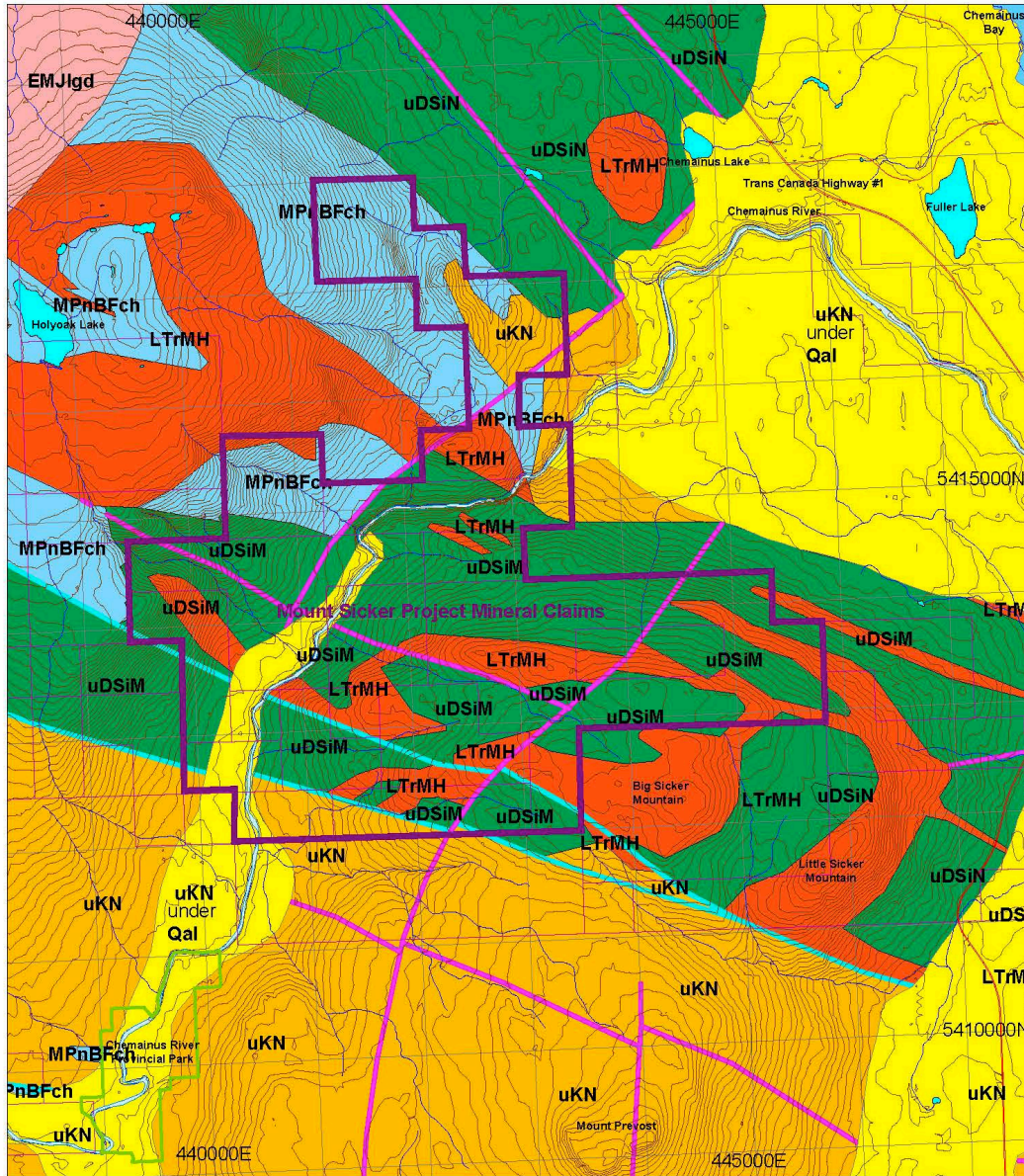
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Nitinat Formation. Neither the Duck Lake nor Nitinat formations are exposed in the Project area. The Nitinat Formation is overlain by the McLaughlin Ridge Formation, a Late Devonian assemblage of dominantly dacitic and rhyolitic volcanic rocks. Rocks of the McLaughlin Ridge Formation are the oldest exposed in the Project area, and are host to VMS mineralization on the Mount Sicker Property claims. Overlying the McLaughlin Ridge rocks of the Sicker Group are those of the Buttle Lake Group, a Pennsylvanian to Permian package of cherts, argillites and carbonate sedimentary rocks, which is locally represented by those of the Fourth Lake Formation. Rocks of the Fourth Lake Formation are host to exhalative iron formation mineralization in the northern portion of the Mount Sicker Property claims.

Late Devonian and Early Mississippian stratigraphy of the Cowichan Uplift are intruded by similarly aged felsic plutonic rocks of the Saltspring Intrusions, and Middle to Late Triassic gabbro to diorite sills of the Mount Hall suite. Rocks of the Saltspring Intrusions are believed to be in part coeval with volcanic and volcanoclastic rocks of the McLaughlin Ridge Formation of the Sicker Group, but are apparently exposed only to the east of the Project area. The Mount Hall sills are hosts, along with the older strata, to quartz-sulphide vein mineralization on the Mount Sicker

Property claims, and also occur surrounding and between the older volcanic and volcanoclastic rocks. The youngest consolidated rocks the Project area are those of the upper Cretaceous Nanaimo Group, an extensive sedimentary sequence which unconformably overlies Paleozoic and Triassic rocks.



**Figure 19**  
**Mount Sicker Project**  
**Area BCGS Geology**  
**(Geology Legend in text)**

In the Mount Sicker Property area, Sicker Group strata tend to strike east-southeast, are steeply to vertically dipping, and are complexly folded along strike-parallel axes. Both the Sicker Group strata and intrusive rocks are commonly offset by normal faulting parallel or sub-parallel to the regional fabric, and also by northeast-directed strike slip or oblique faults.

According to the BCGS current MapPlace Geology shown in Figure 19, the Mount Sicker Property is underlain by rock types with map unit colours, nomenclature, lithologies, and structural/stratigraphic relationships as follows:



**Qal** - Quaternary – unconsolidated sands and gravels  
- **Erosional Unconformity, locally Fault Contact** -



**uKN** – Upper Cretaceous Nanaimo Group – undifferentiated sedimentary rocks  
- **Erosional Unconformity, locally Fault Contact** -



**LTrMH** – Late Triassic Mount Hall – gabbroic to dioritic intrusive rocks  
- **Intrusive, locally Fault Contact** -



**MPnBFch** – Mississippian to Permian Buttle Lake Group - Fourth Lake Formation – chert, siliceous argillite, carbonate rocks  
- **Conformity, locally Fault Contact** -



**uDSiM** – Middle to Upper Devonian Sicker Group – McLaughlin Ridge Formation – dacitic to rhyolitic volcanic and volcanoclastic rocks

Metallic mineralization of at least two different styles have been discovered, developed and mined from the three contiguous BC MINFILE past producers in the Mount Sicker Property area, Lenora 092B 001, Tyee 092B 002 and Richard III 092B 003. During the initial production from 1898 to 1909, primarily copper sulphide mineralization with accessory silver and gold was exploited. During the second production period from 1943 to 1952, both copper and zinc sulphide mineralization were exploited. The two styles of metallic mineralization were described by J.S. Stevenson in 1945, and classified as banded Barite Ore and massive Quartz Ore (Stevenson, J., CIMM Volume 48, 1945, BC Property File PF005382).

At that time, all metallic mineralization was considered to be epigenetic and the concept of syngenetic VMS mineralization was as yet unknown. Nonetheless, it is apparent from detailed descriptions of mineralization styles by Stevenson that the Barite Ore containing alternating layers of copper-rich chalcopyrite/pyrite and zinc-rich sphalerite represents syngenetic VMS mineralization. The Quartz Ore was described by V. Dolmage in 1916, based on samples labelled as Bonanza Ore from a 12-inch Vein, presumed to be from Lenora, contains chalcopyrite, sphalerite and galena, and is extremely rich in silver and gold, with high copper and zinc values accompanied by barite, calcite and quartz as gangue minerals (Dolmage, V., Economic Geology v.11., 1916). The Quartz Ore may represent epigenetic Quartz-Sulphide Vein mineralization or remobilized and enriched VMS mineralization. Quartz veins either barren or sulphide-bearing have been observed hosted both by Sicker Group volcanic and Triassic intrusive rocks in several locations on the Mount Sicker Property.

The mineralization exploited in the past producers Lenora, Tyee and Richard III occurred as two parallel, easterly trending, steeply-dipping, gently west-plunging lenses about 50 metres apart, referred to by J. Stevenson as the South Orebody and the North Orebody. The South Orebody was the primary source of production during the initial production period from 1898 to 1909; the North Orebody was developed and mined primarily during the second production period from 1943 to 1952. The South Orebody had approximate dimensions of 600 m. strike, 45 m. depth and 6 m. thickness; the North Orebody had approximate dimensions of 500 m. strike, 35 m. depth and 3 m. thickness. Both orebodies had vertical extents from surface to about 100 m. depth. Both orebodies are considered stratiform deposits that were folded into tight synclines and anticlines within fault-bounded blocks, hosted by similarly folded and faulted rhyolitic volcanics and volcanoclastic rocks of the Devonian Sicker Group (MacRobbie, P., MSc Thesis, Carleton University, 1988). Estimated footprint locations of the two orebodies appear in Figure 7, which lie entirely within cell mineral claim 1074563 of the Mount Sicker Property along the western flank of Mount Sicker.

Similar occurrences of VMS style mineralization have been discovered and explored but without significant economic success at several other locations documented in BC MINFILE and located within the claims of the Mount Sicker Property, as follows:

The Victoria BC MINFILE past producer 092B 004 and the Copper Canyon BC MINFILE showing 092B 086 are located approximately 1.5 km west and along strike from Lenora, situated along the east and west banks respectively of the Chemainus River. Both occurrences are hosted by rhyolitic volcanics and volcanoclastic rocks of the Devonian Sicker Group, and lie within cell mineral claim 1071435 of the Mount Sicker Property, immediately surrounded by other cell mineral claims of the Project. Limited underground workings were excavated to explore VMS style copper-silver-gold mineralization between 1897 and 1907 at these occurrences including the Elmore Fraction claim between them. From 1904 to 1907 115 tonnes averaging 3.8% copper, 30 g/t silver and 1.1 g/t gold were produced from the Victoria workings, the only documented production from beyond the main orebodies at Lenora, Tyee and Richard III.

The Key City MINFILE prospect 092B 087 is located immediately west and along strike of Lenora, and hosted by rhyolitic volcanics and volcanoclastic rocks of the Devonian Sicker Group. In 1902 Key City was explored for VMS style copper mineralization via limited underground workings. The occurrence lies near the junction of three cell mineral claims of the Mount Sicker Property: 1058549, 1074563 and 1074557.

The Sharon Copper MINFILE prospect 092B 040 is located approximately 1.5 km northwest and along strike from Copper Canyon and Victoria. The Water Power-Brenton MINFILE showing 092B 041 is located approximately 0.5 km. northeast of Sharon Copper. Both occurrences are hosted by rhyolitic volcanics and volcanoclastic rocks of the Devonian Sicker Group, and are situated on the east flank of Mount Brenton. Limited underground workings were excavated at Sharon Copper including the Pauper claim, and surface work at Water Power-Brenton including the Mildred claim from 1923 to 1927, which along with later diamond drilling explored VMS style copper-silver mineralization. Sharon Copper lies within cell claim 1074588 and Water Power-Brenton lies immediately to the north within cell claim 1074774, both within the western portion of the Mount Sicker Property.

The Queen Bee MINFILE showing 092B 088 and the Belle MINFILE showing 092B 089 are both located approximately 1 km north of Tyee, situated along the northern flank of Mount Sicker. The occurrences are hosted by rhyolitic volcanics and volcanoclastic rocks of the Devonian Sicker Group. Initial exploration work via shafts and adits from 1898 to 1901, followed by open cuts in 1920, and later diamond drilling targeted VMS style copper-zinc-gold mineralization. Belle was initially explored along with the Little Nugget, Seattle and Scotch claims. Both the Queen Bee and Belle occurrences lie within cell mineral claim 1074780 of the Mount Sicker Property.

The Lady D MINFILE showing 092B 076 is the easternmost of five similar occurrences of iron formation located northwest of Mount Sicker along the northern flank of Mount Brenton. The Lady D is hosted by a jasper unit within the volcanics and volcanoclastic rocks of McLaughlin Ridge Formation of the Devonian Sicker Group, and was explored both for iron and for possibly related VMS style mineralization including copper, silver and gold from 1953 to 2001. The Lady D occurrence lies within cell claim 1075919 within the northwest portion of the Mount Sicker Property.

The Northeast Copper Zone MINFILE showing 092B 099 is located approximately 2 km northeast of Tyee and Richard III along the northern flank of Mount Sicker. The showing was initially discovered in 1898 as Fortuna and explored for VMS style copper, silver and gold mineralization via shafts and adits. It is hosted by rhyolitic volcanics and volcanoclastic rocks of the Devonian Sicker Group, and surrounded by significant exposures of Mount Hall gabbro and diabase sills and dykes. Exploration resumed at the Northeast Copper Zone around 1978 and continued intermittently until 2010. The Northeast Copper Zone lies within cell claim 1074328 within the eastern portion of the Mount Sicker Property.

The Sicker 1 MINFILE showing 092B 070 is located approximately 2.5 km east of Tyee and Richard III along the eastern flank of Mount Sicker. It is hosted by rhyolitic volcanics and volcanoclastic rocks of the Devonian Sicker Group, and surrounded by significant exposures of Mount Hall gabbro and diabase sills and dykes. The showing was explored for VMS style copper, lead, silver and gold mineralization intermittently from 1982 to 2010. The Sicker 1 showing lies within cell mineral claim 1075780 within the eastern portion of the Mount Sicker Property.

The CF Group MINFILE showing 092B 172, also called the C Zone, is located approximately 1.5 km northeast of Tye and Richard III near the peak of Mount Sicker. It is hosted by Mount Hall gabbro and surrounded by rhyolitic volcanics and volcanoclastic rocks of the Devonian Sicker Group. Quartz-sulphide veins containing chalcopyrite were explored for copper, gold and silver intermittently from 1972 to 2008. The CF Group showing lies within cell claim mineral claim 1075780 within the eastern portion of the Mount Sicker Property.

MINFILE showings Rose 092B 028 was explored for mica and sericite, and Chemainus River Placer 092B 189 for gold in surficial placers. Although these showing may lie within the claims of the Mount Sicker Property, they not relevant to the Project or of economic interest and therefore will not be discussed.

## Deposit Types

The principal deposit type being investigated and explored for at the Mount Sicker Property is polymetallic volcanogenic massive sulphide (VMS) mineralization of the Noranda-Kuroko type, described by T. Hoy in BCGS Mineral Deposit Profile G06. This deposit type may contain copper, lead, zinc, silver and gold as primary commodities; and cadmium, sulphur, selenium, tin, barite and gypsum as secondary commodities. An associated deposit type mentioned in Mineral Deposit Profile G06 is stockwork copper veins that may also contain lead, zinc, silver and gold. Worldwide, the average deposit of this type contains 1.5 million tonnes averaging 1.3% copper, 1.9% lead, 2.0% zinc, 13 g/t silver and 0.16 g/t gold.

The historic past producing mines at Mount Sicker exploited both banded VMS style mineralization (Barite Ore) and massive vein style mineralization (Quartz Ore) from two parallel orebodies as described by J. Stevenson. It appears that both styles of mineralization occurred in and were mined from both the North and South orebodies. The Bonanza Ore from a 12-inch Vein as described by V. Dolmage in 1916 appears to belong to the Quartz Ore style, and contained extremely high silver and gold values. The historic mines at Mount Sicker produced 277,517 tonnes averaging 3.4 % copper, 0.14% lead, 1.6% zinc, 90 g/t silver and 4.2 g/t gold located within a 500 m by 100 m area and a vertical extent of 100 m. These grades are considerably higher than average deposits of this type, but also considerably smaller in size.

Nyrstar N.V. owns the Myra Falls Operation located 175 km northwest of Mount Sicker, with orebodies hosted by the McLaughlin Ridge Formation of the Sicker Group, shown in Figure 19. As of 2017 Myra Falls had total ore production exceeding 30 million tonnes averaging 1.6% copper, 0.6% lead, 5.5% zinc, 54 g/t silver and 2.0 g/t gold (McNulty, B. et al, Economic Geology, v.115, 2019). Production has been almost exclusively from underground mining of several orebodies located within a 5 km by 2 km area, and a vertical extent of 1 km. The silver and gold grades at Myra Falls are considerably higher than the average deposits of this type, and the size of the combined deposits is also considerably larger. The precious metal enrichment at Myra Falls was recently studied and found to be due the presence of electrum (silver-gold alloy) in late veinlets cutting earlier VMS lithologies (Marshall, D., et al, Geosciences, 2018). The electrum is contained within a mineral assemblage of zinc, copper, lead, arsenic and antimony sulphide minerals along with barite and quartz as gangue minerals. There appears to be similarities between these precious metal bearing veinlets and the Bonanza or Quartz Ore described by V. Dolmage and J. Stephenson at Mount Sicker.

Treasury Metals Inc. owns the Lara Property which hosts the Lara VMS deposit, located five km west of and on their large claim group adjacent to the claims of the Mount Sicker Property, shown in Figure 19. The Lara deposit is one of six mineralized zones on Treasury's Property, is hosted by the McLaughlin Ridge Formation of the Sicker Group and contains an indicated resource estimate of 1.146 million tonnes averaging 1.05% copper, 0.58% lead, 3.01% zinc, 32.97 g/t silver and 1.97 g/t gold in three sub-zones within an area of 1 km by 500 m. with a vertical extent of about 500 m. (Treasury Metals website). The silver and gold grades at Lara are considerably higher than the average deposits of this type, and the size is about average.

Several common characteristics amongst VMS deposits at Mount Sicker, Myra Falls and Lara are:

- elongate shapes
- shallow to flat-lying plunge orientations
- minimum 500 m. x 100 m. x 100 m. to maximum 5 km. x 2 km. x 1 km. extent

- high precious metal grades

These characteristics and other details known from research on these deposits could be useful to the Company in current and future exploration work targeting VMS mineralization on the Mount Sicker Property.

## Exploration

From October 2021 to early March, 2022, the Company completed field exploration programs on the Mount Sicker Property, consisting of rock geochemical sampling, geological mapping, and limited ground geophysics. In February 2022, the Company completed a shallow core drilling program on the Mount Sicker Property totaling 14.85 metres in 4 holes using a hand-portable drill. As of the date of the Technical Report the drill core had been neither logged nor sampled. Compilation of results from the field programs continued until early March 2022. Components of the 2021 field program are described below with details in the Appendices.

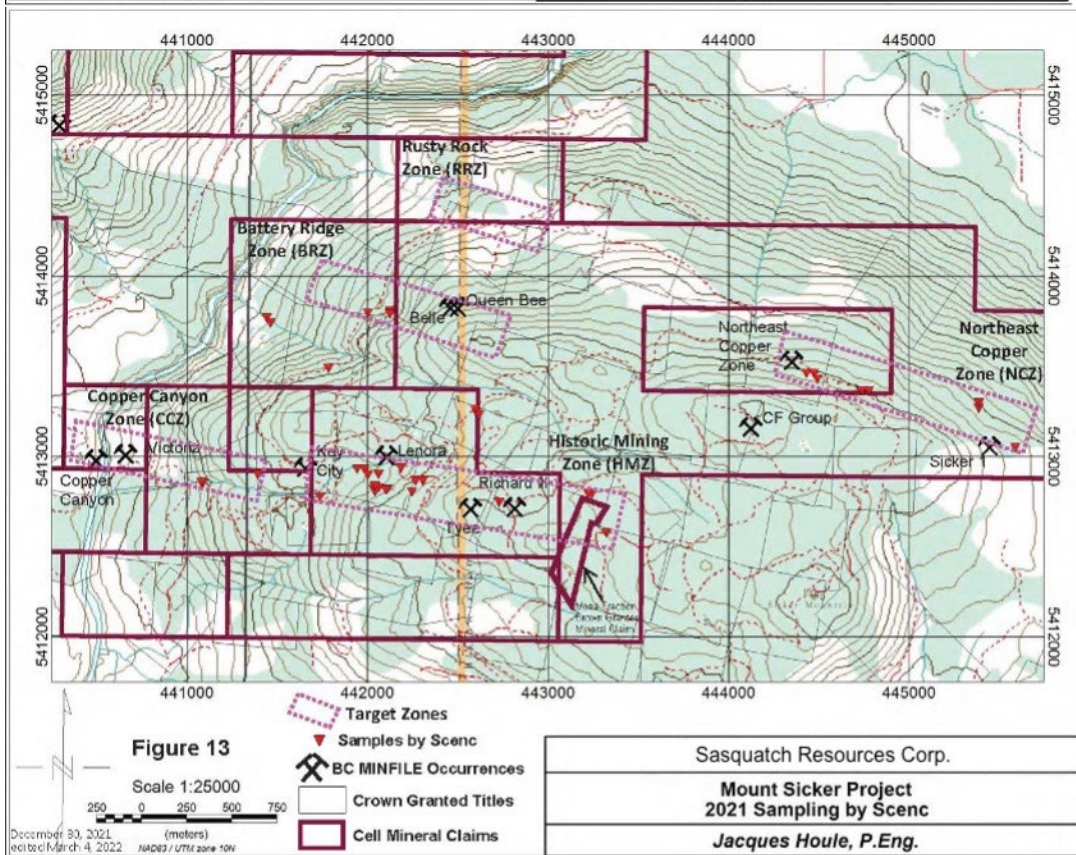
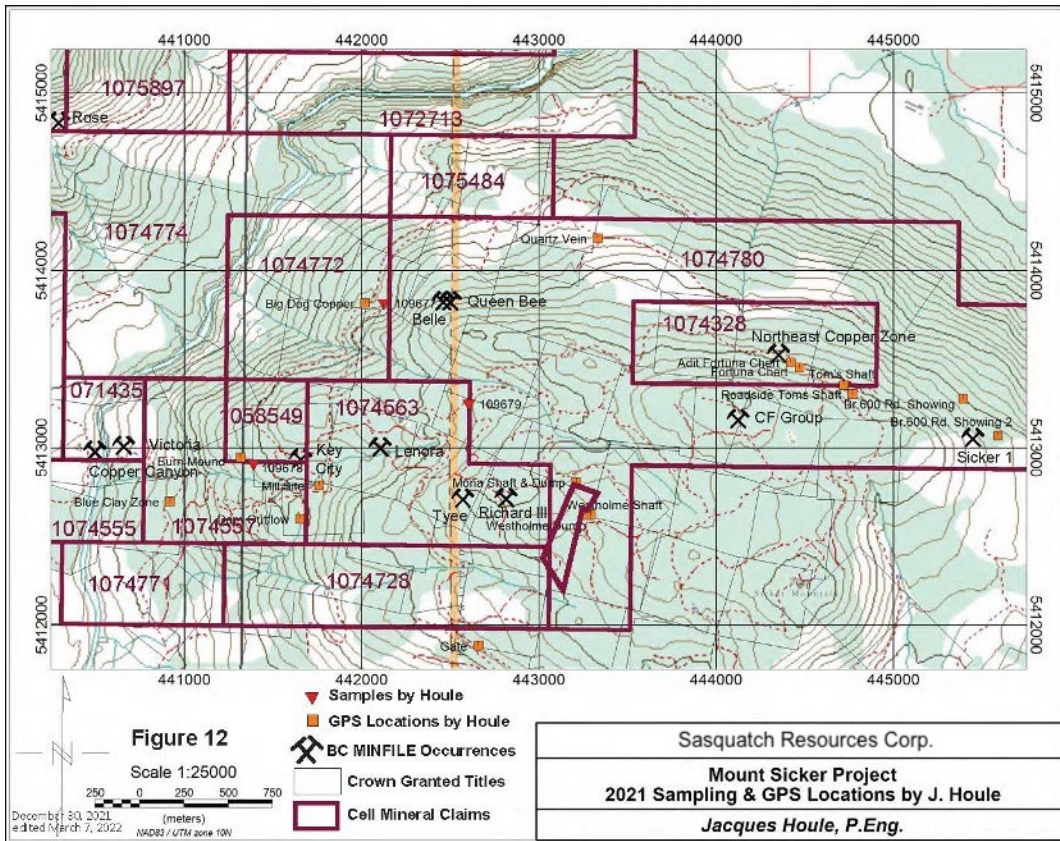
## Geochemistry

The 2021 rock geochemical sampling program at the Mount Sicker Property consisted of 41 samples including 3 select outcrop samples taken by author J. Houle, P.Eng. during the October 2021 site inspection described in Appendix 1 of the Technical Report, with sample locations appearing in Figure 12; and 38 rock samples of various types taken by J. Deveault from October to December 2021 including 22 outcrop and 16 float samples (mostly from rock dumps near the historic mines). Details for all 41 rock samples are tabulated in Appendix 2 of the Technical Report, including locations, descriptions, highlights and copies of analytical certificates; and sample locations appear in Figure 13, and sample numbers and elevated values appear in Figures 14 to 17. Most of the rock samples yielded variably elevated values in target and/or indicator elements for VMS or possibly other related types of mineralization, with numbers and types of samples, element ranges and averages by zone and occurrence, and elements which yielded some **highly elevated target and/or indicator element values in bold** as follows:

*Historic Mining Zone (HMZ):* see Figures 14a – 14f

**Lenora** – 12 samples (3 outcrop and 9 float) of mainly sulphides and some vein quartz containing 20% to greater than 50% sulphides including chalcopyrite, sphalerite, galena, pyrite, barite, and/or malachite taken from an area 375 m. East-West by 150 m. North-South by 95 m. elevation range centred at UTM 442012E 5412854N 443 m. elevation.

- **Gold** – from 0.37 ppm to **23.3 ppm, averaging 7.86 ppm**
- **Silver** – from 29 ppm to **397 ppm, averaging 132 ppm**
- **Copper** – from 0.49% to **10.65%, averaging 4.78%**
- **Lead** – from 190 ppm to **10.6%, averaging 1.6%**
- **Zinc** – from 0.24% to **24.2%, averaging 10.72%**
- **Arsenic** – from 34 ppm to **7120 ppm, averaging 1345 ppm**
- **Bismuth** – from 8 ppm to **146 ppm, averaging 34.6 ppm**
- **Cadmium** – from 14.7 ppm to **>1000 ppm, averaging >401 ppm**
- **Molybdenum** – from 2 ppm to **394 ppm, averaging 186 ppm**
- **Antimony** – from 6 ppm to **740 ppm, averaging 177 ppm**



**Tyee** – 4 samples (1 outcrop and 3 float) of mainly sulphides and vein quartz containing 15% to greater than 50% sulphides including chalcopyrite, sphalerite, pyrite, galena, barite and/or malachite taken from an area 125 m. East-West by 135 m. North-South by 45 m. elevation range centred at UTM 442251 E 5412873N 492 m. elevation.

- **Gold** – from 0.47 ppm to **4.33 ppm, averaging 2.06 ppm**
- **Silver** – from 14 ppm to **173 ppm, averaging 82 ppm**
- **Copper** – from 0.48% to **5.43%, averaging 2.23%**
- **Lead** – from 80 ppm to **1.90%, averaging 0.61%**
- **Zinc** – from **1.24% to >30%, averaging >5.61%**
- Bismuth – from <1 ppm to 24 ppm, averaging 12.3 ppm
- **Cadmium** – from 57 ppm to **>1000 ppm, averaging >235 ppm**
- **Molybdenum** – from 7 ppm to **200 ppm, averaging 98 ppm**
- **Antimony** – from 13 ppm to **614 ppm, averaging 193 ppm**

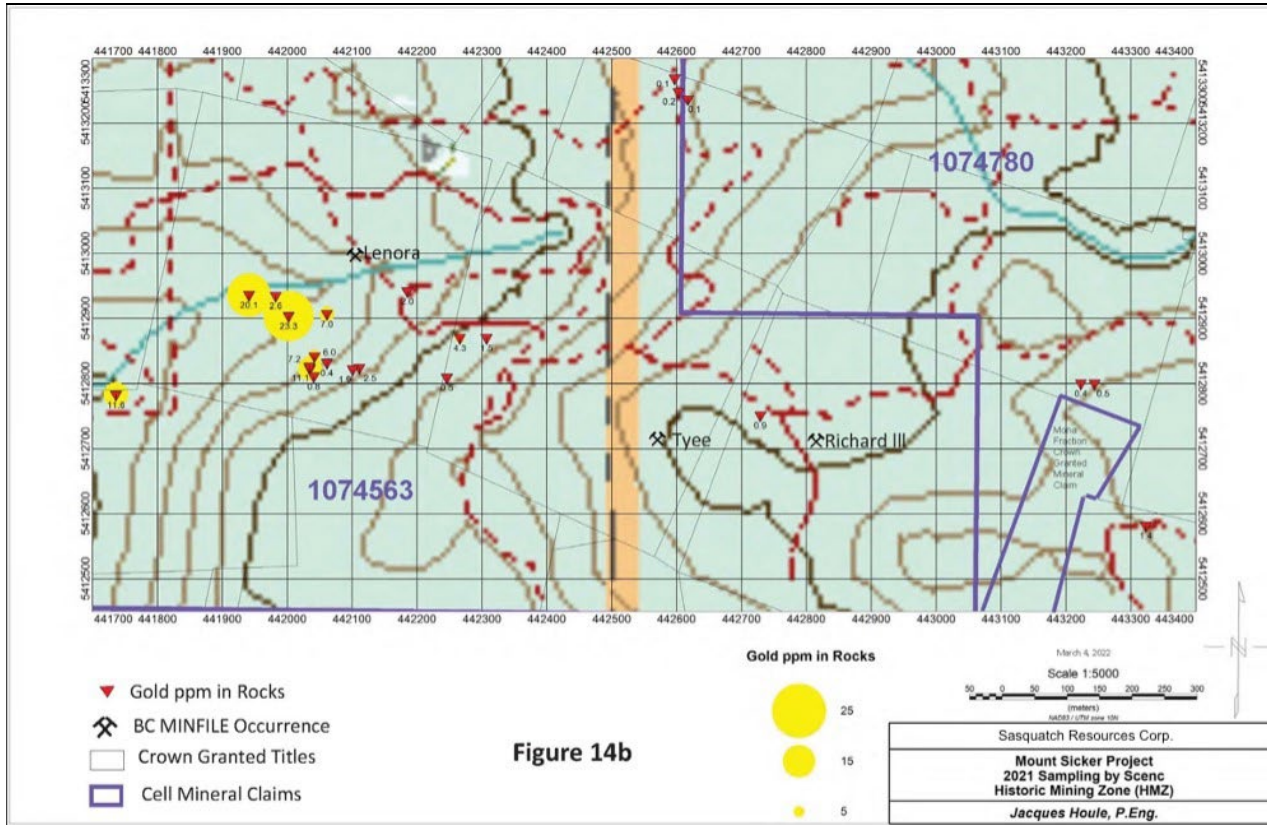
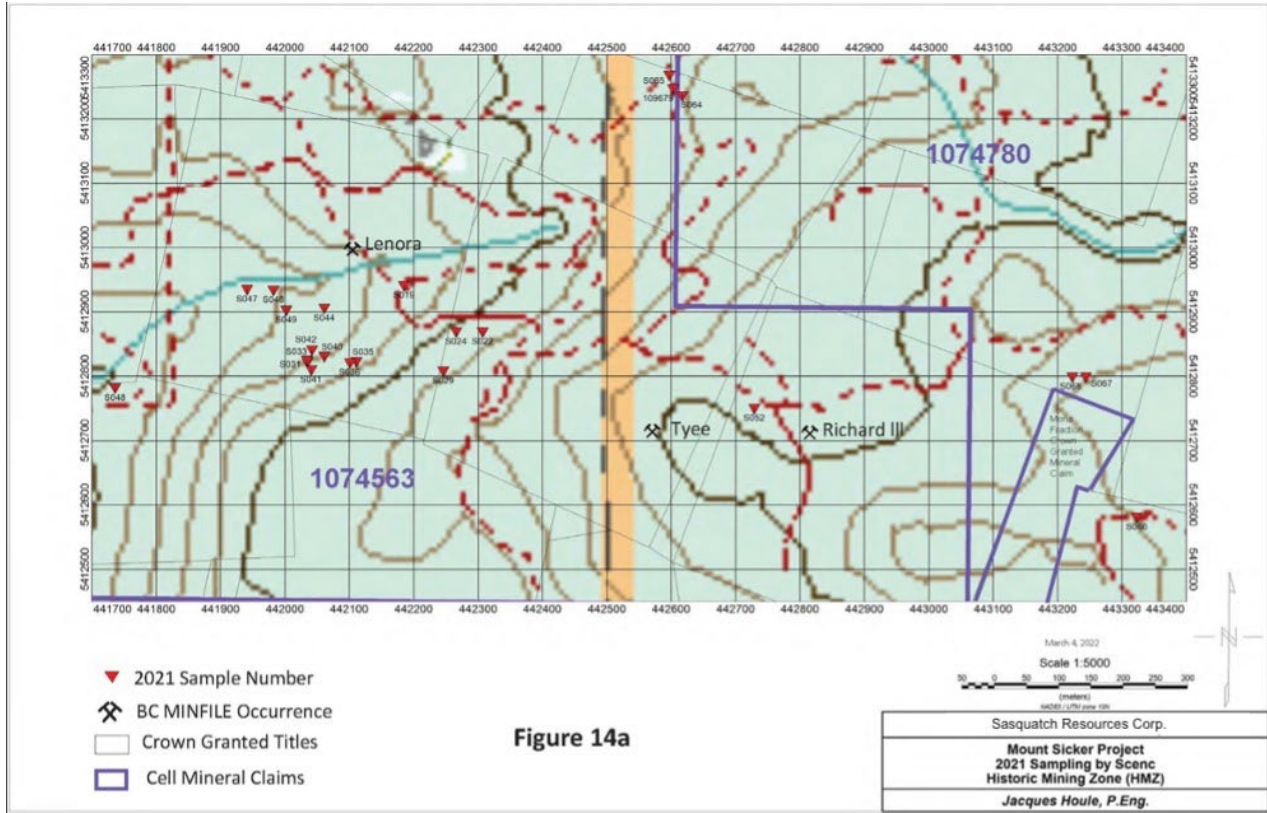
**Richard III** – 1 float sample from mine dump of sulphidic containing 15% sulphides with quartz including sphalerite, chalcopyrite, galena and pyrite taken at UTM 442729E 5412751N 582 m. elevation.

- Gold - 0.87 ppm
- Silver – 47 ppm
- Copper – 0.60%
- Lead – 0.82%
- **Zinc - 13.45%**
- **Cadmium – 556 ppm**
- Molybdenum – 66 ppm
- **Antimony – 169 ppm**

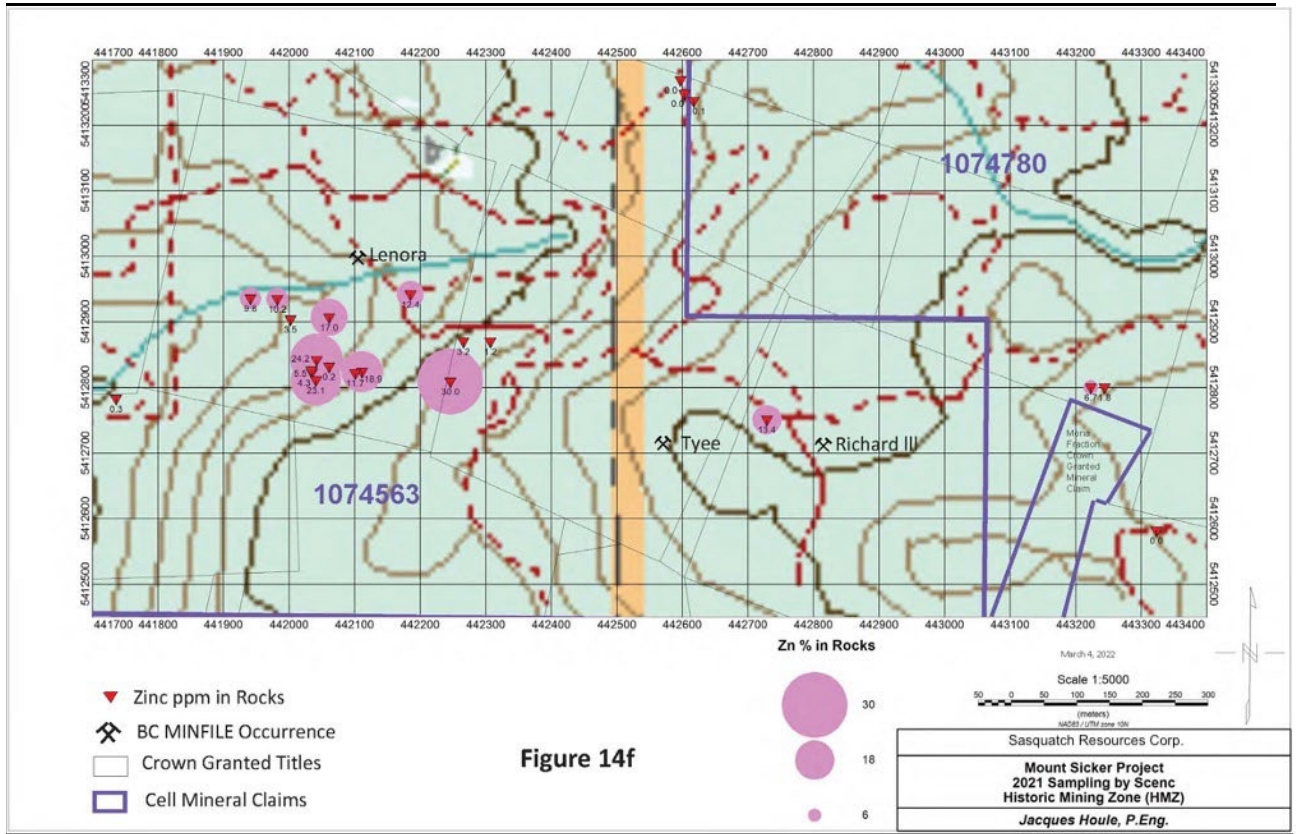
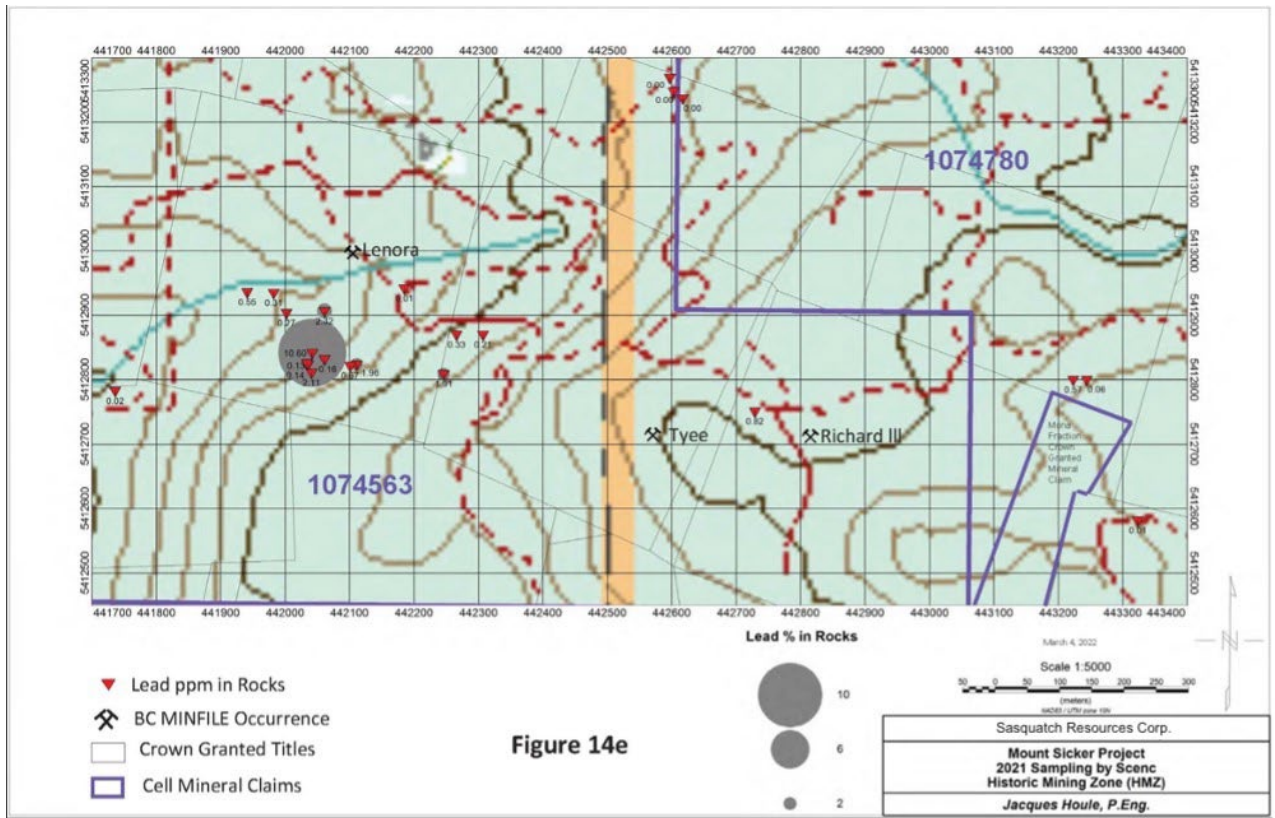
**Mona & Westholme** – 3 samples (1 outcrop and 2 float) of sulphidic quartz and schist containing 15% to 50% sulphides including chalcopyrite, pyrite and/or sphalerite taken from an area 100 m. East-West by 220 m. North-South by 15 m. elevation range centred at UTM 443263E 5412727N 644 m. elevation.

- **Gold** – from 0.43 ppm to **1.4 ppm, averaging 0.78 ppm**
- **Silver** – from 16 ppm to 50 ppm, averaging 29 ppm
- **Copper** – from 0.91% to **2.90%, averaging 1.91%**
- **Lead** – from 50 ppm to 0.57%, averaging 0.21%
- **Zinc** – from 260 ppm to **6.73%, averaging 2.85%**
- **Arsenic** – from 116 ppm to **1235 ppm, averaging 495 ppm**
- **Cadmium** – from 2.2 ppm to **281 ppm, averaging 116 ppm**









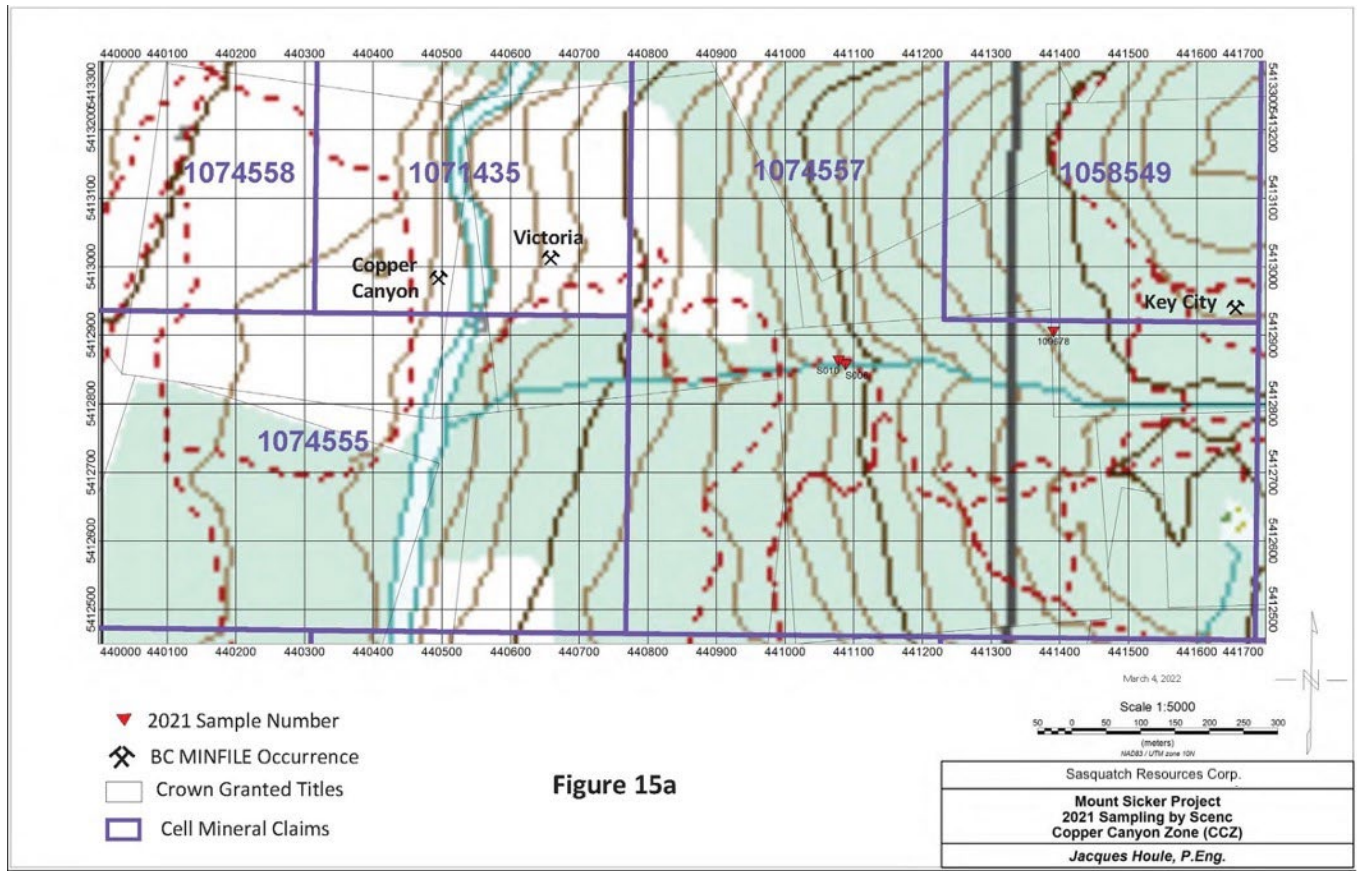
*Copper Canyon Zone (CCZ):* (see Figures 15a – 15d)

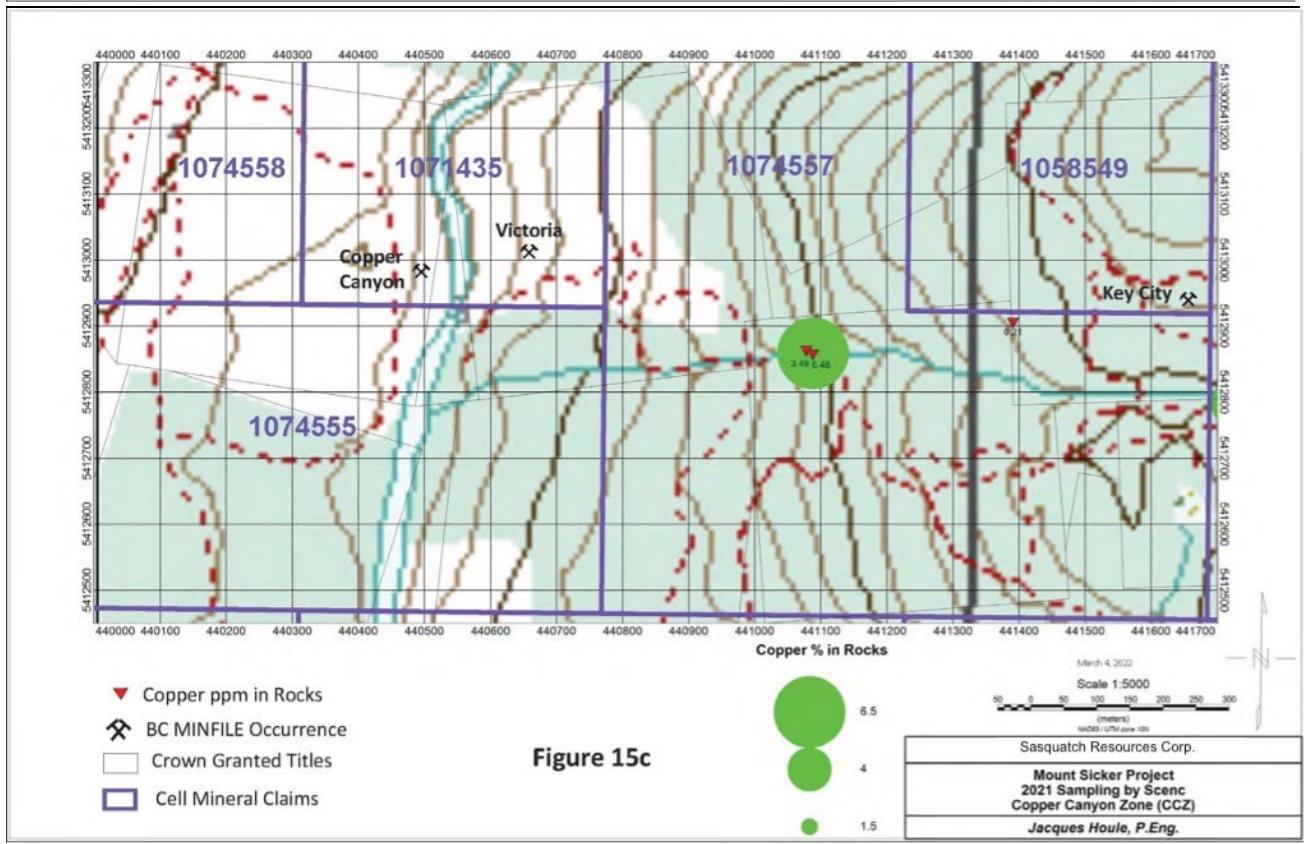
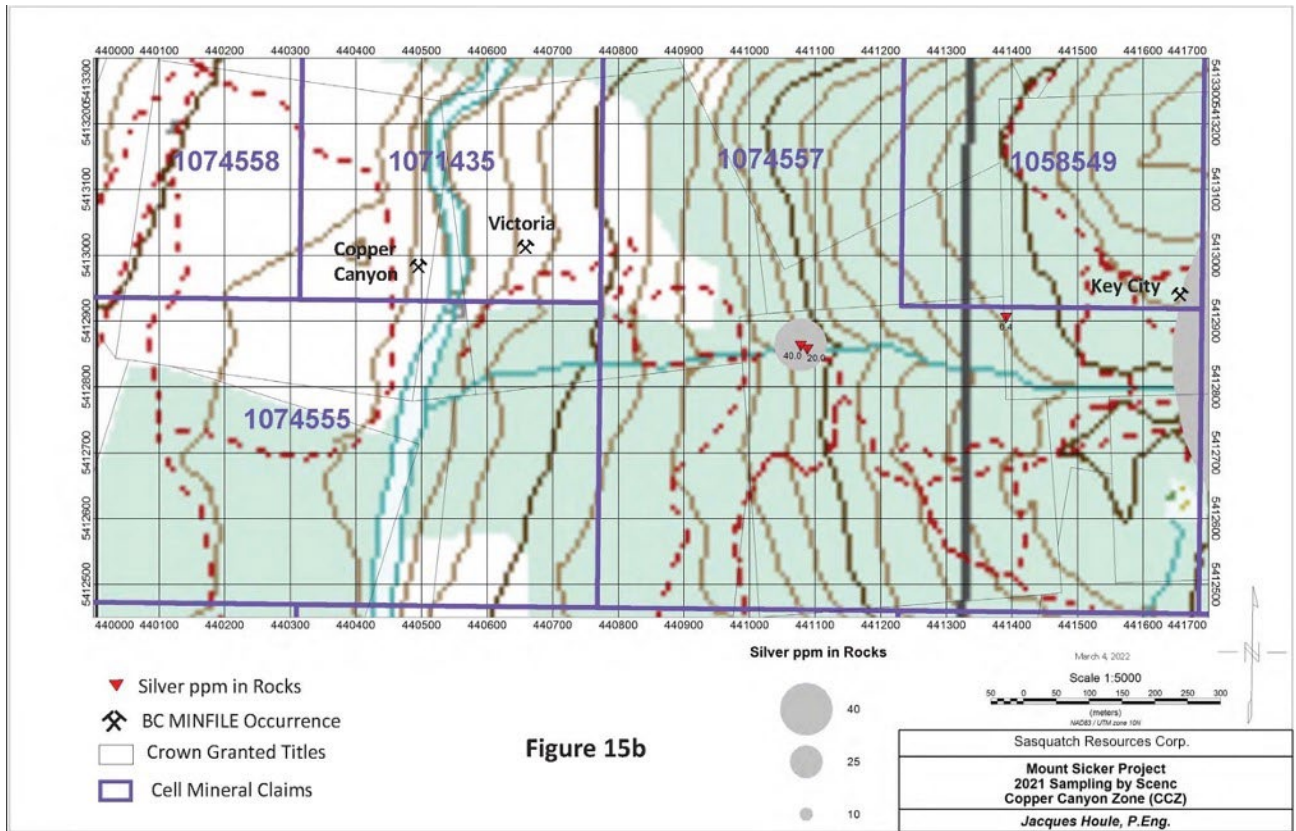
**Copper Canyon Creek** – 2 outcrop samples of sulphide-quartz veins containing greater than 50% sulphides including pyrite and chalcopyrite taken from an area 10 m. East-West by 5 m. North-South by 5 m. elevation range centred at UTM 441083E 5412862N 282 m. elevation.

- Gold – from 0.33 ppm to 0.57 ppm, averaging 0.45 ppm
- Silver – from 20 ppm to 40 ppm, averaging 30 ppm
- **Copper – from 3.49% to 6.48%, averaging 4.98%**
- Lead – from 8 ppm to 0.22%, averaging 0.11%
- **Zinc – from 910 ppm to 3.56%, averaging 1.83%**
- Bismuth – from 10 ppm to 38 ppm, averaging 24 ppm
- **Cadmium – from 15 ppm to 176 ppm, averaging 96 ppm**
- **Molybdenum – from 42 to 108 ppm, averaging 75 ppm**
- Antimony – from <5 ppm to 63 ppm, averaging 32 ppm

**Burn Zone** – 1 outcrop sample of brecciated chert containing stockwork sulphide-quartz veins containing 20% sulphides including pyrite and chalcopyrite taken at UTM 441391E 5412907N 376 m. elevation.

- Copper – 2150 ppm





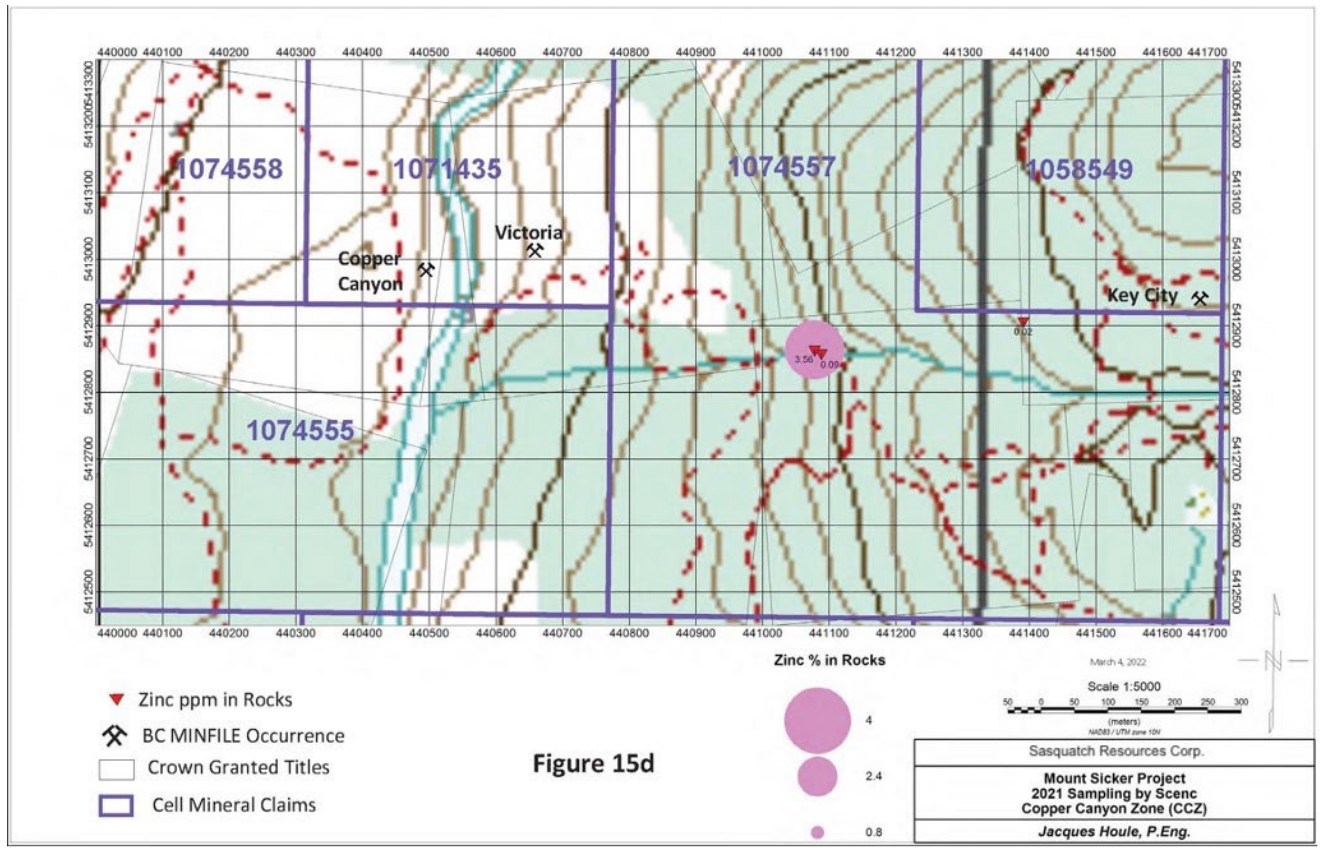


Figure 15d

*Battery Ridge Zone (BRZ):* (see Figures 16a – 16c)

**Nugget Creek** – 3 samples (2 outcrop and 1 large float) of sulphidic rocks containing 15% to 50% sulphides including pyrite, chalcopyrite, sphalerite and/or pyrrhotite taken from an area 345 m. East-West by 280 m. North-South by 170 m. elevation range centred at UTM 441562E 5413671N 284 m. elevation.

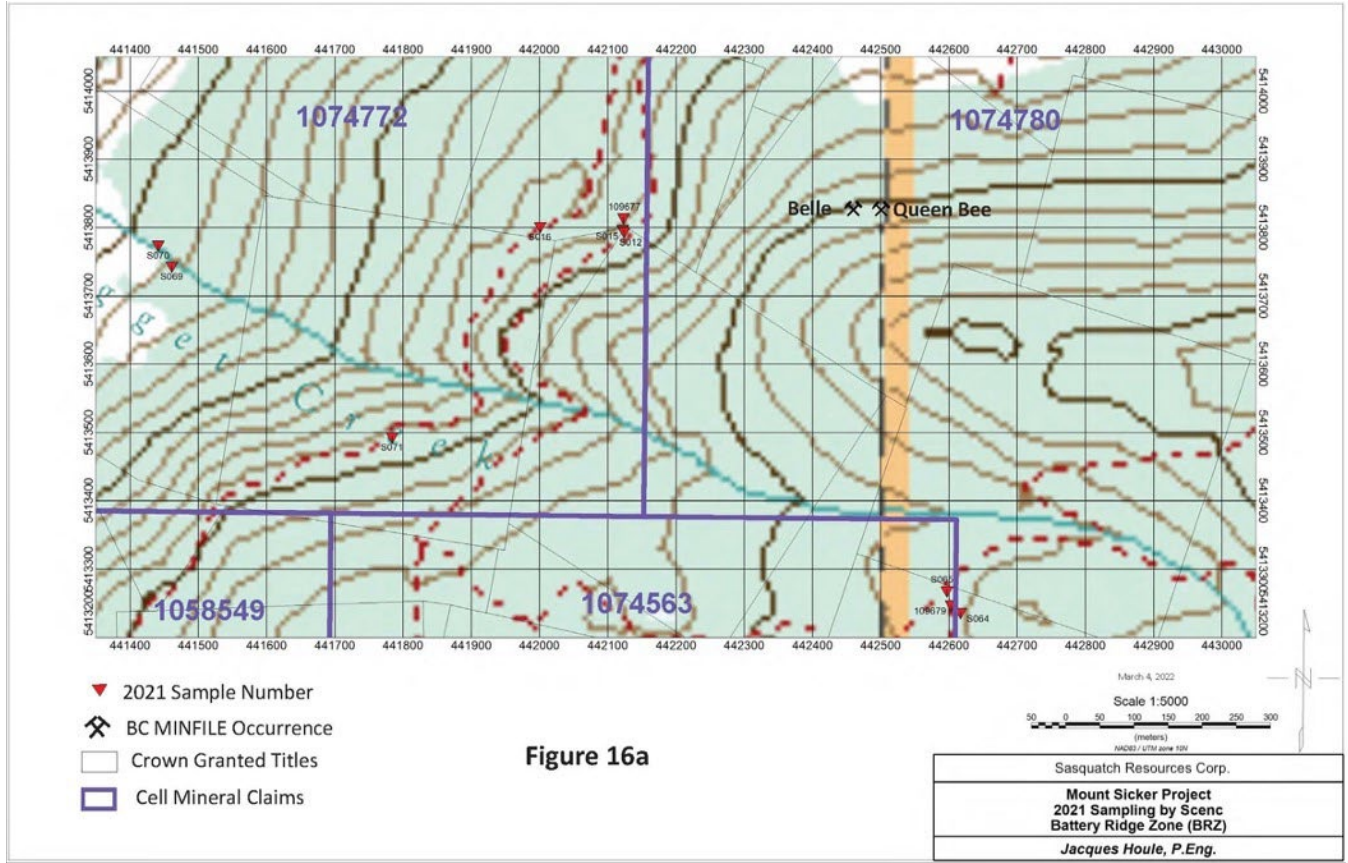
- Copper – from 190 ppm to 0.13%, averaging 607 ppm
- Lead – from 30 ppm to 0.27%, averaging 927 ppm
- Zinc – from 180 ppm to 0.16%, averaging 643 ppm
- Manganese – from 42 ppm to 1255 ppm, averaging 714 ppm
- **Molybdenum** – from 7 ppm to **154 ppm**, averaging 62 ppm

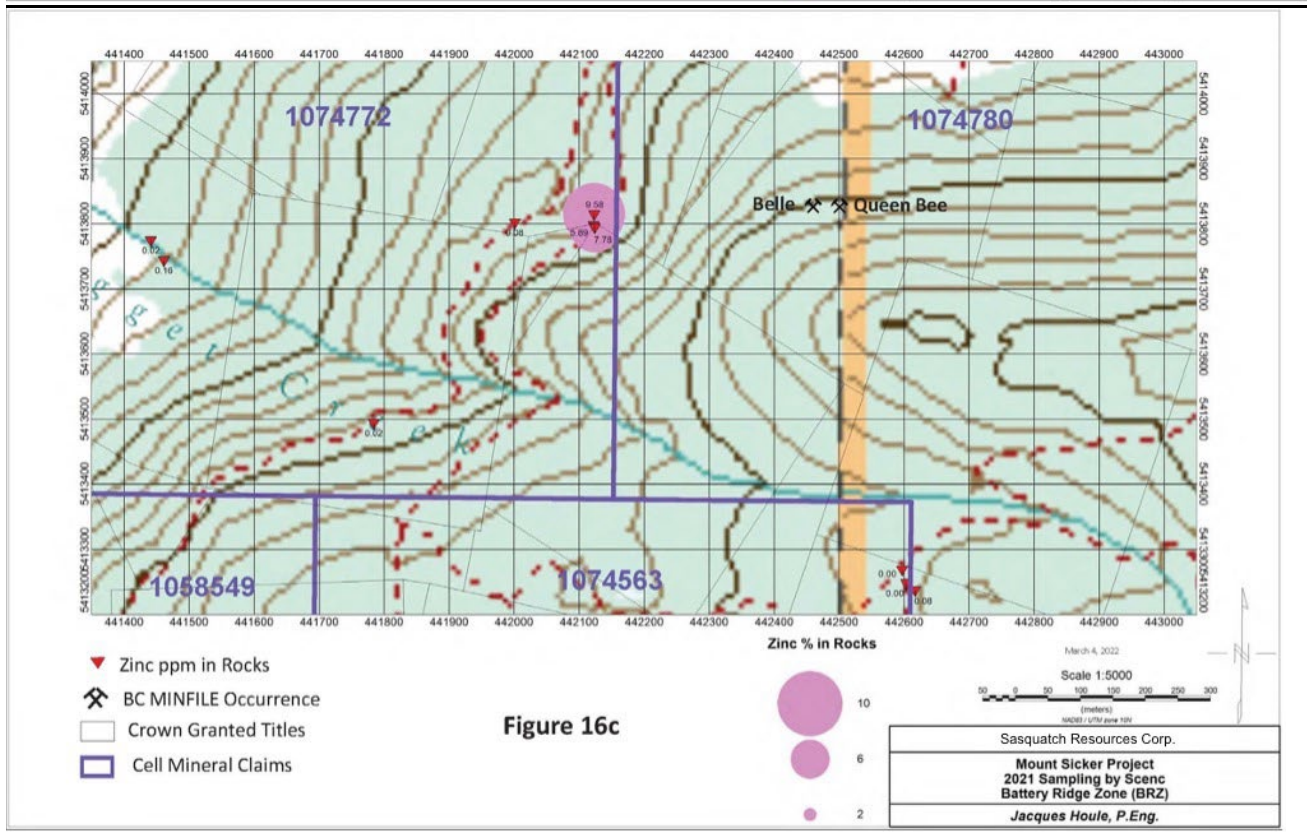
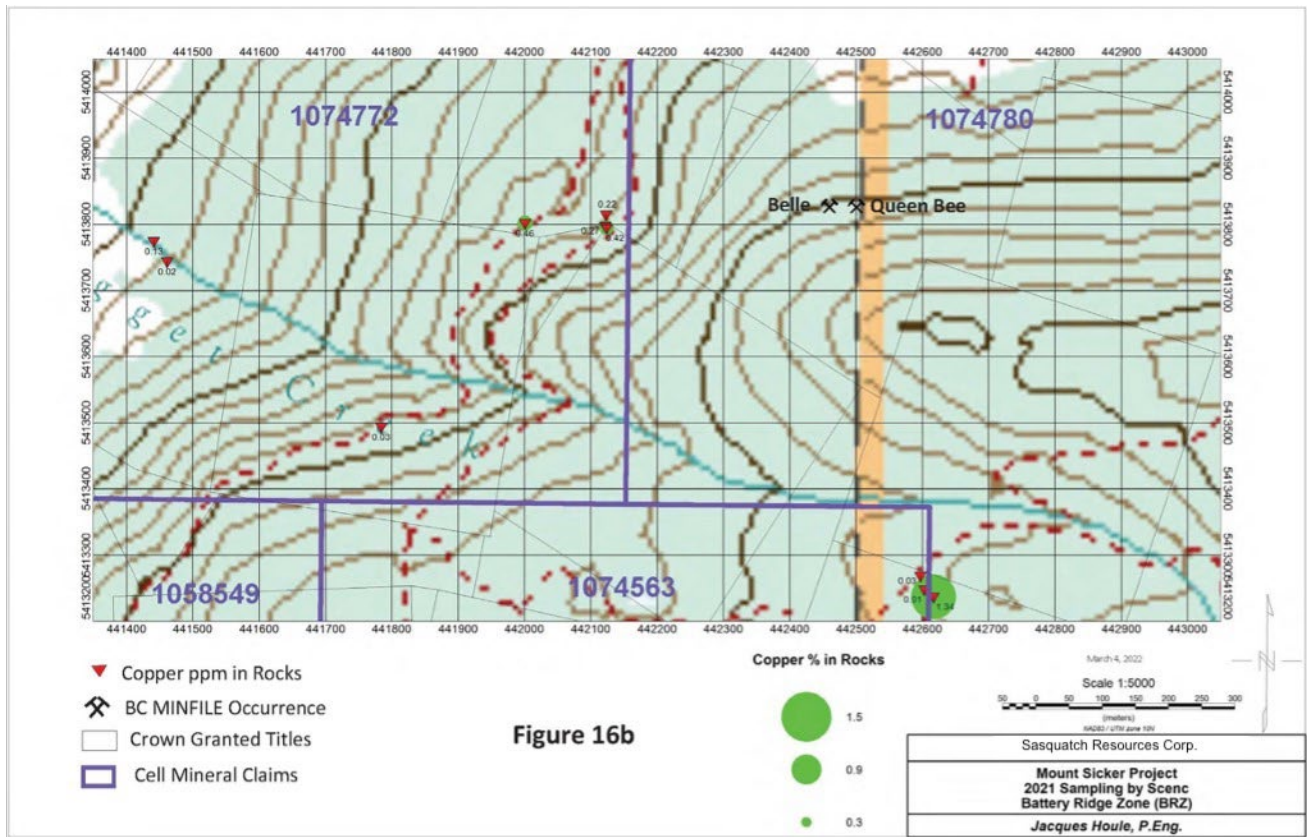
**VMS Zinc & All Metal** – 4 samples (3 outcrop and 1 large float) of semi-massive sulphides containing 30% to 50% sulphides including sphalerite, pyrite, chalcopyrite and/or malachite taken from an area 125 m. East-West by 20 m. North-South by 45 m. elevation range centred at UTM 442093E 5413803N 399 m. elevation.

- Copper – from 0.22% to 0.46%, averaging 0.34%
- **Zinc** – from 770 ppm to **9.6%**, averaging **5.83%**
- **Cadmium** – from 2.6 ppm to **397 ppm**, averaging **245 ppm**
- Manganese – from 1395 ppm to 3330 ppm, averaging 2081 ppm
- Phosphorus – from 780 ppm to 3890 ppm, averaging 1930 ppm
- Indium – 1.76 ppm in 1 sample analyzed
- Tellurium – 22.3 ppm in 1 sample analyzed

**400 Metre Zone** – 3 outcrop samples of sulphide-quartz zone in schistose volcanic containing 25% to 50% sulphides including pyrite, chalcopyrite and malachite taken from an area 20 m. East-West by 30 m. North-South by 5 m. elevation range centred at UTM 442606E 5413251N 530 m. elevation.

- **Copper** – from 135 ppm to **1.95%**, averaging 0.46%
- **Molybdenum** – from 1 ppm to 51 ppm, averaging 25 ppm







Northeast Copper Zone (NCZ): (see Figures 17a – 17c)

**Fortuna Adit & Tom’s Shaft** – 5 outcrop samples of sulphidic cherts and schistose volcanics containing 15% to 75% sulphides including pyrite and chalcopyrite taken from an area 345 m. East-West by 95 m. North-South by 20 m. elevation range centred at UTM 444582E 5413422N 611 m. elevation.

- Gold – from 0.05 ppm to 0.81 ppm, averaging 0.34 ppm
- **Copper** – from 0.24% to **2.07%**, averaging **1.04%**
- **Bismuth** – from 58 ppm to **152 ppm**, averaging **100 ppm**
- Phosphorus – from 20 ppm to 1380 ppm, averaging 578 ppm

**BR 600 Road** – 3 outcrop samples of schistose volcanics containing 15% to 30% magnetite and sulphides including pyrite and chalcopyrite taken from an area 200 m. East-West by 250 m. North-South by 30 m. elevation range centred at UTM 445455E 5413210N 505 m. elevation.

1. **Copper** – from 0.16% to **1.25%**, averaging 0.76%

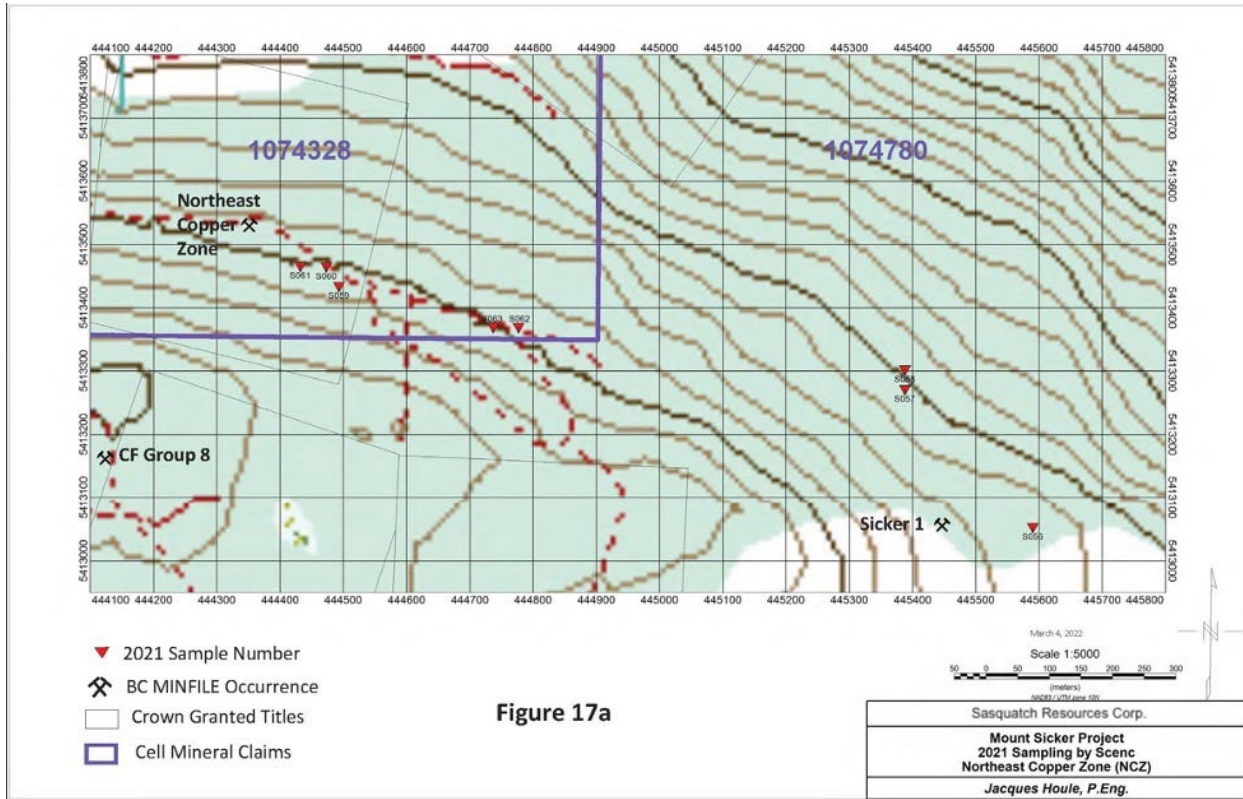
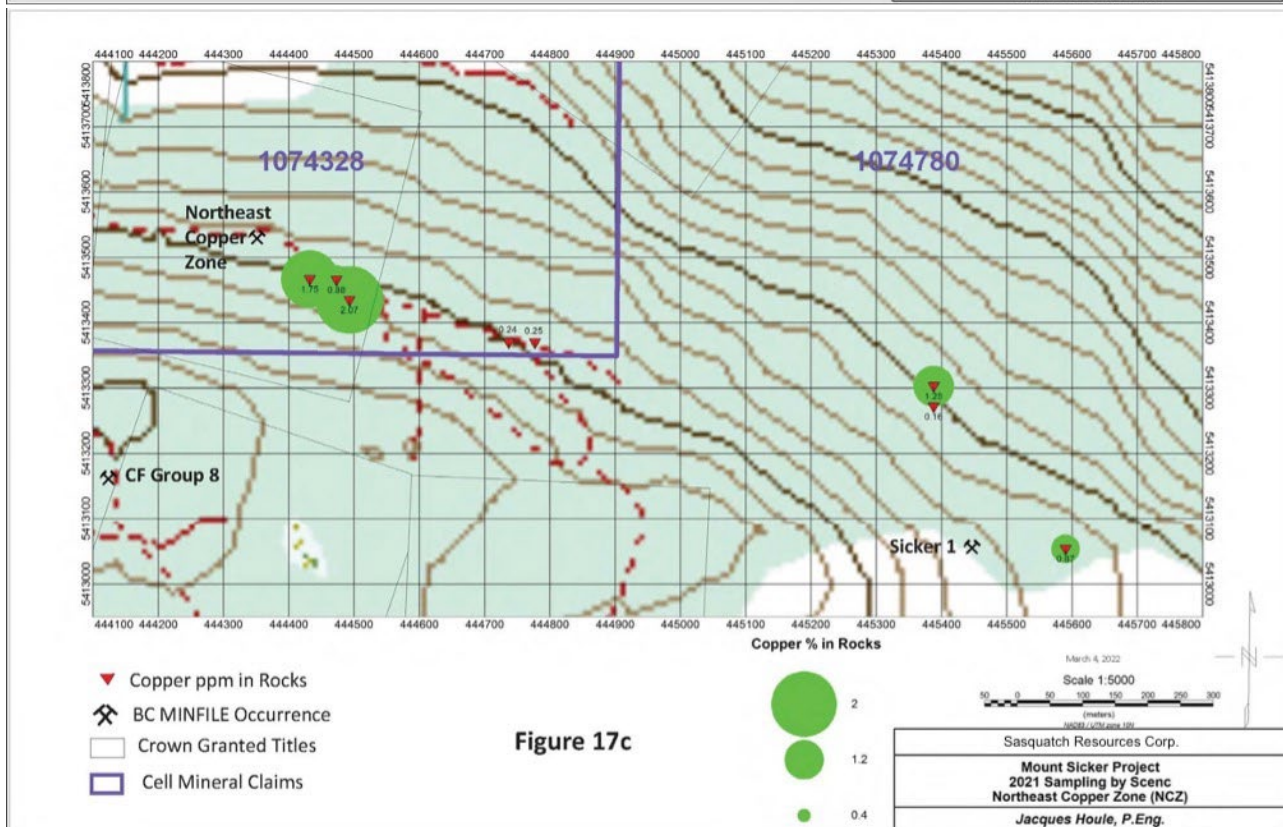
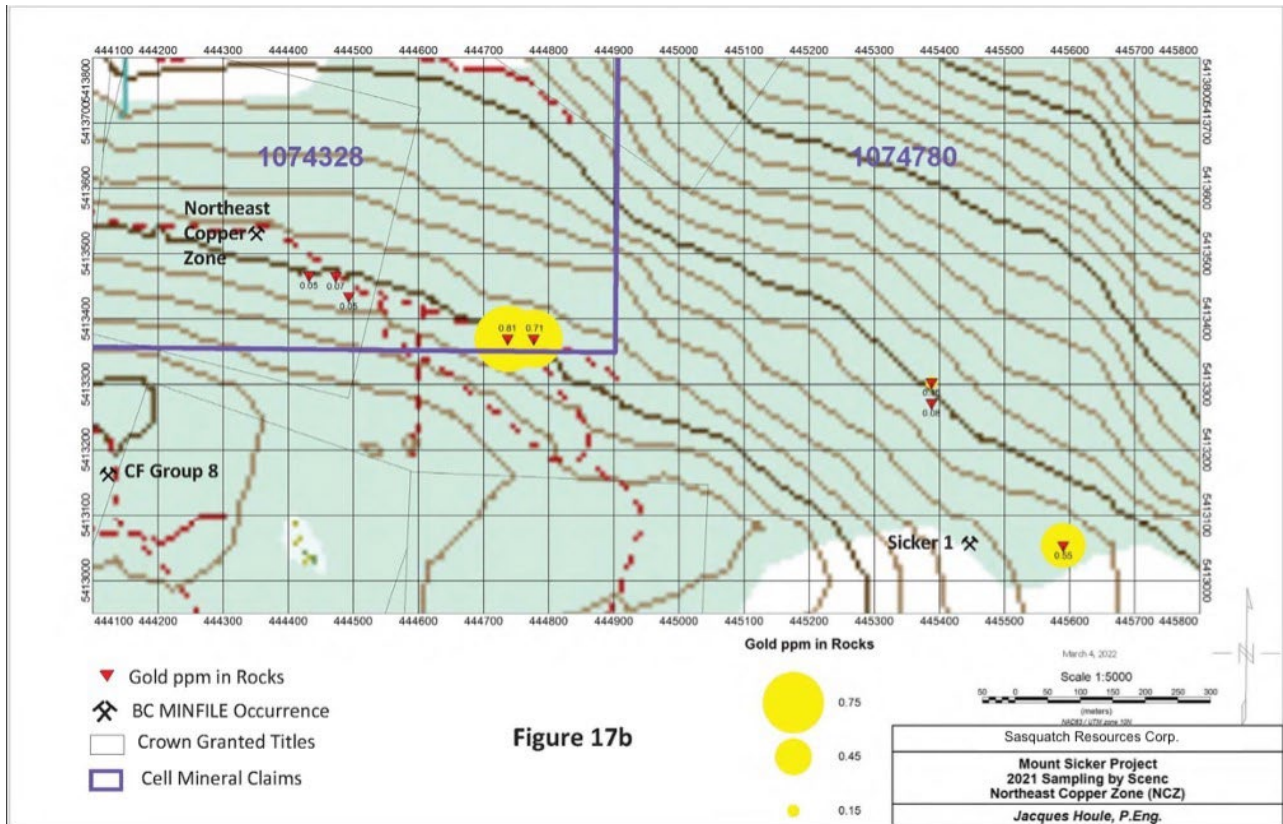


Figure 17a

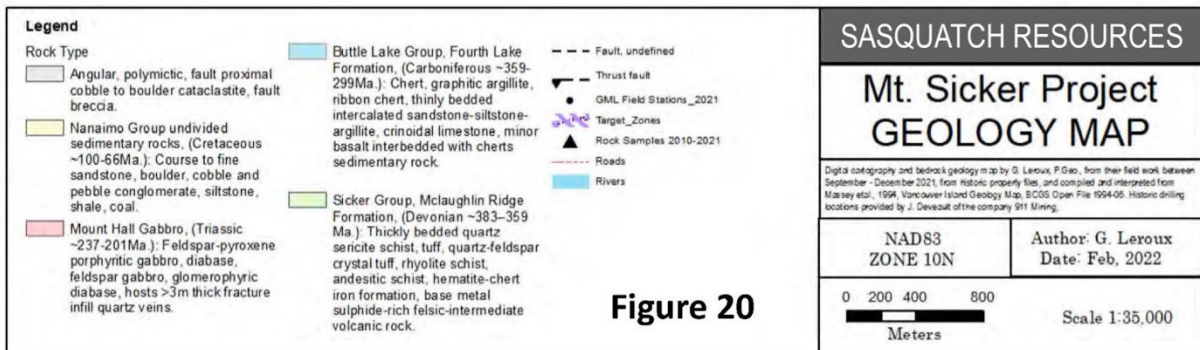
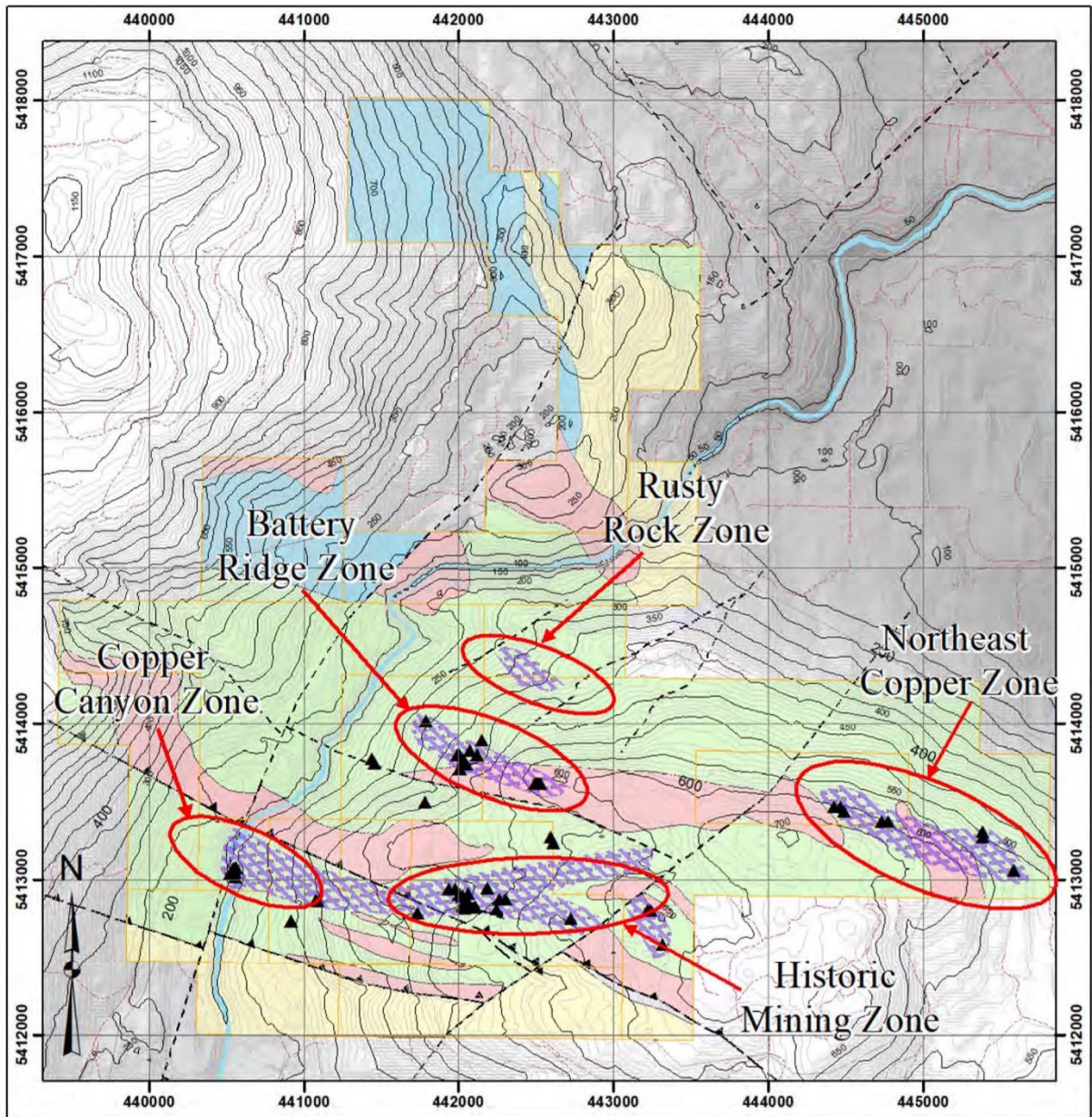


## ***Geology***

The 2021 geological mapping program at the Mount Sicker Property consisted of 90 field stations located across the portion of the Property east of the Chemainus River visited and mapped by G. Leroux, P.Geo. during the period of October to December 2021. This was followed up by compilation of recent geochemical sampling, historical geological and drilling data by Mr. Leroux and integration into a field report which appears in its entirety in Appendix 3 of the Technical Report, including a Geology Map.

The key structural observation from the geological mapping program is the predominantly conformable to semi-conformable bedding and foliation measurements both striking approximately 110 Azimuth and steeply dipping. Exceptions to this observation were found in the hinges of isoclinal folds, suggesting that the stratigraphy, including the sulphide-mineralized strata, has been folded into repeating sequences. Mr. Leroux has recommended a Lidar survey be conducted over the entire Mount Sicker Property to help trace and extrapolate sulphide-mineralized strata on surface beyond known locations. Mr. Leroux has also recommended future surface drill holes be oriented at 200 Azimuth with shallowly inclined holes perpendicular to the predominant bedding and foliation orientations.

Mr. Leroux also prepared a 2<sup>nd</sup> Geology Map showing all available GPS-located rock sample sites from 2010 to 2021 and highlighting five new Target Zones established by the Company, which appears as Figure 20 of the Technical Report. The Target Zones which appear in Figure 13 and details shown in Figures 14 to 17 are based on Figure 20.



## Geophysics

The 2021 geophysical survey program at the Mount Sicker Property consisted of 72 Vector Pulse Time Domain Electromagnetic (TDEM) field stations collected at 25 m. spacings along 2 ½ lines spaced 100 m. apart and totaling approximately 1.75 line-km. The survey was conducted by personnel of Geophysics TMC, supervised by G. McCrory, in December 2021, but was terminated prematurely due to heavy snow accumulations, after covering only a portion of one of three survey areas proposed by G. Leroux. This was followed up by processing of the 2021 survey data and compilation of historical geophysical data by M. Anderson, P.Geo., and integration into a final report which appears in its entirety in Appendix 4 of the Technical Report.

The key observation from the geophysical survey program is the detection of a deep, high-conductivity anomaly located at the extreme southeast corner of the survey area, which appears to be truncated above 200m. and open to the southeast and to depth below 400 m. from surface. The other observation from the geophysical survey program is the detection of a mid-depth (100 to 200 m. below surface) high-conductivity anomaly located at the northeast corner of the survey area, which correlates spatially with the westerly projection of the historic mining zone. Mr. Anderson has recommended completion of the proposed TDEM survey, and that both gravity and magnetic surveys be initiated.

## Drilling

The only drilling program undertaken in January 2022 to date by the Company utilized a hand-portable core drill to test extents of exposed sulphide mineralization in outcrop with four short holes at each of four known mineralized locations as follows:

Hole_ID	Area	Zone	UTM_E	UTM_N	Elev_m	Azimuth	Dip	Depth_m
BD22-001	Lenora Copper	10N	442034	5412826	449	115	-46	6.1
BD22-002	Lenora Portal Area	10N	442036	5412832	450	160	-50	3.15
BD22-003	Tyee Stringer Zone	10N	442185	5412942	465	120	-78	1.35
BD22-004	VMS Occurrence	Zinc 10N	442122	5413798	422	90	-70	4.25

The drilling program was conducted using a Shaw portable backpack drill with a 1 horsepower gasoline motor producing 41 mm. diameter drill core, operated by J. Deveault January 15-29, 2022. The drill core has been retained by Mr. Deveault at his residence for logging, sampling and analyses, if warranted in the future. The relationship between the orientations of the drill holes and mineralization at each site is unknown. The author briefly examined a section of the drill core during the site visit on March 5, 2022.

## Sample Preparation, Analyses and Security

Rock geochemistry samples taken and analyzed on behalf of the Company documented in the Technical Report were taken mainly by Mr. J. Deveault and Mr. K. Funk, who are the Optionor of the Mount Sicker Property, and are therefore not independent of the Company. Rock samples were extracted using rock hammers and taken from their source locations which were described and measured by hand-held GPS, labeled sequentially, and transported by Mr. Deveault to his residence in Duncan, BC. The rock samples were then inspected and described, and 38 were selected for geochemical analyses, while others were kept for future reference; portions of the samples selected for analyses were also kept for future reference. The 38 samples were transported to and prepared and analyzed by ALS Labs in North Vancouver, BC from late December 2021 to late February 2022. ALS utilized standard rock sample preparation

methods, 4-acid digestion of sample pulps, 33 element ICP analyses, ore grade analyses for copper, lead, zinc and silver, and ore grade 30-gram fire assay with atomic absorption finish for gold.

Sample security between the time of sampling and receipt of the samples by the laboratory cannot be verified by the author. However, no reason exists for the author to suspect any intentional or accidental contamination of the samples, while acknowledging that most of the samples were selectively obtained from sources and should not be considered as representative of those mineralized exposures. In the author's opinion, the analytical results from these programs appearing in the Technical Report are reliable. The analytical methods selected by the samplers and used by the laboratory, including the lab's QC/QA procedures were appropriate for the mineralized rock samples, including 4-acid digestion of pulps, but in the author's opinion two improvements are recommended for analyzing future rock samples:

- Use 48 element ICP-MS analyses vs 33 element ICP-AES specifically for elements indium, selenium and tellurium which are potential indicator and/or by-products in some VMS deposits
- Use pre-selected upper threshold values from ICP analyses to determine samples to be analyzed for ore grade analyses in minimize unnecessary ore grade analyses for elements with low values

### Data Verification

The author completed two site inspections to the Mount Sicker Property in order to verify recently sampled discoveries of mineralization made during geochemistry programs completed by the Property Optionor in 2020 (Deveault, J. and Funk, K., ARIS 39406, 2021) and by the Company in 2021, documented in Appendix 1 of the Technical Report with locations shown in Figure 12. The author had previously supervised and documented a similar rock geochemistry program in the property area for Rock-Con Resources in 2010 (Houle, J., ARIS 32278, 2011) and so was already familiar with many mineralized areas on the Property.

The October 18, 2021 site inspection was focused partly on documenting, and if appropriate, sampling some mineralized exposures discovered by the Optionor up to that date. Two outcrop exposures of semi-massive base metal-bearing sulphides, including chalcopyrite and/or sphalerite, were sampled both by the Optionor and by the author with selected values from samples with similar mineralization from both sites as follows:

Sampler	Location	Sample	Au ppm	Ag ppm	Cu ppm	Pb ppm	Zn ppm	Fe %	S %
J. Houle	VMS Zinc	109677	0.23	2.91	2240	36.1	95800	25	>10.0
J. Deveault	VMS Zinc	S012	0.19	2	2660	40	58900	22.7	>10.0
J. Deveault	VMS Zinc	S015	0.28	3	4170	40	77800	26.7	>10.0

Sampler	Location	Sample	Au ppm	Ag ppm	Cu ppm	Pb ppm	Zn ppm	Fe %	S %
J. Houle	400m. Zone	109679	0.2	0.4	135.5	16.3	34	16.15	>10.0
J. Deveault	400m. Zone	S065	0.11	1	280	20	40	26	>10.0

The values obtained for the main precious and base metal target elements and main sulphide mineral elements between samples from both sites compare favourably, in the author's opinion.

The three samples taken during the October 18, 2021 site inspection were also analyzed for Lead Isotope Ratios by ALS Labs in sulphide minerals for the purpose of comparison with similar analyses completed on known VMS mineralization and other styles of sulphide mineralization hosted by Sicker Group rocks from Vancouver Island. Appendix 1 of the Technical Report contains a plot taken from previous work (Ruks, T., Mortensen, J. et.al, Geoscience BC Report 2005-030, 2009) with the lead isotope ratios from the three samples taken by the author on October 18, 2021 added. The lead isotope ratios from the 2021 samples are varied between one another, but it appears that the ratio from sample 109677 taken from the Zinc-rich VMS Zone on the Mount Sicker Property compares favourably with those from samples taken from known Sicker Group – hosted VMS mineralization at the Myra Falls Operation and elsewhere. Conversely, the lead isotope ratios from the other samples 109678 and 109679 which yielded generally low values of precious and base metals do not compare favourably with known VMS mineralization.

Other sites of mineralized exposures visited during the October 18, 2021 site inspection were documented but not sampled by the author, being hosted by float (non-outcropping material) or being less mineralized outcrop exposures than the three samples taken and analyzed by the author. Three sites visited consisted of historic mining infrastructure including the Mill Site, the Tailings Dam Outflow and the Blue Clay Zone. The latter appears to be a recently deposited, bedded surficial clay consisting of sulphidic material, possibly originating from the old mill site, tailings dam or a transport mechanism.

The March 5, 2022 site inspection was focused on visually confirming mineralized exposures discovered and sampled by the Optionor for the Company after the initial site inspection and not previously visited by the author. Six sample sites were visited, and all displayed base metal bearing sulphide mineralization, including chalcopyrite and/or sphalerite, hosted in schistose volcanic rocks and exposed in outcrops, roadcuts, shafts, adits or rock dumps.

### **Adjacent Properties**

As of the effective date of the Technical Report, the Mount Sicker Property was surrounded on three sides by cell mineral claims held by others to the east, west and south as shown in Figure 2. The cell claims to the east and west were selected by their owners primarily to cover the favourable Sicker Group volcanic bedrock stratigraphy interpreted along strike of the mineral occurrences on the Mount Sicker Property, as shown in Figure 18. Many of the historic crown granted mineral claims in the area of the Property were acquired and prospected for the same reason, including the Mona Fraction Crown Granted Mineral Claim (PIN 15083630) which occurs as a 5.9-hectare internal gap within the Property as shown in Figures 3a and 3c, and described above in the Property Description.

To the east of the Mount Sicker Property are three adjacent cell mineral claims each held by different entities as follows:

- 550746 – 5-cell claim selected in 2007 by A. Francis is referred to as the Volcanics Property and currently held by RCR Mining LLP, who have not filed any assessment work on the claim since acquisition from Rock-Con Resources Inc. in 2013; Rock-Con last completed work on the property in 2011, which yielded a linear multi-element soil geochemical anomaly with co-incident elevated copper values in volcanic rocks along a diorite contact as documented in ARIS report 32849 by A. Burgert, P.Geol.; the claim is past its good to date, and is currently under MTO title protection; the mineralization on the Volcanics Property is not necessarily indicative of the mineralization on the Mount Sicker Property
- 1090813 – 5-cell claim selected in January 2022 and held by C. Greig; no work has been filed for assessment to date, and the claim's good to date is January 24, 2023
- 1092908 – 15-cell claim selected in February 2022 by K. Funk and held 50% each by K. Funk and J. Deveault, who are the Optionor of the Mount Sicker Property

To the west of the Mount Sicker Property are five adjacent cell mineral claims held by two different entities as follows:

- 847125, 847165, 847215 and 847216 – eastern end of a large claim group selected in 2011 and held by Treasury Metals Inc., who last filed work on the claim group in 2018 consisting of an airborne LIDAR survey over their entire Lara VMS Project as documented in ARIS Report 37716 by A. Larson, P.Geol.; these claims are past their good to dates, and are currently under MTO title protection; the mineralization on the claims of

the Lara VMS Project disclosed by Treasury Metals Inc. is not necessarily indicative of the mineralization on the Mount Sicker Property

- 543042 – 2-cell claim selected in 2006 by S. Phillips, and held 50% each by S. Phillips and R. Morris, who have maintained the claim in good standing by completing and filing prospecting work; the claim’s good to date is February 1, 2024

To the south of the Mount Sicker Property is a 14-cell mineral claim 1093681 selected in March 2022 and held by the author, J. Houle, beneficially and exclusively for the Company which as of the date of the Technical Report does not hold a BC Free Miners Certificate (FMC). It is the author’s intention to transfer via a Bill of Sale in MTO 100% interest in claim 1093681 to the Company upon its application and receipt of a valid FMC and client number in MTO; the claim’s good to date is March 8, 2023.

### **Other Relevant Data and Information**

There may exist some challenges involved in the future exploration, development and mining of mineral resources at the Mount Sicker Property, as indicated under “Property Description” above. These may include underlying crown granted mineral claims with related uncertainties, overlying surface and timber rights held by various individuals or corporations, portions of the Project lying within two different political jurisdictions, portions of the Project lying within traditional territories of two different First Nation entities, and the presence of historic mining infrastructure and possible related environmental contamination. These items strongly suggest that a well planned, industry-standard corporate social responsibility (CSR) program be established, implemented and maintained as part of all future work plans by the Company and its agents at the Mount Sicker Property.

### **Interpretation and Conclusions**

The Mount Sicker Property is an exploration project targeting base and precious metal bearing volcanogenic massive sulphide mineralization centred over and surrounding four historic past producing mines and eleven other mineral occurrences on southern Vancouver Island. The geological setting, host rock age, and style of mineralization on the Mount Sicker Property are similar to Nyrstar’s Myra Falls Operation, located 175 km to the northwest on central Vancouver Island. The mine at Myra Falls has produced about 25 million tonnes over 50+ years of operations since 1969, and hosts reserves and resources totaling about 10 million tonnes. Historic past producing mines on the Mount Sicker Property were Lenora, Tyee, Richard III and Victoria, which produced about 275,000 tonnes combined from intermittent operations between 1898 and 1964.

Modern exploration techniques were deployed over portions of the Project by different owners and operators between 1967 and 1991 and between 2008 and 2011, but no systematic, modern exploration work has ever been undertaken over the entire Mount Sicker Property area. The utilization of modern exploration techniques and mineral deposit knowledge provides an excellent opportunity to discover economic mineralization on the Mount Sicker Property. The presence of highly elevated values of metals in outcropping exposures of mineralization on the Project, including several from Canada’s critical metals list, combined with current commodity prices for those metals provides a reasonable possibility for mineralization of sufficient grades to exist at the Mount Sicker Property that would allow exploitation using primarily underground mining methods, similar to Myra Falls.

### **Recommendations**

The author concludes that the Mount Sicker Property warrants ongoing, systematic and phased modern exploration work including an initial phase totaling approximately \$150,000. The initial recommended phase of work includes acquisition and modeling of existing airborne geophysical data, new ground geophysical surveys including electromagnetic (TDEM) and gravity, an airborne LIDAR survey over and surrounding the past producing mines, prospecting unexplored areas, a detailed GPS survey of and environmental baseline sampling program surrounding the historic mining infrastructure, and a GIS data compilation of key historic data, all prefaced and supported by an appropriate corporate social responsibility program engaging local communities and First Nations. It will also be necessary to secure an access and gate key agreement with the local logging company prior to undertaking any field work programs. This work will culminate in a notice of work application to obtain an exploration permit for a surface drilling program, and completion of technical reports required for corporate disclosure and mineral title documentation.



Category	Item Description	Units	No.	Unit Cost	Item Cost
Corporate Social Responsibility (CSR)	Access & Key Agreement	1	ea.	1,000	1,000
	Environmental Baseline	9	mo.	1,000	9,000
	Community Engagement	9	mo.	1,000	9,000
	First Nations Engagement	9	mo.	1,000	9,000
Geophysics	Model Airborne Data	1	mo.	10,000	10,000
	Ground gravity	1	mo.	25,000	25,000
	Ground EM (TDEM)	1	mo.	25,000	25,000
Prospecting and Geochemistry	Unexplored areas	2.5	mo.	10,000	25,000
Geology	LIDAR	1	wk.	12,000	12,000
	GIS data compilation	3	mo.	3,000	9,000
Drilling	NOW application for drilling to begin in 2023	1	mo.	8,000	8,000
Reports	Technical, Assessment	1	mo.	8,000	8,000
<b>Totals</b>					<b>150,000</b>

Additional phases of work involving many different techniques could be undertaken in the future, with details and budgets to be proposed following completion and analysis of the results from the initial work phase.

The author is of the opinion that the recommended two-phase work program and proposed expenditures are appropriate and well thought out, and that the character of the Project is of enough merit to justify the recommended program.

#### USE OF AVAILABLE FUNDS

As of the date of this Prospectus, the Company has aggregate available funds of approximately \$650,000. The Company intends to use the available funds as follows over the next 12 months:

Use of Available Funds	Amount
Prospectus and CSE Listing costs <sup>(1)</sup>	\$100,000
Exploration of the Property <sup>(2)</sup>	\$150,000
Property Payments <sup>(3)</sup>	\$45,000
General & Administrative Expenses for 12 months	\$162,000
Unallocated Working Capital <sup>(4)</sup>	\$193,000
<b>Total</b>	<b>\$650,000</b>

- (1) This amount includes approximately: \$50,000 in legal fees; \$12,000 in auditor fees; CSE and securities commission filing fees of \$30,000; and miscellaneous expenses of \$8,000.
- (2) This amount reflects the estimated budget of \$150,000 for an initial phase of exploration work as recommended by the Technical Report. Under the Option Agreements, the Company must incur minimum exploration expenditures of \$250,000 on or before October 1, 2024.
- (3) This amount reflects the cash payment required to be made by the Company to Justin Deveault and 802213 Alberta Ltd. on October 1, 2022 pursuant to the terms of the First

Option Agreement. Additional cash payments by the Company to Justin Deveault and 802213 Alberta Ltd. of \$45,000 on October 1, 2023, \$95,000 on October 1, 2024 and \$100,000 on November 5, 2024 are also required pursuant to the terms of the Option Agreements.

- (4) To the extent necessary, the Company will utilize these funds to fund any negative cash flow in future periods.

A breakdown of the estimated general and administration expenses for the 12 months following the Company becoming a public company is set out below:

<b>12 Month General &amp; Administrative Expenses</b>	<b>Monthly (\$)</b>	<b>Annual (\$)</b>
Audit	1,000	12,000
Legal	2,000	24,000
Consulting Fees	7,000	84,000
Office Expenses	500	6,000
Shareholder Communications	500	6,000
Transfer Agent / Filing Fees	1,500	18,000
Miscellaneous	1,000	12,000
<b>Total</b>	<b>13,500</b>	<b>162,000</b>

The Company's working capital available to fund ongoing operations is sufficient to meet administrative costs and exploration expenditures for at least twelve months. The Company has had negative cash flow from its operating activities since its incorporation and expects to continue to have negative cash flow from its operating activities in the future. The Company's source of funds since incorporation has been from the sale of equity capital and the Company expects that equity capital will continue to be its source of funds in the future. See "*Risk Factors*" for further disclosure of the risk of negative cash flow from its operating activities.

The Company's business objective using the available funds described above is to earn a 100% interest in the Property pursuant to the Option Agreements. To achieve this business objective, the Company will seek to accomplish the following significant events:

<b>Significant Event</b>	<b>Specific Time Period for Significant Event</b>	<b>Costs related to Significant Event (\$)</b>
Make \$45,000 cash payment to the Optionor under the First Option Agreement	October 1, 2022	45,000
Issue 250,000 Common Shares to the Optionor under the First Option Agreement	October 1, 2022	1,000
Issue 200,000 Common Shares to the Optionor under the Second Option Agreement	November 5, 2022	1,000
Make \$45,000 cash payment to the Optionor under the First Option Agreement	October 1, 2023	45,000
Issue 250,000 Common Shares to the Optionor under the First Option Agreement	October 1, 2023	1,000
Issue 300,000 Common Shares to the Optionor under the Second Option Agreement	November 5, 2023	1,000
Make \$95,000 cash payment to the Optionor under the First Option Agreement	October 1, 2024	95,000
Issue 500,000 Common Shares to the Optionor under the First Option Agreement	October 1, 2024	1,000
Conduct at least \$250,000 in exploration expenditures on the Property (including the \$150,000 in exploration expenditures recommended in the Technical Report)	October 1, 2024	250,000
Make \$100,000 cash payment to the Optionor under the Second Option Agreement	November 5, 2024	100,000
Issue 800,000 Common Shares to the Optionor under the Second Option Agreement	November 5, 2024	1,000
<b>Total</b>		<b>541,000</b>

Due to the COVID-19 outbreak, the Company may face future disruption to operations, supply chain delays, travel and trade restrictions and impact on economic activity in affected countries or regions can be expected and can be difficult to quantify. Such pandemics or diseases represent a serious threat to maintaining a skilled workforce and could be a major health-care challenge for the Company. There can be no assurance that the Company's personnel will not be impacted by these pandemics. In addition, the COVID-19 pandemic has created a dramatic slowdown in the global economy. The duration of the COVID-19 outbreak and the resultant travel restrictions, social distancing, government response actions, business closures and business disruptions, can all have an impact on the Company's operations and access to capital. There can be no assurance that the Company and its business objectives will not be impacted by adverse consequences that may be brought about by the COVID-19 pandemic on global financial markets, may reduce resource prices, share prices and financial liquidity and thereby that may severely limit the financing capital available to the Company.

The Company's unallocated working capital will be available for further exploration work on the Mount Sicker Property, if such work is warranted based on results from the exploration programs currently planned. It is the intention of the Company to remain in the mineral exploration business. Should the Mount Sicker Property not be deemed viable, or if the Company's funds are not required for further work on the Mount Sicker Property, those funds will be allocated to the acquisition, exploration or development of other properties, including other properties that may be identified by the Company in the future.

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

## SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

### Summary of Annual Financial Information

The following is selected historical financial information of the Company. The Company has a financial year ending April 30.

The financial information has been prepared in accordance with IFRS and is derived from and subject to the detailed information contained in the Company's financial statements, and the notes thereto, attached as Appendix I to this Prospectus.

	For the financial year ended April 30, 2022 (\$) (audited)
Exploration and evaluation assets	24,000
Total assets	650,003
Total liabilities	19,309
Shareholders' equity (deficit)	630,694

To the date of this Prospectus, the Company has issued 17,454,000 Common Shares. The proceeds of these issuances have been and will be used for general corporate purposes of the Company.

### Management's Discussion and Analysis

The Company's Management's Discussion and Analysis ("MD&A") is included in this Prospectus as Appendix II. The MD&A should be read in conjunction with the Company's financial statements and the disclosure contained in this Prospectus.

### DIVIDEND RECORD AND POLICY

The Company has not, since the date of its incorporation, declared or paid any dividends on its Common Shares. The Company intends to retain its earnings to finance growth and expand its operations and does not expect to pay any dividends in the foreseeable future. The Company does not currently have a policy with respect to the payment of dividends.

### DESCRIPTION OF SHARE CAPITAL

#### Common Shares

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. At the date of this Prospectus, there are an aggregate of 17,454,000 fully paid Common Shares issued and outstanding.

The holders of the Company's Common Shares are entitled to:

- one vote per share at all meetings of shareholders of the Company, except meetings at which only holders of a specified class of shares are entitled to vote;
- receive, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Company (of which there are none as at the date of this Prospectus), any dividends declared by the Company; and
- receive, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Company (of which there are none as at the date of this Prospectus), the remaining property of

the Company upon the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary.

### Stock Options

As of the date of this Prospectus, there are 1,720,000 stock options, each exercisable for one Common Share in the capital of the Company for \$0.10. See “*Options to Purchase Securities – Outstanding Stock Options.*”

### CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Company as at the dates indicated. This table should be read in conjunction with the financial statements of the Company (including the notes thereto) contained in this Prospectus.

Description	Outstanding as at April 30, 2022	Outstanding as at the date of this Prospectus
Common Shares	17,454,000	17,454,000
Share capital	\$849,400	\$849,400
Stock Options	1,120,000	1,720,000
Long-term debt	Nil	Nil

### OPTIONS TO PURCHASE SECURITIES

#### Stock Option Plan

The Company has adopted a stock option plan (the “**Plan**”) which provides eligible directors, officers, employees and consultants with the opportunity to acquire an ownership interest in the Company and is the basis for the Company’s long-term incentive scheme. The key features of the Plan are as follows:

- The maximum number of Common Shares issuable under the Plan shall not exceed 20% of the number of Common Shares of the Company issued and outstanding as of each award date, inclusive of all Common Shares reserved for issuance pursuant to previously granted stock options.
- The options have a maximum term of ten years from the date of issue.
- Options vest as the board of directors of the Company may determine upon the award of the options.
- The exercise price of options granted under the Plan will be determined by the board of directors, but will not be less than the greater of the closing market price of the Company’s Common Shares on the Exchange on (a) the trading day prior to the date of grant of the options; and (b) the date of grant of the stock options.
- The expiry date of an option shall be the earlier of the date fixed by the Company’s board of directors on the award date, and: (a) in the event of the death of the option holder while he or she is a director or employee (other than an employee performing investor relations activities), 12 months from the date of death of the option holder, or while he or she is a consultant or an employee performing investor relations activities, 30 days from the date of death of the option holder; (b) in the event that the option holder holds his or her option as a director and such option holder ceases to be a director of the Company other than by reason of death, 90 days following the date the option holder ceases to be a director (provided however that if the option holder continues to be engaged by the Company as an employee or consultant, the expiry date shall remain unchanged), unless the option holder ceases to be a director as a result of ceasing to meet the qualifications set forth in section 124 of the *Business Corporations Act* (British Columbia) or a special resolution passed by the shareholders of the Company pursuant to section 128(3) of the *Business Corporations Act* (British Columbia), in which case the expiry date will be the date that the option holder ceases to be a director of the

Company; (c) in the event that the option holder holds his or her option as an employee or consultant of the Company (other than an employee or consultant performing investor relations activities) and such option holder ceases to be an employee or consultant of the Company other than by reason of death, 30 days following the date the option holder ceases to be an employee or consultant, unless the option holder ceases to be such as a result of termination for cause or an order of the British Columbia Securities Commission, the Exchange or any regulatory body having jurisdiction to so order, in which case the expiry date shall be the date the option holder ceases to be an employee or consultant of the Company; and (d) in the event that the option holder holds his or her option as an employee or consultant of the Company who provides investor relations activities on behalf of the Company, and such option holder ceases to be an employee or consultant of the Company other than by reason of death, the expiry date shall be the date the option holder ceases to be an employee or consultant of the Company.

The Plan may be terminated at any time by resolution of the board of directors, but any such termination will not affect or prejudice rights of participants holding options at that time. If the Plan is terminated, outstanding options will continue to be governed by the provisions of the Plan.

### Outstanding Stock Options

As of the date of this Prospectus, there are 1,720,000 stock options, each exercisable for one Common Share in the capital of the Company for \$0.10, issued and outstanding to the directors, officers and consultants of the Company as follows:

Name	Number of Common Shares under Option	Exercise Price per Common Share	Expiry Date
Executive Officers of the Company <sup>(1)</sup>	1,320,000	\$0.10	1,120,000 options expire November 18, 2031; 200,000 options expire May 12, 2032
Directors of the Company <sup>(2)</sup>	300,000	\$0.10	May 12, 2032
Consultants of the Company <sup>(3)</sup>	100,000	\$0.10	May 12, 2032
<b>Total</b>	<b>1,720,000</b>		

(1) This group is comprised of four executive officers: Peter Smith (CEO) holds 560,000 stock options; Michael Raven (Corporate Secretary) holds 560,000 stock options; Nelson Lamb (CFO) holds 100,000 stock options; and Fred Bonner (Chief Geologist) holds 100,000 stock options.

(2) This group is comprised of three directors: Thomas Lamb holds 100,000 stock options; Brad Newell holds 100,000 stock options; and Justin Deveault holds 100,000 stock options.

(3) This group is comprised of two consultants, each holding 50,000 stock options.

The Company will not issue any further stock options unless the issuance is in accordance with section 2.25 of National Instrument 45-106 – *Prospectus Exemptions*.

### PRIOR SALES

The following table summarizes the sales of Common Shares by the Company from incorporation to the date of this Prospectus.

Allotment Date	Price per Share	No. of Shares	Reason for Issuance
October 1, 2021	\$0.02	250,000	Consideration for the Property under the First Option Agreement
October 8, 2021	\$0.02	10,750,000	Private Placement
November 5, 2021	\$0.02	200,000	Consideration for the Property under the Second Option Agreement
April 30, 2022	\$0.10	6,254,000	Private Placement
<b>Total:</b>		<b>17,454,000</b>	

### ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

In accordance with the policies of the Exchange, the Escrow Shareholders have entered into an agreement (the “**Escrow Agreement**”) with the Company and Endeavor Trust Company (the “**Trustee**”), whereby they have agreed to deposit in escrow their Common Shares (the “**Escrowed Securities**”).

The number of Escrowed Securities is as follows:

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class
Common Shares	11,100,000	63.60% <sup>(1)(2)</sup>

(1) Of the securities deposited with the Trustee, 10% will be released to the Escrow Shareholders on the date the Common Shares are listed on the CSE (the “**First Release Date**”), and an additional 15% will be released to the Escrow Shareholders on each of the dates that are 6, 12, 18, 24, 30 and 36 months after the First Release Date, or at any time prior thereto with the consent of the applicable regulatory authorities.

(2) Based on an aggregate of 17,454,000 Common Shares issued and outstanding as of the date of this Prospectus.

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

### PRINCIPAL HOLDERS OF COMMON SHARES

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

### DIRECTORS AND OFFICERS

#### Name, Occupation and Security Holdings

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

<b>Name and Province of Residence and Position with the Company</b>	<b>Director/ Officer Since <sup>(1)</sup></b>	<b>Principal Occupation for the Past Five Years <sup>(2)</sup></b>	<b>Securities Beneficially Owned Directly or Indirectly (at the date of this Prospectus)</b>
Peter Smith <sup>(3)</sup> British Columbia, Canada Director and CEO	September 9, 2021 as Director and March 18, 2022 as CEO	Independent consultant and advisor. See biography below for further detail.	750,000 Common Shares and 560,000 Stock Options
Nelson Lamb British Columbia, Canada CFO	December 7, 2021	Mr. Lamb is a CPA, CA with experience in corporate finance, financial reporting, and strategic planning. Mr. Lamb provides outsourced CFO services for small to medium sized publicly listed companies in Canada, and currently serves as CFO of Oragin Foods Inc. (TSXV: OG, since November 2019) and CFO of XS Financial Inc. (CSE: XSF, since March 2021).	500,000 Common Shares and 100,000 Stock Options
Thomas Lamb <sup>(3)</sup> British Columbia, Canada Director	March 18, 2022	Independent consultant and advisor. See biography below for further detail.	750,000 Common Shares and 100,000 Stock Options
Justin Deveault British Columbia, Canada Director	March 18, 2022	Principal of 911 Mining Co., a private prospecting and mineral exploration company. See biography below for further detail.	225,000 Common Shares and 100,000 Stock Options
Brad Newell <sup>(3)</sup> British Columbia, Canada Director	March 18, 2022	Independent consultant and advisor. See biography below for further detail.	1,250,000 Common Shares and 100,000 Stock Options
Michael Raven British Columbia, Canada Corporate Secretary	March 18, 2022	Corporate and securities lawyer; partner at Beadle Raven LLP.	560,000 Stock Options
Fred Bonner Nova Scotia, Canada Chief Geologist	March 18, 2022	Independent consultant and advisor. See biography below for further detail.	100,000 Stock Options

(1) Each director of the Company ceases to hold office immediately before an annual general meeting for the election of directors is held but is eligible for re-election or re-appointment.

(2) Unless otherwise indicated, to the knowledge of the applicable officer or director, the organization at which the officer or director was occupied or employed is still carrying on business.

(3) Audit Committee member.

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercise control or discretion over an aggregate of 3,475,000 Common Shares, which is equal to 19.91% of the Common Shares issued and outstanding as at the date of this Prospectus.



The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of office of the executive officers expires at the discretion of the Board. No executive officers of the Company have entered into non-competition or non-disclosure agreements with the Company. See "Executive Compensation."

The Board has one committee, the Audit Committee, the members of which are Peter Smith, Thomas Lamb and Brad Newell.

### **Directors' and Officers' Biographies**

#### *Peter Smith – Chief Executive Officer and Director (Age: 51)*

Mr. Peter Smith has been an officer, director and/or founder of numerous public companies over the past two decades. In addition to being CEO and a director of Sasquatch, he has also been CEO and a board member for Myriad Metals Corp. (CSE:MMC) since 2019. He was educated at SFU, UBC, and Cambridge University (Trinity Hall College). He was also a former clerk at Supreme Court of Canada and lawyer at Debevoise & Plimpton (New York). In 2013, Mr. Smith co-founded Less Mess Storage, a storage business based in Central and Eastern Europe. Less Mess now has multiple storage centers throughout Poland and the Czech Republic and an estimated value of over \$400 million CAD. Mr. Smith also spent over ten years teaching criminal law and criminology at Simon Fraser University. To his knowledge, all of his employers during the last five years are carrying on business as of the date of this Prospectus. Mr. Smith has not signed a non-disclosure agreement or non-competition agreement with the Company. Mr. Smith intends to dedicate approximately 25% of his working time to the affairs of the Company.

#### *Nelson Lamb - Chief Financial Officer (Age: 39)*

Mr. Lamb Nelson is a CPA, CA, experienced in corporate finance, financial reporting and strategic planning. Mr. Lamb graduated from the Bachelor of Commerce program at the University of Victoria and obtained his CPA, CA designation while working at PricewaterhouseCoopers. From December 2015 to May 2021, Mr. Lamb worked as the Manager of Accounting Services at Pubco Reporting Solutions, Inc, a boutique accounting and consulting firm. Mr. Lamb currently serves as the CFO of Oragin Foods Inc. (TSXV: OG) and XS Financial Inc. (CSE: XSF). To his knowledge, all of his employers during the last five years are carrying on business as of the date of this Prospectus. Mr. Lamb has not signed a non-disclosure agreement or non-competition agreement with the Company. Mr. Lamb intends to dedicate approximately 20% of his working time to the affairs of the Company.

#### *Thomas Lamb - Director (Age: 48)*

Mr. Thomas Lamb was a founder, director and officer of M2 Cobalt Corp. until June 2019 when it sold to Jervois Global Limited. He continued to work for Jervois Global as a consultant until February 2021. He was a founder of Goldgroup Mining Limited. He served on the board of one of Russia's largest gold producers, the Uzhuralzoloto Group. Mr. Lamb is currently director and CEO of private mineral explorers J2 Metals Inc. and Rift Copper Inc. He holds an MSc from London Business School, and also JD and BA degrees. He was a corporate lawyer in Vancouver early in his career. To his knowledge, all of his employers during the last five years are carrying on business as of the date of this Prospectus. Mr. Lamb has not signed a non-disclosure agreement or non-competition agreement with the Company. Mr. Lamb intends to dedicate approximately 10% of his working time to the affairs of the Company.

#### *Justin Deveault - Director (Age: 33)*

Mr. Justin Deveault has been a prospector since 2008, staking and acquiring mineral claims throughout British Columbia. In 2011 he started 911 Mining Co., which began as a prospecting and mineral claims acquisition company and now also conducts mineral exploration on behalf of third party clients. Prior to commencing his prospecting activities, Mr. Deveault formed a private cleaning company which he operated from 2007 to 2010. To his knowledge, all of his employers during the last five years are carrying on business as of the date of this Prospectus. Mr. Deveault has not signed a non-disclosure agreement or non-competition agreement with the Company. Mr. Deveault intends to dedicate approximately 10% of his working time to the affairs of the Company.

*Brad Newell - Director (Age: 53)*

Mr. Brad Newell is a Vancouver area entrepreneur who founded and runs a successful floor retail business called the King of Floors (founded 1999) and owns and operates a popular Lower Mainland golf course called King's Links (since 2007). He is the current Chairman of Advance Lithium Corp. (TSX-V:AALI) and is one of the original founding shareholders and supporters of Great Bear Resources Ltd., which was recently purchased for over \$1.5B. Mr. Newell has decades of experience as an investor and in early management of Canadian and international junior resource issuers. He is also a significant support of Heads Up Guys, a charity helping men that suffer from depression and related disorders. To his knowledge, all of his employers during the last five years are carrying on business as of the date of this Prospectus. Mr. Newell has not signed a non-disclosure agreement or non-competition agreement with the Company. Mr. Newell intends to dedicate approximately 10% of his working time to the affairs of the Company.

*Michael Raven – Corporate Secretary (Age: 49)*

Mr. Michael Raven is a Vancouver-based lawyer practicing principally in the areas of corporate and securities law. Since leaving one of Canada's largest and most respected law firms in 2005, he has provided business and legal advice to private and public companies and other clients in industries such as mining, oil and gas, entertainment and technology with respect to corporate structures, initial public offerings, mergers and acquisitions, corporate governance, and private and public financings. He obtained his law degree from the University of Victoria in 1999, after which he clerked at the Supreme Court of British Columbia. To his knowledge, all of his employers during the last five years are carrying on business as of the date of this Prospectus. Mr. Raven has not signed a non-disclosure agreement or non-competition agreement with the Company. Mr. Raven intends to dedicate approximately 5% of his working time to the affairs of the Company.

*Fred Bonner – Chief Geologist (Age: 60)*

Mr. Bonner received an Honours Geology from St. Mary's University in Halifax and Masters' Degrees in Applied Science and Urban and Rural Planning from Dalhousie University, Halifax. He is a professional geologist, a Fellow of Geoscientists Canada and a Fellow of the Society of Economic Geologists. He worked in the Nova Scotia government for 22 years where he initiated projects in environmental geology, land reclamation and public safety. He also worked with numerous communities to manage risks to their drinking water supplies. Mr. Bonner left government in 2007 to become vice-president of Silvore Fox Minerals Corp. (formerly TSXV: SFX). In 2010 he entered the consulting field where he focused on environmental management, corporate social responsibility and community engagement. To his knowledge, all of his employers during the last five years are carrying on business as of the date of this Prospectus. Mr. Bonner has not signed a non-disclosure agreement or non-competition agreement with the Company. Mr. Bonner intends to dedicate approximately 10% of his working time to the affairs of the Company.

## **Management of the Company**

The Company's Chief Executive Officer provides overall leadership and vision in developing the strategic direction of the Company, in consultation with the Company's board of directors (the "**Board**"). The Chief Executive Officer also manages the overall business of the Company to ensure its strategic plan is effectively implemented and the results are monitored and reported to the Board. The Company's Chief Financial Officer is responsible for establishing and maintaining financial disclosure controls and procedures for the Company in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements.

## **Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

No director or executive officer of the Company is, as at the date of this Prospectus, or was within 10 years before the date of this Prospectus, a director, chief executive officer or chief financial officer of any company (including the Company), that:

- (a) other than as described below, was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

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

For the purposes of the above paragraph, “order” means a cease trade order, an order similar to a 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 of more than 30 consecutive days.

Other than as disclosed below, 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 10 years before the date of this Prospectus, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Michael Raven, the Company’s Corporate Secretary, was a director of True North Gems Greenland A/S (“TNGG”), a company incorporated under the laws of Greenland, when TNGG initiated voluntary bankruptcy proceedings under the *Bankruptcy Act* in Greenland in September 2016. TNGG was the operating subsidiary of True North Gems Inc. (“True North”; TSXV:TGX), LNS Denmark APS and Greenland Venture A/S for their mineral project in Greenland, and when the shareholders of TNGG were unable to raise additional funding to finance TNGG’s ongoing operations expenses, TNGG initiated proceedings for voluntary bankruptcy.

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

## Conflicts of Interest

Our directors 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 that they may have in any property or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. To the best of our knowledge, and other than as disclosed in the following paragraph, there are no known existing or potential conflicts of interest among the Company, our directors and officers or other members of management or of any proposed promoter, director, officer or other member of management as a result of their outside business interests.

Certain of the directors and officers currently serve as directors and officers of other private and public companies (including resource exploration companies). Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations (including resource exploration properties), and situations may arise where these directors and officers may be serving another corporation with interests that are in direct competition with the Company. In the event of any conflicts of interest, such conflicts must be disclosed to the Company and dealt with in accordance with the provisions of the *Business Corporations Act* (British Columbia).

## EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing the compensation of its directors and named executive officers in accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*.

### Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table provides information regarding compensation paid, payable, awarded to, or earned by the Company’s Chief Executive Officer and Chief Financial Officer, (together, the “**Named Executive Officers**”) and any director who is not a Named Executive Officer for the financial year ended April 30, 2022. There were no other executive officers of the Company or individuals who individually earned more than \$150,000 in total compensation.

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Peter Smith CEO and Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
Nelson Lamb CFO	2022	\$5,000	Nil	Nil	Nil	Nil	\$5,000
Thomas Lamb Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
Justin Deveault Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
Brad Newell Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
Michael Raven Corporate Secretary	2022	Nil	Nil	Nil	Nil	Nil	Nil
Fred Bonner Chief Geologist	2022	Nil	Nil	Nil	Nil	Nil	Nil

Following listing of the Company’s Common Shares on the CSE, the Company will pay a monthly management fee of \$5,000 (plus applicable taxes) to Peter Smith, a director and the CEO of the Company, and a monthly management fee of \$2,000 (plus applicable taxes) to Nelson Lamb, the CFO of the Company, and a monthly fee of \$2,000 (plus applicable taxes) to Michael Raven, the Company’s Corporate Secretary. No other compensation is anticipated to be paid to any other officer or director of the Company following completion of the listing on the CSE has been determined.

### Stock Options and Other Compensation Securities

An aggregate of 1,620,000 stock options have been issued to directors and officers of the Company. See “*Options to Purchase Securities – Outstanding Stock Options.*”

### Stock Option Plans and Other Incentive Plans

The Company has adopted a stock option plan which provides eligible directors, officers, employees and consultants with the opportunity to acquire an ownership interest in the Company and is the basis for the Company’s long-term incentive scheme. See “*Options to Purchase Securities.*”

### Employment, Consulting and Management Agreements

Except for the Company’s engagement letter with Beadle Raven LLP, the law firm of which Michael Raven, the Company’s Corporate Secretary is a partner, the Company is not party to any employment, consulting or management agreements.

## Oversight and Description of Director and Name Executive Officer Compensation

The board of directors has the responsibility for determining compensation for the directors and senior management (including the Named Executive Officers). A peer group is not used to determine compensation, and there are no performance-based compensation arrangements for any directors or officers.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or executive officer has any indebtedness owing to the Company as at the date of this Prospectus.

## AUDIT COMMITTEE

### General

As the Company is a “venture issuer” (as defined in National Instrument 52-110 – *Audit Committees* (“NI 52-110”)), it is relying on the exemptions provided to it under section 6.1 of NI 52-110 with respect to the composition of the audit committee and with respect to audit committee reporting obligations. The Audit Committee is responsible for reviewing the Company’s financial reporting procedures, internal controls and the performance of the financial management and external auditors of the Company. The Audit Committee also reviews the annual and interim financial statements and makes recommendations to the Board.

### Composition of Audit Committee

The members of the Company’s Audit Committee are:

Name	Independence	Financially Literate
Peter Smith	Not Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>
Thomas Lamb	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>
Brad Newell	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>

(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.

Mr. Peter Smith is not “independent” as defined in NI 52-110 as he is an executive officer of the Company. Mr. Thomas Lamb and Mr. Brad Newell are independent. The Company, as a ‘venture issuer’, is exempt from the Audit Committee composition requirements in NI 52-110 which require all Audit Committee members to be independent.

All of the Audit Committee members are “financially literate”, as defined in NI 52-110, as all of the Audit Committee members have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

### Relevant Education and Experience

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

- (a) an understanding of the accounting principles used by the 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 Officers.*”

### **Audit Committee Oversight**

At no time since the beginning of the fiscal year ended April 30, 2022 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

### **Reliance on Certain Exemptions**

At no time since the beginning of the fiscal year ended April 30, 2022 has the Company relied on the exemption provided in section 2.4 of NI 52-110 (De Minimis Non-Audit Services), 6.1.1(4), (5) and (6), or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions). It is not anticipated that the Company will rely on any of the above exemptions.

### **Pre-Approval Policies and Procedures**

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services but all such services will be subject to the prior approval of the Audit committee. It is not anticipated that the Company will adopt specific policies and procedures.

### **External Auditor Service Fees**

The aggregate fees billed by the external auditors to the Company for the fiscal year ended April 30, 2022 are:

<b>Fiscal Year Ended April 30</b>	<b>Audit Fees</b>	<b>Audit-Related Fees <sup>(1)</sup></b>	<b>Tax Fees <sup>(2)</sup></b>	<b>All Other Fees <sup>(3)</sup></b>
2022	\$10,000	Nil	Nil	Nil

(1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.

(2) Fees charged for tax compliance, tax advice and tax planning services.

(3) Fees for services other than disclosed in any other column.

### **Exemption**

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

### **Charter**

The Audit Committee’s charter is as follows:

#### General

The primary function of the Audit Committee is to assist the Board of Directors of the Company (the “**Board**”) in fulfilling its oversight responsibilities by reviewing the financial information to be provided to the shareholders and others, the systems of internal controls and management information systems established by management and the Company’s external audit process and monitoring compliance with the Company’s legal and regulatory requirements with respect to its financial statements.

The Audit Committee is accountable to the Board. In the course of fulfilling its specific responsibilities hereunder, the Audit Committee is expected to maintain an open communication between the Company's external auditors and the Board.

The responsibilities of a member of the Audit Committee are in addition to such member's duties as a member of the Board.

The Audit Committee does not plan or perform audits or warrant the accuracy or completeness of the Company's financial statements or financial disclosure or compliance with generally accepted accounting procedures as these are the responsibility of management and the external auditors.

#### Relationship with External Auditors

The external auditor is required to report directly to the Audit Committee. Opportunities shall be afforded periodically to the external auditor and to members of senior management to meet separately with the Audit Committee.

#### Composition of Audit Committee

The Committee membership shall satisfy the laws governing the Company and the independence, financial literacy and experience requirements under securities law, stock exchange and any other regulatory requirements as are applicable to the Company.

#### Responsibilities

1. The Audit Committee shall be responsible for making the following recommendations to the Board:
  - (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
  - (b) the compensation of the external auditor.
2. The Audit Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:
  - (a) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;
  - (b) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
  - (c) reviewing audited annual financial statements, in conjunction with the report of the external auditor;
  - (d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management; and
  - (e) reviewing the evaluation of internal controls by the external auditor, together with management's response.
3. The Audit Committee shall review interim unaudited financial statements before release to the public.

4. The Audit Committee shall review all public disclosures of audited or unaudited financial information before release, including any prospectus, annual report, annual information form, and management's discussion and analysis.
5. The Audit Committee shall review the appointments of the chief financial officer and any other key financial executives involved in the financial reporting process, as applicable.
6. Except as exempted by securities regulatory policies, the Audit Committee shall pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the external auditor.
7. The Audit Committee shall ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and shall periodically assess the adequacy of those procedures.
8. The Audit Committee shall establish procedures for:
  - (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
9. The Audit Committee shall periodically review and approve the Company's hiring policies, if any, regarding partners, employees and former partners and employees of the present and former external auditor of the Company.
10. Meetings of the Audit Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.

#### Authority

The Audit Committee shall have the authority to:

1. to engage independent counsel and other advisors as it determines necessary to carry out its duties;
2. to set and pay the compensation for any advisors employed by the Audit Committee; and
3. to communicate directly with the external auditors.

### **CORPORATE GOVERNANCE**

On June 30, 2005, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Policy 58-201 – *Corporate Governance Guidelines* (the “**Guidelines**”), came into force. The Guidelines address matters such as the constitution of and the functions to be performed by the Company's board. NI 58-101 requires that the Company disclose its approach to corporate governance with reference to the Guidelines. The board of the Company is committed to ensuring that the Company has an effective corporate governance system, which adds value and assists the Company in achieving its objectives.

#### **Board of Directors**

Thomas Lamb and Brad Newell are independent for the purposes of NI 52-110. Peter Smith and Nelson Lamb are not independent as they are currently executive officers of the Company.

The independent Directors believe that their knowledge of the Company's business and their independence are sufficient to facilitate the functioning of the Board independently of management. To facilitate open and candid discussion among the Board's independent Directors, the independent Directors have the discretion to meet in private



in the absence of the other Directors whenever they believe it is appropriate to do so. To date, the independent Directors have not held a meeting at which non-independent Directors and members of management were not in attendance.

### **Other Directorships**

The directors of the Company are presently directors of other reporting issuers, as follows:

<b>Name</b>	<b>Name of Reporting Issuer</b>	<b>Exchange</b>	<b>Position(s)</b>	<b>From</b>	<b>To</b>
Peter Smith	Myriad Metals Corp.	CSE	CEO and Director	Oct 2018	Present
Thomas Lamb	None	-	-	-	-
Justin Deveault	None	-	-	-	-
Brad Newell	Advance Lithium Corp.	TSXV	Director and Chairman	July 2018	Present

### **Orientation and Continuing Education**

Management will ensure that a new appointee to the Board receives the appropriate written materials to fully apprise him or her of the duties and responsibilities of a director pursuant to applicable law and policy. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director.

### **Ethical Business Conduct**

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance objectives and goals. In addition, the Board must comply with conflict of interest provisions in Canadian corporate law, including relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

### **Nomination of Directors**

Given the Company's current stage of development and size of the Board, the Board is presently of the view that it functions effectively as a committee of the whole with respect to the nomination of directors. The entire Board will assess potential nominees and take responsibility for selecting new directors. Any nominees are expected to be generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the Chief Executive Officer of the Company.

### **Compensation**

The Company does not have a Compensation Committee. Compensation matters for the Company's directors and officers are dealt with by the full Board. The Board meets to discuss and determine Director and management compensation without reference to formal objectives, criteria or analysis.

### **Other Board Committees**

The only Board committee of the Company is the Audit Committee.

## **Assessments**

The Board annually reviews its own performance and effectiveness. Neither the Company nor the Board has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board is of the view that the Company's corporate governance practices are appropriate and effective for the Company, given its relatively small size and limited operations. The Company's method of corporate governance allows for the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

## **STOCK EXCHANGE LISTING**

The Company intends to apply to the CSE to list the Common Shares for trading. It is anticipated that listing will be subject to the Company satisfying certain CSE listing conditions.

As at the date of this Prospectus, the Company is an "IPO Venture Issuer" (defined under National Instrument 41-101 – *General Prospectus Requirements* as an issuer that: (a) files a long form prospectus; (b) is not a reporting issuer in any jurisdiction immediately before the date of the final long form prospectus; and (c) at the date of the long form prospectus, does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America, other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

## **RISK FACTORS**

An investment in the Common Shares is speculative and involves a high degree of risk due to the nature of the Company's business and the present stage of exploration and development of its mineral properties. The following risk factors, as well as risks not currently known to the Company, could materially adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from the estimates described in forward-looking statements relating to the Company. Prospective investors should carefully consider the following risk factors along with the other matters set out or incorporated by reference in this Prospectus.

### **Limited Operating History**

The Company has a limited operating history upon which an evaluation of the Company, its current business and its prospects can be based. You should consider any purchase of the Company's securities in light of the risks, expenses and problems frequently encountered by all companies in the early stages of their corporate development.

### **Uncertain Liquidity and Capital Resources**

The Company may need to raise additional capital by way of an offering of equity securities, an offering of debt securities, or by obtaining financing through a bank or other entity. In particular, the Company may not have sufficient funds to complete the recommended exploration program on the Property. The Company has not established a limit as to the amount of debt it may incur nor has it adopted a ratio of its equity to debt allowance. If the Company needs to obtain additional financing, there is no assurance that financing will be available from any source, that it will be available on terms acceptable to the Company, or that any future offering of securities will be successful. If additional funds are raised through the issuance of equity securities, there may be a significant dilution in the value of the Company's Common Shares. The Company could suffer adverse consequences if it is unable to obtain additional capital which would cast substantial doubt on its ability to continue its operations and growth.

## **Going Concern and Requirement to Generate Cash Flow for Financial Obligations**

While the information in this Prospectus has been prepared in accordance with IFRS on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future, there are conditions and events that cast significant doubt on the validity of this presumption. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. While the Company is making its best efforts in this regard, the outcome of these matters cannot be predicted at this time. The Company's ability to generate sufficient cash flow from operations to make scheduled payments to its contractors, service providers and merchants will depend on future financial performance, which will be affected by a range of economic, competitive, regulatory, legislative and business factors, many of which are outside of its control. If the Company does not generate sufficient cash flow from operations to satisfy its contractual obligations, it may have to undertake alternative financing plans. The Company's inability to generate sufficient cash flow from operations or undertake alternative financing plans would have an adverse effect on its business, financial condition and results or operations, as well as its ability to satisfy its contractual obligations. Any failure to meet its financial obligations could result in termination of key contracts, which could harm the Company's ability to provide its products and services.

## **Negative Cash Flow**

The Company reported negative cash flow from operations for the year ended April 30, 2022. It is anticipated that the Company will continue to report negative operating cash flow in future periods, likely until one or more of its mineral properties are placed into production. To the extent that the Company has negative operating cash flows in future periods, it may need to deploy a portion of its existing working capital to fund such negative cash flow.

## **Obligations under Option Agreements**

The Option Agreements provide that the Company must make a series of payments in cash and Common Shares over certain time periods and expend certain minimum amounts on the exploration of the Property. If the Company fails to make such payments or expenditures in a timely fashion, the Company may lose its interest in the Property.

## **Mineral Exploration Risks**

The Company is an exploration stage company, and the Property is at an early stage of exploration. The mineral exploration business is very speculative. Mineral exploration involves a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain adequate machinery, equipment and/or labour are some of the risks involved in mineral exploration activities. The Company has relied on and may continue to rely on consultants and others for mineral exploration expertise. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the material processed and to develop the mining and processing facilities and infrastructure at any site chosen for mining. There can be no assurance that commercial or any quantities of ore will be discovered. There is also no assurance that even if commercial quantities of ore are discovered, that the Property will be brought into commercial production or that the funds required to exploit any mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The commercial viability of a mineral deposit once discovered is also dependent on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as gold prices. Most of the above factors are beyond the control of the Company. There can be no assurance that the Company's mineral exploration activities will be successful. In the event that such commercial viability is never attained, the Company may seek to transfer its Property interests or otherwise realize value or may even be required to abandon its business and fail as a "going concern".

## **Fluctuations in Metal Prices**

Factors beyond the Company's control may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. The effect of these factors on the Company's exploration activities cannot be predicted. For example, gold prices are affected by numerous factors including central bank sales, producer

hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, global and regional demand and political and economic conditions. Worldwide gold production levels also affect gold prices. As well, the price of gold has on occasion been subject to rapid short-term changes due to speculative activities.

### **Title Risk**

The Company cannot guarantee that title to its mineral properties will not be challenged. Title insurance is generally not available for mineral properties and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. The Company's mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. The Company has not conducted surveys of all of the claims in which it holds direct or indirect interests. A successful challenge to the precise area and location of these claims could result in the Company being unable to operate on its properties as permitted or being unable to enforce its rights with respect to its properties.

### **First Nations Land Claims**

First Nations rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of a reserve. The Company is not aware of any First Nations land claims having been asserted or any legal actions relating to native issues having been instituted with respect to any of the land which is covered by the Property. The legal basis of a land claim is a matter of considerable legal complexity and the impact of a land claim settlement and self-government agreements cannot be predicted with certainty. In the event that First Nations title is asserted and proved on the Property, provincial and federal laws will continue to be valid provided that any infringements of First Nations title, including mining and exploration, are either consented to by First Nations groups or are justified. However, no assurance can be given that a broad recognition of First Nations rights by way of a negotiated settlement or judicial pronouncement would not have an adverse effect on the Company's activities. Such impact could be marked and, in certain circumstances, could delay or even prevent the Company's exploration or mining activities.

### **Land Use Approvals and Permits**

The proposed exploration program described in the Technical Report includes exploration work for which land use approvals or permits may be required from the British Columbia government. The Company cannot guarantee that it will be able to obtain all such approvals or permits in a timely manner or at all, and any delay or failure to receive any required land use approvals or permits could negatively impact the Company's future exploration of the Property.

### **Exploration and Development Risk**

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, 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.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that funds required for development can be obtained on a timely basis. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ

from that indicated by drilling results. Short term factors relating to reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any Property.

### **Environmental Laws and Regulations**

The Company's operations are subject to environmental regulations in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed properties and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

The operations of the Company including exploration and any development activities or commencement of production on its properties, require permits from various federal, provincial and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. To the extent that such approvals are required and not obtained, the Company may be delayed or prohibited from proceeding with planned exploration or development of its mineral properties.

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

Exploration and mining operations involve a potential risk of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated, and the risk of environmental contamination from present and past exploration or mining activities exists for mining companies. The Company may be liable for environmental contamination and natural resource damages relating to its properties that occurred before the Company had any rights in or to the properties. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at these properties do not exist.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or require abandonment or delays in development of new mining properties.

### **Influence of Third Party Stakeholders**

The Property or the roads or other means of access which the Company intends to utilize in carrying out its work programs or general business mandates on the Property may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, the Company's work programs may be delayed even if such claims are not meritorious. Such delays may result in significant financial loss and loss of opportunity for the Company.

### **Uninsurable Risks**

Exploration, development and production of mineral properties is subject to 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 insure fully against such risks and we may decide not to take out insurance against such risks as a result of high premiums or for other reasons. Should such liabilities arise, they could have an adverse impact on our operations and could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

## **Competition**

Significant and increasing competition exists for the limited number of mineral acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire attractive mineral properties on terms it considers acceptable. The Company also competes with other companies for the recruitment and retention of qualified employees and other personnel.

## **Management**

The Company's prospects depend in part on the ability of its senior management and directors to operate effectively and the loss of the services of such persons could have a material adverse effect on the Company. To manage its growth, the Company may have to attract and retain additional highly qualified management, financial and technical personnel and continue to implement and improve operational, financial and management information systems. The Company does not have key man insurance in place in respect of any of its directors or officers.

## **Offering Risks**

There is no current public market for the Company's Common Shares. If an active public market for the Company's Common Shares does not develop, the trading price of the Common Shares may decline below the offering price of the Offered Shares.

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

The market price of publicly traded shares is affected by many variables not directly related to the success of the Company. These variables include macroeconomic developments in North America and globally, market perceptions of the attractiveness of particular industries, changes in commodity prices, currency exchange fluctuation and the extent of analytical coverage available to investors concerning the business of the Company.

In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those in the development stage, has experienced wide fluctuations which have not necessarily been related to operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the price of the Company's Common Shares.

The Company has an unlimited number of Common Shares that may be issued by the board of directors without further action or approval of the Company's shareholders. While the board is required to fulfil its fiduciary obligations in connection with the issuance of such shares, the shares may be issued in transactions with which not all shareholders agree, and the issuance of such shares will cause dilution to the ownership interests of the Company's shareholders.

## **Tax Issues**

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

## **Conflicts of Interest**

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. In particular, the CEO and CFO of the Company will only be devoting 25% and 20% of their time, respectively, to the business and affairs of the Company. Situations may arise in

connection with potential acquisitions or investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

### **Dividends**

The Company has not declared or paid any dividends on its Common Shares and does not currently have a policy on the payment of dividends. For the foreseeable future, the Company anticipates that it will retain future earnings and other cash resources for the operation and developments of its business. The payment of any future dividends will depend upon earnings and the Company's financial condition, current and anticipated cash needs and such other factors as the directors of the Company consider appropriate.

### **Estimates and Assumptions**

Preparation of its financial statements requires the Company to use estimates and assumptions. Accounting for estimates requires the Company to use its judgment to determine the amount to be recorded on its financial statements in connection with these estimates. If the estimates and assumptions are inaccurate, the Company could be required to write down its recorded values. On an ongoing basis, the Company re-evaluates its estimates and assumptions. However, the actual amounts could differ from those based on estimates and assumptions.

### **Costs and Compliance Risks**

Legal, accounting and other expenses associated with public company reporting requirements are significant. The Company anticipates that costs may increase with corporate governance related requirements, including, without limitation, requirements under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, National Instrument 52-110 – *Audit Committees* and National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

The Company also expects these rules and regulations may make it more difficult and more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for the Company to attract and retain qualified individuals to serve on its board of directors or as executive officers.

### **COVID-19**

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. The extent to which the coronavirus may impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada, the United States of America and other countries to contain and treat the disease. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time.

The Company may face future disruption to operations, supply chain delays, travel and trade restrictions and impact on economic activity in affected countries or regions can be expected and can be difficult to quantify. Such pandemics or diseases represent a serious threat to maintaining a skilled workforce and could be a major health-care challenge for the Company. There can be no assurance that the Company's personnel will not be impacted by these pandemics. In addition, the COVID-19 pandemic has created a dramatic slowdown in the global economy. The duration of the COVID-19 outbreak and the resultant travel restrictions, social distancing, government response actions, business closures and business disruptions, can all have an impact on the Company's operations and access to capital. There

can be no assurance that the Company will not be impacted by adverse consequences that may be brought about by the COVID-19 pandemic on global financial markets, may reduce resource prices, share prices and financial liquidity and thereby that may severely limit the financing capital available to the Company.

## PROMOTERS

Mr. Peter Smith is a promoter of the Company in that he took the initiative in founding and organizing the current business of the Company. See “*Directors and Executive Officers*” for additional information regarding Mr. Smith. As at the date of this Prospectus, Mr. Smith directly and beneficially owns: (i) 750,000 Common Shares, representing 4.30% of the 17,454,000 Common Shares currently issued and outstanding; and (ii) 560,000 stock options, each exercisable for one Common Share in the capital of the Company for \$0.10, representing 32.56% of the 1,720,000 stock options currently outstanding.

## LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Neither the Company nor the Property is or have been the subject of any legal proceedings, penalties or sanctions imposed by a court or regulatory authority, or settlement agreements before a court or regulatory, and no such legal proceedings, penalties or sanctions are known by the Company to be contemplated.

## INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed under “*Executive Compensation*,” “*Options to Purchase Securities*” or “*Directors and Officers*,” no director, executive officer of the Company or any shareholder beneficially holding or controlling, directly or indirectly, more than 10% of the issued and outstanding Common Shares of the Company, or any of their respective associates or affiliates, had any material direct or indirect interest in any transaction within the three years preceding the date of this Prospectus which has materially affected or would materially affect the Company.

## AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are De Visser Gray LLP of Vancouver, British Columbia.

The registrar and transfer agent for the Company’s Common Shares is Endeavor Trust Company, at #350 – 409 Granville Street, Vancouver, British Columbia V6C 1T2. The Company and Endeavor Trust Company have entered into an agreement governing their respective rights and duties pertaining to this relationship.

## MATERIAL CONTRACTS

The only material contracts entered into by the Company within the period from incorporation until the date of this Prospectus, other than contracts entered into in the ordinary course of business, are as follows:

1. The Option Agreements. See “*Description and General Development of the Business – The Option Agreements*.”
2. The Escrow Agreement. See “*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*.”

Copies of the above material contracts are available through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website at [www.sedar.com](http://www.sedar.com) and will be available for inspection at the registered and records office of the Company, at Beadle Raven LLP, #600 – 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7, during regular business hours during the distribution of the Common Shares and for a period of 30 days thereafter.

## EXPERTS

Certain legal matters related to this Prospectus has been passed upon on behalf of the Company by Beadle Raven LLP, the law firm of which Michael Raven, the Company’s Corporate Secretary, is a partner. Technical information



regarding the Mount Sicker Property included in this Prospectus is based on the Technical Report prepared by Jacques Houle, P.Eng., who is a “Qualified Person” as such term is defined in NI 43-101. Jacques Houle is independent of the Company within the meaning of NI 43-101.

Except as disclosed in this Prospectus, neither Beadle Raven LLP or Jacques Houle, P.Eng., or any director, officer, employee or partner thereof, as applicable, received or has received a direct or indirect interest in the Company’s Property or the property of any associate or affiliate of the Company. Except as disclosed in this Prospectus, as at the date hereof the aforementioned persons, and the directors, officers, employees and partners, as applicable, of each of the aforementioned companies and partnerships, do not beneficially own, directly or indirectly, any securities of the Company.

Michael Raven is the Company’s Corporate Secretary. Except for the foregoing, none of the aforementioned persons, nor any director, officer, employee or partner, as applicable, of the aforementioned companies or partnerships, is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

The Company’s auditors, De Visser Gray LLP, report that they are independent from the Company in accordance with the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia, Canada.

#### **OTHER MATERIAL FACTS**

There are no material facts relating to the Company other than as disclosed herein.

#### **STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION**

Canadian securities legislation requires that the following language appear in this Prospectus:

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

However, in light of the fact that this Prospectus is being filed to allow the Company to become a reporting issuer in British Columbia, and not in connection with an offering of securities, the Company believes that the remedies described in the foregoing paragraph are not applicable to the transactions described in this Prospectus.

**APPENDIX I**  
**FINANCIAL STATEMENTS**

**SASQUATCH RESOURCES CORP.  
(Formerly Scenc Resources Corp.)**

**Financial Statements**

**For the period from incorporation on September 9, 2021 to April 30, 2022**

**(Expressed in Canadian Dollars)**

## Independent Auditor's Report

To the Directors of Sasquatch Resources Corp. (formerly Scenc Resources Corp.)

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of Sasquatch Resources Corp. (formerly Scenc Resources Corp.) (the "Company"), which comprise the statement of financial position as at April 30, 2022, and the statements of comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation on September 9, 2021 to April 30, 2022, 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 April 30, 2022, and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards (IFRS).

#### Basis for Opinion

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

#### Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that without additional financing, the Company may not be able to fund its ongoing operations and complete development activities. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### Other Information

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

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

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

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

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

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

**“DRAFT”**

### **CHARTERED PROFESSIONAL ACCOUNTANTS**

Vancouver, BC, Canada  
July XX, 2022



**SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)****Statement of Comprehensive Loss**

For the 233-day period from incorporation on September 9, 2021 to April 30, 2022

(Expressed in Canadian Dollars)

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	233-day period ended April 30, 2022
<hr/>	
<b>Operating Expenses</b>	
Exploration and evaluation (Note 3, 4, 6)	\$ 84,223
General and administrative	3,653
Professional fees (Note 6)	16,580
Stock based compensation (Note 5, 6)	17,449
	<hr/> 121,905
<b>Other Expense</b>	
Foreign exchange	388
	<hr/> 388
<b>Net Loss Before Income Tax</b>	122,293
Income tax	-
<b>Net Loss and Comprehensive Loss</b>	<hr/> \$ 122,293
<b>Basic Loss per Share</b>	<hr/> \$ 0.01
<b>Weighted Average Number of Common Shares Outstanding</b>	<hr/> 9,789,485

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

**SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)****Statement of Changes in Shareholders' Equity****(Expressed in Canadian Dollars)**

	Number of Outstanding Shares	Common Shares	Subscription Receivable	Contributed Surplus	Deficit	Total Shareholders' Equity
		\$	\$	\$	\$	\$
<b>Balance September 9, 2021 - date of incorporation</b>	1	-	-	-	-	-
Common shares issued for cash (Note 5)	17,004,000	840,400	(113,862)	-	-	726,538
Common shares issued per option agreements (Note 4, 5)	450,000	9,000	-	-	-	9,000
Share cancellation (Note 5)	(1)	-	-	-	-	-
Stock based compensation (Note 5)	-	-	-	17,449	-	17,449
Net loss for the year	-	-	-	-	(122,293)	(122,293)
<b>Balance, April 30, 2022</b>	17,454,000	849,400	(113,862)	17,449	(122,293)	630,694

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



**SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)****Statement of Cash Flows****(Expressed in Canadian Dollars)**

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	<b>233-day period ended April 30, 2022</b>
<b>Cash Provided by (Used in)</b>	
<b>Operating Activities</b>	
Net loss	\$ (122,293)
Items not affecting cash:	
Stock based compensation (Note 5)	17,449
Changes in non-cash working capital items:	
GST/HST receivable	(3,588)
Accounts payable and accrued liabilities	19,309
Cash used in operating activities	(89,123)
<b>Investing Activities</b>	
Exploration and evaluation assets (Note 4)	(15,000)
Cash used in investing activities	(15,000)
<b>Financing Activities</b>	
Proceeds from private placements (Note 5)	840,400
Subscription Receivable (Note 5)	(113,862)
Cash provided by financing activities	726,538
<b>Inflow of Cash and Cash Equivalents</b>	<b>622,415</b>
<b>Cash and cash equivalents - Beginning of period</b>	<b>-</b>
<b>Cash and cash equivalents - End of period</b>	<b>\$ 622,415</b>

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

# **SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)**

## **Notes to the Financial Statements**

**For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)**

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### **1. NATURE OF OPERATIONS AND GOING CONCERN**

Sasquatch Resources Corp. (formerly Scenc Resources Corp.) (the “Company”) was incorporated under the *BC Business Corporations Act* on September 9, 2021. The principal business of the Company is the acquisition, exploration and evaluation of mineral properties. The Company’s registered and records office address and principal place of business is 600-1090 West Georgia Street, Vancouver, BC, V6E 3V7. The Company has no subsidiaries.

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. During the 233-day period ended April 30, 2022, the Company incurred a net loss of \$122,293, and at present, the Company has no current operating income. 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 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.

At the time these financial statements were prepared, the COVID-19 pandemic has caused significant disruptions to the global economy and increased volatility in the global financial markets. The extent to which COVID-19 may adversely impact the Company’s business and financing opportunities will depend on future developments such as the geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing, business closures or business disruptions, and the effectiveness of actions taken in Canada, and other countries, to contain and treat the disease. Although it is not possible to reliably estimate the length or severity of these developments and their financial impact at the date of approval of these financial statements, there may be further adverse impact on the Company’s financial position and results of operations for future periods if the pandemic is not successfully contained or the effects of which are not mitigated.

### **2. BASIS OF PRESENTATION**

#### **(a) Statement of compliance**

These financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

These financial statements are presented in Canadian dollars, which is the Company’s functional currency.

#### **(b) Basis of presentation**

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

## **SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)**

### **Notes to the Financial Statements**

**For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)**

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#### **2. BASIS OF PRESENTATION (Continued)**

(c) Approval of the financial statements

These financial statements were authorized for issue by the Audit Committee and Board of Directors on July XX, 2022.

#### **3. SIGNIFICANT ACCOUNTING POLICIES**

(a) Mineral property

(i) Exploration and evaluation

Staking costs, property option payments, and other costs associated with acquiring exploration and evaluation assets are capitalized and classified as intangible assets, whereas exploration and evaluation expenditures are recognized as an expense as they are incurred. Exploration and evaluation expenditures include costs of conducting geological and geophysical surveys, equipment rental, geochemical analysis, mapping and interpretation, and costs to obtain legal rights to explore an area.

Management reviews the carrying value of capitalized exploration costs annually. This review is based on the Company's intentions for development of the undeveloped property.

Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If a project does not prove viable, all irrecoverable costs associated with the project net of any impairment provisions are written off.

(ii) Development

Upon completion of a technical feasibility study and when commercial viability is demonstrated, capitalized exploration and evaluation assets are transferred to and classified as mineral property acquisition and development costs. 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 expenditures are 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.

The costs of removing overburden to access ore are capitalized as pre-production stripping costs and classified as a component of property, plant and equipment.

## SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)

### Notes to the Financial Statements

For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)

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#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (a) Mineral property (Continued)

##### (iii) Impairment

The carrying value of all categories of mineral property and exploration are reviewed at each reporting period by management for indicators the recoverable amount may be less than the carrying value. When indicators of impairment are present the recoverable amount of an asset is evaluated at the level of a cash generating unit ("CGU"), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU's fair value less costs to sell and its value in use. An impairment loss is recognized in profit or loss to the extent the carrying amount exceeds the recoverable amount.

Value-in-use is based on estimates of discounted future cash flows expected to be recovered from an asset through their use. Estimated future cash flows are calculated using estimates of future recoverable reserves and resources, future commodity prices and expected future operating and capital costs.

Once calculated, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Fair value less costs to sell is the amount obtainable from either quotes from an active market or the sale of an asset or CGU in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. Costs of disposal are incremental costs directly attributable to the disposal of an asset or CGU, excluding finance costs and income tax expense.

Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amounts of the other assets in the unit or group of units on a pro rata basis. Impairment losses are recognized in other expenses. Assumptions, such as commodity prices, discount rate, and expenditures, underlying the fair value estimates are subject to risks uncertainties. Impairment charges are recorded in the reporting period in which determination of impairment is made by management.

Impairment losses recognized in prior reporting periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if 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 depletion or amortization, if no impairment loss had been recognized.

## SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)

### Notes to the Financial Statements

For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)

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#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (a) Mineral property (Continued)

##### (iv) Provision for environmental rehabilitation

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or straight-line method.

The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

##### (b) Flow-through shares

Flow-through shares entitle a company that incurs certain resource expenditures in Canada to renounce them for tax purposes allowing the expenditures to be deducted for income tax purposes by the investors who purchase the shares.

At the time of closing a financing involving flow-through shares, the Company allocates proceeds received first to common shares based on the market trading price of the common shares at the time the flow-through shares are priced, and any excess is allocated to flow-through premium liability.

At the time of closing a financing involving flow-through units consisting of common shares and warrants, the Company allocates proceeds received as follows:

- Capital stock – the market trading price of the common share;
- Warrant reserve – based on the valuation derived using the Black-Scholes option pricing model; and
- Flow-through premium – any excess, recorded as a liability.

Thereafter, as qualifying resource expenditures are incurred, these costs are expensed as exploration and evaluation costs and the flow-through premium, if any, is amortized to profit or loss.

## SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)

### Notes to the Financial Statements

For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)

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#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (b) Flow-through shares (Continued)

At the end of each reporting period, the Company reviews its tax position and records an adjustment to its deferred tax expense/liability accounts for taxable temporary differences, including those arising from the transfer of tax benefits to investors through flow-through shares. For this adjustment, the Company considers the tax benefits (of qualifying resource expenditures already incurred) to have been effectively transferred, if it has formally renounced those expenditures at any time.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the look-back rule in accordance with Government of Canada flow-through regulations. When applicable, this flow-through share tax expense is accrued and recorded in profit or loss.

##### (c) Mining exploration tax recoveries

The Company recognizes mining exploration tax recoveries in the period in which there is reasonable expectation, based on management's estimate, of receiving a refund. The amount of tax credit receivable is subject to review and approval by the taxation authorities and is adjusted for in the period when such approval is confirmed.

##### (d) Financial instruments

###### (i) Financial assets

###### Initial recognition and measurement

The Company recognizes a financial asset when it becomes party to the contractual provisions of the instrument. A financial asset is measured initially at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. On initial recognition, a financial asset is classified as measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss. A financial asset is measured at amortized cost if it meets the conditions that i) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

###### *Financial assets at fair value through other comprehensive income*

Financial assets measured at fair value through other comprehensive income are carried in the statement of financial position at fair value with changes in fair value included in other comprehensive income. The Company has no financial assets classified as fair value through other comprehensive income.

**SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)**  
**Notes to the Financial Statements**  
**For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)**

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**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

(d) Financial instruments (Continued)

(i) Financial assets

*Financial assets at fair value through profit or loss*

Financial assets measured at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss. The Company classifies cash and cash equivalents as fair value through profit or loss.

*Financial assets measured at amortized cost*

A financial asset measured at amortized cost is subsequently measured at amortized cost, using the effective interest method and net of any impairment allowance, if necessary. The Company has no financial assets classified as amortized cost.

(ii) Derecognition

A financial asset or, where applicable, a part of a financial asset or part of a group of similar financial assets is derecognized when:

- i. the contractual rights to receive cash flows from the financial asset have expired; or
- ii. the Company has transferred substantially all the risks and rewards of the financial asset.

(iii) Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable.

*Financial liabilities at amortized cost*

A financial liability at amortized cost is initially measured at fair value less transaction costs directly attributable to the issuance of the financial liability. Subsequently, the financial liability is measured at amortized cost based on the effective interest rate method. The Company's accounts payable and accrued liabilities are measured at amortized cost.

*Financial liabilities at fair value through profit or loss*

A financial liability measured at fair value through profit or loss is initially measured at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial liability is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises. The Company has no financial liabilities classified as fair value through profit or loss.

## SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)

### Notes to the Financial Statements

For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)

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#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (d) Financial instruments (Continued)

###### (iv) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 – Inputs for assets or liabilities that are not based on observable market data.

The Company's financial instruments classified as Level 1 in the fair value hierarchy are cash and cash equivalents. Their carrying values approximate the fair values due to short-term maturity of these instruments.

##### (e) Share Capital

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 are classified as equity instruments. Common shares issued for consideration other than cash are valued at the fair value of the assets received or the services rendered. If the fair value of the assets received or services rendered cannot be reliably measured, common shares issued for consideration will be valued at their fair value on the date of issuance.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

The Company follows the residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component. The fair value of the common shares issued in a private placement are determined to be the more easily measurable component and are valued at their fair value on the announcement date and the balance, if any, is allocated to the attached warrants.

##### (f) Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of shares outstanding during the period. Diluted earnings (loss) per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.



## **SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)**

### **Notes to the Financial Statements**

**For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)**

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#### **3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

(g) Income taxes

Tax provisions are recognized when it is considered probable that there will be a future outflow of funds to a taxing authority. In such cases, a provision is made for the amount that is expected to be settled, where this can be reasonably estimated. This requires the application of judgment as to the ultimate outcome, which can change over time depending on facts and circumstances. A change in estimate of the likelihood of a future outflow and/or in the expected amount to be settled would be recognized in income in the period in which the change occurs.

Deferred tax assets or liabilities, arising from temporary differences between the tax and accounting values of assets and liabilities, are recorded based on tax rates expected to be enacted when these differences are reversed. Deferred tax assets are recognized only to the extent it is considered probable that those assets will be recovered. This involves an assessment of when those deferred tax assets are likely to be realized, and a judgment as to whether there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets, as well as in the amounts recognized in income in the period in which the change occurs.

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in income both in the period of change, which would include any impact on cumulative provisions, and in future periods.

(h) Stock based compensation

Share-based expenses for directors, officers, employees and consultants are measured at fair value at the date of grant and recorded as stock based compensation expense on the statement of comprehensive loss with a corresponding increase in contributed surplus. The fair value, using the Black-Scholes model, determined at the grant date is expensed over the vesting period based on the Company's estimate of options that will eventually vest. Any consideration paid by directors, officers, employees and consultants on exercise is credited to capital stock. Shares are issued from treasury upon the exercise. If warrants expire or granted options vest and then subsequently expire, no reversal of contributed surplus is recognized.

(i) Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

## SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)

### Notes to the Financial Statements

For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Use of estimates and judgments (Continued)

Significant areas requiring the use of management's judgments include:

##### *Going concern*

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

##### *Stock based Compensation*

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date on which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires the determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them which are disclosed in Note 5.

##### *Impairment of mineral properties*

The Company's mineral property represents acquisition costs relating to the Company's mineral properties. At the end of each reporting period, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset, which is the greater of the asset's value in use and fair value less costs to sell. The Company considers both external and internal sources of information in assessing whether there are any indications that the Company's mineral properties are impaired.

### 4. MINERAL PROPERTY

On October 1, 2021 ("Mount Sicker Property Option Agreement"), and November 5, 2021 ("Tye Property Option Agreement"), the Company entered into two option agreements, each with a director of the Company and 802213 Alberta Ltd. (Collectively, the "Optionor"), whereby the Company was granted an exclusive option to acquire a 100% interest in 16 mineral claims making up the Mount Sicker property, located in British Columbia.

Under the terms of the option agreements, the Company is required to issue 2,750,000 common shares (of which 450,000 common shares have been issued to date), in aggregate, and pay \$300,000 (of which \$15,000 has been paid to date), in aggregate, to the Optionor, and to incur \$250,000 in exploration expenditures on the property, in aggregate, all of which are to be paid, issued or incurred within three years of the agreement dates.

Per the terms of the Mount Sicker Property Option Agreement, the Company is required to grant to each of the optionors a 1.0% Net Smelter Returns ("NSR") royalty on the 15 claims making up this property. The Company has the option to repurchase one-half of the NSR from each of the optionors by paying \$1,000,000 to each party at any time prior to the commencement of commercial production on the property.

## **SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)**

### **Notes to the Financial Statements**

**For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)**

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#### **4. MINERAL PROPERTY (Continued)**

Per the terms of the Tye Property Option Agreement, the Company is required to grant to each of the optionors a 1.0% NSR royalty on the 1 claim making up this property. The Company has the option to repurchase one-half of the NSR from each of the optionors by issuing 250,000 common shares to each party at any time prior to commencement of commercial production on the property.

#### **5. SHAREHOLDERS' EQUITY**

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued and outstanding

As at April 30, 2022, the total issued and outstanding share capital consists of 17,454,000 common shares issued as follows:

- (i) On September 9, 2021, the Company issued 1 common share at a price of \$0.01 in connection with the incorporation of the Company. The share was subsequently surrendered, and the certificate cancelled.
- (ii) On October 1, 2021, the Company entered into an option agreement and issued 250,000 common shares and paid \$15,000 in cash in relation to the option agreement (Note 4). These shares were valued at \$5,000. The value of these shares was determined with reference to the price of common shares issued on October 8, 2021.
- (iii) On October 8, 2021, the Company completed a non-brokered private placement financing raising aggregate gross proceeds of \$215,000 by the issuance of 10,750,000 common shares at a price of \$0.02 per share.
- (iv) On November 5, 2021, the Company entered into an option agreement and issued 200,000 common shares in relation to the option agreement (Note 4). These shares were valued at \$4,000. The value of these shares was determined with reference to the price of common shares issued on October 8, 2021.
- (v) On April 30, 2022, the Company completed a non-brokered private placement financing raising aggregate gross proceeds of \$625,400 by the issuance of 6,254,000 common shares at a price of \$0.10 per share. At April 30, 2022, the Company has recorded \$113,862 in subscription receivable related to proceeds not yet received for shares issued in the financing.

#### **Stock Options**

The Company has a stock option plan (the "Plan") available to directors, employees and consultants with grants under the Plan approved from time to time by the Board of Directors. Under the plan the Company is authorized to issue options to purchase an aggregate of up to 20% of the Company's issued and outstanding shares. Each option can be exercised to acquire one common share of the Company. The exercise price for an option granted under the Plan may not be less than the market price at the date of grant.

On November 18, 2021, the Company granted 1,120,000 stock options with a ten-year term at an exercise price of \$0.10 per share and may be exercised at any time from the grant date through to the expiry date.

**SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)****Notes to the Financial Statements****For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)****5. SHAREHOLDERS' EQUITY (Continued)****Stock Options (Continued)**

Options to purchase common shares have been granted to directors, employees and consultants as follows:

	<b>Exercise Price</b>	<b>Expiry Date</b>	<b>September 9, 2021</b>	<b>Granted</b>	<b>Exercised</b>	<b>Expired</b>	<b>April 30, 2022</b>
	\$ 0.10	11/18/2031	-	1,120,000	-	-	1,120,000
Total outstanding			-	1,120,000	-	-	1,120,000
Total exercisable			-	1,120,000	-	-	1,120,000

The following is a summary of stock option activity from September 9, 2021 to April 30, 2022:

	<b>Number of options</b>	<b>Weighted Average Exercise Price (\$)</b>
Balance outstanding at September 9, 2021	-	-
Issued	1,120,000	0.10
Balance outstanding at April 30, 2022	1,120,000	0.10

The Company recorded a total of \$17,449 as stock based compensation expense, being the fair value of the options vested during the period ended April 30, 2022. The fair value of the options has been estimated at the date of grant using the Black-Scholes pricing model with the following weighted average assumptions:

	<b>30-Apr-22</b>
Risk-free interest rate	1.37%
Estimated volatility	100%
Expected life in years	10
Expected dividend yield	0.00%
Estimated forfeitures	0.00%
Grant date fair value per option	\$0.016

Option pricing models require the use of highly subjective estimates and assumptions. The expected volatility assumption is based on the historical and implied volatility of the Company's common share price. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the stock options' expected life. The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model.

As of April 30, 2022, the weighted average remaining life of the 1,120,000 stock options outstanding was 9.56 years.

## SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)

### Notes to the Financial Statements

For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)

#### 6. 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 and corporate officers.

During the 233-day period ended April 30, 2022, the Company accrued \$5,000 in fees to the Chief Financial Officer. The Company did not accrue any fees to the Chief Executive Officer.

The Company incurred the following related party transactions during the period ended April 30, 2022:

	<b>2022</b>
	<b>\$</b>
Key management personnel compensation	5,000
Exploration expenses paid to a company controlled by a director of the Company	991
Stock-based compensation	8,724
	<b>14,715</b>

The Company also paid \$7,500 and issued 225,000 common shares to a company controlled by a director of the Company in connection with the Mount Sicker Property Option Agreement and the Tyee Property Option Agreement (Note 4).

All transactions with related parties have occurred in the normal course of operations and have been measured at the exchange amount, which is the amount agreed to by the related parties.

As at April 30, 2022, the Company had \$5,000 due to related parties included in accounts payable and accrued liabilities. Interest is not charged on outstanding balances and there are no specific terms of repayment.

#### 7. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant credit, liquidity or market risk arising from these financial instruments.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company is not exposed to significant credit risk as its cash is placed with a major Canadian financial institution.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

# SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)

## Notes to the Financial Statements

For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)

### 7. FINANCIAL INSTRUMENTS (Continued)

As at April 30, 2022, the Company has cash of \$622,415 available to apply against short-term business requirements and current liabilities of \$19,309. All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of April 30, 2022. The Company relies upon equity financings to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms.

#### (c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The Company is not exposed to significant market risk.

### 8. CAPITAL MANAGEMENT

The Company has just commenced operations. It has not yet determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of common shares. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid. The Company did not change its approach to capital management during the 233-day period ended April 30, 2022.

### 9. DEFERRED INCOME TAX

A reconciliation of the expected income tax recovery is as follows:

		<b>233-Day Period Ended April 30, 2022</b>
Net loss for the period	\$	(122,293)
Statutory tax rate		27%
Expected income tax recovery at the statutory tax rate		(33,019)
Adjustment for non-deductible amounts		4,711
Change in unrecognized deductible temporary differences		28,308
Income tax recovery	\$	-

## SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)

### Notes to the Financial Statements

For the 233-day Period Ended April 30, 2022 (Expressed in Canadian Dollars)

#### 9. DEFERRED INCOME TAX (Continued)

The Company recognizes tax benefits on losses or other deductible amounts generated where the probable criteria for the recognition of deferred tax assets has been met. The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consists of the following amounts:

		<b>April 30, 2022</b>
Deferred tax assets:		
Non-capital loss carry-forwards	\$	(105,000)
Unrecognized deferred tax assets		105,000
Net deferred tax assets	\$	-

If not utilized, the non-capital loss carry-forwards will expire in 2042.

#### 10. SEGMENTED INFORMATION

The Company operates in one business segment being the exploration and development of resource properties. All assets of the Company are located in Canada.

#### 11. SUBSEQUENT EVENT

On May 12, 2022, the Company granted 600,000 stock options to directors, executives and contractors with a ten-year term at an exercise price of \$0.10 per share and may be exercised at any time from the grant date through to the expiry date.

**APPENDIX II**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**



**SASQUATCH RESOURCES CORP.  
(formerly Scenc Resources Corp.)**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the period from incorporation on September 9, 2021 to April 30, 2022

Dated July xx, 2022

**Sasquatch Resources Corp.**  
**Management's Discussion and Analysis**  
**For the period from incorporation on September 9, 2021 to April 30, 2022**

This Management's Discussion and Analysis ("MD&A") supplements, but does not form part of, the financial statements of Sasquatch Resources Corp. (formerly Scenc Resources Corp.) ("Sasquatch" or the "Company") and the notes thereto for the period from incorporation on September 9, 2021 to April 30, 2022 (collectively referred to hereafter as the "financial statements"). The following MD&A of the financial condition and results of operations of the Company has been prepared by management and should be read in conjunction with the Company's financial statements for the period from incorporation on September 9, 2021 to April 30, 2022. Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

The financial statements have been prepared by management 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"). All amounts are expressed in Canadian dollars unless otherwise stated. Other information contained in this document has also been prepared by management and is consistent with the data contained in the financial statements.

The Company's certifying officers are responsible for ensuring that the financial statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the financial statements together with the other financial information included in the filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company as of the date of and for the periods presented in the filings.

The Company's Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approves the financial statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee, which meets periodically to review all financial reports, prior to filing.

The effective date of this MD&A is July xx, 2022 (the "MD&A Date").

### **Forward Looking Statements**

Certain statements contained in this document constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Company's future financial position and results of operations, strategy, proposed acquisitions, plans, objectives, goals and targets, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to risks associated with: geological risks; limited operating history; inability to generate earnings or pay dividends for the foreseeable future; no current assets other than cash and prepaid expenses; uncertain ability to raise additional funds when required; reliance on a small number of key managers lacking backup; potential conflicts of interest among directors and officers of the Company; lack of liquidity for shareholders of the Company; ability to secure needed permits, ability to physically access and work the Company's property assets due to poor weather, a potential lack of key contract personnel and services providers needed to execute elements of the Company's exploration plans, and market risk consisting of fluctuations in the Company's share price, metal prices, credit market conditions and investor appetite for early stage exploration companies. See "Risks and Uncertainties".

## **Sasquatch Resources Corp.**

### **Management's Discussion and Analysis**

**For the period from incorporation on September 9, 2021 to April 30, 2022**

Management provides forward-looking statements because they believe such statements deliver useful guidance and information to readers when considering their investment objectives. Though management believes such statements to be as accurate as possible in the context of the information available to management at the time in which they are made, management cautions readers that the guidance and information contained in such statements may rapidly be superseded by subsequent events. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments suggested by such forward-looking statement will be realized or, even if substantially realized, that they will have the expected results, or effects upon, the Company. These forward-looking statements are made as of the date of this MD&A and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including assumptions regarding business and operating strategies.

#### **Description of the business**

The Company was incorporated on September 9, 2021 and focuses on the acquisition, exploration and evaluation of mineral properties. The Company has selected April 30 as its fiscal year end. The Company's registered and records office is 600-1090 West Georgia Street, Vancouver, BC, V6E 3V7.

Costs relating to the acquisition and claim maintenance of exploration and evaluation assets (including option payments and annual fees to maintain the property in good standing) are capitalized and deferred by property until the project to which they relate is sold, abandoned, impaired or placed into production.

The Company expenses all exploration, evaluation and development expenditures until management concludes that a future economic benefit is more likely than not to be realized. The Company has no operating cash flow and its level of expenditures is dependent on the sale of debt and equity capital to finance its exploration operations. Therefore, it is difficult to identify any meaningful trends or develop an analysis from cash flows.

#### **Mineral Property**

On October 1, 2021 ("Mount Sicker Property Option Agreement"), and November 5, 2021 ("Tye Property Option Agreement"), the Company entered into two option agreements, each with a director of the Company and 802213 Alberta Ltd. (Collectively, the "Optionor") whereby the Company was granted an exclusive option to acquire a 100% interest in 16 mineral claims making up the the Mount Sicker property, located in British Columbia.

Under the terms of the option agreements, the Company is required to issue 2,750,000 common shares, (of which 450,000 common shares have been issued to date), in aggregate, and pay \$300,000 (of which \$15,000 has been paid to date), in aggregate, to the Optionor, and to incur \$250,000 in exploration expenditures on the Property, in aggregate, all of which are to be paid, issued or incurred within three years of the agreement dates.

Per the terms of the Mount Sicker Property Option Agreement, the Company is required to grant to each of the optionors a 1.0% Net Smelter Returns ("NSR") royalty on the 15 claims making up this property. The Company has the option to repurchase one-half of the NSR from each of the optionors by paying \$1,000,000 to each party at any time prior to the commencement of commercial production on the property.

**Sasquatch Resources Corp.**  
**Management's Discussion and Analysis**  
**For the period from incorporation on September 9, 2021 to April 30, 2022**

Per the terms of the Tye Property Option Agreement, the Company is required to grant to each of the optionors a 1.0% NSR royalty on the 1 claim making up this property. The Company has the option to repurchase one-half of the NSR from each of the optionors by issuing 250,000 common shares to each party at any time prior to commencement of commercial production on the property.

**Liquidity and Capital Resources**

The Company is in the exploration stage and therefore has no cash flow from operations. Its only source of funds since incorporation has been from the sale of common shares. During the year ended April 30, 2022, it has raised \$726,538 from the sale of common shares.

As at April 30, 2022, current assets were \$626,003 and current liabilities were \$19,309, resulting in working capital of \$606,694. As at April 30, 2022, the Company had total assets of \$650,003 which is comprised of \$622,415 of cash, GST/HST receivable of \$3,588, and exploration and evaluation assets of \$24,000.

The Company is in the process of exploring mineral claims. The Company has not yet determined whether or when the claims could be economically viable.

While the information in the financial statements has been prepared in accordance with IFRS on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future, there are conditions and events that cast significant doubt on the validity of this presumption. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. While the Company is making its best efforts in this regard, the outcome of these matters cannot be predicted at this time.

**Selected Annual Information**

The following table sets forth summary financial information for the Company for the year ended April 30, 2022. This information has been summarized from the Company's audited financial statements for the same period and should only be read in conjunction with the Company's audited financial statements, including the notes thereto.

	233-day Period ended 30-Apr-22 (\$)
Total assets	650,003
Exploration and evaluation expenses	84,223
General and administrative expenses	3,653
Professional fees	16,580
Share-based payments	17,449
Net loss	122,293
Basic and diluted loss per share <sup>(1)</sup>	(0.01)

(1) Based on weighted average number of common shares issued and outstanding for the period.

**Results of Operations**

The Company incurred a net loss of \$122,293 for the year ended April 30, 2022. Total expenses for the year were \$122,293 of which \$16,580 was professional fees, \$3,653 was general and administrative costs, and \$17,449 was share-based payments. Professional fees consist of legal, accounting and audit related fees.

**Sasquatch Resources Corp.**  
**Management's Discussion and Analysis**  
**For the period from incorporation on September 9, 2021 to April 30, 2022**

**Disclosure of Outstanding Security Data**

As of April 30, 2022, the Company had 17,454,000 common shares issued and outstanding. As of the date of this financial statements, the Company has 17,454,000 common shares issued and outstanding.

**Stock Options**

The Company has a stock option plan (the "Plan") available to directors, employees and consultants with grants under the Plan approved from time to time by the Board of Directors. Under the plan the Company is authorized to issue options to purchase an aggregate of up to 20% of the Company issued and outstanding shares. Each option can be exercised to acquire one common share of the Company. The exercise price for an option granted under the Plan may not be less than the market price at the date of grant.

On November 18, 2021, the Company granted 1,120,000 stock options with a ten-year term at an exercise price of \$0.10 per share and may be exercised at any time from the grant date through to the expiry date.

Options to purchase common shares have been granted to directors, employees and consultants as follows:

<b>Exercise Price</b>	<b>Expiry Date</b>	<b>September 9, 2021</b>	<b>Granted</b>	<b>Exercised</b>	<b>Expired</b>	<b>April 30, 2022</b>
\$ 0.10	11/18/2031	-	1,120,000	-	-	1,120,000
Total outstanding		-	1,120,000	-	-	1,120,000
Total exercisable		-	1,120,000	-	-	1,120,000

The following is a summary of stock option activity from September 9, 2021 to April 30, 2022:

	<b>Number of options</b>	<b>Weighted Average Exercise Price (\$)</b>
Balance outstanding at September 9, 2021	-	-
Issued	1,120,000	0.10
Balance outstanding at April 30, 2022	1,120,000	0.10

**Sasquatch Resources Corp.****Management's Discussion and Analysis****For the period from incorporation on September 9, 2021 to April 30, 2022**

The Company has recorded a total of \$17,449 as stock-based compensation expense, being the fair value of the options vested during the year ended April 30, 2022. The fair value of the options has been estimated at the date of grant using the Black-Scholes pricing model with the following weighted average assumptions:

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	<b>30-Apr-22</b>
Risk-free interest rate (average)	1.37%
Estimated volatility (average)	100%
Expected life in years	10
Expected dividend yield	0.00%
Estimated forfeitures	0.00%
Grant date fair value per option	\$0.016

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Option pricing models require the use of highly subjective estimates and assumptions. The expected volatility assumption is based on the historical and implied volatility of the Company's common share price. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the stock options' expected life. The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model.

As of April 30, 2022, the weighted average remaining life of the 1,120,000 stock options outstanding was 9.56 years.

**Financial Instruments and Other Instruments**

The carrying values of cash and accounts payable approximate their fair values because of the short-term maturity of these financial instruments.

**Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements and does not contemplate having them in the foreseeable future.

**Use of Estimates**

Preparing financial statements requires management to make estimates and assumptions that affect the reported results. The estimates are based on historical experience and other assumptions believed to be reasonable under the circumstances. Critical accounting policies are disclosed in the annual audited financial statements for the year ended April 30, 2022.

**Transactions between Related Parties**

Key management personnel include those persons having 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 executive and non-executive members of the Company's Board of Directors and Corporate Officers.

During the 233-day period ended April 30, 2022, the Company accrued \$5,000 in fees to the Chief Financial Officer. The Company did not accrue any fees to the Chief Executive Officer.

**Sasquatch Resources Corp.**  
**Management's Discussion and Analysis**  
**For the period from incorporation on September 9, 2021 to April 30, 2022**

The Company incurred the following related party transactions during the period ended April 30, 2022:

	<b>2022</b>
	<b>\$</b>
Key management personnel compensation	5,000
Exploration expenses paid to a company controlled by a director of the Company	991
Stock-based compensation	8,724
	<b>14,715</b>

The Company also paid \$7,500 and issued 225,000 common shares to a company controlled by a director of the Company in connection with the Mount Sicker Property Option Agreement and the Tye Property Option Agreement.

All transactions with related parties have occurred in the normal course of operations and have been measured at the exchange amount, which is the amount agreed to by the related parties.

As at April 30, 2022, the Company had \$5,000 due to related parties included in accounts payable and accrued liabilities. Interest is not charged on outstanding balances and there are no specific terms of repayment.

### **Accounting Policies**

A detailed summary of all of the Company's significant accounting policies are disclosed in the annual audited financial statements for the year ended April 30, 2022.

### **Risks and Uncertainties**

A thorough description of the risks associated with the Company's exploration and other business activities can be found in the Form 2A – Listing Statement dated July xx, 2022 and posted under the Company's profile on SEDAR ([www.sedar.com](http://www.sedar.com)) as of that date.

An investment in the Company's common shares is highly speculative and subject to very real risks and uncertainties, the occurrence of any one or more of which could have a material adverse effect on the value of any investment in the Company and the business, prospects, financial position or operating results of the Company. The risk factor listing noted below is in no particular order and is not an exhaustive list of all risk factors associated with an investment in the Company's common shares or in connection with the operations of the Company.

- Geological risk and the highly uncertain and speculative nature of mineral exploration
- Early-stage nature of the Company: i.e., a limited operating history and financial resources, no earnings, limited cash assets
- Lack of insurance against operating risks in the field and elsewhere
- Changes to government regulations, including environmental regulations
- Ability to secure and comply with government permits
- Reliance on a small number of key managers and experts and a lack of immediate backup or replacements
- Competition for key personnel and mineral properties
- Potential conflicts of interest among the Company's directors and/or officers
- Potential cost overruns and delays
- Timely availability of labour, contractors and key services
- Weather risks
- Property title disputes

**Sasquatch Resources Corp.****Management's Discussion and Analysis****For the period from incorporation on September 9, 2021 to April 30, 2022**

- Metal price fluctuations
- Receptivity of capital markets to junior exploration projects
- Stock price volatility and lack of liquidity
- Litigation

**Global Pandemic**

In 2020, the global outbreak of coronavirus (COVID-19) resulted in changes in global supply and demand of certain mineral and energy products. These changes, including a potential economic downturn and any potential resulting direct and indirect negative impact to the Company cannot be determined, but they could have a potential material impact to the Company's project exploration activities, cash flows and liquidity. Various restrictions on gatherings, work and access to remote communities near the Company's project may also impact the Company's ability to perform exploration activities at the project. Additional Information Additional information relating to the Company is available at [www.sedar.com](http://www.sedar.com)

**Additional information**

Additional information relating to the Company is available at [www.sedar.com](http://www.sedar.com).

**Subsequent events**

On May 12, 2022, the Company granted 600,000 stock options to directors, executives and contractors with a ten-year term at an exercise price of \$0.10 per share and may be exercised at any time from the grant date through to the expiry date.



## CERTIFICATE OF THE COMPANY

June 15, 2022

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

*“Peter Smith”*

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Peter Smith, Chief Executive Officer

*“Nelson Lamb”*

\_\_\_\_\_  
Nelson Lamb, Chief Financial Officer

On behalf of the Board of Directors

*“Thomas Lamb”*

\_\_\_\_\_  
Thomas Lamb, Director

*“Justin Deveault”*

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Justin Deveault, Director

*“Brad Newell”*

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Brad Newell, Director

## CERTIFICATE OF THE PROMOTER

June 15, 2022

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

*“Peter Smith”*

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Peter Smith