No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. *This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

*The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), or any applicable state securities laws. Accordingly, the securities offered hereby may not be offered or sold within the United States in the absence of an exemption from the registration requirements of the 1933 Act and applicable state securities laws. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".*

PROSPECTUS

Initial Public Offering **August 9, 2022**

GOLD DIGGER RESOURCES INC.

C$750,000

3,000,000 Common Shares at a price of $0.25 per Common Share

This prospectus qualifies the distribution (the "**Offering**") by Gold Digger Resources Inc. (the "**Company**" or "**Gold Digger**") of an aggregate of 3,000,000 Common Shares (the "**Offered Shares**") in the capital of the Company to be issued and sold at a price of $0.25 per Offered Share (the "**Offering Price**") for gross proceeds of $750,000 pursuant to the terms of an agency agreement dated as of August 9, 2022 (the "**Agency Agreement**") between the Company and Leede Jones Gable Inc. (the "**Agent**"). Closing of the Offering ("**Closing**") will be no later than the date that is 90 days following the date of a receipt for the final prospectus (or such later date as the securities regulatory authorities may permit). If the Closing does not occur on or before the date that is 90 days following the date of a receipt for the final prospectus (or such later date as the securities regulatory authorities may permit), all subscriptions and subscription funds will be returned to investors by the Agent, without interest or any deduction or penalty.

The Offering is subject to an aggregate minimum subscription of 3,000,000 Offered Shares for total gross proceeds of $750,000. If the minimum proceeds of the Offering are not raised and the Closing does not occur on or before the date that is 90 days following the date of a receipt for the final prospectus (or such later date as the securities regulatory authorities may permit), all subscriptions and subscription funds will be returned to investors by the Agent, without interest or any deduction or penalty.

Price: C$0.25 per Offered Share

	Price to Public(1)	Agent's Fees(2)(3)(4)	Proceeds to the Company(5)(6)
Per Offered Share…………………………………	$0.25	$0.0225	$0.2275
Total Offering…………………………………………	$750,000	$67,500	$682,500

(1) The Offering Price was determined by arm's length negotiation between the Company and the Agent.
(2) Pursuant to the Agency Agreement, the Company has agreed to pay to the Agent a cash commission of 9% of the gross proceeds of the Offering (the "**Agent's Fee**"). In addition to the Agent's Fee, the Agent will receive non-transferable compensation options ("**Compensation Options**") entitling the Agent to purchase such number of Common Shares as is equal to 9% of the aggregate number of Offered Shares sold pursuant to the Offering. Each Compensation Option will be exercisable to purchase one Common Share at a price of $0.25 (the "**Compensation Shares**") for a period of 24 months following the Closing Date.
(3) The Agent will also receive a corporate finance fee (the "**Corporate Finance Fee**") consisting of $35,000 plus applicable taxes of $1,750 (of which the Company has paid $18,375 inclusive of GST as a non-refundable deposit).
(4) The Company will also pay the Agent's expenses incurred in connection with the Offering, including reasonable fees and disbursements of Agent's legal counsel, whether or not the Offering is completed. See "*Plan of Distribution*".
(5) Before deducting the Corporate Finance Fee and legal expenses in connection with the Offering payable by the Company (excluding the Agent's Fee), which legal expenses are estimated at $150,000 in aggregate.
(6) The Company has granted to the Agent an over-allotment option (the "**Over-Allotment Option**") exercisable, in whole or in part in the sole discretion of the Agent, up to 30 days after the Closing Date, to sell additional Common Shares equal to 15% of the Offered Shares issued pursuant to the Offering. If the Over-Allotment Option is exercised by the Agent, the Company will issue 450,000 additional Common Shares (each, an "**Over-Allotment Share**") for a purchase price equal to the Offering Price. This table excludes any Over-Allotment Shares issuable upon exercise of the Over-Allotment Option. See "Plan of Distribution" below. A purchaser who acquires Common Shares forming part of

the Agent's over-allocation position acquires those securities under this prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Agent's Position	Maximum number of securities available	Exercise period or acquisition date	Exercise price or average acquisition price
Over-Allotment Option	450,000 Over-Allotment Shares	30 days after the Closing Date	$0.25 per Over-Allotment Share
Compensation Option	270,000 Compensation Options(1)	24 months from the Closing Date	$0.25 per Compensation Option
Any other option granted by issuer or insider of issuer to Agent	Nil	N/A	N/A
Total securities under option issuable to Agent	270,000 Compensation Options exercisable into 270,000 Compensation Shares(2)	N/A	$0.25 per Compensation Share
Other compensation securities issuable to Agent	Nil	N/A	N/A

(1) This prospectus also qualifies the distribution of the Compensation Options. See "*Plan of Distribution*" for further information. An additional 40,500 Compensation Options are issuable upon the exercise of the Over-Allotment Option.

(2) The aggregate total number of Compensation Shares issuable to the Agent upon exercise of the Over-Allotment Option and all Compensation Options is 310,500 Compensation Shares.

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

The CSE has conditionally accepted the listing of the Company's Common Shares. Listing is subject to the Company fulfilling the listing requirements of the CSE. The Company does not intend to apply for listing of the Compensation Options on any securities exchange or for inclusion in any automated quotation system.

The Offering is not underwritten or guaranteed by any person or agent. The Agent, as agent of the Company, conditionally offers the Offered Shares for sale on a "commercially reasonable efforts" basis as and when issued by the Company, in accordance with the terms and conditions contained in the Agency Agreement and subject to the approval of certain legal matters by DuMoulin Black LLP, Vancouver, British Columbia, and as to tax matters by Thorsteinssons LLP, Vancouver, British Columbia, in each case, on behalf of the Company and by Harper Grey LLP, on behalf of the Agent.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Other than in certain limited circumstances, it is anticipated that the Offered Shares distributed under this prospectus will be delivered electronically through the non-certificated inventory system of CDS Clearing and Depository Services ("**CDS**"). A purchaser of Offered Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Offered Shares were purchased. Closing will occur on such date or dates that the Company and the Agent mutually agree to close the Offering, provided such date is not later than the date that is 90 days after issuance of a receipt for the final prospectus or, if a receipt has been issued for an amendment to the final prospectus, 90 days after issuance of such receipt, and in any event not later than 180 days after issuance of a receipt for the final prospectus (the "**Closing Date**").

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

An investment in the Offered Shares is highly speculative and involves a high degree of risk due to the nature of the Company's business and stage of development. The Offering is suitable only to those investors who are prepared to risk the loss of their entire investment. In reviewing this prospectus, prospective investors should carefully consider the matters described under the heading "*Risk Factors*".

The Company's head office is located at 9285 - 203B Street, Langley, British Columbia V1M 2L9 and its registered and records office is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5.

Leede Jones Gable Inc.
Suite 1800, 1140 West Pender Street
Vancouver, British Columbia V6E 4G1
Tel: (604) 658-3000
Fax: (604) 658-3099

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GLOSSARY OF DEFINED TERMS

affiliate	A company is an "affiliate" of another company if: (a) one of them is the subsidiary of the other; or (b) each of them is controlled by the same Person. A company is "controlled" by a Person if: (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person; and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company. A Person beneficially owns securities that are beneficially owned by: (a) a company controlled by that Person; or (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.
Agency Agreement	The agency agreement dated August 9, 2022, between the Company and the Agent.
Agent	Leede Jones Gable Inc.
Annual Financial Statements	The audited annual financial statements for the period from incorporation on July 16, 2021 to December 31, 2021.
Annual MD&A	The Management's Discussion and Analysis for the period from incorporation on July 16, 2021 to December 31, 2021.
author	Alexandr Beloborodov, P. Geo, author of the Technical Report.
BCBCA	The *Business Corporations Act,* S.B.C. 2002, c. 57 including the regulations thereunder, as amended.
Board	The board of directors of the Company as it may be constituted from time to time.
Closing	Closing of the Offering.
Closing Date	The date on which Closing occurs. See "*Plan of Distribution*" for details on how the Closing Date is determined.
Common Shares	The common shares in the capital of the Company.
Company	Gold Digger Resources Inc., a British Columbia company incorporated under the BCBCA on July 16, 2021.
Compensation Options	Non-transferable options to be issued to the Agent on the Closing Date as partial consideration for acting as agent in the Offering, entitling the Agent to purchase such number of Common Shares as are equal to 9% of the number of Offered Shares sold under the Offering at a price of $0.25 per Common Share for a period of 24 months following the Closing Date. In the event that the Over-Allotment Option is exercised in full, an additional 40,500 Compensation Options will be issued.
Compensation Shares	Common Shares issuable upon exercise of Compensation Options.
COVID-19	The coronavirus disease 2019, an infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2).
CSE / Exchange	The Canadian Securities Exchange.

Designated Provinces	Collectively, the provinces of British Columbia, Alberta and Ontario.
Escrow Agreement	The escrow agreement dated August 9, 2022, between the Company, the Transfer Agent and certain shareholders of the Company.
Financial Statements	The Annual Financial Statements and the Interim Financial Statements.
Interim Financial Statements	The unaudited financial statements for the period ended March 31, 2022.
Interim MD&A	The Management's Discussion and Analysis for the period ended March 31, 2022.
Listing Date	The date the Common Shares become listed on the facilities of the Exchange.
Matalia	Matalia Investments Ltd.
Matalia Agreement	The administrative services agreement between the Company and Matalia Investments Ltd. dated July 16, 2021.
MD&A	The Annual MD&A and the Interim MD&A.
NI 43-101	National Instrument 43-101 – *Standards of Disclosure for Mineral Projects.*
Offered Shares	"Offered Shares" has the meaning ascribed to it on the cover page of this prospectus.
Offering	The Company's initial public offering of a minimum of 3,000,000 Offered Shares at a price of $0.25 per Offered Share for gross proceeds of $750,000, subject to the Over-Allotment Option.
Offering Price	$0.25 per Offered Share.
Optionor	Timothy Ko.
Over-Allotment Option	The over-allotment option exercisable by the Agent, in whole or in part, up to 30 days after the Closing Date, to sell additional Common Shares equal to 15% of the Offered Shares issued pursuant to this Offering.
Over-Allotment Shares	Common Shares issuable upon the exercise of the Over-Allotment Option at an exercise price of $0.25 per Over-Allotment Share.
Person	A company or an individual.
promoter	"promoter" has the meaning specified in section 1(1) of the *Securities Act* (British Columbia).
Regnault Option Agreement	The option agreement dated July 23, 2021, between the Company and the Optionor.
Regnault Project (or Regnault Property)	The Regnault Project consisting of 71 mineral claims covering an area of approximately 3,678 Ha located in the Baie James Area, north-northeast of Chibougamau in the Province of Québec, Canada
SEDAR	The System for Electronic Document Analysis and Retrieval.

Technical Report	The independent NI 43-101 compliant technical report dated effective February 1, 2022 entitled "NI 43-101 Technical Report on the Regnault Property” in the Baie James Area of Québec, Canada prepared by Alexandr Beloborodov, P. Geo.
Transfer Agent	Odyssey Trust Company, transfer agent and registrar for the Company.
Units	The aggregate 5,209,000 units issued and sold by the Company pursuant to two tranches of a private placement on August 17, 2021, and September 22, 2021, respectively, at a price of $0.02 per Unit. Each Unit is comprised of one flow-through Common Share and one Warrant exercisable to acquire a Warrant Share at an exercise price of $0.05 per Warrant Share for a period of three years from the date of issuance.
Warrant	A common share purchase warrant partially comprising the Units, with each such warrant exercisable to acquire one Warrant Share at an exercise price of $0.05 per Warrant Share until August 17, 2024, and September 22, 2024.
Warrant Shares	Common Shares issuable upon exercise of the Warrants.

ABOUT THIS PROSPECTUS

Prospective purchasers of the Offered Shares should rely only on the information contained in this prospectus. The Company has not authorized anyone to provide investors with additional or different information. The information contained in this prospectus is accurate only as of the date of this prospectus on the date indicated, regardless of the time of delivery of this prospectus of or any sale of the Offered Shares.

Neither the Company nor the Agent are offering to sell the Offered Shares in any jurisdiction where the offer of sale of such securities is not permitted. For investors outside of Canada, neither the Company nor the Agent has done anything that would permit the Offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in Canada. Investors are required to inform themselves about, and to observe any restrictions relating to, the Offering and the possession or distribution of this prospectus.

Capitalized terms, except as otherwise defined herein, are defined in the section entitled "Glossary of Defined Terms".

CURRENCY

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

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION AND STATEMENTS

This prospectus contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities legislation and United States securities legislation. Forward-looking information and statements include, but are not limited to, statements with respect to the timing and closing of the Offering, the satisfaction of conditions to closing of the Offering, including the receipt, in a timely manner, of regulatory and other required approvals, the proposed use of proceeds of the Offering, expectations regarding the potential mineralization and geological merits of the Regnault Property, exploration program cost estimates, the planned exploration activities, future financings, the future price of metals and minerals and requirements for additional capital. Generally, forward-looking information and statements can be identified by the use of forward-looking terminology such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or the negative connotation thereof or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof.

Forward-looking information and statements are based on the then current expectations, beliefs, assumptions, estimates and forecasts about the Company's business and the industry and markets in which it operates. In making the forward-looking statements and providing the forward-looking information included in this prospectus, the Company has made various assumptions, including, among others, the price of metals and minerals, anticipated cost of planned exploration activities, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms, that the Company's current exploration activities and other corporate activities will proceed as expected, that third party contractors, equipment and supplies and governmental and other approvals required to conduct the Company's planned exploration activities will be available on reasonable terms and in a timely manner. Although management believes that these assumptions are reasonable, they may prove to be incorrect.

In addition, there are other important factors that could cause actual results, performances or achievements to differ materially from those in the forward-looking information or statements including risks related to, among others, the Company's limited operating history, negative cash flow, lack of adequate capital, liquidity concerns and dependence on third party financing, uncertainty of additional funding, no known mineral reserves or mineral resources, forfeiture of the Regnault Option Agreement, potential dilution and market price of Common Shares and other factors discussed below under "Risk Factors".

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information or statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

There can be no assurance that such information or statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information or statements. Accordingly, readers should not place undue reliance on forward-looking information or statements. The forward-looking information and statements contained in this prospectus are made as of the date of this prospectus. The Company does not undertake to update any forward-looking information or statements, except in accordance with applicable securities laws.

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Thorsteinssons LLP, special Canadian tax counsel to the Company, based on the provisions of the *Income Tax Act* (Canada) (the "**Tax Act**") and the regulations to the Tax Act in force on the date hereof, provided the Offered Shares are listed on a "designated stock exchange" (as such term is defined in the Tax Act and which currently includes the CSE) or the Company is otherwise a "public company" (as such term is defined in the Tax Act) at the particular time, the Offered Shares will at that time be "qualified investments" under the Tax Act for trusts governed by a registered retirement savings plan ("**RRSP**"), a registered retirement income funds ("**RRIF**"), a deferred profit sharing plan, a registered education savings plans ("**RESP**"), a registered disability savings plans ("**RDSP**") or tax-free savings account ("**TFSA**" and collectively the "**Tax Deferred Plans**"). **Prospective holders that intend to hold Offered Shares in a Tax Deferred Plan should consult their own tax advisors regarding whether such securities are a "qualified investment" at the relevant time for such Tax Deferred Plan.**

The Offered Shares are not currently listed on a designated stock exchange and the Company is not currently a "public company", as that term is defined in the Tax Act. The Company intends to list the Common Shares on the CSE as of the day before the Closing of the Offering, followed by an immediate halt in trading of the Common Shares in order to allow the Company to satisfy the conditions of the CSE and to have the Offered Shares listed and posted for trading prior to the issuance of the Offered Shares on the Closing of the Offering. The Company must rely on the CSE to list the Common Shares on the CSE and have them posted for trading prior to the issuance of the Offered Shares on the Closing of the Offering and to otherwise proceed in such manner as may be required to result in the Offered Shares being listed on the CSE at the time of their issuance on Closing. If the Offered Shares are not listed on the CSE at the time of their issuance on the Closing of the Offering and the Company is not otherwise a "public company" at that time, the Offered Shares will not be qualified investments for the Tax Deferred Plans at that time.

The CSE has conditionally accepted the listing of the Company's Common Shares. Listing is subject to the Company fulfilling the listing requirements of the CSE. The Company does not intend to apply for listing of the Compensation Options on any securities exchange or for inclusion in any automated quotation system.

Notwithstanding that the Offered Shares may be a qualified investment for a TFSA, RRSP, RRIF, RDSP or RESP (a "**Registered Plan**"), the holder of the TFSA or the RDSP, the subscriber of the RESP or annuitant of the RRSP or RRIF (as the case may be) will be subject to a penalty tax as set out in the Tax Act if the Offered Shares are a "prohibited investment" for the purposes of the Tax Act. The Offered Shares will be a "prohibited investment" if the holder of the TFSA or the RDSP, the subscriber of the RESP or annuitant of the RRSP or RRIF (as the case may be): (i) does not deal at arm's length with the Company for purposes of the Tax Act; or (ii) has a "significant interest" (within the meaning of the Tax Act) in the Company. In addition, the Offered Shares will not be a "prohibited investment", if the Offered Shares are "excluded property", as defined in the Tax Act, for a Registered Plan. **Prospective holders, subscribers and annuitants that intend to hold Offered Shares in a Registered Plan should consult their own tax advisors with respect to whether the Offered Shares would be a "prohibited investment" as defined in the Tax Act.**

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Offering 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 BCBCA on July 16, 2021. The Company's head office is located in Langley, British Columbia and the Company's registered and records office is located in Vancouver, British Columbia. The Company's fiscal year-end is December 31.

The Company is not a reporting issuer in any jurisdiction and the Common Shares are not listed or posted for trading on any stock exchange. The CSE has conditionally accepted the listing of the Company's Common Shares. Listing is subject to the Company fulfilling the listing requirements of the CSE.

Principal Business

The Company is a mineral resource exploration and exploitation company with a concentration in battery and precious metals. The Company operates in stable jurisdictions with an initial focus on Canada.

The Company's material property is the Regnault Project, consisting of 71 contiguous mineral claims covering an area of approximately 23,678 Ha located north-northeast of Chibougamau in the Province of Québec. See "*General Description of the Business*".

Business Objectives

The Company's business objectives over the next 12 months are to: (i) complete the Offering and concurrently obtain a listing of its Common Shares on the CSE; and (ii) commence the proposed exploration program on the Regnault Project.

The Offering

This prospectus qualifies the distribution of 3,000,000 Offered Shares at a price of $0.25 per Offered Share and 270,000 Compensation Options, assuming completion of the Offering, subject to the exercise of the Over-Allotment Option for the sale of an additional number of Common Shares equal to 15% of the Offered Shares issued pursuant to this Offering. See "*Description of the Securities Offered*" and "*Plan of Distribution*".

Risk Factors

The activities of the Company are subject to risks inherent in the mining industry as well as the risks normally encountered in a newly established business, including but not limited to: limited operating history; negative cash flow; lack of adequate capital; liquidity concerns and future financing requirements to sustain operations; dependence on third party financing; uncertainty of additional funding; no known mineral reserves or mineral resources; potential forfeiture of the Regnault Option Agreement; potential dilution and market price of Common Shares; risks related to the COVID-19 pandemic; and other factors discussed below under "Risk Factors". An investment in the Offered Shares is suitable only for those knowledgeable and sophisticated investors who are willing to risk a loss of their entire investment. Investors should consult with their professional advisors to assess an investment in the Offered Shares.

There is currently no public market for the Offered Shares and there can be no assurance that an active market for the Offered Shares will develop or be sustained after the Closing. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Offered Share of 65.60% or $0.164. The value of the Offered Shares is subject to volatility in market trends and conditions generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. See "*Dilution*" and "*Risk Factors*".

Selected Financial Information

The table below summarizes selected financial data for the period from incorporation on July 16, 2021, to December 31, 2021, and the interim period ended March 31, 2022, and should be read in conjunction with the Financial Statements and MD&A, copies of which are attached as Appendices "A", "B", "C" and "D" of this prospectus. See "*Selected Financial Information*" and "*Management's Discussion and Analysis*".

Financial positions	**As at December 31, 2021(1)**	**As at March 31, 2022(2)**
Current and total assets	$281,126	$263,884
Long-Term Financial Liabilities	Nil	Nil
Financial results	**As at December 31, 2021(1)**	**As at March 31, 2022(2)**
Net loss and comprehensive loss	$(205,768)	$(55,680)
Net loss per share – basic and diluted	$(0.02)	$(0.01)
Number of shares outstanding	10,159,000	10,159,000

Notes:
(1) Audited.
(2) Unaudited.

Available Funds

The Company's estimated working capital as at July 31, 2022, was $111,030. The Company estimates that the net proceeds from the Offering combined with the Company's working capital as at July 31, 2022, will be approximately $625,155 after deducting the Agent's Fee ($67,500), the remainder of the Corporate Finance Fee ($18,375) and estimated legal expenses of approximately $150,000, and assuming the Over-Allotment Option is not exercised. The funds expected to be available to the Company upon completion of the Offering and the expected principal purposes for which such funds will be used are described below.

Use of Proceeds

The net proceeds of the Offering, together with the Company's estimated working capital of $111,030 as at July 31, 2022, are intended to be used as follows:

Principal Purpose	**Amount**
Phase 1 of exploration program(1)	$130,000
Annual estimated general and administrative costs(2)	$353,000
Unallocated working capital	$142,155
Total	**$625,155**

Notes:
(1) This is the expenditure estimate contained in the Technical Report to complete Phase 1.
(2) The estimated general and administrative costs for the next 12 months are as follows:

Office & Administration	$50,000
Professional Fees (legal & audit)	$100,000

Management Fees and Consulting Fees[a]	$108,000
Investor Relations and Communications	$60,000
Public Company Costs and Other	$35,000
Total G&A	$353,000

(a) These management and consulting fees are projected to be payable to Allan Bezanson, CEO ($60,000) and Kyle Appleby, CFO ($48,000).

The objectives that the Company expects to accomplish using its estimated working capital as at July 31, 2022, and the net proceeds from the Offering, are as follows:

Use	Timing	Milestone
Phase 1 of exploration program	Over 1-2 months, beginning in Fall 2022	Estimated expenditures required to complete Phase 1 of the exploration program.
Annual estimated general and administrative costs	Over 12 months	Amount required to meet anticipated general and administrative costs (see Note 2 in "*Use of Proceeds*").
Working capital	Over 24 months	Extra working capital available to pursue additional projects, be more aggressive in conducting the exploration program on the Regnault Property, if warranted, and for general and administrative costs after 12 months.

See "*Use of Proceeds and Available Funds*".

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated under the BCBCA on July 16, 2021. The Company's head office is located at 9285 - 203B Street, Langley, British Columbia V1M 2L9, and its registered and records office is located at 10^{th} Floor – 595 Howe Street, Vancouver, BC V6C 2T5. The Company's fiscal year-end is December 31.

Intercorporate Relationships

The Company does not have any subsidiaries.

GENERAL DESCRIPTION OF THE BUSINESS

History

General

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

- recruited directors and officers with the skills required to operate a publicly listed mineral exploration company;
- assessed various mineral projects for acquisition by the Company and ultimately negotiated the terms of the Regnault Option Agreement (see "*Regnault Option Agreement*" below);
- raised aggregate gross proceeds of $485,180 through the sale of securities of the Company to finance the Company's business to date, and to cover the costs associated with the Offering; and
- engaged the Agent to assist the Company in making an application for listing on the CSE, and to complete the Offering.

Financing

On July 16, 2021, the Company issued 1,200,000 Common Shares to founders at a price of $0.005 per Common Share for aggregate gross proceeds of $6,000.

On August 17, 2021, the Company completed the first tranche of a non-brokered private placement of 2,509,000 Units at a price of $0.02 per Unit for aggregate gross proceeds of $50,180. Each Unit is comprised of one flow-through Common Share and one Warrant exercisable to acquire one Warrant Share at an exercise price of $0.05 per Warrant Share for a period of three years from the date of issue. On September 22, 2021, the Company completed the second tranche, issuing 2,700,000 Units at a price of $0.02 per Unit for aggregate gross proceeds of $54,000.

On September 22, 2021, the Company completed the first tranche of a non-brokered private placement of 1,500,000 Common Shares at a price of $0.10 per Common Share for aggregate gross proceeds of $150,000. On September 29, 2021, the Company completed the second tranche, issuing 2,250,000 Common Shares at a price of $0.10 per Common Share for aggregate gross proceeds of $225,000.

COVID-19 Pandemic

On March 11, 2020, the World Health Organization declared the outbreak and spread of a novel coronavirus, COVID-19, a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including implementing travel restrictions, border closures, non-essential business closures, quarantines, self-isolation and physical distancing.

The outbreak of COVID-19 may cause disruptions to the Company's business and operational plans, which may include: (i) restriction of travel by management to and from Quebec; (ii) unavailability of contractors and subcontractors; (iii) interruption of supplies from third parties upon which the Company relies; (iv) restrictions imposed by governments to address the COVID-19 pandemic; and (v) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others. It is not currently possible to predict the extent or duration of these potential disruptions, which may have a material adverse effect on the Company's business, financial condition and results of operations. These disruptions may impact the Company's ability to carry out its business plans for 2022 in accordance with the use of proceeds section below (see "*Use of Proceeds*").

The Company expects to be able to carry out its exploration activities as planned for 12 months following Closing.

See "*Risk Factors*" for more information.

Matalia Agreement

The Company entered into an arm's length administrative services agreement with Matalia, dated July 16, 2021, pursuant to which Matalia provides general administrative services to the Company, including management of the Company's finances and general liaising with the Company's legal, accounting and financial advisors, subject to the direction and supervision of the board of directors and management of the Company. The Company pays Matalia $3,000 per month in exchange for these services. Matalia is beneficially controlled by Robert Coltura, a minor shareholder of the Company.

Regnault Option Agreement

The Company entered into an arm's length option agreement with Timothy Ko (the "**Optionor**"), dated July 23, 2021, under which the Optionor granted to the Company the sole and exclusive option to acquire a 100% interest in the Regnault Property by making an upfront cash payment of $25,000 to the Optionor by August 22, 2021, and issuing 1,200,000 Common Shares to the Optionor on or before the Listing Date. The Optionor subsequently became a minor shareholder of the Company in connection with the private placement of Common Shares issued at $0.10 per Common Share on September 22, 2021. See "*General Description of the Business – History – Financing*".

Upon the occurrence of one or more events involving the capital reorganization, reclassification, subdivision or consolidation of the Common Shares, or the merger, amalgamation or other corporate combination of the Company with one or more other entities, or of any other event in which new securities of any nature are delivered in exchange for the issued Common Shares and such issued Common Shares are cancelled ("**Fundamental Changes**"), in lieu of issuing the Common Shares which, but for such Fundamental Change and the Regnault Option Agreement, would have been issued, the Company or its successor shall issue instead such number of new securities as would have been delivered as a result of the Fundamental Change if such issue of Common Shares had occurred prior to the occurrence of the Fundamental Changes.

Following the exercise of the option, the Optionor will retain a 2% net smelter return ("**NSR**") royalty over the Regnault Project, provided that the Company may purchase a 1% NSR royalty from the Optionor upon payment of $2,000,000 at any time.

DETAILS OF THE REGNAULT PROPERTY

Information of a scientific or technical nature in respect of the Regnault Project in this prospectus is derived from the Technical Report prepared by Alexandr Beloborodov, P. Geo., a "qualified person" (QP) under NI 43-101.

For readers to fully understand the technical information in this prospectus, they should read the Technical Report (available on SEDAR at www.sedar.com under the Company's profile) in its entirety, including all qualifications, assumptions and exclusions that relate to the technical information set out in this prospectus. The Technical Report is intended to be read as a whole, and sections should not be read or relied upon out of context. Capitalized terms used and not otherwise defined in this section have the meanings ascribed to them in the Technical Report.

Property Description, Location and Access

Property Location

The Regnault Property is located roughly 130 km north-northeast of Chibougamau, Québec, Canada, in the Baie James Area within NTS Map Sheets 32O01, 32J16, 32P04, centred at roughly 51°03N by 74°05W and covering an approximate area of 3,678 ha (Figure 4-1). Topographic System (NTS) map sheets 32O01, 32J16, 32P04.

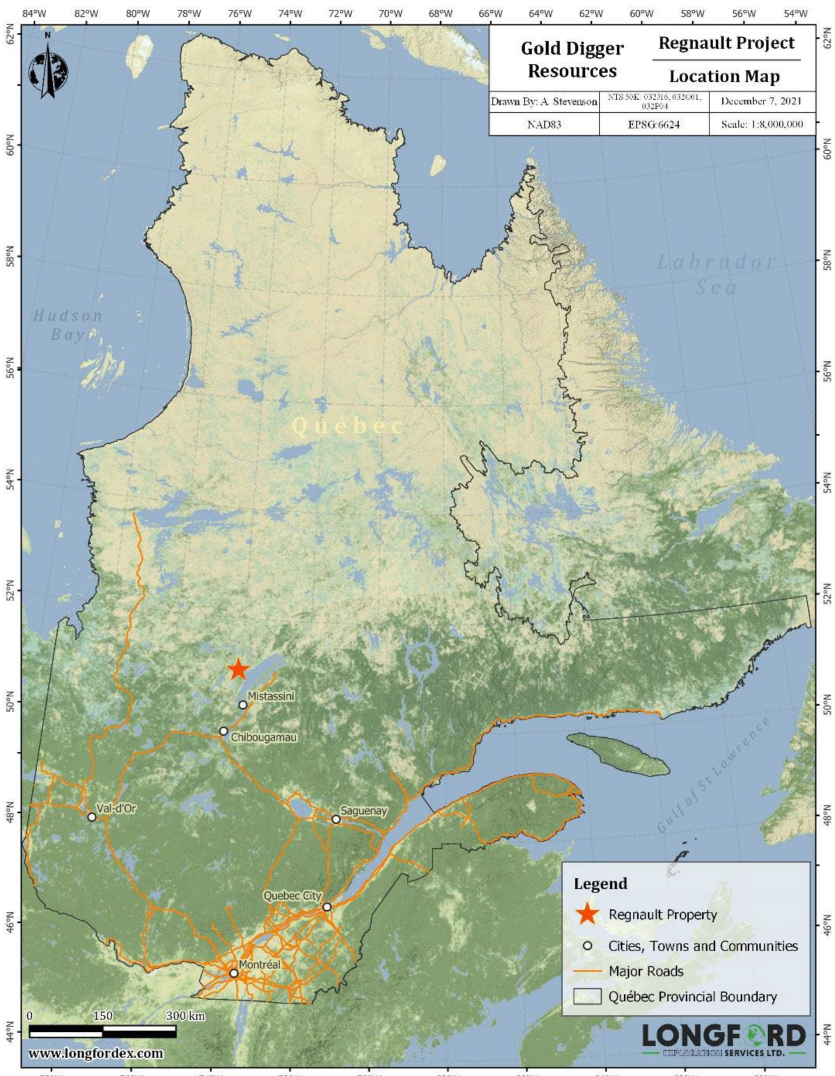

Figure 4-1: Regnault Property Location Map
Source: Longford Exploration, 2021

Mineral Tenure

The Regnault Property consists of 71 mineral claims that are 100% owned and registered in the name of the Optionor (Table 4.1 and Figure 4-2). As of the date of the Technical Report, all claims are in good standing.

Based on Axiom's *2021 Tri-Axial Magnetics Survey*, the owners have exceeded the minimum required assessment work for the Regnault Property claims during the required time period. This work will be filed in order to extend the claim expiry dates.

The total required work expenditure for 2022/2023, to renew the claims and keep them in good standing amounts to CAD$83,800.00

A summary of the Regnault Property's mineral tenure is shown in Table 4.1.

Table 4.1: Regnault Property Mineral Tenures

Claim Number	Registration Date (yyyy-mm-dd)	Expiry Date (yyyy-mm-dd)	Area (ha)	Holder
2575007	2020-07-30	2023-07-29	54.08	Timothy Ko (100154) 100 % (responsible)
2575008	2020-07-30	2023-07-29	54.08	Timothy Ko (100154) 100 % (responsible)
2575009	2020-07-30	2023-07-29	54.07	Timothy Ko (100154) 100 % (responsible)
2575010	2020-07-30	2023-07-29	54.06	Timothy Ko (100154) 100 % (responsible)
2575011	2020-07-30	2023-07-29	54.06	Timothy Ko (100154) 100 % (responsible)
2575012	2020-07-30	2023-07-29	54.05	Timothy Ko (100154) 100 % (responsible)
2575013	2020-07-30	2023-07-29	54.05	Timothy Ko (100154) 100 % (responsible)
2575014	2020-07-30	2023-07-29	54.05	Timothy Ko (100154) 100 % (responsible)
2575015	2020-07-30	2023-07-29	54.05	Timothy Ko (100154) 100 % (responsible)
2575016	2020-07-30	2023-07-29	54.05	Timothy Ko (100154) 100 % (responsible)
2575017	2020-07-30	2023-07-29	54.05	Timothy Ko (100154) 100 % (responsible)
2575018	2020-07-30	2023-07-29	54.05	Timothy Ko (100154) 100 % (responsible)
2575019	2020-07-30	2023-07-29	54.05	Timothy Ko (100154) 100 % (responsible)
2575020	2020-07-30	2023-07-29	54.04	Timothy Ko (100154) 100 % (responsible)
2575021	2020-07-30	2023-07-29	54.04	Timothy Ko (100154) 100 % (responsible)
2575022	2020-07-30	2023-07-29	54.04	Timothy Ko (100154) 100 % (responsible)
2575023	2020-07-30	2023-07-29	54.04	Timothy Ko (100154) 100 % (responsible)
2575024	2020-07-30	2023-07-29	54.04	Timothy Ko (100154) 100 % (responsible)
2575025	2020-07-30	2023-07-29	54.03	Timothy Ko (100154) 100 % (responsible)
2575026	2020-07-30	2023-07-29	54.03	Timothy Ko (100154) 100 % (responsible)
2575027	2020-07-30	2023-07-29	54.03	Timothy Ko (100154) 100 % (responsible)
2575028	2020-07-30	2023-07-29	54.03	Timothy Ko (100154) 100 % (responsible)
2575029	2020-07-30	2023-07-29	54.03	Timothy Ko (100154) 100 % (responsible)
2575030	2020-07-30	2023-07-29	54.06	Timothy Ko (100154) 100 % (responsible)
2575031	2020-07-30	2023-07-29	54.06	Timothy Ko (100154) 100 % (responsible)
2575032	2020-07-30	2023-07-29	54.05	Timothy Ko (100154) 100 % (responsible)
2575033	2020-07-30	2023-07-29	54.04	Timothy Ko (100154) 100 % (responsible)
2575034	2020-07-30	2023-07-29	54.04	Timothy Ko (100154) 100 % (responsible)
2575035	2020-07-30	2023-07-29	54.03	Timothy Ko (100154) 100 % (responsible)
2575036	2020-07-30	2023-07-29	54.03	Timothy Ko (100154) 100 % (responsible)
2575037	2020-07-30	2023-07-29	54.03	Timothy Ko (100154) 100 % (responsible)
2592884	2020-12-22	2023-12-21	14.45	Timothy Ko (100154) 100 % (responsible)
2592885	2020-12-22	2023-12-21	3.53	Timothy Ko (100154) 100 % (responsible)
2582159	2020-09-29	2023-09-28	53.44	Timothy Ko (100154) 100 % (responsible)
2582160	2020-09-29	2023-09-28	46.59	Timothy Ko (100154) 100 % (responsible)
2582161	2020-09-29	2023-09-28	53.36	Timothy Ko (100154) 100 % (responsible)
2582162	2020-09-29	2023-09-28	38.47	Timothy Ko (100154) 100 % (responsible)
2582163	2020-09-29	2023-09-28	29.1	Timothy Ko (100154) 100 % (responsible)
2582164	2020-09-29	2023-09-28	52.19	Timothy Ko (100154) 100 % (responsible)
2582165	2020-09-29	2023-09-28	54.02	Timothy Ko (100154) 100 % (responsible)
2582166	2020-09-29	2023-09-28	52.87	Timothy Ko (100154) 100 % (responsible)
2582167	2020-09-29	2023-09-28	39.3	Timothy Ko (100154) 100 % (responsible)

Table 4.1: Regnault Property Mineral Tenures

Claim Number	Registration Date (yyyy-mm-dd)	Expiry Date (yyyy-mm-dd)	Area (ha)	Holder
2582168	2020-09-29	2023-09-28	49.33	Timothy Ko (100154) 100 % (responsible)
2582169	2020-09-29	2023-09-28	52.09	Timothy Ko (100154) 100 % (responsible)
2574980	2020-07-30	2023-07-29	54.25	Timothy Ko (100154) 100 % (responsible)
2574981	2020-07-30	2023-07-29	54.25	Timothy Ko (100154) 100 % (responsible)
2574982	2020-07-30	2023-07-29	54.24	Timothy Ko (100154) 100 % (responsible)
2574983	2020-07-30	2023-07-29	54.24	Timothy Ko (100154) 100 % (responsible)
2574984	2020-07-30	2023-07-29	54.23	Timothy Ko (100154) 100 % (responsible)
2574985	2020-07-30	2023-07-29	54.23	Timothy Ko (100154) 100 % (responsible)
2574986	2020-07-30	2023-07-29	54.23	Timothy Ko (100154) 100 % (responsible)
2574987	2020-07-30	2023-07-29	54.22	Timothy Ko (100154) 100 % (responsible)
2574988	2020-07-30	2023-07-29	54.22	Timothy Ko (100154) 100 % (responsible)
2574989	2020-07-30	2023-07-29	54.22	Timothy Ko (100154) 100 % (responsible)
2574990	2020-07-30	2023-07-29	54.22	Timothy Ko (100154) 100 % (responsible)
2574991	2020-07-30	2023-07-29	54.22	Timothy Ko (100154) 100 % (responsible)
2574992	2020-07-30	2023-07-29	54.21	Timothy Ko (100154) 100 % (responsible)
2574993	2020-07-30	2023-07-29	54.21	Timothy Ko (100154) 100 % (responsible)
2574994	2020-07-30	2023-07-29	54.21	Timothy Ko (100154) 100 % (responsible)
2574995	2020-07-30	2023-07-29	54.21	Timothy Ko (100154) 100 % (responsible)
2574996	2020-07-30	2023-07-29	54.21	Timothy Ko (100154) 100 % (responsible)
2574997	2020-07-30	2023-07-29	54.2	Timothy Ko (100154) 100 % (responsible)
2574998	2020-07-30	2023-07-29	54.2	Timothy Ko (100154) 100 % (responsible)
2574999	2020-07-30	2023-07-29	54.2	Timothy Ko (100154) 100 % (responsible)
2575000	2020-07-30	2023-07-29	54.2	Timothy Ko (100154) 100 % (responsible)
2575001	2020-07-30	2023-07-29	54.2	Timothy Ko (100154) 100 % (responsible)
2575002	2020-07-30	2023-07-29	54.19	Timothy Ko (100154) 100 % (responsible)
2575003	2020-07-30	2023-07-29	54.19	Timothy Ko (100154) 100 % (responsible)
2575004	2020-07-30	2023-07-29	54.18	Timothy Ko (100154) 100 % (responsible)
2575005	2020-07-30	2023-07-29	54.18	Timothy Ko (100154) 100 % (responsible)
2575006	2020-07-30	2023-07-29	54.17	Timothy Ko (100154) 100 % (responsible)

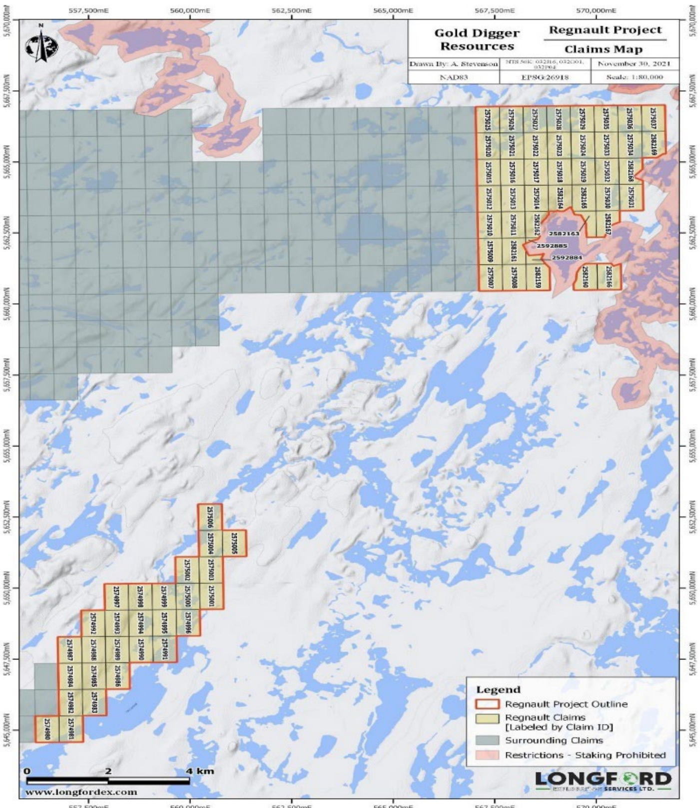

Figure 4-2: Regnault Property Claim Map
Source: Longford Exploration, 2021

Mineral Rights in Québec

Mineral exploration rights are granted by the provincial Ministry of Natural Resources and Wildlife in Québec and provide the title holder an exclusive right to explore.

Claims are valid for a two-year period and can be extended indefinitely for successive two-year periods (terms) by the application of approved assessment work in variable amounts based on the size of the claim and the number of times it has been renewed (see Table 4.2 of the Technical Report), and payment of an administrative fee.

The renewal fees (as of January 1, 2021) per claim north of the 52nd degree of latitude (and before the 60th day preceding the expiry date) are as follows: $135.00 per claim larger than 45 ha; $120.00 per claim between 25 and 45 ha; $48.00 for claims <25 ha (Table 4.2 of the Technical Report).

Fees for claims located south of the 52nd degree of latitude (and before the 60th day preceding the expiry date) are as follows: $1800 per claim larger than 100 ha; $1200 per claim between 25 and 100 ha; $500 per claim smaller than 25 ha (Table 4.3 of the Technical Report). The fee doubles if payment is made within the 60-day period preceding the claim expiry. Excess work credits are banked against the title of the claim for use in future renewals. Assessment work and/or banked credits may be applied to a title holder's surrounding claims located within a 4.5 km radius of the centre of the credited claim.

A claim may be converted into a mining lease with an initial term of 20 years (renewable at least three times, for ten years each time) upon demonstrating that a mineable resource exists on the claim.

Table 4.2: Minimum Required Assessment Work for Claims North of Latitude 52.			
Number of Terms of the Claims	Area of Claim		
	<25 ha	25 to 45 ha	Over 45 ha
1	$48/claim	$120/claim	$135/claim

2	$160/claim	$400/claim	$450/claim
3	$320/claim	$800/claim	$900/claim
4	$480/claim	$1,200/claim	$1,350/claim
5	$640/claim	$1,600/claim	$1,800/claim
6	$750/claim	$1,800/claim	$1,800/claim
7+	$1,000/claim	$2,500/claim	$2,500/claim

Source: MERN website (*www.mern.gouv.qc.ca*)

Table 4.3: Minimum Required Assessment Work for Claims South of Latitude 52.			
Number of Terms of the Claims	**Area of Claim**		
	<25 ha	**25 to 45 ha**	**Over 45 ha**
1	$500/claim	$1,200/claim	$1,800/claim
2	$500/claim	$1,200/claim	$1,800/claim
3	$500/claim	$1,200/claim	$1,800/claim
4	$750/claim	$1,800/claim	$2,700/claim
5	$750/claim	$1,800/claim	$2,700/claim
6	$750/claim	$1,800/claim	$2,700/claim
7+	$1,000/claim	$2,500/claim	$3,600/claim

Source: MERN website (*www.mern.gouv.qc.ca*)

Property Legal Status

The MERN mineral title management website (GESTIM) confirms that all Regnault Property claims as described in Table 4.1 are in good standing at the date of the Technical Report, and that no legal encumbrances were registered with MERN against the titles at that date. The author makes no assertion regarding the legal status of the Regnault Property. The Regnault Property has not been legally surveyed as at the date of the Technical Report, and no requirement to do so has existed.

At the effective date of the Technical Report, there are no other known royalties, back-in rights, payments, environmental liabilities, or other known risks to which the Regnault Property is subject.

No previous mining activities have occurred on the Regnault Property; therefore, no liabilities from mining or waste disposal from mining are evident.

Nature of Title to Property

The Regnault Property covers approximately 3,678 ha and is currently shown in the online registry as registered 100% in the name of the Optionor. The Company entered into the Regnault Option Agreement with the Optionor on July 23, 2021, whereby the Company can earn a 100% interest in the Regnault Property upon fulfilling certain conditions (Table 4.4 of the Technical Report):

- In accordance with the terms of the Regnault Option Agreement, the Optionor has agreed to grant the Company an exclusive option to acquire 100% undivided right, title, ownership and beneficial interest in and to the Regnault Property, free and clear of any encumbrance in exchange for a cash payment of $25,000 within 30 days of the Effective Date of the agreement and issuing 1,200,000 Common Shares on or before the Listing Date.

The Optionor will retain a 2% net smelter return royalty which can be reduced to 1% at any time upon payment by the Company or its permitted assign(s) to the Optionor of $2.0 million.

Surface Rights in Québec

In Québec, surface rights are not included with mineral claims. Claim holders do not require permission to access and conduct work on Crown Land unless the land is being used to store public equipment. On private land, the claim holder must obtain permission from the landowner and acquire, through amicable agreement or through expropriation, the necessary access rights to carry out the exploration work. On land leased by the provincial government, the claim holder must obtain the consent of the lessee. If an agreement between the lessee and claim holder cannot be met, the claim holder must pay the lessee an amount fixed by a court with jurisdiction.

Gold Digger resources does not currently hold any surface rights over the Regnault Property.

Permitting in Québec

The government of Québec requires the owner of a claim to consult with the Ministry of Forests, Wildlife and Parks (MFFP) when a tree needs to be cut down (any size or type) or a permanent structure needs to be built on the property because of exploration work. For example, line-cutting and diamond drilling activities require a permit (Permis d'intervention) and a consultation with First Nations groups before any work can begin. Also, a forestry technician needs to be hired to estimate the volume of merchantable timber that will be cut down during the work to assess the proper stumpage fees.

Because First Nations must be consulted before any type of major work is performed on a claim (for example, construction, diamond drilling, line-cutting, stripping or trenching), it is possible that any disruption in communication between the provincial government and First Nations could result in unforeseen delays with respect to issuing the permits required to begin work. A proactive working dialogue with the relevant First Nations groups and stakeholders is essential to expedite permitting and land access.

The Company does not currently hold any permits for the Regnault Property. In order to proceed with the Phase 1 and 2 exploration work outlined in Section 26 of the Technical Report the Company must acquire a permit (Permis d'intervention) as well as First Nations consultations before any work could begin.

Environmental

At the effective date of the Technical Report, there are no known environmental liabilities to which the Regnault Property is subject, and no other known significant factors or risks exist that may affect access, title, or the right or ability to perform work on the Regnault Property.

Accessibility

The Regnault Property is situated 130 km north-northeast of Chibougamau, Québec (Figure 5-1). The Regnault Property can be accessed by either helicopter or float plane from the airport in Chibougamau which is serviced by commercial airlines; the Regnault Property is 409 km by road from Val d’Or, Québec; 695 km by road from Montreal.

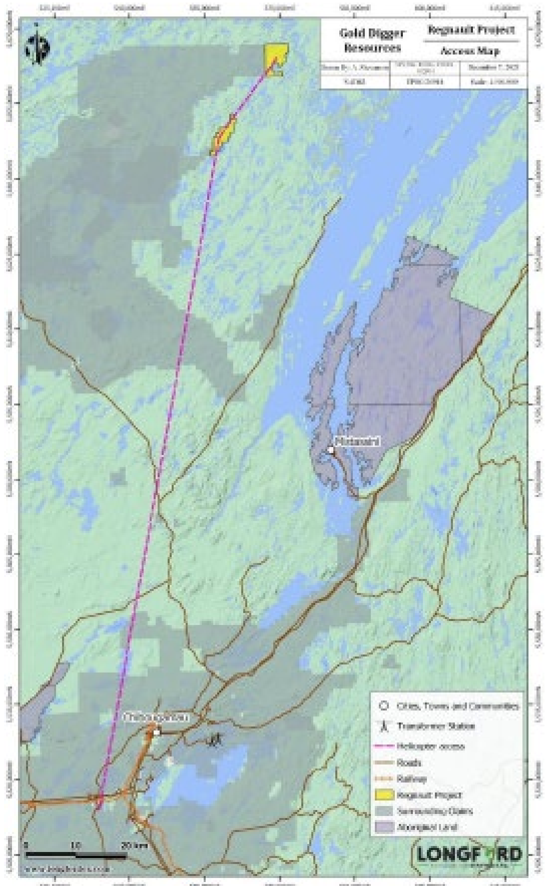

Figure 5-1: Regnault Property Access Map
Source: Longford Exploration, 2021

Climate and Physiography

The climate in the vicinity of the Regnault Property is typical of central Québec with extreme temperature ranges. The region is under the influence of a continental climate marked by cold, dry winters and hot, humid summers. The average daily temperature for July is 16.4°C, and average temperatures for January hover around -18.8°C. Average rainfall is highest in September with 128.6 mm, and average snowfall is highest in January with 58.8 cm. Snow accumulates from October to May, with peak accumulations occurring between November and March. The nearest active weather station to the Regnault Property is located 89 km northeast in Chapais, Québec. (table 5.1 of the Technical Report).

Local Resources

Chibougamau is the largest town in Nord-du-Québec, central Québec, Canada. Located on Lake Gilman; it has a population of 7,504 people (2016 Canadian Census). Limited local resources are available.

General and skilled labour are readily available in Val d’Or (population 31,862; 2011). The city is approximately 409 km southwest by road from the Regnault Property and offers year-round charter and scheduled fixed-wing service, a provincial police detachment, hospital, ambulance, fuel, lodging, restaurants, and equipment. There is no cellular network coverage on the Regnault Property. Rail, national highways, and airport services are also available in Québec City 520 km southeast of the Regnault Property.

Some lodging and limited support services are also available in Chapais (population 1,610; 2011), located approximately 45 km west of Chibougamau.

There are ample sources of water on the property, and a premium of space available for potential tailings storage areas, potential waste disposal areas, heap leach pad areas, and potential processing plant sites. The nearest source of electricity to the property is located at the Troilus Mine located approximately 20km km southwest of the Regnault Property.

Infrastructure

There is no developed infrastructure on the Regnault Property. The Troilus Mine is located approximately 20 km west of the Regnault Property.

With respect to surface rights, they are not included with mineral claims in Québec.

Physiography

A hilly topography is marked by several lakes and swamps. Elevation varies across the Regnault Property, ranging from approximately 380 m to 450 m above sea level. Tree cover is typical of taiga and consists of black spruce and jack pine. Muskeg swamps occupy low-lying areas.

History

In 1973, activity on and around the Regnault Property, predominantly the south block, began with what was known as the Mesiere Project. Selco Mining Corporation Ltd. ("**Selco**") executed detailed mapping over the historical claim groupings which are coincident with the southern Regnault Property Block, along with reconnaissance mapping over historical claim groupings which are coincident with the northern Regnault Property Block. The findings from this exploration suggested a belt of northeast-southwest-trending volcanics and pyroclastics with associated sill-like mafic and granitic intrusives. The only mineralization was located is in the centre of claim group 3, where pyrite and some chalcopyrite were found on a granite-siliceous tuff contact in a southwesterly trending valley. The sulphides located here were in thin bands within tuffs.

In 1975, Selco worked with James Bay Development Corporation and Muscocho Explorations Ltd. to complete geophysical surveys, such as magnetic and electromagnetic testing, in historical claim groupings which are coincident with the southern Regnault Property Block. A majority of anomalies had once again returned as pyrrhotite, which is typically found in a mafic volcanic environment. The main anomalies were found, identified and explained as pyrrhotite, and no other minor anomalies were recommended for further examination.

In 1976, in addition to the Mesiere Project, the James Bay Development Corporation investigated the lake sediments present in the areas of Fire Lake and Lake Mistanao. It collected a total of 5,940 samples from different areas on both properties, returning samples consisting primarily of silt, clay, and sand.

In 1990, an exploration company, Roche Ltd. conducted a series of Landsat TM imagery and geophysical surveys on four mining claims: Menarick, Opinaca, Clearwater, and Eastmain.

In 1999, Sial Geosciences Inc. conducted airborne, magnetic and spectrometric surveys on the nearby Troilus property for SOQUEM Inc. for a total of 4,120 line-km. A geophysical survey revealed magnetic elements situated close to the surface at the bottom of Lake Troilus. In addition, the magnetic survey made it possible to identify a series of anomalies stretching along an orientation approximately N45°E. These spectrometric observations showed that there were two intense anomalies of uranium and thorium in the southwestern sector of the block.

In 2001, SOQUEM Inc. initiated further research near the Regnault Property on the Rea-Frotet property, with Corporation Minière INMET. The work was divided into two phases. The first phase consisted of verifying and validating the selection method of anomalies using soil radiometric characterization at the mine and in its vicinity. The second phase consisted of geological prospecting for anomalies based on their priority and accessibility. A total of 1,443 samples were collected.

The findings from the first phase of exploration showed that the reviewed anomalies were in sparsely forested areas, such as swamps or areas devastated by forest fires. This suggested that the anomalies were associated with surface overburden, and this led to Corporation Minière INMET pulling out of the project. In the second phase, SOQUEM Inc. also prospected 125 anomalies selected according to their K/Th ratio and accessibility. A majority of these anomalies could be explained, but additional research was recommended.

In 2005, the last account of work near the Regnault Property was conducted by DIVEX on the Queylus property. In an effort to expand its 3D geometric and structural recognition technology, work was conducted on the Queylus property to improve the comprehension of brecciated deposits in metamorphic environments, all of which contributed to the overall diversification of Québec's mineral potential.

A summary of the work history on the Regnault Property is shown in Table 6.1 of the Technical Report.

No historical drilling has occurred on the Regnault Property.

Geological Setting, Mineralization and Deposit Types

Regional Geology

The Regnault Property is situated in the most eastern segment of the Frotet-Evans Greenstone Belt (FEGB) within the Opatica sub-province of the Superior Province (Figure 7-1 of the Technical Report). The sub-province contains intrusive rocks which were formed between 2820 Ma and 2680 Ma (Davis et al., 1995) and the supracrustal rocks of the FEGB which were formed between 2793 Ma and 2755 Ma (Pilote et al., 1997).

The FEGB was divided into four segments by Boily and Dion (2002): Evans-Ouagama, Storm-Evans, Assinica, and Frotet-Troilus. The easternmost domain, known as Frotet-Troilus, is where the Regnault Property is located; it has received the most exploration attention due to its increased economic potential. The FEGB comprises tholeiitic and magnesian basalts which occur alongside felsic to intermediate calc-alkaline lava flows and pyroclastic rocks (Figures 7-2 of the Technical Report). Gabbroic and monzogranite plutonic rocks occur throughout the belt and are syn- to post-deformational.

Regional Mineralization

The following types of mineralization have been encountered in the region:

- Cu-Au porphyry
- Greenstone-hosted orogenic quartz vein Au-Cu
- VMS derived massive sulphide

Property Geology

Limited historical mapping has been conducted on the Regnault Property.

The north block is dominated by felsic and intermediate tuffs, as well as mud rock, which have been metamorphosed to amphibolites, paragneiss and gneiss. These rocks are bordered by agmatite and migmatites of intrusive origin (Figures 7-3 and 7-5 of the Technical Report).

The south block is dominated by basalt flows and pillows, as well as magnesian amphibolite. This band of greenstone is in contact with granodiorite along the west margin and tonalite along the east margin (Figures 7-4 and 7-5 of the Technical Report).

Deposit Types - Greenstone-Hosted Orogenic Quartz Vein Deposit

The primary exploration model for the Regnault Property is a gold-bearing, greenstone-hosted quartz–carbonate vein deposit as outlined by Dube and Gosselin (2007):

> Greenstone-hosted quartz-carbonate vein deposits typically occur in deformed greenstone belts of all ages, especially those with variolitic tholeiitic basalts and ultramafic komatiitic flows intruded by intermediate to felsic porphyry intrusions, and sometimes with swarms of albitite or lamprophyre dyke. They are distributed along major compressional to transtensional crustal-scale fault zones in deformed greenstone terranes commonly marking the convergent margins between major lithological boundaries, such as volcano-plutonic and sedimentary domains. The large greenstone hosted quartz-carbonate vein deposits are commonly spatially associated with fluvio-alluvial conglomerate (e.g., Timiskaming conglomerate) distributed along major crustal fault zones (e.g., Destor Porcupine Fault). This association suggests an empirical time and space relationship between large-scale deposits and regional unconformities.
>
> These types of deposits are most abundant and significant, in terms of total gold content, in Archean terranes. However, a significant number of world-class deposits are also found in Proterozoic and Paleozoic terranes. In Canada, they represent the main source of gold and are mainly located in the Archean greenstone belts of the Superior and Slave provinces. They also occur in the Paleozoic greenstone terranes of the Appalachian orogen and in the oceanic terranes of the Cordillera. The greenstone-hosted quartz-carbonate vein deposits correspond to structurally controlled complex epigenetic deposits characterized by simple to complex networks of gold-bearing, laminated quartz-carbonate fault-fill veins. These veins are hosted by moderately to steeply dipping, compressional brittle ductile shear zones and faults with locally associated shallow-dipping extensional veins and hydrothermal breccias. The deposits are hosted by greenschist to locally amphibolite-facies metamorphic rocks of dominantly mafic composition and formed at intermediate depth (5–10 km). The mineralization is syn- to late-deformation and typically post-peak greenschist-facies or syn-peak amphibolite-facies metamorphism. They are typically associated with iron-carbonate alteration. Gold is largely confined to the quartz-carbonate vein network but may also be present in significant amounts within iron-rich sulphidized wall-rock selvages or within silicified and arsenopyrite-rich replacement zones. There is a general consensus that the greenstone-hosted quartz-carbonate vein deposits are related to metamorphic fluids from accretionary processes and generated by prograde metamorphism and thermal re-equilibration of subducted volcano-sedimentary terranes. The deep-seated, Au-transporting metamorphic fluid has been channelled to higher crustal levels through major crustal faults or deformation zones. Along its pathway, the fluid has dissolved various components, notably gold, from the volcano-sedimentary packages, including a potential gold-rich precursor. The fluid then precipitated as vein material or wall-rock replacement in second and third order structures at higher crustal levels through fluid-pressure cycling processes and temperature, pH and other physicochemical variations.

Deposit Types – Gold-Rich Volcanogenic Massive Sulphide Deposit

The secondary exploration model is a gold-rich volcanogenic massive sulphide (VMS) deposit as outlined below by Galley et al. (2007):

> Volcanogenic massive sulphide (VMS) deposits, also known as volcanic-associated, volcanic-hosted, and volcano sedimentary-hosted massive sulphide deposits, are major sources of Zn, Cu, Pb, Ag, and Au, and significant sources for Co, Sn, Se, Mn, Cd, In, Bi, Te, Ga, and Ge. They typically occur as lenses of polymetallic massive sulphide that form at or near the seafloor in submarine volcanic environments, and are classified according to base metal content, gold content, or host rock lithology. There are close to 350 known VMS deposits in Canada and over 800 known worldwide. Historically, they account for 27% of Canada's Cu production, 49% of its Zn, 20% of its Pb, 40% of its Ag, and 3% of its Au. They are discovered in submarine volcanic terranes that range

in age from 3.4 Ga to actively forming deposits in modern seafloor environments. The most common feature among all types of VMS deposits is that they are formed in extensional tectonic settings, including both oceanic seafloor spreading and arc environments. Most ancient VMS deposits that are still preserved in the geological record formed mainly in oceanic and continental nascent-arc, rifted arc, and back-arc settings. Primitive bimodal mafic volcanic-dominated oceanic rifted arc and bimodal felsic-dominated siliciclastic continental back-arc terranes contain some of the world's most economically important VMS districts. Most, but not all, significant VMS mining districts are defined by deposit clusters formed within rifts or calderas. Their clustering is further attributed to a common heat source that triggers large-scale subseafloor fluid convection systems. These subvolcanic intrusions may also supply metals to the VMS hydrothermal systems through magmatic devolatilization. As a result of large-scale fluid flow, VMS mining districts are commonly characterized by extensive semi-conformable zones of hydrothermal alteration that intensifies into zones of discordant alteration in the immediate footwall and hanging wall of individual deposits. VMS camps can be further characterized by the presence of thin, but really extensive, units of ferruginous chemical sediment formed from exhalation of fluids and distribution of hydrothermal particulates.

Exploration

In 2021, the Company commissioned Axiom Group ("**Axiom**") to fly a high-resolution helicopter-borne tri-axial-magnetic gradiometer survey over the Regnault Property between August 31 and September 5, 2021.

The Regnault Property survey block was centred at approximately 80 km northwest, by air, of Mistassini, Québec. A total of 405 line-km of gradient magnetic data was collected over an area of 1,699.94 ha. The survey was flown at 100 m traverse-line spacing and 1,000 m tie-line spacing (Table 9.1).

Table 9.1: Axiom Magnetic Survey Parameters

Survey Block	Line Type	Line Spacing (m)	Flight Direction (°)	Actual Line-km Flown
Regnault North	Traverse	100	0–180	220
	Tie	1,000	90–270	23
Regnault South	Traverse	100	135–315	147
	Tie	1,000	45–225	15
			Total	**405**

The Regnault Property heliborne-magnetic survey data received from Axiom included the final survey deliverables; all raw, helicopter-borne, magnetic data; base-station data; a final levelled dataset, including all measured gradients; and the following maps: flight paths, measured vertical gradient (MVG), residual magnetic intensity (RMI), and total magnetic intensity (TMI) (Figures 9-1 to 9-10 of the Technical Report).

2021 Tri-Axial Magnetic Data Acquisition and Processing Procedures

The tri-axial system is composed of three GSMP-35A high-precision potassium magnetometers mounted on a tri-directional bird that is towed by a Robinson helicopter platform separated by a 100 ft cable that guarantees separation between the helicopter and the magnetic survey platform. Included in the tri-axial system is a GPS that marks the data point location, radar altimeter for recording the height, and an inertial measurement unit (IMU) for recording the roll, pitch, and yaw of the unit in flight.

The GPS of the tri-axial system is complimented by the helicopter's Satloc system providing a real-time moving map which is cross-referenced and provides quality control and redundancy.

Supporting the helicopter is a base station which has a single GEM's GSM-19 magnetometer that is equipped with a high-resolution (0.07 m) integrated GPS. This was used to calculate final diurnal corrections from data collected at three-second intervals.

The magnetic data that lacked georeferenced data, and were also excessively noisy, were removed. These lines were re-flown and interpolated with the acceptable data resulting in mosaics. The base-station recording was also processed and filtered, and spikes were removed to derive data for diurnal correction.

All processing of post-field program data was carried out using Geosoft Oasis Montaj and Microsoft Excel software, and the presentation of final maps used QGIS. Results were gridded using a minimum curvature method and a grid-cell size of approximately ¼ of flight line spacing.

2021 Tri-Axial Magnetic Results/Gradient Survey Interpretation

The magnetic maps and derived data products are presented in Figures 9-1 to 9-10 of the Technical Report, mainly as total magnetic intensity (TMI), reduction to pole (RTP), residual magnetic intensity (RMI) and measured vertical gradient (MVG).

The magnetic gradiometer survey identified a distinct east-west-trending magnetic high on the north block which corresponds to the greenstone mapped in this area. Other parallel trends adjacent to this magnetic high likely define more detailed lithological contacts in the local stratigraphy as well as the contact between the greenstone and adjacent migmatites to the north.

The south block also shows distinct magnetic highs which conform to the northeast-trending lineaments seen on satellite images. Occasional breaks in these highs could suggest cross-cutting structures and the more subdued response along the west edge of the Regnault Property corresponds with the mapped contact between the greenstone and granodiorite.

These interpretations will be verified once fieldwork is conducted.

Drilling

No historical drilling has occurred on the Regnault Property, and the Company has not conducted any drilling during its ownership.

Sampling, Analysis and Data Verification

Sample Preparation, Analyses and Security

No ground exploration activity was conducted by the Company on the Regnault Property and, therefore, there are no sample preparation, analysis, or security protocols to report.

Two samples were collected by the author during the 2021 site visit. The samples were marked onsite with flagging tape. Typical sample location data (Easting, Northing coordinated data) were collected, and geological observations were noted as noted under "*Data Verification*" below. The two samples were not submitted for analysis as no mineralization was noted, and no beneficial information would be likely gained from submitting the samples for analysis in the context of the Regnault Report.

Data Verification

The author has reviewed and presented the data that Axiom collated and compiled from the Québec Ministry of Energy and Natural Resources (MERN) website (mern.gouv.qc.ca). The author also reviewed the Québec Système d'information géominière's (SIGÉOM) digital publication database for regional geological data and mineral occurrence information (sigeom.mines.gouv.qc.ca). Other geologic information, such as assay results with certificates, were compiled and georeferenced using GIS, tables, and graphs.

The author reviewed the geophysical data from the magnetic gradiometer survey conducted by Axiom in 2021, and the author believes that the procedures and methods used by Axiom are consistent with industry standards and are suitable for the purposes intended.

The author verified the data by looking for any spurious magnetic signatures, or anything that departed significantly from the coarse regional government magnetics. Generally, the magnetic signatures represented in the Axiom survey correspond well to the coarse regional government magnetics. The author also compared the magnetics to the regional geology and previously interpreted large structural features in the area and found the gross features to reconcile well with the new, more detailed magnetic data provided by Axiom.

At the northern property block the strong east to west magnetic highs are accentuated within the Axiom survey and constrain the distribution of mapped biotite hornblende gneiss and pegmatites and bounding faults defined in the regional mapping and magnetics surveys. At the south survey block northeast trending magnetic highs noted on the coarse regional magnetics are accentuated in the Axiom survey, and distinct right lateral offsets noted in the regional magnetics are related in the Axiom survey as magnetic low breaks which may indicate the position of cross cutting fault structures. The First Vertical Derivative data is particularly useful in determining the geometry of these units and will likely provide a useful tool in future drill targeting. This is a particularly good example of the advantage of this high-resolution survey for target delineation as it provides greater detail than the mapping conducted in the area to date.

The exploration is at the early/prospecting stage. There were no limitations placed on the author with respect to data verification or site visits, and no other data verification measures were completed. The results from the mineral samples gathered by the author will not be used to calculate mineral resource or mineral reserve estimates.

In the author's opinion, the data used in this report are adequately reliable for the purposes of the Technical Report.

2021 Site Visit

The author conducted a site visit on October 27, 2021. The QP had intended to review lithological contact zones deemed prospective for mineralization; however, this was hindered by inclement weather. Two samples were collected from a boulder at the north block (Table 12.1). The samples collected adequately confirm the general geological environment at the property. The samples were not submitted for analysis as no mineralization was noted, and no beneficial information would be likely gained from submitting the samples for analysis in the context of this report.

Table 12.1: Site Visit Samples

Sample ID	UTM Zone	Easting (m)	Northing (m)	Description
E6704926	18 U	569302	5663442	One diorite with 5% biotite, 3% disseminated epidote, trace disseminated pyrite.
E6704927	18 U	569302	5663442	Only white quartz; 7 cm wide on the side of boulder.

<u>Mineral Processing and Metallurgical Testing</u>

The Regnault Property is an early-stage exploration project. Mineral processing and metallurgical testing have not been carried out at this time.

<u>Mineral Resources and Mineral Reserve Estimates</u>

The Regnault Property is an early-stage exploration project. Mineral resource estimates have not been carried out at this time.

<u>Exploration, Development and Production</u>

Interpretation and Conclusions

The Regnault Property comprises an early-stage exploration project of merit which supports further exploration.

In addition to the historical work conducted on the Regnault Property, the regional-scale mapping and recent geophysical survey have provided a baseline of information which can be used to target potential mineralization on the Regnault Property. Follow-up geochemical sampling is lacking and, therefore, drilling targets have not been identified yet. Systematic mineral exploration is required across the Regnault Property to identify any mineral potential that may be hosted on the Regnault Property. A property-wide geochemical sampling program is currently in the planning stages.

Based on the geophysics and available Regnault Property information, the following findings are noteworthy:

- The regional geophysical magnetic anomaly is consistent with the trend and pattern of the geophysical anomaly identified by the 2021 magnetic gradient survey on the Regnault Property.
- The regional geological map suggests favourable contacts between intrusive and greenstone lithologies; these are possible contacts for potential mineralization and follow the disposition of the magnetic anomaly.
- The Regnault Property is believed to have a favourable geological setting for greenstone vein-hosted style deposits.
- The mineral claims on the Regnault Property are in good standing and are situated in a very accessible and stable socio-economic jurisdiction which is supportive of mining and exploration activities.
- The Regnault Property is easily accessible by helicopter or float plane.
- There are currently no known factors that could impede future exploration programs or project development, with the exception of the surface rights (Note: Surface rights are not included with mineral claims in Québec).

Because this is an early-stage, grassroots exploration project, there is always the risk that the proposed work may not result in the discovery of an economically viable deposit. The author can attest that there are no significant, foreseeable risks or uncertainties with respect to the Regnault Property's potential economic viability or continued viability directly arising from the quality of the data provided within the Technical Report.

Recommendations

Based on conclusions outlined in Section 25 – *Interpretation and Conclusions* of the Technical Report, a two-phase exploration program is recommended to define any potential zones of anomalous indicator geochemistry and mineralization that correspond to the geophysical magnetic-high anomaly and neighbouring intrusive suite of rocks present on both the north and south blocks.

The two phases will include basal till sampling, general prospecting, structural mapping, an outcrop sampling program, and artificial intelligence modelling for drill targeting.

Phase 1:

- Conduct a geochemical sampling program on a 400 m x 400 m grid. A systematic soil (or basal till) sampling program can detect elevated Au and Cu values, and other suites of metals to help generate drill targets for Phase 2. Up to 1000 samples will be collected during the two-week field program. The work will be completed by a four-person field crew based in fly-in camps; it is likely helicopter assistance will be required to access portions of the Property.
- The estimated cost is approximately $130,000 (Table 26.1).

Based on the results from Phase 1, infill geochemical surface sampling and a reconnaissance reverse circulation (RC) drilling program is recommended for Phase 2. Advancing to Phase 2 is contingent on positive results in Phase 1.

Phase 2:

- Conduct an infill geochemical sampling program on a 200 m x 200 m grid. A denser coverage of sampling can refine a potential source of Au, Cu and other metals.
- Conduct shallow RC drilling along drill fences to collect further base of till and top of bedrock samples in the most prospective areas defined during the surface sampling.
- The estimated cost for Phase 2 is approximately $760,000 (Table 26.1).

Table 26.1: Phase 1 Proposed Exploration Budget		
Description	**No**	**Amount**
All in cost of soil sampling and field exploration program, Mob-Demob, Accommodation, Lodging. Personnel: 4 crew for 14 days	14 Days	$40,000
Helicopter Mobilization (Set outs)	14 Days	$40,000
All in laboratory costs	1,000 Samples	$50,000
Phase 1 Total		**$130,000**
All in cost of soil sampling and field exploration program, Mob-Demob, Accommodation, Lodging. Personnel: 4 crew for 28 days	28 Days	$80,000
Helicopter Mobilization (Set outs)	28 Days	$80,000
All in cost for Drilling, pad building, Mod-Demob, geologist, Helicopter Assistance is $1000 CAD per meter	500 meters	$500,000
All in laboratory costs	2,000 Samples	$100,000
Phase 2 Total		**$760,000**
Grand Total		**$890,000**

DILUTION

Purchasers of Offered Shares under this prospectus will suffer an immediate dilution of 65.60% or $0.164 per Offered Share on the basis of there being 14,359,000 Common Shares of the Company issued and outstanding following completion of the Offering, including the issuance of 1,200,000 Common Shares to the Optionor in connection with the Regnault Option Agreement. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Company, as set forth below:

Gross proceeds of prior share issues	$485,180
Gross proceeds of this Offering	$750,000
Total gross proceeds after this Offering	$1,235,180
Offering Price	$0.25
Gross proceeds per share after this Offering	$0.086
Dilution per share to subscriber	$0.164
Percentage of dilution in relation to offering price	65.60%

RISK FACTORS

An investment in the Offered Shares should be considered highly speculative due to the nature of the Company's business and the present stage of development. An investment in the Offered Shares should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Potential investors should consult with their professional advisors to assess an investment in the Company. In evaluating the Company and its business, investors should carefully consider, in addition to other information contained in this prospectus, the risk factors below. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with its operations.

The following are certain factors relating to the Company's business, which prospective investors should carefully consider before deciding whether to purchase Offered Shares. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information set out elsewhere in this prospectus. These risks and uncertainties are not the only ones the Company is facing. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also impair operations. If any such risks actually occur, the business, financial condition, liquidity and results of operations could be materially adversely affected.

COVID-19 Outbreak and other Public Health Crises

Emerging infectious diseases or the threat of outbreaks of viruses or other contagions or epidemic diseases, including the COVID-19 outbreak, could have a material adverse effect on the Company by causing operational and supply chain delays and disruptions (including as a result of government regulation and prevention measures), labour shortages and shutdowns, social unrest, breach of material contracts, government or regulatory actions or inactions (including strict emergency measures in response to the threat or existence of an infectious diseases), changes in tax laws, payment deferrals, increased insurance premiums, declines in the price of precious metals, delays in permitting or approvals, governmental disruptions, capital markets volatility, or other unknown but potentially significant impacts. In addition, a significant outbreak of contagious diseases in the human population, such as COVID-19, could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could result in a material adverse effect on commodity prices, demand for metals, investor confidence, and general financial market liquidity, all of which may adversely affect the Company’s business and the market price of the Common Shares. Accordingly, any outbreak or threat of an outbreak of an epidemic disease or similar public health emergency, including COVID-19, could have a material adverse effect on the Company’s business, financial condition and results of operations.

In December 2019, COVID-19 emerged in Wuhan, China. Since then, it has spread to several other countries and infections have been reported around the world. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions. The continued spread of COVID-19 nationally and globally could have an adverse impact on our business, operations and financial results. The Company may also be forced to take additional precautionary measures in response to further developments with the COVID-19 outbreak that could have a deleterious effect on its operations and finances.

At this point, the extent to which COVID-19 will or may further impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 and its related impacts may have a material adverse effect on the Company's business, results of operations and financial condition and the market price of the Common Shares.

Negative Operating Cash Flow and Dependence on Third Party Financing

The Company has no source of operating cash flow and there can be no assurance that the Company will ever achieve profitability. Accordingly, the Company is dependent on third party financing to continue exploration activities on its properties, maintain capacity and satisfy contractual obligations. The amount and timing of expenditures will depend on a number of factors, including in material part the progress of ongoing exploration, the results of consultants’ analyses and recommendations, the entering into of any strategic partnerships and the acquisition of additional property interests. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company’s properties or require the Company to sell one or more of its properties.

Reliance on Limited Number of Properties

The only material property interest of the Company is currently its interest in the Regnault Property. As a result, unless the Company acquires additional property interests, any adverse developments affecting the Regnault Property could have a material adverse effect upon the Company and would materially and adversely affect the potential mineral resource production, profitability, financial performance and results of operations of the Company.

Uncertainty of Additional Financing

As stated above, the Company is dependent on third party financing, whether through debt, equity, or other means. Although the Company has been successful in raising funds to date, there is no assurance that the Company will be successful in obtaining required financing in the future or that such financing will be available on terms acceptable to the Company. Volatile metals and minerals markets, a claim against the Company, a significant event disrupting the Company’s business, or other factors may make it difficult or impossible to obtain financing through debt, equity, or other means on favourable terms, or at all.

Forfeiture of Option Agreement and Property Interests

Pursuant to the Regnault Option Agreement, in order to acquire a 100% interest in the Regnault Project, the Company must issue 1,200,000 Common Shares on or before the Listing Date. If the Company loses or abandons its interest in the Regnault Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

Limited Operating History

The Company is subject to many risks common to enterprises with a limited operating history, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and absence of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations. All of the Company’s properties are in the exploration stage. There can be no assurance that the Company will be able to develop any of its projects profitably or that any of its activities will generate positive cash flow.

No Known Mineral Resources or Reserves

There are no known bodies of commercial minerals on the Regnault Property. The exploration programs undertaken and proposed constitute an exploratory search for mineral resources and mineral reserves or programs to qualify identified mineralization as mineral reserves. There is no assurance that the Company will be successful in its search for mineral resources and mineral reserves.

Aboriginal Title and Consultation Issues

While there are no First Nations interests noted in the Regnault Project area, approval from local First Nations communities may be required to carry out the proposed work programs on the Regnault Property. There is no guarantee that the Company will be able to obtain approval from local First Nations.

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 and rights to lands outside of reserve land, including rights to decide how the land will be used, occupancy and economic benefits. The Regnault Property may now, or in the future, be the subject of Aboriginal or indigenous land claims. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the Regnault Property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of Aboriginal rights in the area in which the Regnault Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of Aboriginal interests in order to facilitate exploration and development work on the Regnault Property, and there is no assurance that the Company will be able to establish a practical working relationship with any First Nations in the area which would allow it to ultimately develop the Regnault Property.

Exploration Risks

Exploration for mineral resources involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The risks and uncertainties inherent in exploration activities include but are not limited to: general economic, market and business conditions, the regulatory process and actions, failure to obtain necessary permits and approvals, technical issues, new legislation, competitive and general economic factors and conditions, the uncertainties resulting from potential delays or changes in plans, the occurrence of unexpected events and management's capacity to execute and implement its future plans. Discovery of mineral deposits is also dependent upon a number of factors, including the technical skills of the exploration personnel involved and the capital required for the programs. The cost of conducting exploration programs may be substantial and the likelihood of success is difficult to assess. There is no assurance that the Company's mineral exploration activities will result in any discoveries of any bodies of commercial ore. There is also no assurance that even if commercial quantities of ore are discovered that it will be developed and brought into commercial production. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, most of which factors are beyond the control of the Company and may result in the Company not receiving adequate return on investment capital.

Reliance upon Key Management and Other Personnel

The Company relies on the specialized skills of management and consultants in the areas of mineral exploration, geology and business negotiations and management. The loss of any of these individuals could have an adverse effect on the Company. The Company does not currently maintain key-man life insurance on any of its key employees. As the Company's business activity grows, it will require additional key financial, administrative and qualified technical personnel. Although the Company believes that it will be successful in attracting, retaining and training qualified personnel, there can be no assurance of such success. If it is not successful in attracting, retaining and training qualified personnel, the efficiency of the Company's business could be affected, which could have an adverse impact on its future cash flows, earnings, results of operation and financial condition.

Title to Properties

The Company has diligently investigated all title matters concerning the ownership of all mineral claims and plans to do so for all new claims and rights to be acquired. While to the best of its knowledge, title to the Company's mineral properties are in good standing, this should not be construed as a guarantee of title. The Company's mineral properties may be affected by undetected defects in title, such as the reduction in size of the mineral titles and other third-party claims affecting the Company's interests. Maintenance of such interests is subject to ongoing compliance with the terms governing such mineral titles. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have title to any of its mineral properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

Uninsurable Risks

Exploration, development and production of mineral properties are subject to certain risks, and in particular, unexpected or unusually 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 the Company 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 the Company's 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.

Conflicts of Interest

Directors of the Company are or may become directors of other reporting issuers or companies or have significant shareholdings in other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The Company and its directors will attempt to minimize such conflicts.

Permits and Licences

The Company's operations will require licences and permits from various governmental and non-governmental authorities. The Company has obtained, or will obtain, all necessary licences and permits required to carry on with activities which it is currently conducting or which it proposes to conduct under applicable laws and regulations. However, such licences and permits are subject to changes in regulations and in various operating circumstances. There can be no assurance that the Company will be able to obtain all necessary licences and permits required to carry out planned exploration, development and mining operations at the Regnault Project.

Environmental and Other Regulatory Requirements

Environmental and other regulatory requirements affect the current and future operations of the Company, including exploration and development activities, require permits from various federal 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. The Company believes it is in substantial compliance with all material laws and regulations which currently apply to its activities. Companies engaged in the development and operation of mines and related facilities often experience increased costs, along with delays in production and other schedules, as a result of the need to comply with applicable laws, regulations and permits.

Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to development or operation of the Regnault Property. There can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at the Regnault Property on terms which enable operations to be conducted at economically justifiable costs.

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

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 production costs or reductions in levels of production at future producing properties or require abandonment or delays in development of new mining properties.

Competition

The mineral exploration business is a competitive business. The Company competes with numerous other companies and individuals who may have greater financial resources in the search for and the acquisition of personnel, funding and attractive mineral properties. As a result of this competition, the Company may be unable to obtain additional capital or other types of financing on acceptable terms or at all, acquire properties of interest or retain qualified personnel.

Dilution

Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of $0.164 per Offered Share or 65.60% as set forth under "*Dilution*" above.

Volatility of Share Price

In recent years, the securities markets in the United States and Canada, and companies listed on the CSE in particular, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

Inflation and Cost Management

The Company's operating costs could escalate and become uncompetitive due to supply chain disruptions, inflationary cost pressures, equipment limitations, escalating supply costs, commodity prices, and additional government intervention through stimulus spending or additional regulations. The Company's inability to manage costs may impact project returns and future development decisions, which could have a material adverse effect on its financial performance and funds from operations.

AS A RESULT OF THESE RISK FACTORS, THE OFFERING IS SUITABLE ONLY FOR THOSE PURCHASERS WHO ARE WILLING TO RELY ON MANAGEMENT OF THE COMPANY AND WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT IN THE OFFERED SECURITIES.

USE OF PROCEEDS AND AVAILABLE FUNDS

Funds Available

Since its incorporation, the Company has raised aggregate gross proceeds of $485,180 through the issuance of securities – see "*General Description of the Business – History – Financing*" for more details. The Company's estimated working capital as at July 31, 2022, was $111,030. The Company estimates that the net proceeds from the Offering combined with the Company's working capital will be approximately $625,155 after deducting the Agent's Fee, the remainder of the Corporate Finance Fee and estimated expenses, excluding the proceeds from the issuance of Common Shares upon any exercise of the Compensation Options and assuming the Over-Allotment Option is not exercised. The funds expected to be available to the Company upon completion of the Offering and the expected principal purposes for which such funds will be used are described below.

Use of Proceeds

The Offering is subject to an aggregate minimum subscription of 3,000,000 Offered Shares for total gross proceeds of $750,000. The net proceeds of the Offering, together with the Company's estimated working capital of $111,030 as at July 31, 2022, are intended to be used as follows:

Principal Purpose	Amount
Phase 1 of exploration program(1)	$130,000
Annual estimated general and administrative costs(2)	$353,000
Unallocated working capital	$142,155
Total	**$625,155**

Notes:
(1) This is the expenditure estimate contained in the Technical Report to complete Phase 1.
(2) The estimated general and administrative costs for the next 12 months are as follows:

Office & Administration	$50,000
Professional Fees (legal & audit)	$100,000
Management Fees and Consulting Fees(a)	$108,000
Investor Relations and Communications	$60,000
Public Company Costs and Other	$35,000
Total G&A	$353,000

(a) These management and consulting fees are projected to be payable to Allan Bezanson, CEO ($60,000) and Kyle Appleby, CFO ($48,000).

The Company expects that the net proceeds of the Offering together with the Company's working capital as at July 31, 2022, will fund its obligations under the Regnault Option Agreement and other operations for approximately 12 months. For more information on the Regnault Property, see "*Details of the Regnault Property*" above.

Business Objectives and Milestones

The objectives that the Company expects to accomplish using its estimated working capital as at July 31, 2022, and the net proceeds from the Offering, are as follows:

Use	Timing	Milestone
Phase 1 of exploration program	Over 1-2 months, beginning in Fall 2022	Estimated expenditures required to complete Phase 1 of the exploration program.
Annual estimated general and administrative costs	Over 12 months	Amount required to meet anticipated general and administrative costs (see Note 2 in "*Use of Proceeds*").
Working capital	Over 24 months	Extra working capital available to pursue additional projects, be more aggressive in conducting the exploration program on the Regnault Property, if warranted, and for general and administrative costs after 12 months.

The Company intends to spend its current working capital and the net proceeds of the Offering as stated in this prospectus. In the event of exercise, in full, of the Over-Allotment Option, potential additional gross proceeds totalling $112,500 will be added to the Company's general working capital to be used, in part, to fund the Company's ongoing operations and, in part, to fund the Company's ongoing work program upon the Company obtaining favourable results in the recommended work program. There may be circumstances, however, where, for sound business reasons, a re-allocation of funds may be necessary or advisable. The actual amount that the Company spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified above, and will depend on a number of factors, including those listed under the heading "*Risk Factors*". Unallocated funds from the Offering, the Over-Allotment Option and from the exercise of any Compensation Options will be added to the working capital of the Company and will be expended at the discretion of management.

Negative Operating Cash Flows

Since its inception, the Company has generated negative operating cash flows and the Company anticipates it will continue to have negative operating cash flows in future periods until such time as the Company generates significant revenues. Future cash flows are dependent on the Company achieving production and sales. There can be no assurance that the Company will ever have positive operating cash flows. The Company has to this date funded its operations with proceeds from equity financings and expects to raise additional funds through equity financings. The proceeds raised pursuant to the Offering will be used to fund the Company's operations moving forward and negative operating cash flow.

Impact of COVID-19

To date, the COVID-19 pandemic has not had a material impact on the Company's operations, business plans or milestones. However, exploration at the Regnault Property may be impacted by provincial and federal government restrictions on the Company's operations. Potential stoppages on exploration activities could result in additional costs, project delays, cost overruns, and operational restart costs. The total amount of funds that the Company needs to carry out its proposed operations may increase from these and other consequences of the COVID-19 pandemic.

See "*Risk Factors*" and "*General Description of the Business – History – COVID-19 Pandemic*" for additional information.

The Company has not yet achieved positive operating cash flow, and there are no assurances that the Company will not experience negative cash flow from operations in the future.

DIVIDENDS OR DISTRIBUTIONS

The Company has not paid dividends since its incorporation. While there are no restrictions in the Company's articles, nor pursuant to any agreement or understanding, which could prevent the Company from paying dividends or distributions, the Company has limited cash flow and anticipates using all available cash resources to fund working capital and grow its business. As such, there are no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions existing at the time a determination is made.

SELECTED FINANCIAL INFORMATION

The following table sets out financial information of the Company for the period from incorporation on July 16, 2021, to December 31, 2021 (audited), and the period ended March 31, 2022 (unaudited). The selected financial information for the Company has been derived from the Financial Statements. Prospective purchasers should read the selected financial information provided below in conjunction with the Financial Statements and the accompanying notes and the MD&A, copies of which are attached as Appendices "A", "B", “C” and “D” of this prospectus.

Financial positions	**As at December 31, 2021(1)**	**As at March 31, 2022(2)**
Current and total assets	$281,126	$263,884
Total current liabilities	$9,702	$48,140
Long-Term Financial Liabilities	Nil	Nil
Financial results	**As at December 31, 2021(1)**	**As at March 31, 2022(2)**
Net loss and comprehensive loss	$(205,768)	$(55,680)
Net loss per share – basic and diluted	$(0.02)	$(0.01)
Number of shares outstanding	10,159,000	10,159,000

Notes:
(1) Audited.
(2) Unaudited.

MANAGEMENT’S DISCUSSION AND ANALYSIS

The Company’s MD&A for the period from incorporation on July 16, 2021, to December 31, 2021, and the period ended March 31, 2022, are attached hereto as Appendices "B" and “D”, respectively.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

The securities being distributed by this prospectus consist of 3,000,000 Offered Shares and 270,000 Compensation Options. See “*Plan of Distribution*” for details.

Common Shares

As of the date of this prospectus, the Company's authorized capital consists of an unlimited number of Common Shares.

Holders of the Common Shares are entitled to receive notice of meetings of shareholders of the Company, to attend and to cast one vote per Common Share at all such meetings. Holders of the Common Shares are entitled to receive on a pro rata basis such dividends if, as and when declared by the Company’s board of directors at its discretion and, unless otherwise provided by legislation, subject to the rights of the holders of any other class or series of shares ranking senior to the Common Shares.

In the event of any liquidation, dissolution or winding-up of the Company or other distribution of the assets of the Company among holders of the Common Shares for the purpose of winding-up its affairs, the holders of Common Shares will be entitled, subject to the rights of the holders of any other class or series of shares ranking senior to the Common Shares, to receive on a pro rata basis the remaining property or assets of the Company available for distribution, after the payment of debts and other liabilities

The Common Shares do not have any pre-emptive rights; conversion or exchange rights; redemption, retraction, purchase for cancellation or surrender provisions; sinking or purchase fund provisions; provisions permitting or restricting the issuance of additional securities or any other material restrictions or any provisions requiring a security holder to contribute additional capital.

Compensation Options

On the Closing Date, the Company will issue Compensation Options to the Agent. The Compensation Options will be qualified by this prospectus and be free of any resale restrictions. Each Compensation Option will be exercisable to acquire one Compensation Share at a price of $0.25 for a period of 24 months following the Closing Date.

The certificates representing the Compensation Options will, among other things, include provisions for the appropriate adjustment in the class, number and price of the Compensation Shares to be issued on exercise of such Compensation Options upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Common Shares, the payment of stock dividends, and corporate reorganization of the Company. The issue of Compensation Options will not restrict or prevent the Company from obtaining any other financing, or from issuing additional securities or rights, during the period within which the options may be exercised.

CONSOLIDATED CAPITALIZATION

The following tables sets out the consolidated capitalization of the Company as at the date of this prospectus before and after giving effect to the Offering. This table must be read in conjunction with the Financial Statements, the accompanying notes and the Management's Discussion and Analysis contained in this prospectus. See Appendices "A", "B", "C" and "D".

Description of Security	Number Authorized to be Issued	Amount Outstanding as at March 31, 2022 (unaudited)	Amount Outstanding as of the date of this Prospectus	Amount Outstanding After Giving Effect to the Offering(1)
Common Shares	Unlimited	10,159,000	10,159,000	14,359,000(2)
Warrants	Unlimited	5,209,000	5,209,000	5,209,000
Options	10% of Common Shares	Nil	338,632	338,632
Compensation Options	270,000	Nil	Nil	270,000(3)(4)

Notes:
(1) Does not include Over-Allotment Option, but includes 1,200,000 Common Shares issuable pursuant to the Regnault Option Agreement after giving effect to the Offering. Assuming only the full exercise of the Over-Allotment Option, the Company will have an additional 450,000 Common Shares issued and outstanding after the Offering.
(2) Does not include any Compensation Shares issuable on exercise of the Compensation Options. Include issuance of 1,200,000 Common Shares pursuant to the Regnault Property Agreement.
(3) Exercisable at $0.25 per Compensation Share until 24 months from the Listing Date.
(4) Does not include Over-Allotment Option. Assuming only the full exercise of the Over-Allotment Option, the Agent will be issued an additional 40,500 Compensation Options exercisable at $0.25 per Compensation Share until 24 months from the Listing Date.

OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES

Summary of Stock Option Plan

Incentive stock options are governed by the Company's stock option plan (the "**Plan**") approved by the Company's directors on April 29, 2022. The purpose of the Plan is to offer to the Company's directors, officers, employees and consultants (and those of its affiliates) the opportunity to acquire a proprietary interest in the Company, thereby providing an incentive to such persons to promote the best interests of the Company, and to provide the Company with the ability to attract qualified persons as directors, officers and employees.

The Plan is administered by the Company's directors. The material terms of the Plan are as follows:

1. The aggregate maximum number of options which may be granted under the Plan at any one time is 10% of

the number of Common Shares outstanding at the time of grant.

2. The term of any options granted under the Plan will be fixed by the board of directors at the time such options are granted, provided that options will not be permitted to exceed a term of ten years, with the exception of any options extended due to a Blackout Period (as defined in the Plan).

3. The exercise price of any options granted under the Plan will be determined by the board of directors, in its sole discretion, but shall not be less than the greater of: (i) the closing price of the Common Shares on the trading day preceding the day on which the directors grant such options; and (ii) the closing price of the Common Shares on the date of grant of such options.

4. The board of directors may impose vesting periods on any options granted.

5. Options granted to persons who perform investor relations services shall vest in stages over not less than 12 months and no more than one-quarter (1/4) of such options may be vested in any three-month period.

6. All options will be non-assignable and non-transferable (except upon the death of an option holder, in which case any outstanding options may be exercised by the option holder's successors).

7. If an option expires or terminates for any reason without having been exercised in full, the un-purchased Common Shares subject thereto shall again be available for the purposes of the Plan.

8. The board of directors shall not grant options to any one person in a 12 month period which will, when exercised, exceed 5% of the issued and outstanding Common Shares (calculated at the date such options are granted); or to any one consultant or to those persons employed by the Company who perform investor relations services which will, when exercised, exceed 2% of the issued and outstanding Common Shares, calculated at the date such options are granted.

9. If the option holder ceases to be a service provider of the Company (other than by reason of death, disability or termination for just cause), then the option granted shall expire on no later than the 90th day following the date that the option holder ceases to be a service provider of the Company, subject to the terms and conditions set out in the Plan. If the option holder's position as a director, officer, employee or consultant is terminated for just cause, then the option granted shall expire the date of termination for just cause.

10. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders or any increase in the number of Common Shares reserved for issuance pursuant to options previously granted, within a 12 month period, exceeding 10% of the issued Common Shares at the time of the grant of the options; (iii) any grant of options to any one individual, within a 12 month period, exceeding 5% of the issued Common Shares; and (iv) any individual option event that would result in the limitations set out in items (ii) or (iii) being exceeded.

11. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Common Shares.

As of the date hereof, there are 338,632 options issued and outstanding under the Plan, as set out in the following table:

Optionee	Designation of Securities under Option	Number of Shares under Option	Exercise Price per Share	Expiry Date
All directors as a group (4 persons)	Common Shares	338,632[(1)]	$0.35	April 29, 2027

Notes:

(1) Options or Common Shares issued upon exercise thereof will be subject to escrow.

Compensation Options

Upon Closing, the Agent will receive such number of Compensation Options as is equal to 9% of the aggregate number of Offered Shares sold in the Offering, with each Compensation Option being exercisable to acquire one Compensation Share at a price of $0.25 for a period of 24 months following the Closing Date.

PRIOR SALES

The following table summarizes the issuance of Common Shares or securities convertible or exchangeable into Common Shares for the 12-month period prior to the date of this prospectus:

Date of Issue	Type of Securities	Reason for Issue	Number of Securities	Issue or Exercise Price per Security
July 16, 2021	Common Shares	Private Placement	1,200,000	$0.005
August 17, 2021	Flow-through Common Shares	Private Placement	2,509,000	$0.02
August 17, 2021	Warrants	Private Placement	2,509,000	$0.05
September 22, 2021	Flow-through Common Shares	Private Placement	2,700,000	$0.02
September 22, 2021	Warrants	Private Placement	2,700,000	$0.05
September 22, 2021	Common Shares	Private Placement	1,500,000	$0.10
September 29, 2021	Common Shares	Private Placement	2,250,000	$0.10
April 29, 2022	Stock Options	Incentives for Board/Management	338,632	$0.35

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Escrowed Securities

Section 3.5 of National Policy 46-201 *Escrow for Initial Public Offerings* ("**NP 46-201**") provides that all shares of a company owned or controlled by a Principal (as defined in NP 46-201) will be subject to escrow at the time of the company's initial public offering, unless the shares held by the Principal or issuable to the Principal upon conversion of convertible securities held by the Principal collectively represent less than 1% of the total issued and outstanding shares of such company after giving effect to the initial public offering. CSE policies also provide that all securities issued to Related Persons (as defined in CSE Policy 1) prior to listing will generally be required to be subject to an escrow agreement pursuant to NP 46-201. In addition, CSE Policy 2 provides that all convertible securities issued less than 18 months before listing and exercisable into Common Shares at a price that is less than the Offering Price will be subject to escrow with releases scheduled at periods in accordance with NP 46-201.

The Principals and Related Persons (collectively, the “**Principals**”) of the Company include: (a) a person who has acted as a promoter of the Company within two years of the date of the prospectus; (b) a director or senior officer of the Company at the time of the prospectus; and (c) a person that holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's initial public offering.

Pursuant to NP 46-201, at the time of its initial public offering, an issuer will be classified as either an "exempt issuer", an "established issuer" or an "emerging issuer", as those terms are defined in NP 46-201. The Company anticipates that at Closing, it will be classified as an "emerging issuer". As such, the Company anticipates it will be required to enter into an escrow agreement (the "**Escrow Agreement**") among Transfer Agent, as escrow agent (the "**Escrow Agent**") and the Principals of the Company. Pursuant to the terms of the Escrow Agreement, the Principals will deposit their Common Shares and holders of convertible securities subject to the escrow requirements set out in CSE Policy 2 will deposit such securities (collectively, the "**Escrowed Securities**") into escrow with the Escrow Agent.

The following table sets out the number of securities of each class of securities of the Company that, to the knowledge of the Company, are anticipated to be held in escrow subject to the Escrow Agreements, and the percentage that number represents of the outstanding securities of that class.

Name of Securityholder	Number of Securities Held in Escrow	Percentage of Class Prior to Giving Effect to the Offering(1)	Percentage of Class After Giving Effect to the Offering(2)
Allan Bezanson	550,000 Common Shares	5.41%	3.83%
Lorne McLeod Warner	400,000 Common Shares	3.94%	2.79%
Malcolm Smith	500,000 Common Shares(3)	4.92%	3.48%
Jay Roberge	500,000 Common Shares(4)	4.92%	3.48%
Tony Vespa	1,300,000 Warrants	24.96%	24.96%
Blair Naughty	1,500,000 Common Shares	14.77%	10.45%
	1,500,000 Warrants	28.80%	28.80%
Timothy Ko	1,450,000 Common Shares(5)	2.46%(5)	10.10%(5)
Warrants held by persons other than Principals(6)	2,409,000 Warrants	46.25%	46.25%
Total	**4,900,000 Common Shares**	46.76%	41.44%
	5,209,000 Warrants	100%	100%

Notes:

(1) Based on 10,159,000 Common Shares and 5,209,000 Warrants currently issued and outstanding.

(2) Based on 14,359,000 Common Shares and 5,209,000 Warrants issued and outstanding after giving effect to the Offering. This includes the issuance of 1,200,000 Common Shares to the Optionor pursuant to the Regnault Option Agreement. This assumes that the securityholder does not acquire any securities pursuant to the Offering and that the Over-Allotment Option is not exercised.

(3) 200,000 Common Shares are held by West Harbour Capital, a Canadian General Partnership controlled by Mr. Smith.

(4) These Common Shares are held indirectly by Tehama Capital Corp., a company controlled by Mr. Roberge.

(5) 1,200,000 of these Common Shares are issuable after giving effect to the Offering pursuant to the Regnault Option Agreement. Prior to giving effect to the Offering, Mr. Ko holds 250,000 Common Shares, and after giving effect to the Offering, Mr. Ko will hold 1,450,000 Common Shares.

(6) Pursuant to CSE Policy 2, all convertible securities issued less than 18 months before listing and exercisable into Common Shares at a price that is less than the Offering Price will be subject to escrow with releases scheduled at periods in accordance with NP 46-201.

(7) The Escrowed Securities will be deposited with the Escrow Agent subject to the Escrow Agreement.

To the knowledge of the Company no other securities are or will be at Closing subject to a contractual restriction on transfer.

The Escrowed Securities will be subject to the following automatic timed releases as set forth below:

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

Date of Automatic Timed Release	Amount of Escrowed Securities Released
30 months after the Listing Date	1/2 of the remaining escrowed securities
36 months after the Listing Date	The remaining escrowed securities

Pursuant to the terms of the Escrow Agreement, the Principals agree to not sell, transfer, assign, mortgage, enter into a derivative transaction concerning, or otherwise deal in any way with escrow securities other than as expressly permitted in the Escrow Agreement.

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

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

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

(c) transfers upon bankruptcy to the trustee in bankruptcy; and

(d) pledges to a financial institution as collateral for a bona fide loan, provided that upon a realization the securities remain subject to escrow. Tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation's escrow classification.

The complete text of the Escrow Agreement will be available for inspection at the registered and records offices of the Company, located at 10th Floor – 595 Howe Street, Vancouver, BC V6C 2T5.

PRINCIPAL SHAREHOLDERS

As of the date of this prospectus, to the knowledge of the Company's directors and executive officers of the Company, the only persons who beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the Common Shares are as follows:

Name	Number of Common Shares Beneficially Owned	Type of Ownership	Percentage of Common Shares Held Before Giving Effect to the Offering (1)	Percentage of Common Shares Held After Giving Effect to the Offering (2)	Percentage of Common Shares Held After Giving Effect to the Offering on a Fully-Diluted Basis (3)
Blair Naughty	1,500,000	Direct	14.77%	10.45%	7.26%
Tony Vespa	1,300,000	Direct	12.80%	9.05%	6.29%
Timothy Ko	250,000	Direct	2.46%	10.10%(4)	7.02%

Notes:
(1) Based on 10,159,000 Common Shares issued and outstanding.
(2) Based on 14,359,000 Common Shares issued and outstanding after giving effect to the Offering. This assumes that the securityholder does not acquire any securities pursuant to the Offering and that the Over-Allotment Option is not exercised.
(3) On a fully-diluted basis, this assumes 13,159,000 Common Shares outstanding on completion of the Offering, 450,000 Common Shares outstanding on exercise in full of the Over-Allotment Option, 310,500 Common Shares outstanding on the exercise of the Compensation Options (assuming the exercise of the Over-Allotment Option), 5,209,000 Common Shares outstanding on the exercise of all Warrants, 338,632 Common Shares outstanding on the exercise of all options and 1,200,000 Common Shares outstanding on issuance to the Optionor pursuant to the Regnault Option Agreement.
(4) 1,200,000 of these Common Shares are issuable after giving effect to the Offering pursuant to the Regnault Option Agreement. Prior to giving effect to the Offering, Mr. Ko holds 250,000 Common Shares, and after giving effect to the Offering, Mr. Ko will hold 1,450,000 Common Shares.

DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS

Name, Occupation, and Security Holdings

The following table sets out the name, province and country of residence, position or offices held with the Company, and principal occupation within the preceding five years of each of the Company’s directors and executive officers.

Name, Position(s) held, and Province/State and Country of Residence	Director / Executive Officer Since	Principal Occupation	Common Share Ownership	Total Ownership Prior to Giving Effect to Offering(2)	Total Ownership After Giving Effect to Offering(3)
Allan Bezanson *CEO, President & Director* AB, Canada	July 16, 2021	See Director and Officer Biographies below.	550,000	5.41%	3.83%
Kyle Appleby *CFO and Corporate Secretary* ON, Canada	July 16, 2021	See Director and Officer Biographies below.	Nil	Nil	Nil
Lorne McLeod Warner(1) *Director* BC, Canada	July 16, 2021	See Director and Officer Biographies below.	400,000	3.94%	2.79%

Name, Position(s) held, and Province/State and Country of Residence	Director / Executive Officer Since	Principal Occupation	Common Share Ownership	Total Ownership Prior to Giving Effect to Offering(2)	Total Ownership After Giving Effect to Offering(3)
Malcolm Smith(1) *Director* ON, Canada	July 16, 2021	See Director and Officer Biographies below.	500,000(4)	4.92%	3.48%
Jay Roberge(1) *Director* BC, Canada	July 16, 2021	See Director and Officer Biographies below.	500,000(5)	4.92%	3.48%

Notes:
(1) Member of the audit committee.
(2) Calculated on a non-diluted basis, based on 10,159,000 issued and outstanding Common Shares.
(3) Calculated on a non-diluted basis, based on 14,359,000 issued and outstanding Common Shares (including 1,200,000 Common Shares issuable to the Optionor pursuant to the Regnault Option Agreement).
(4) 200,000 Common Shares are held by West Harbour Capital, a Canadian General Partnership controlled by Mr. Smith.
(5) Held indirectly through Tehama Capital Corp., a corporation controlled by Mr. Roberge.

The Company's directors are elected annually and all of the above-noted individuals are expected to hold office until the next annual meeting of shareholders, at which time they may be re-elected or replaced. The terms of office of the executive officers expires at the discretion of the Board.

Director and Officer Biographies

Below is a brief biography of each director and officer of the Company.

Allan Bezanson – 65 years old – CEO, President and Director

Mr. Bezanson is currently the Chair of BW Founders Holdings Ltd. (a company owned by his family trust) Mr. Bezanson is an active investor, primarily in the oil and gas sector and technology. He has been a director of a number of private companies. Mr. Bezanson's background includes hedge funds, corporate oil and gas, private equity and financial services executive, with experience and knowledge of capital markets from both the buy and sell perspectives. Mr. Bezanson's early career was spent at Nowsco Well Service Ltd. financing and structuring the international operations in over a dozen counties. The late nineties was spent in the offshore hedge fund industry managing arbitrage assets. More recently he has spent time financing and advising a number of private and public entities notable success with Nowsco Well Service, Altus, Bluewave Energy, FCF Capital, and Voxtur. Through his career Mr. Bezanson has lived and worked in the Netherlands, Guernsey, Barbados , United States of America, and Canada.

Mr. Bezanson has held the following positions in the last 5 years:

- Range Resources Corporation — CEO / Director — June 2011 to July 2021
- Voxtur Analytics Corp. — Director — August 2013 to June 2021
- FCF Capital Inc. — CEO / Director — October 2013 to September 2017
- Montana Exploration Corp. — Director — April 2016 to June 2018

Mr. Bezanson is an independent contractor of the Company and has not entered into a non-competition or non-disclosure agreement with the Company. He will devote approximately 25% of his time to the Company.

Kyle Appleby – 47 years old – CFO and Corporate Secretary

Mr. Appleby spent the first 10 years of his career working in public accounting where he worked in both audit and advisory practices for private companies and investment funds. In 2007 Mr. Appleby left the world of public accounting and founded CFO Advantage Inc., a company focused on providing management and accounting services to public companies across a variety of industries including Junior mining, Cryptocurrency, technology, food production, agriculture, cannabis, and many others. Mr. Appleby has served as CFO for numerous companies listed in Canada, the and the US. As a result, he has extensive experience in financial reporting, IPOs, fundraising, and corporate governance. Mr. Appleby is a graduate of York University, and has been a member in good standing of the Chartered Professional Accountants of Ontario (and Canada) since 2002.

Mr. Appleby has held the following positions in the last 5 years:

• Hut 8 Mining Corp.	Chief Financial Officer	November 2017 to June 2018
• Hut 8 Mining Corp.	Corporate Secretary	October 2019 to November 2020
• Salona Global Medical Device Corp.	Chief Financial Officer	August 2020 to December 2021
• Canada Computational Unlimited	Chief Financial Officer	September 2021 to Present
• Tokens.com Corp.	Chief Financial Officer	April 2021 to September 2021
• Red Light Holland Corp.	Chief Financial Officer	May 2020 to November 2021
• Tarku Resources Corp.	Director	September 2020 to Present
• Empower Clinics Inc.	Chief Financial Officer	October 2020 to Present
• GBLT Corp	Chief Financial Officer	June 2020 to Present
• Tantalex Resources Corporation	Chief Financial Officer	March 2015 to Present
• DigiCrupts Blockchain Solutions Inc.	Chief Financial Officer	December 2019 to February 2021
• Spacefy Inc.	Chief Financial Officer	March 2018 to Present
• Cadillac Ventures Inc.	Chief Financial Officer	July 2018 to Present
• Intrinsic4D Inc.	Chief Financial Officer	June 2015 to June 2019
• Bee Vectoring Technologies International Inc.	Chief Financial Officer	June 2016 to Present
• Renforth Resources Inc.	Chief Financial Officer	February 2007 to Present
• Xylitol Canada Inc.	Chief Financial Officer	November 2015 to May 2018
• Prospect Park Capital Corp.	Chief Financial Officer	October 2015 to March 2021
• Captor Capital Corp.	Director	July 2015 to Present
• Nuinsco Resources Limited	Chief Financial Officer	May 2015 to Present
• Adya Inc.	Chief Financial Officer	November 2016 to Present
• Nurcapital Corp.	Chief Financial Officer	September 2019 to Present
• Sparq Corp.	Chief Financial Officer	December 2021 to Present
• Swarmio Media Holdings	Chief Financial Officer	November 2021 to Present
• Upsnap Inc.	Chief Financial Officer	September 2021 to Present
• URU Metals Limited	Director	March 2018 to Present
• Petro Viking Energy Inc.	Director	November 2020 to Present

Mr. Appleby is an independent contractor of the Company and has not entered into a non-competition or non-disclosure agreement with the Company. He will devote approximately 10% of his time to the Company.

Lorne McLeod Warner – 61 years old – Director

Mr. Warner is a registered professional geologist in B.C, NWT and Nunavut with over 30 years' experience in underground and open pit mining mineral exploration. His experience includes working for senior mining companies, Noranda Exploration and Placer Dome Inc. as well as Vice President of several junior mining companies. Lorne's team were the first to conduct exploration at Detour Lake after closure by Placer Dome and discovered the western extension of the Detour Lake Gold Deposit, now in production in Ontario. As well, the Falea North Zone – Uranium, Silver, Copper Deposit and the Fatou Main Gold Deposit both in Mali, West Africa. His career started in British Columbia but has now worked throughout the Americas, Africa, Asia and Australia. Lorne is currently a director and VP Exploration of Tarachi Gold Corp. in Mexico and a director of Indigo Exploration Inc. working in West Africa. Lorne McLeod Warner graduated from the University of Alberta in 1986 with a BSc. in Geology.

Mr. Warner has held the following positions in the past 5 years:

• Tarachi Gold Corp.	Director / VP Exploration	April 2020 to Present
• Indigo Exploration Inc.	Director	May 2016 to Present
• MX Gold Corp	Director / VP Exploration	January 2016 to August 2018
• Bathurst Metals Corp.	President	August 2021 to Present

Mr. Warner is an independent contractor of the Company and has not entered into a non-competition or non-disclosure agreement with the Company. He will devote approximately 15% of his time to the Company.

Malcolm Smith – 51 years old – Director

Mr. Smith is CEO of West Harbour Capital, where he oversees the organization's merchant banking activities and provides a variety of corporate finance services including capital-raising, mergers and acquisitions, joint ventures, business development, as well as restructuring and due diligence.

Mr. Smith has over 25 years of experience in capital markets on both the sell-side and buy-side. Prior to founding West Harbour Capital, he was the CFO, CCO and a financial analyst at EdgeHill Partners, an independent, specialized manager of alternative investment strategies. At EdgeHill Partners, he was responsible for operations, evaluating investment opportunities and managing the currency hedging program for the funds. EdgeHill Partners grew from a start-up investment manager to a successful nationwide and offshore fund distribution company. Prior to this, he worked for Salida Capital, National Bank Financial and First Marathon Securities.

Mr. Smith has held the following positions in the past 5 years:

• West Harbour Capital	CEO	February 2016 to Present
• Swarmio Media Holdings Inc.	Director	April to December 2021

Mr. Smith is an independent contractor of the Company and has not entered into a non-competition or non-disclosure agreement with the Company. He will devote approximately 5% of his time to the Company.

Jay Roberge – 54 years old – Director

Mr. Roberge is Managing Director and founder of Tehama Capital Corp. a boutique merchant bank based in Vancouver, Canada. Mr. Roberge served as C-Suite Management, and or Director of a number of publicly traded and private companies in natural resources (mining), energy and technology industries. As founding partner in Tehama Capital Corp. Mr. Roberge has focused on transactional business and financing companies concurrently with a go public strategy in the Canadian capital market. Mr. Roberge is recognized for his early participation and identification of rare earth elements and battery metals for their critical geopolitical and economic importance and is a regular international speaker on the topic. Mr. Roberge is CEO of Pantera Silver Corp. (TSXV. PNTR), Board Member of Copaur Minerals Inc. (TSXV. CPAU), Intern CEO and Board Member of Apex Resources Corp, (TSXV. APX) and CEO of Citizen Mining Corp. (Private). Mr. Roberge is also on the advisory of Mines & Money conferences and Board Member of Hong Kong Canada Business Association.

Mr. Roberge has held the following positions in the past 5 years:

• Pantera Silver Corp.	President / CEO / Director	August 2014 to Present
• Copaur Minerals Inc.	Independent Director	January 2018 to Present
• Apex Resources Corp.	Intern President/CEO/Director	April 2022 to Present

Mr. Roberge is an independent contractor of the Company and has not entered into a non-competition or non-disclosure agreement with the Company. He will devote approximately 5% of his time to the Company.

Share Ownership by Directors and Executive Officers

As at the date of this prospectus, the directors and executive officers of the Company, as a group, beneficially own, control or direct, directly or indirectly, a total of 1,950,000 Common Shares representing 19.19% of the total issued and outstanding Common Shares.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a conflict of interest arises, any director in a conflict is required to disclose his or her interest and abstain from voting on such matter at a meeting of the Board. See "*Corporate Governance Disclosure – Ethical Business Conduct*".

To the best of the Company's knowledge, and other than as disclosed in this prospectus, there are no known existing or potential conflicts of interest among the Company, its directors and officers or other members of management of the Company or any proposed promoter, director, officer or other member of management as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies. See "*Corporate Governance Disclosure – Other Directorships*" and "*Risk Factors*".

As at the date of this prospectus, except for Allan Bezanson, the CEO, President and a Director of the Company, no person or company has been a promoter of the Company.

Cease Trade Orders or Bankruptcies

Other than as described below, to the Company's knowledge, no director, executive officer or promoter of the Company is, as at the date of this prospectus, or was within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any Company, including the Company, that:

(i) was subject to 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 issued while the director, executive officer or promoter was acting in the capacity of a director, the chief executive officer or the chief financial officer thereof;

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

(iii) 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

(iv) within a year of the 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.

On January 10, 2018, the British Columbia Securities Commission issued a cease trade order against MX Gold Corp. for failing to file technical reports pursuant to section 4.2(1)(j)(i) of NI 43-101 to support certain information previously disclosed regarding its Magistral property and its Max Molybdenum property. Lorne McLeod Warner was a director and the Vice President, Exploration of MX Gold Corp. at the relevant time. The cease trade order against MX Gold Corp. was revoked on January 20, 2020.

On May 4, 2018, the Alberta Securities Commission issued a cease trade order against Montana Exploration Corp. for failing to file, for the year ended December 31, 2017, annual audited Financial Statements, annual Management's Discussion and Analysis and certifications for the foregoing filings. Allan Bezanson was a director of Montana Exploration Corp. at the relevant time. The cease trade order against Montana Exploration Corp. is currently outstanding.

On May 5, 2016, the Ontario Securities Commission issued a cease trade order against Nuinsco Resources Limited for failing to file, for the year ended December 31, 2015, annual audited Financial Statements, annual Management's Discussion and Analysis and certifications for the foregoing filings. Kyle Appleby was the Chief Financial Officer of Nuinsco Resources Limited at the relevant time. The cease trade order against Nuinsco Resources Limited was revoked on August 4, 2016.

On August 6, 2019, the Ontario Securities Commission issued a cease trade order against Captor Capital Corp. for failing to file, for the year ended March 31, 2019, annual audited Financial Statements, annual Management's Discussion and Analysis and certifications for the foregoing filings. Kyle Appleby was a director of Captor Capital Corp. at the relevant time. The cease trade order against Captor Capital Corp. was revoked on November 5, 2019.

On August 19, 2020, the Ontario Securities Commission issued a cease trade order against for Tantalex Resources Corp. for failing to file, for the ended February 29, 2020, annual audited Financial Statements, annual Management's Discussion and Analysis and certifications for the foregoing filings. Kyle Appleby was the Chief Financial Officer of Tantalex Resources Corp. at the relevant time. The cease trade order against Tantalex Resources Corp. was revoked on November 13, 2020.

<u>Personal Bankruptcies</u>

Other than as described below, to the Company's knowledge, no director, executive officer, shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company or promoter: (i) is, as at the date of this prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any 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 (ii) has, within the 10 years before the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became 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.

On September 1, 2017, Lorne Warner, along with Forthright Drilling Services Inc. ("**Forthright**") and Jason Richard Plouffe, was subject to civil proceedings commenced by the Business Development Bank of Canada ("**BDC**") regarding Forthright's default on a loan granted by BDC and in respect of which Mr. Warner was a guarantor. On November 26, 2019, the proceedings as against Mr. Warner were discontinued by BDC.

On October 8, 2020, Greenfire Oil and Gas Ltd., a company of which Allan Bezanson was a director at the time, and Greenfire Hangingstone Operating Corporation (collectively, "**Greenfire**"), each filed Notices of Intention to Make a Proposal (the "**NOIs**") pursuant to section 50.4(1) of the *Bankruptcy and Insolvency Act* (the "**BIA**") and Alvarez and Marsal Canada Inc. ("**A&M**") was named as the Proposal Trustee. The NOI time-period expired on April 7, 2021 and Greenfire did not file a proposal. Greenfire was deemed to have filed an assignment in bankruptcy on April 8, 2021 and A&M was appointed as licensed insolvency trustee of the estate of the bankrupt by the official receiver, subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors. In addition, on the April 6, 2021, A&M was appointed receiver in respect of the property of Greenfire Hangingstone Operating Corporation, by virtue of a receivership order granted by the Court of Queen's Bench of Alberta pursuant to section 13(2) of the *Judicature Act*.

<u>Penalties or Sanctions</u>

To the Company's knowledge, no director, executive officer of the Company, a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, or promoter has been subject to: (i) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement with a provincial and territorial securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

EXECUTIVE COMPENSATION

In accordance with the requirements of applicable securities legislation in Canada, the following executive compensation disclosure is provided in respect of each person who served as the Company's Chief Executive Officer (the "**CEO**") or Chief Financial Officer (the "**CFO**") during the financial period ended December 31, 2021. The Company did not have any executive officers for the financial period ended December 31, 2021, whose annual aggregate compensation exceeded $150,000.

Executive Compensation

To date, the Company has conducted minimal business activity. Accordingly, for the financial period from incorporation on July 16, 2021, to December 31, 2021, the Company had only two named executive officers: Allan Bezanson, CEO and Kyle Appleby, CFO (collectively, "**NEOs**" or "**Named Executive Officers**"). The following table sets forth the compensation paid to each of the Named Executive Officers and directors of the Company for the period from incorporation on July 16, 2021, to December 31, 2021.

Name and Position	Salary, Consulting Fee, Retainer or Commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)	Total Compensation ($)
Allan Bezanson CEO, President & Director	Nil	Nil	Nil	Nil	Nil	Nil
Kyle Appleby CFO & Corporate Secretary	12,000	Nil	Nil	Nil	Nil	12,000
Lorne McLeod Warner Director	Nil	Nil	Nil	Nil	Nil	Nil
Malcolm Smith Director	Nil	Nil	Nil	Nil	Nil	Nil
Jay Roberge Director	Nil	Nil	Nil	Nil	Nil	Nil

Notes: Allan Bezanson was appointed as CEO on April 29, 2022.

The Company intends to pay an annual consulting fee of $60,000 to its CEO and $48,000 to its CFO and will consider additional cash compensation in the future based on its available capital.

Stock Options and Other Compensation Securities

The Company did not have a stock option plan in effect at any time during the most recently completed financial period. The Company adopted a stock option plan effective as of April 29, 2022. For a description of the Company's Stock Option Plan, see "*Options and Other Rights to Purchase Securities – Summary of Stock Option Plan*" above.

Employment, Consulting and Management Agreements

There are no employment contracts, compensatory plans or other arrangements in place with any NEO, nor are there any agreements between the Company and any NEO that provide for payment to the NEO in connection with any termination, resignation, retirement, change in control of the Company or change in responsibilities of such NEO. Upon completion of the Offering, it is anticipated that NEOs will be compensated in fixed monthly amounts.

Description of Director and NEO Compensation

The Company was not a reporting issuer at any time during the most recently completed financial period. Future compensation to be awarded or paid to the Company's directors and/or executive officers, including NEOs, once the Company becomes a reporting issuer is expected to consist primarily of management fees or salary, stock options and bonuses. In the meantime, payments may be made from time to time to executive officers, including NEOs, or companies they control for the provision of consulting or management services. Such services will be paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length services providers. In addition, it is anticipated that the Board may award bonuses, in its sole discretion, to executive officers, including NEOs, from time to time. See "*Executive Compensation*" above.

In assessing the compensation of its directors and executive officers, including the NEOs, the Company does not have in place any formal objectives, criteria or analysis. Compensation payable to executive officers and directors will be approved by the full Board on an annual basis. The Company has not established any specific performance criteria or goals to which total compensation or any significant element of total compensation to be paid to any NEO is dependent. NEOs' performance is reviewed in light of the Company's objectives from time to time and such officers' compensation is also compared to that of executive officers of companies of similar size and stage of development in the mineral exploration industry.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

The Company is not aware of any individuals who are either current or former executive officers, directors and employees of the Company or any of its subsidiaries and who are or have been at any time since the beginning of the most recently completed financial period indebted (whether entered into in connection with the purchase of securities of the Company or otherwise) and that is owing to: (i) the Company or any of its subsidiaries, or (ii) another entity, where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

AUDIT COMMITTEE INFORMATION

The Company is relying on the exemption provided in section 6.1 of NI 52-110 – *Audit Committees* ("**NI 52-110**") in order to provide the disclosure required under Form 52-110F2 – *Disclosure by Venture Issuers*.

Audit Committee Charter

The Board of Directors has adopted a written charter for the Audit Committee (the "**Charter**"), a copy of which is attached as Appendix "E" to this prospectus.

The mandate of the Audit Committee is to assist the Board in fulfilling its financial oversight obligations, including the responsibility: (1) to identify and monitor the management of the principal risks that could impact the financial reporting of the Company; (2) to monitor the integrity of the Company's financial reporting process and the Company's internal accounting controls regarding financial reporting and accounting compliance; (3) to oversee the qualifications and independences of the Company's external auditor; (4) to oversee the work of the Company's financial management and external auditor; and (5) to provide an open avenue of communication between the external auditors, the Board and management.

Composition of Audit Committee

The members of the Audit Committee are Malcolm Smith (Chairperson), Jay Roberge and Lorne McLeod Warner. The Audit Committee consists of three directors, all of whom are independent. Each member of the Audit Committee is financially literate in accordance with NI 52-110 – *Audit Committees* ("**NI 52-110**").

For the purpose of NI 52-110, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements. All members of the Audit Committee have experience reviewing financial statements and dealing with related accounting and auditing issues.

Relevant Education and Experience

The education and experience of each member of the Audit Committee that is relevant to the performance of his or her responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

- an understanding of the accounting principles used by the Company to prepare its financial statements;
- the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
- experience preparing, auditing, analysing 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 one or more individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting,

are as follows:

Name of Member	Education	Experience
Malcolm Smith[(1)]	Bachelor of Commerce degree from Saint Mary’s University	CFO at EdgeHill Partners
Lorne McLeod Warner	Bachelor of Science degree from the University of Alberta	20+ years as Executive and/or Director to numerous private and public companies in natural resources (mining), during which he has been a member of various audit committees.
Jay Roberge	Business Admin, NAIT	25+ years as C-Level Executive and/or Director to numerous private and public companies in natural resources (mining) energy and technology.

Notes:
(1) Chairperson

Audit Committee Oversight

At no time since incorporation was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

Under the Charter, the Audit Committee is required to pre-approve all audit and non-audit services to be performed by the external auditor, together with approval of the engagement letter for all non-audit services and estimated fees thereof. The pre-approval process for non-audit services will also involve a consideration of the potential impact of such services on the independence of the external auditor.

External Auditor Service Fees

The following table sets out the audit fees billed by the Company's independent auditors, Stern and Lovrics LLP, for external audit and other services performed during the period indicated.

Period	Audit Fees(1)	Audit Related Fees(2)	Tax Fees(3)	All Other Fees
July 16, 2022 (incorporation) to date of Prospectus	$5,500	Nil	$500	Nil
March 31, 2022	Nil	$2,500	Nil	Nil

Notes:
(1) Represents the aggregate fees for services related to the audit of annual financial statements.
(2) Represents the aggregate fees for review of interim financial statements, assurance and related services not included in Audit Fees.
(3) Represents the aggregate fees billed for tax compliance, tax advice and tax planning.
(4) These fees only represent professional services rendered and do not include any out-of-pocket disbursements or fees associated with filings made on the Company's behalf. These additional costs are not material as compared to the total professional services fees for the period.

Exemption

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

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

(b) the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*) of NI 52-110; or

(c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) of NI 52-110; or

(d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) of NI 52-110; or

(e) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

The Company is relying on the exemption in section 6.1 of NI 52-110 from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires that the Company annually disclose its corporate governance practices with reference to a series of corporate governance practices outlined in National Policy 58-201 – *Corporate Governance Guidelines* (the "**Guidelines**"). The following is a discussion of each of the Company's corporate governance practices for which disclosure is required by NI 58-101. Unless otherwise indicated, the Board believes that its corporate governance practices are consistent with those recommended by the Guidelines.

Director Independence

As of the date of this prospectus, the Board consists of 4 individuals, three of whom are "independent", for the purposes of the NI 58-101. The current independent directors are: Lorne McLeod Warner, Malcolm Smith and Jay Roberge. Allan Bezanson is not considered "independent" for the purposes of the NI 58-101 on the basis that he is Chief Executive Officer and President of the Company.

During the financial period ended December 31, 2021, and due to the Company's limited business activity, no meetings of the independent directors were convened. In-camera sessions of the independent directors will be scheduled for the conclusion of each quarterly meeting of the Board in the financial year ending December 31, 2022.

Other Directorships

Currently, the following directors serve as directors of the following reporting issuers or reporting issuer equivalent(s):

Name of Director	Reporting Issuer(s) or Equivalent(s)
Allan Bezanson	N/A
Lorne McLeod Warner	Indigo Exploration Inc. (TSX) Tarachi Gold Corp. (CSE)
Malcolm Smith	N/A
Jay Roberge	Pantera Silver Corp. (TSXV) APX Resources Corp. (TSXV) CopAur Minerals Corp. (TSXV)

Orientation and Continuing Education

At present, the Company does not provide a formal orientation and education program for new directors. To the extent new directors are appointed to the Board, they will be encouraged to meet with management and inform themselves regarding management and the Company's affairs. The Company currently has no specific policy regarding continuing education for directors, however requests for education will be encouraged, and dealt with on an *ad hoc* basis.

Ethical Business Conduct

As part of its responsibility for the stewardship of the Company, the Board seeks to foster a culture of ethical conduct by requiring the Company to carry out its business in accordance with high business and moral standards and applicable legal and financial requirements. Compliance with these standards and applicable legal and financial requirements is maintained primarily through the reporting process within the Company's organizational structure. The Audit Committee monitors overall compliance and the Chief Financial Officer reports any issues to the Audit Committee. The Company's Chief Financial Officer and Audit Committee Chair then reports to the Board at regular quarterly meetings of the Board on any issues or concerns that have been raised.

Nomination of Directors

The full Board is currently responsible for all matters related to director recruitment, orientation, compensation and continuing education and evaluations of the Board, its committees and its members including periodically assessing the skills present on the Board, making recommendations as to whether and how those skills ought to, or could be, enhanced, and implementing a process for the identification of suitable candidates for appointment to the Board. Given the size of the Company, the Board has not yet adopted a formal process for identifying new candidates for nomination.

Compensation

The process for determining compensation for the directors and NEO's of the Company is set forth above under "*Executive Compensation*".

Board Committees

The Board delegates certain responsibilities to the Audit Committee. The Board has adopted a written charter for the Audit Committee. As the directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger board of directors, the Board has determined that additional committees are not necessary at this stage of the Company's development.

Assessments

At present, the Board does not have a formal process for assessing the effectiveness of the Board, the effectiveness of Board committees and whether individual directors are performing effectively. The Board is of the view that the Company’s shareholders provide the most effective and objective assessment of the Board's performance.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement, the Company has appointed the Agent to act as its agent to conduct the Offering in the Designated Provinces on a commercially reasonable efforts basis at the Offering Price for gross proceeds of $750,000. The Offering Price was determined by arm's length negotiations between the Company and the Agent. The Agent has agreed to assist with the Offering on an agency basis but is not obligated to purchase any of the Offered Shares for its own account. The Company has granted to the Agent an Over-Allotment Option exercisable, in whole or in part, up to 30 days from the Closing Date, to sell an additional 450,000 Common Shares (being equal to 15% of the Common Shares issued in the Offering) at the Offering Price. The Over-Allotment Option and the Over-Allotment Shares are also qualified for distribution under this prospectus. Closing of the Offering will occur on such date or dates that the Company and the Agent mutually agree to close the Offering, provided such date is not later than the date that is 90 days after issuance of a receipt for the final prospectus or, if a receipt has been issued for an amendment to the final prospectus, 90 days after issuance of such receipt, and in any event not later than 180 days after issuance of a receipt for the final prospectus (the "**Closing Date**").

The Offering is subject to an aggregate minimum subscription of 3,000,000 Offered Shares for total gross proceeds of $750,000. All subscription proceeds will be paid to the Agent in trust, and held by the Agent in trust, pending completion of the Offering and fulfillment of the other conditions set out in the Agency Agreement. If the minimum proceeds are not raised, or fulfilment of the conditions set out in the Agency Agreement does not occur, within 90 days of the issuance of a receipt for the final prospectus or, if a receipt has been issued for an amendment to the final prospectus, 90 days after issuance of such receipt, and in any event not later than 180 days after issuance of a receipt for the final prospectus, all subscription monies will be returned to subscribers without interest or deduction.

In consideration for their services in connection with the Offering, the Company has agreed to pay to the Agent a cash commission of 9% of the gross proceeds of the Offering (the "**Agent's Fee**") In addition to the Agent's Fee, the Agent will receive non-transferable compensation options (the "**Compensation Options**") entitling the Agent to purchase such number of Common Shares as is equal to 9% of the aggregate number of Offered Shares sold pursuant to the Offering. Each Compensation Option will be exercisable to purchase one Common Share at a price of $0.25 (the "**Compensation Shares**") for a period of 24 months following the Closing Date. The Agent will also receive a corporate finance fee (the "**Corporate Finance Fee**") consisting of $35,000 plus applicable taxes of $1,750 (of which the Company has paid $18,375 inclusive of applicable taxes as a non-refundable deposit). The Compensation Options are qualified for distribution pursuant to this prospectus.

The Company will also pay the Agent's expenses incurred in connection with the offering, including reasonable fees and disbursements of Agent's legal counsel, whether or not the Offering is completed.

There are no payments in cash, securities or other considerations being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering other than the payments to be made to the Agent in accordance with the terms of the Agency Agreement. The obligations of the Agent under the Agency Agreement may be terminated at the Agent's discretion upon occurrence of certain stated events. The Agent is not obligated to purchase any of the Offered Shares under the Offering.

The CSE has conditionally accepted the listing of the Company's Common Shares. Listing is subject to the Company fulfilling the listing requirements of the CSE. The Company does not intend to apply for listing of the Compensation Options on any securities exchange or for inclusion in any automated quotation system.

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

This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act). The Offered Shares have not been nor will be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

The Offered Shares sold pursuant to the Offering will be registered in the name of CDS and electronically deposited with CDS on the Closing Date. Purchasers of Offered Shares will receive only a customer confirmation from the Agent or other registered dealer who is a CDS participant and from or through whom a beneficial interest in the Offered Shares is acquired.

PROMOTERS

The promoter of the Corporation is set out in the table below. See "*Directors, Officers and Promoters*", "*Executive Compensation*" and "*Options and Other Rights to Purchase Securities*" for further information on the promoter.

Name	Position with Corporation	Number of Securities Owned	Percentage of Class prior to giving effect to the Offering(1)	Percentage of Class after giving effect to the Offering(2)
Allan Bezanson	CEO, President and Director	550,000 Common Shares	5.41%	3.83%
		84,658 Options	25%	25%

Notes:
(1) Based on 10,159,000 Common Shares and 338,632 options currently issued and outstanding.
(2) Based on 14,359,000 Common Shares 338,632 options issued and outstanding after giving effect to the Offering, including the issuance of 1,200,000 Common Shares to the Optionor pursuant to the Regnault Option Agreement. This assumes that the securityholder does not acquire any securities pursuant to the Offering and that the Over-Allotment Option is not exercised.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings the Company is or was a party to, or that any of its property is or was the subject of, since the beginning of the Company's most recently completed financial year, nor any such legal proceedings known to the Company to be contemplated, that involves a claim for damages, exclusive of interest and costs, exceeding 10% of the current assets of the Company.

There are no: (a) penalties or sanctions imposed against the Company by a court relating to any provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date of this prospectus; (b) other penalties or sanctions imposed by a court or regulatory body against the Company necessary for the prospectus to contain full, true and plain disclosure of material facts relating to the Offered Shares; or (c) settlement agreements the Company entered into before a court relating provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date of this prospectus.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There is no material interest, direct or indirect, of any (a) director or executive officer of the Company; (b) person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the

Company's outstanding voting securities; or (c) associate or affiliate of any of the persons or companies referred to in (a) or (b) above, in any transaction within three years before the date of this prospectus that has materially affected or is reasonably expected to materially affect the Company.

AUDITORS, TRANSFER AGENT AND REGISTRARS

The auditor of the Company is Stern & Lovrics LLP of 1210 Sheppard Avenue East, Suite 302, Toronto, Ontario M2K 1E3. The transfer agent and registrar for the Common Shares is Odyssey Trust Company at its principal office in Vancouver, British Columbia.

MATERIAL CONTRACTS

Other than contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company since its incorporation on July 16, 2021:

1. The Matalia Agreement;
2. the Agency Agreement;
3. the Regnault Option Agreement; and
4. the Escrow Agreement.

Copies of the material contracts will be available for inspection at the registered office of the Company located at 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5, during normal business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter. Particulars regarding the material contracts are disclosed elsewhere in this prospectus (see "*Plan of Distribution*", "*General Description of the Business"* and "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*").

INTEREST OF EXPERTS

The following persons are named as having prepared or certified a report, valuation, statement or opinion in this prospectus:

1. Stern & Lovrics LLP are the independent auditors of the Company and have confirmed that they are independent of the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.
2. The information in this prospectus under the heading "Eligibility for Investment" has been included in reliance upon the opinion of Thorsteinssons LLP.
3. Alexandr Beloborodov, P. Geo is an independent geologist practitioner and a "qualified person" as defined in NI 43-101 is the qualified person responsible for the preparation of the Technical Report.

Based on information provided by the relevant persons above, none of such persons or companies have received or will receive direct or indirect interests in the property of the Company or have any beneficial ownership, direct or indirect, of securities representing more than one percent of the current issued and outstanding Common Shares of the Company.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of 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 and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions for the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.

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APPENDIX "A"
AUDITED FINANCIAL STATEMENTS FOR
THE FISCAL PERIOD ENDED DECEMBER 31, 2021

GOLD DIGGER RESOURCES INC.

AMENDED FINANCIAL STATEMENTS

FROM JULY 16, 2021 (DATE OF INCORPORATION) TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

Stern & Lovrics LLP
Chartered Professional Accountants

Samuel V. Stern, BA, CPA, CA
George G. Lovrics, BComm, CPA, CA

Nazli Dewji, BA, CPA, CMA

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Gold Digger Resources Inc.

Opinion

We have audited the financial statements of Gold Digger Resources Inc. (the "Company"), which comprise the statement of financial position as at December 31, 2021, and the statements of loss and comprehensive loss, changes in equity and cash flows for the period from incorporation (July 16, 2021) to December 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Other Information

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis.

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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

Amended Financial Statements

Without modifying our opinion, we draw attention to Note 13 to the financial statements, which explains that the financial statements for the period ended December 31, 2021 has been amended from those on which we originally reported on April 7, 2022.

The engagement partner on the audit resulting in this independent auditor's report is George G. Lovrics.

Stern & Lovrics LLP

Toronto, Ontario
August 9, 2022

Chartered Professional Accountants
Licensed Public Accountants

GOLD DIGGER RESOURCES INC.

Statement of Financial Position
(Expressed in Canadian dollars)

	As at December 31, 2021
ASSETS	
Current assets	
Cash	**$ 265,089**
Sales tax receivable	**8,537**
Prepaid expenses	**7,500**
TOTAL ASSETS	**$ 281,126**
LIABILITIES AND EQUITY	
Current liabilities	
Accounts payable and accrued liabilities	**$ 9,702**
Total liabilities	**9,702**
Equity	
Share capital *(note 7)*	**476,671**
Warrants *(note 7)*	**521**
Accumulated deficit	**(205,768)**
Total equity	**271,424**
TOTAL LIABILITIES AND EQUITY	**$ 281,126**

Going concern (*note 1*)

Commitments and contingencies *(notes 5 and 11)*

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

Approved by the Board

Signed: Signed:

"Allan Bezanson", Director "Malcolm Smith", Director

GOLD DIGGER RESOURCES INC.

Statement of Loss and Comprehensive Loss
For the period from July 16, 2021 (Date of Incorporation) to December 31, 2021
(Expressed in Canadian dollars)

		2021
Expenses		
General and corporate *(notes 6 and 12)*	$	**39,060**
Exploration expenses (*notes 5)*		**166,708**
Net loss and comprehensive loss for the period	$	**(205,768)**
Basic and diluted loss per share (*note 8*)	$	**(0.02)**

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

GOLD DIGGER RESOURCES INC.

Statement of Cash Flows
For the period from July 16, 2021 (Date of Incorporation) to December 31, 2021
(Expressed in Canadian dollars)

		2021
Cash flow from operating activities		
Net loss for the period	$	(205,768)
Items not affecting cash:		
Changes in non-cash working capital:		
Sales tax receivable		(8,537)
Accounts payable and accrued liabilities		9,702
Prepaid expenses and deposits		(7,500)
Total cash flows (used in) operating activities		(212,103)
Cash flow from financing activities		
Issue of common shares		485,180
Share issue costs		(7,988)
Total cash flows from financing activities		477,192
Increase in cash		265,089
Cash, beginning of period		-
Cash, end of year	$	265,089

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

GOLD DIGGER RESOURCES INC.

Statement of Changes in Equity
For the period from July 16, 2021 (Date of Incorporation) to December 31, 2021
(Expressed in Canadian dollars)

	Share capital	**Share capital**	**Warrants**	**Deficit**	**Total**
	#	$	$	$	$
Shares issued from private placements (notes 7 and 13)	10,159,000	484,659	521	-	485,180
Share issue costs	-	(7,988)	-	-	(7,988)
Net loss and comprehensive loss for the period	-	-	-	(205,768)	(205,768
Balance, December 31, 2021	10,159,000	476,671	521	(205,768)	271,424

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

1. NATURE OF BUSINESS AND GOING CONCERN

Nature of business

Gold Digger Resources Inc. (the "Company" or "Golddig"), was incorporated in Canada under the Business Corporations Act (British Columbia) on July 16, 2021 and carries on business in one segment, being the acquisition, exploration and development of mineral properties in Canada. The Company's registered and head office is located at 595 Howe St Floor 10th Vancouver BC V6C 2T5.

These amended financial statements were approved by the board on August 9, 2022.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration and evaluation assets and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. The amounts shown as exploration and evaluation assets do not necessarily represent present or future values. Changes in future conditions could require material write-downs to the carrying values of the Company's assets.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, First Nations claims, unregistered prior agreements, social licensing requirements, unregistered claims, and non-compliance with regulatory and environmental requirements. The Company may also be subject to increases in taxes and royalties, renegotiation of contracts and political uncertainties.

Going concern assumption

These financial statements are prepared in accordance with International Financial Reporting Standards with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations in the foreseeable future.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities that would be necessary if the Company were unable to obtain adequate financing. Changes in future conditions could require material write-downs to the carrying value of the exploration and evaluation assets. Such adjustments could be material. The Company has incurred a net loss of $205,768 for the period ended December 31, 2021 and has an accumulated deficit of $205,768 and a working capital surplus of $271,424 as at December 31, 2021.

The recoverability of the costs incurred to date on exploration and evaluation assets is dependent upon the existence of economically recoverable reserves, maintaining title and beneficial interest in the properties, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. The Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future.

2. BASIS OF PRESENTATION AND STATEMENT OF COMPLIANCE

Basis of presentation

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

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

These financial statements have been prepared on the basis of IFRS standards that are published at the time of preparation and that are effective for the Company's reporting date.

Functional currency

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

Critical judgments and estimation uncertainties

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

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- Going Concern

The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

- Income, value added, withholding and other taxes

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

2. BASIS OF PRESENTATION AND STATEMENT OF COMPLIANCE (continued)

- Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

- Contingences (note 11)

3. SIGNIFICANT ACCOUNTING POLICIES

Exploration and evaluation assets

Exploration and evaluation expenditures are costs incurred in the course of the initial search for mineral resources before the technical feasibility and commercial viability of extracting a mineral resource are demonstrable. Costs incurred before the legal right to undertake exploration and evaluation activities are recognized in profit or loss when they are incurred.

Exploration expenditures are the costs incurred in the initial search for mineral deposits with economic potential, including acquisition costs. Exploration expenditures typically include costs associated with prospecting, sampling, mapping, diamond drilling and other work involved in searching for ore. All exploration expenditures are expensed as incurred.

When economically viable reserves have been determined and the decision to proceed with development has been approved, the expenditures incurred subsequent to this date related to development and construction are capitalized as construction-in-process and classified as a component of property, plant and equipment.

Mining properties and process facility assets are amortized upon commencement of commercial production either on a unit-of-production basis over measured and indicated resources included in the mine plan or the life of mine.

Decommissioning, restoration and 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 for the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying value of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect 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 the 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 and the 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.

As at December 31, 2021, the Company has no material restoration, rehabilitation and environmental costs as the disturbance to date is minimal.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

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

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the asset and liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not-deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, the tax asset is not recognized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Flow-through shares

Under Canadian income tax legislation, a company is permitted to issue flow-through shares whereby the Company agrees to incur qualifying expenditures and renounce the related income tax deductions to the investors. For accounting purposes, the proceeds from issuance of these shares are allocated between the offering of shares and the sale of tax benefits. The allocation is made based on the difference between the price of a non-flow through share and the amount the investor pays for the flow-through share. A liability is recognized for this difference. The liability is reduced and the reduction of premium liability is recorded in other income at the time when the Company files the appropriate renunciation forms with the Canadian taxation authorities.

A deferred tax liability is recognized, in accordance with IAS 12, *Income Taxes*, for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures capitalized as an asset in the statement of financial position and its tax base.

The Company indemnifies subscribers of flow-through shares for any tax related amounts that become due as a result of the Company not meeting its flow-through share related obligations.

Cash

The deposits are held in a Canadian chartered bank or financial institution.

Loss per share

Basic loss per share is calculated using the weighted average number of shares outstanding. Diluted loss per share assumes that any proceeds from the exercise of dilutive stock options and warrants would be used to repurchase common shares at the average market price during the period, with the incremental number of shares being included in the denominator of the diluted earnings per share calculation.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

During the period ended December 31, 2021, all issued and outstanding warrants were anti-dilutive and were excluded from the diluted loss per share calculations.

Share-based payments

The Company has a stock option plan (the "Plan") which is discussed in note 7. The Company uses the fair value-based method of accounting for stock-based compensation arrangements. The fair value of each option granted is accounted for in operations over the vesting period of the option using the Black-Scholes option pricing model at the date of grant, with the related increase to contributed surplus. Upon exercise of the stock options, the consideration paid, together with the amount previously recognized in contributed surplus, is recorded as an increase in share capital. At each reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

Warrants

The Company has adopted the residual value method with respect to the valuation of warrants issued as part of a private placement unit. The residual value method allocates the net proceeds to the common shares up to their fair value, as determined by the current quoted trading price on the announcement date, and the balance, if any, to the attached warrants. Any fair value attributed to the warrants is recorded as warrants reserve. If the warrants are exercised, the related amount is reclassified as share capital.

Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The Company has no material provisions at December 31, 2021.

Impairment of non-financial assets

At each reporting date, non-financial assets are reviewed for impairment if there is any indication that the carrying amount may not be recoverable. If any such indication is present, the recoverable amount of the asset is estimated in order to determine whether impairment exists. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Any intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

An asset's recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately as additional depreciation. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized. A reversal is recognized as a reduction in the depreciation charge for the period.

Share issue costs

Costs incurred for the issue of common shares are deducted from share capital.

Financial Instruments

Financial assets

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

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

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVPL or at amortized cost. Cash and amounts receivable held for collection of contractual cash flows are measured at amortized cost.

Subsequent measurement – financial assets at amortized cost
After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate (“EIR”) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statements of loss.

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

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

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the statements of comprehensive income (loss). When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Dividends from such investments are recognized in other income in the statements of loss when the right to receive payments is established.

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

Impairment of financial assets
The Company's only financial assets subject to impairment are amounts receivable, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, amounts receivable have been grouped based on shared credit risk characteristics, including the number of days past due. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

Financial liabilities

Initial recognition and measurement
Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. The Company's financial liabilities include accounts payable and accrued liabilities, which are each measured at amortized cost. All financial liabilities are recognized initially at fair value and in the case of long-term debt, net of directly attributable transaction costs.

Subsequent measurement – financial liabilities at amortized cost
After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance cost in the statements of loss.

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

Fair Value Hierarchy
The Company has a three-tier hierarchy as a framework for disclosing fair value based on inputs used to value the Company's financial instruments. The hierarchy of inputs is summarized below:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities. An active market is one in which transactions for the assets occur with sufficient frequency and volume to provide pricing information on an ongoing basis;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices); and
- Level 3 - inputs for the asset or liability that are not based on observable market data.

The classification of a financial instrument in the fair value hierarchy is based upon the lowest level of input that is significant to the measurement of fair value.

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent accounting pronouncements

Various IFRS standards, interpretations, amendments and improvements of existing standards have been recently announced which will apply for future periods. These included IAS 1 and IAS 37. These new standards and changes are not expected to have any material impact on the Company's financial statements.

4. CAPITAL MANAGEMENT

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

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

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's capital management objectives, policies and processes have remained unchanged during the period ended December 31, 2021.

The Company is not subject to any externally imposed capital requirements.

5. EXPLORATION AND EVALUATION ASSETS

Regnault Project
On July 23, 2021, the Company entered into an option agreement with the right to acquire a 100% interest in the Regnault Property (the "Project") under the following terms.

1) The Company shall make a cash payment of $25,000 30 days after signing the agreement (paid);

2) Issue of 1,200,000 common shares to the Optionor on or before the Company's shares are listed on a stock exchange;

3) If the Company exercises the option and acquires 100% interest in the Project, the Optionor is entitled to a 2% Net Smelter Returns royalty, payable upon the commencement of commercial production. The Company will have the right to purchase a 1% Net Smelter Returns royalty upon a payment of $2,000,000 to the optionor.

The exploration expenses on the Project for the period ended December 31, 2021 are as follows:

		2021
Option payments	$	25,000
Airborne survey		119,502
Field program		22,206
	$	166,708

(Expressed in Canadian dollars)

6. RELATED PARTY TRANSACTIONS AND BALANCES

(a) Compensation of key management personnel

Key management includes members of the board of directors, the Chief Executive Officer and the Chief Financial Officer. The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows for the period from July 16, 2021 (date of incorporation) to December 31, 2021:

	2021
CFO Consulting fees (i)	$ 12,000
	$ 12,000

(i) The Company was charged $12,000 fees by CFO Advantage Inc., a Company controlled by the CFO, for management fees.

7. SHARE CAPITAL

a) Shares authorized

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

b) Common shares issued and outstanding

Details of shares issued and outstanding are as follows:

(i) On July 16, 2021 the Company closed a private placement with proceeds of $6,000 raised through the issuance of 1,200,000 common shares at $0.005 per share.
(ii) The Company closed a private placement, in two tranches, with proceeds of $104,180 raised through the issuance of 5,209,000 flow through units at $0.02 per unit. The first tranche of 2,509,000 shares were issued on August 17, 2021 and a second tranche of 2,700,000 shares were issued on September 22, 2021. Each flow through unit comprised of one flow through common share at $0.0199 per flow through common shares and one common share purchase warrant (exercisable at $0.05 for a period of 3 years) at $0.0001 per warrant.
(iii) The Company closed a private placement, in two tranches, with proceeds of $375,000 raised through the issuance of 3,750,000 common shares at $0.10 per share. The first tranche of 1,500,000 shares were issued on September 22, 2021 and a second tranche of 2,250,000 shares were issued on September 29, 2021.

During the period, the Company incurred legal fees related to the issuance of shares amounting to $7,988.

c) Share purchase warrants

Summary of warrants outstanding as at December 31, 2021:

Outstanding	Grant Date Fair Value	Price	Expiry Date	Weighted average remaining life
#	$	$		
5,209,000	521	0.05	Aug 2024	2.59

(Expressed in Canadian dollars)

8. LOSS PER COMMON SHARE

The warrants and options outstanding were excluded from the computation of diluted loss per share in 2021 because their impact was anti-dilutive.

9. INCOME TAXES

a) Provision for Income Taxes - Current

Major items causing the Company's income tax rate to differ from the Canadian statutory rate of approximately 26.5% were as follows:

		2021
Loss before income taxes	$	(205,768)
Statutory rate applied to loss for the year before income taxes	$	(54,500)
Increase (decrease) in taxes resulting from:		
Exploration expenditures		44,000
Share issue costs		(200)
Tax benefit not recognized		10,700
Deferred income tax provision (recovery)	$	-

b) Deferred Income Tax

Deferred taxes are a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities

	2021
Recognized deferred tax assets and liabilities	
Non-capital loss carry-forwards	$ 10,500
Exploration and evaluation expenditures	16,500
Share issue costs	2,000
	29,000
Unrecognized deferred tax assets	(29,000)
	$ -

The deferred income tax assets have not been recognized above as it is not probable that sufficient future tax profit will allow the deferred tax assets to be recovered.

c) Tax Loss Carry-Forwards

As at December 31, 2021, the Company has approximately $39,800 in income tax loss carry forwards that expire in 2041

10. FINANCIAL RISK FACTORS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures during the period from July 16, 2021 (incorporation) to December 31, 2021

Credit risk
The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash is held with reputable financial institutions, from which management believes the risk of loss to be remote. Management believes that the credit risk concentration with respect to these items is remote.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2021, the Company had a cash balance of $265,089 to settle current liabilities of $3,702.

Market risk
(a) Interest rate risk
The Company has cash balances and no long-term debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign exchange risk
The Company's functional currency is the Canadian dollar and all major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk is negligible and therefore does not hedge its foreign exchange risk.

The Company does not hold balances in foreign currencies to give rise to exposure to foreign exchange risk.

(c) Price risk
The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. Price risk is remote since the Company is not a producing entity.

Fair value of financial assets and liabilities
The Company measures its cash, amounts receivable and accounts payable and accrued liabilities, at amortized cost.

As at December 31, 2021, the fair values of the Company's financial instruments approximate their carrying values, given their short-term nature.

11. COMMITMENTS AND CONTINGENCIES

(a) See note 7 for additional commitments and contingencies on evaluation and exploration assets.
(b) The Company renounced $104,180 of qualifying exploration expenditures to the shareholders effective December 31, 2021. The amount was fully spent at December 31, 2021.
(c) The Company’s mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

(Expressed in Canadian dollars)

12. GENERAL AND CORPORATE EXPENSES

Management compensation *(note 6)*	$ 12,000
Consulting fees	15,000
Legal and audit	10,749
Administrative and general	1,311
	$ 39,060

13. RESTATEMENT OF FINANCIAL STATEMENTS

The Company has restated these financial statements for the following items:

- The statement of changes in equity has been amended to reflect a value of $521 being allocated to the issuance 5,209,000 warrants (see note 7(b)(ii). This allocation resulted in a reduction of share capital by $521and an increase in warrants by $521.

- In notes note 7(b)(ii) and (iii), wording has been added to disclose the respective financings were closed in two traches.

APPENDIX "B"
MANAGEMENT'S DISCUSSION AND ANALYSIS FOR
THE FISCAL PERIOD ENDED DECEMBER 31, 2021

Gold Digger Resources Inc.

Management Discussion and Analysis

For the Period July 16, 2021 (date of incorporation) to December 31, 2021

Introduction

This Management's Discussion and Analysis ("**MD&A**") is dated August 9, 2022, unless otherwise indicated and should be read in conjunction with the audited financial statements for the Period July 16, 2021(date of incorporation) to December 31, 2021, and the related notes thereto. This MD&A was written to comply with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations*. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the for the period July 16, 2021(date of incorporation) to December 31, 2021 are not necessarily indicative of the results that may be expected for any future period.

The Company applies International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations issued by the IFRS Interpretations Committee.

Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that such risk factors, uncertainties and other factors are not exhaustive. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. Specifically, this MD&A includes, but is not limited to, forward-looking statements regarding: the Company's ability to meet its working capital needs at the current level for the next twelve-month period; management's outlook regarding future trends; sensitivity analysis on financial instruments, which may vary from amounts disclosed; completion of the Transaction (defined below); and general business and economic conditions.

All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

The Company

Gold Digger Resources Inc. (the "Company" or "Golddig"), was incorporated in Canada under the Business Corporations Act (British Columbia) on July 16, 202 and carries on business in one segment, being the acquisition, exploration and development of mineral properties in Canada. The Company's registered and head office is located at 595 Howe St Floor 10th Vancouver BC V6C 2T5.

The Company was formed for the primary purpose of completing a going public transaction as a mineral exploration company.

The Company is party to an option agreement with the right to acquire a 100% interest in the Regnault Property see below.

On July 31, 2022 the directors of the Company approved this MD&A and related audited financial statements.

Highlights for the period July 16, 2021(date of incorporation) to December 31, 2021

On July 23, 2021, the Company entered into an option agreement with the right to acquire a 100% interest in the Regnault Property (the "Project") under the following terms.

1) The Company shall make a cash payment of $25,000 30 days after signing the agreement (paid;

2) Issue 1,200,000 common shares to the Optionor on or before the Company's shares are listed on a stock exchange;

3) If the Company exercises the option and acquires 100% interest in the Project, the Optionor is entitled to a 2% Net Smelter Returns royalty, payable upon the commencement of commercial production. The Company will have the right to purchase a 1% Net Smelter Returns royalty upon a payment of $2,000,000 to the optionor.

The exploration expenses on the Project for the period ended December 31, 2021 are as follows:

		2021
Option payments	$	25,000
Airborne survey		119,502
Field program		22,206
	$	166,708

(i) On July 16, 2021 the Company closed a private placement with proceeds of $6,000 raised through the issuance of 1,200,000 common shares at $0.005 per share. Directors and Officer participation?
(ii) The Company closed a private placement, in two tranches, with proceeds of $104,180 raised through the issuance of 5,209,000 flow through units at $0.02 per unit. The first tranche of 2,509,000 shares were issued on August 17, 2021 and a second tranche of 2,700,000 shares were issued on September 22, 2021. Each flow through unit comprised of one flow through common share at $0.0199 per flow through common shares and one common share purchase warrant (exercisable at $0.05 for a period of 3 years) at $0.0001 per warrant.
(iii) The Company closed a private placement, in two tranches, with proceeds of $375,000 raised through the issuance of 3,750,000 common shares at $0.10 per share. The first tranche of 1,500,000 shares were issued on September 22, 2021 and a second tranche of 2,250,000 shares were issued on September 29, 2021.

SELECTED ANNUAL INFORMATION

	2021 (i)
	$
Revenue	-
Expenses	205,768
Net loss and comprehensive loss for the year	(205,768)
Basic and fully diluted loss per share	(0.02)
Cash flows from operating activities	(212,103)
Cash flows from financing activities	477,192
Increase in cash in year	265,089
As at December 31,	**2021**
Total Assets	281,126
Total long-term financial liabilities	Nil
Cash dividends declared for all classes of shares	Nil

(i) For the period from incorporation (July 16, 2021) to December 31, 2021

Summary of Quarterly Results – historical information is limited to past 2 quarters as the Company was incorporated on July 16, 2021.

	Quarter ended December 31, 2021	**Quarter ended September 30, 2021**
Total Assets	$281,126	$503,443
Total Revenues	Nil	Nil
Total Expenses	$190,958	$14,810
Net Loss	($190,958)	($14,810)
Basic and diluted net loss per share	($0.00)	($0.00)

Results of Operations

The Company recorded a net loss of $205,768 for the period of July 16, 2021 (incorporation) to December 31, 2021. The net loss for the period is the result of $166,708 of expenses on the Project (see above), and other general and corporate expenses including legal and administrative fees, management fees, and financial statement audit fees.

Liquidity and Capital Resources

As at December 31, 2021 the Company had cash of $265,089 and a working capital of $271,424.

The Company used $212,103 cash for operating expenses, and had cash flows from financing activities in the amount of $485,180, less $7,988 of issue costs. The change in total increase cash during the period was $265,089.

At its current operating level, the Company will not have sufficient funds to cover short-term operational needs. The Company expects to still operate at a loss for at minimum the next 12 months. As such, the Company will need additional financing for costs related to corporate operations and exploration activities. The Company is currently addressing its liquidity concerns by proactively planning future financings through the sale of equity. The Company was successful in 2021 raising necessary funds but the timing and ability to do so will depend on the liquidity of the financial markets, economic conditions, as well as the acceptance of investors to small cap companies. There can be no guarantee that the Company will be able to secure any required financing.

The primary need for liquidity is to fund exploration programs and to maintain general corporate operations.

Overall, given the working capital at December 31, 2021, the Company will not be able to meet its general operational requirements for 2022, and will require additional capital for exploration programs in 2022 and to funds operations.

The Company's management continues to hold discussions on securing financing. There are no assurances that the Company will be successful in obtaining any form of financing on a timely basis or on reasonable or acceptable terms, or at all. If the Company cannot obtain financing or otherwise improve liquidity, then the Company's treasury will be depleted and it will be required to curtail all of its operations and may be required to liquidate its assets under a formal process. Failure to continue as a going concern would require that the Company's assets and liabilities be restated on a liquidation basis, which would differ from the going concern basis.

Outstanding Share Data

As at December 31, 2021, the Company had 10,159,000 common shares, and 5,209,000 warrants (expiring August 2024) outstanding.

Off-Balance Sheet Arrangements

The Company has not had any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Related Party Transactions

(a) Compensation of key management personnel

Key management includes members of the board of directors, the Chief Executive Officer and the Chief Financial Officer. The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows for the period from July 16, 2021 (date of incorporation) to December 31, 2021:

	2021
CFO Consulting fees (i)	$ 12,000
	$ 12,000

(i) The Company was charged $12,000 fees by CFO Advantage Inc., a Company controlled by the CFO, for management fees. As at December 31, 2021, $6,300 was owing and included in accounts payable and accrued liabilities.

Capital Management

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of issued common shares, in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity. The Company is not subject to any external capital restrictions.

Risks and Uncertainties

The following describes certain risks, events and uncertainties that could affect the Company and that each reader should carefully consider.

External financing may be required to fund the Company's activities primarily through the issuance of common shares. There can be no assurance that the Company will be able to obtain adequate financing. The securities of the Company should be considered a highly speculative investment.

The Company has not generated any revenues and does not expect to generate revenues in the near future. In the event that the Company generates revenues in the future, the Company intends to retain its earnings in order to finance further growth. Furthermore, the Company has not paid any dividends in the past and does not expect to pay any dividends in the foreseeable future.

Risk Disclosures and Fair Values

Fair Values

At December 31, 2021, the Company's financial instruments consist of cash, sales tax receivable, prepaid expenses, and accounts payable and accrued liabilities. The fair value of these financial instruments approximates its carrying value due to the relatively short-term maturity of the instrument.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

Foreign Exchange Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign exchange risk.

Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs and to meet the Company's liabilities. The $3,702 of accounts payable and accrued liabilities are due within one year.

Critical Accounting Estimates

The Company's significant accounting policies are summarized in Note 2 of the audited financial statements for the period ended December 31, 2021.

APPENDIX "C"
UNAUDITED FINANCIAL STATEMENTS FOR THE FISCAL PERIOD ENDED MARCH 31, 2022

GOLD DIGGER RESOURCES INC.

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2022

(Expressed in Canadian Dollars)

GOLD DIGGER RESOURCES INC.

Unaudited Condensed Interim Statement of Financial Position
(Expressed in Canadian dollars)

	As at March 31, 2022	As at December 31, 2021
ASSETS		
Current assets		
Cash	$ 218,843	$ 265,089
Sales tax receivable	11,666	8,537
Prepaid expenses	33,375	7,500
TOTAL ASSETS	$ 263,884	$ 281,126
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	$ 48,140	$ 9,702
Total liabilities	48,140	9,702
Equity		
Share capital *(note 7)*	476,671	476,671
Warrants *(note 7)*	521	521
Accumulated deficit	(261,448)	(205,768)
Total equity	215,744	271,424
TOTAL LIABILITIES AND EQUITY	$ 263,884	$ 281,126

Going concern (*note 1*)

Commitments and contingencies *(notes 5 and 11)*

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

Approved by the Board

Signed:

"Allan Bezanson", Director

Signed:

"Malcolm Smith", Director

GOLD DIGGER RESOURCES INC.

Unaudited Condensed Interim Statement of Loss and Comprehensive Loss
For the three months ended March 31, 2022
(Expressed in Canadian dollars)

		2022
Expenses		
General and corporate *(notes 6 and 12)*	**$**	**43,180**
Exploration expenses (*notes 5)*		**12,500**
Net loss and comprehensive loss for the period	**$**	**(55,680)**
Basic and diluted loss per share (*note 8*)	**$**	**(0.01)**

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

GOLD DIGGER RESOURCES INC.

Unaudited Condensed Interim Statement of Cash Flows
For the three months ended March 31, 2022
(Expressed in Canadian dollars)

		2022
Cash flow from operating activities		
Net loss for the period	**$**	**(55,680)**
Items not affecting cash:		
Changes in non-cash working capital:		
Sales tax receivable		**(3,129)**
Accounts payable and accrued liabilities		**38,438**
Prepaid expenses and deposits		**(25,875)**
Total cash flows (used in) operating activities		**(46,246)**
Decrease in cash		**(46,246)**
Cash, beginning of period		**265,089**
Cash, end of period	**$**	**218,843**

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

GOLD DIGGER RESOURCES INC.

Unaudited Condensed Interim Statement of Changes in Equity
For the three months ended March 31, 2022
(Expressed in Canadian dollars)

	Share capital	Share capital	Warrants	Deficit	Total
	#	$	$	$	$
Balance, December 31, 2021	10,159,00	476,671	521	(205,768)	271,424
Net loss and comprehensive loss for the period (note 7)	-	-	-	(55,680)	(55,680)
Balance, March 31, 2022	10,159,00	476,671	521	(261,448)	(215,744)

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

1. NATURE OF BUSINESS AND GOING CONCERN

Nature of business

Gold Digger Resources Inc. (the "Company" or "Golddig"), was incorporated in Canada under the Business Corporations Act (British Columbia) on July 16, 2021 and carries on business in one segment, being the acquisition, exploration and development of mineral properties in Canada. The Company's registered and head office is located at 595 Howe St Floor 10th Vancouver BC V6C 2T5.

These financial statements were approved by the board on June 6, 2022.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration and evaluation assets and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. The amounts shown as exploration and evaluation assets do not necessarily represent present or future values. Changes in future conditions could require material write-downs to the carrying values of the Company's assets.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, First Nations claims, unregistered prior agreements, social licensing requirements, unregistered claims, and non-compliance with regulatory and environmental requirements. The Company may also be subject to increases in taxes and royalties, renegotiation of contracts and political uncertainties.

Going concern assumption

These financial statements are prepared in accordance with International Financial Reporting Standards with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations in the foreseeable future.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities that would be necessary if the Company were unable to obtain adequate financing. Changes in future conditions could require material write-downs to the carrying value of the exploration and evaluation assets. Such adjustments could be material. The Company has incurred a net loss of $55,680 for the three months ended March 31, 2022 ($205,768 for the period ended December 31, 2021) and has an accumulated deficit of $261,448) (December 31, 2021 - $205,768) and a working capital surplus of $215,744 as at March 31, 2022 (December 31, 2021 - $271,424).

The recoverability of the costs incurred to date on exploration and evaluation assets is dependent upon the existence of economically recoverable reserves, maintaining title and beneficial interest in the properties, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. The Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future.

2. BASIS OF PRESENTATION AND STATEMENT OF COMPLIANCE

Basis of presentation

These condensed interim financial statements have been prepared in accordance and compliance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The interim condensed financial statements do not include all the information and disclosures required in the Company's annual financial statements and should be read in conjunction with the Company's annual financial statements for the period ended December 31, 2021.

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

These financial statements have been prepared on the basis of IFRS standards that are published at the time of preparation and that are effective for the Company's reporting date.

Functional currency

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

Critical judgments and estimation uncertainties

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

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- Going Concern

  The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

- Income, value added, withholding and other taxes

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

2. BASIS OF PRESENTATION AND STATEMENT OF COMPLIANCE (continued)

- Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

- Contingences (note 11)

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied in the preparation of the unaudited condensed interim financial statements are consistent with those followed in the preparation of the Company’s December 31, 2021 annual financial statements, except for those noted below and the adoption of new standards and interpretations as of January 1, 2022.

Recent accounting pronouncements

Various IFRS standards, interpretations, amendments and improvements of existing standards have been recently announced which will apply for future periods. These included IAS 1 and IAS 37. These new standards and changes are not expected to have any material impact on the Company’s financial statements.

4. CAPITAL MANAGEMENT

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

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

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's capital management objectives, policies and processes have remained unchanged during the period ended March 31, 2022.

The Company is not subject to any externally imposed capital requirements.

(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS

Regnault Project
On July 23, 2021, the Company entered into an option agreement with the right to acquire a 100% interest in the Regnault Property (the "Project") under the following terms.

1) The Company shall make a cash payment of $25,000 30 days after signing the agreement (paid);

2) Issue of 1,200,000 common shares to the Optionor on or before the Company's shares are listed on a stock exchange;

3) If the Company exercises the option and acquires 100% interest in the Project, the Optionor is entitled to a 2% Net Smelter Returns royalty, payable upon the commencement of commercial production. The Company will have the right to purchase a 1% Net Smelter Returns royalty upon a payment of $2,000,000 to the optionor.

The exploration expenses on the Project for the three months ended March 31, 2022 are as follows:

	2022	Cumulative
Option payments	$ -	$ 25,000
Reporting	12,500	12,500
Airborne survey	-	119,502
Field program	-	22,206
	$ 12,500	$ 179,208

6. RELATED PARTY TRANSACTIONS AND BALANCES

(a) Compensation of key management personnel

Key management includes members of the board of directors, the Chief Executive Officer and the Chief Financial Officer. The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows for the three months ended March 31, 2022:

	2022
CFO Consulting fees (i)	$ 9,000
	$ 9,000

(i) The Company was charged $9,000 fees by CFO Advantage Inc., a Company controlled by the CFO, for management fees.

(Expressed in Canadian dollars)

7. SHARE CAPITAL

a) Shares authorized

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

b) Common shares issued and outstanding

Details of shares issued and outstanding are as follows:

(i) On July 16, 2021 the Company closed a private placement with proceeds of $6,000 raised through the issuance of 1,200,000 common shares at $0.005 per share.
(ii) The Company closed a private placement, in two tranches, with proceeds of $104,180 raised through the issuance of 5,209,000 flow through units at $0.02 per unit. The first tranche of 2,509,000 shares were issued on August 17, 2021 and a second tranche of 2,700,000 shares were issued on September 22, 2021. Each flow through unit comprised of one flow through common share at $0.0199 per flow through common shares and one common share purchase warrant (exercisable at $0.05 for a period of 3 years) at $0.0001 per warrant.
(iii) The Company closed a private placement, in two tranches, with proceeds of $375,000 raised through the issuance of 3,750,000 common shares at $0.10 per share. The first tranche of 1,500,000 shares were issued on September 22, 2021 and a second tranche of 2,250,000 shares were issued on September 29, 2021.

During 2021, the Company incurred legal fees related to the issuance of shares amounting to $7,988.

c) Share purchase warrants

Summary of warrants outstanding as at March 31, 2022:

Outstanding	Grant Date Fair Value	Price	Expiry Date	Weighted average remaining life
#	$	$		
5,209,000	521	0.05	Aug 2024	2.34

8. LOSS PER COMMON SHARE

The warrants and options outstanding were excluded from the computation of diluted loss per share for the three months ended March 31, 2022 because their impact was anti-dilutive.

9. FINANCIAL RISK FACTORS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures during the three months ended March 31, 2022.

Credit risk
The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash is held with reputable financial institutions, from which management believes the risk of loss to be remote. Management believes that the credit risk concentration with respect to these items is remote.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2022, the Company had a cash balance of $218,843 to settle current liabilities of $48,140.

9. FINANCIAL RISK FACTORS (continued)

Market risk

(a) Interest rate risk

The Company has cash balances and no long-term debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign exchange risk

The Company's functional currency is the Canadian dollar and all major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk is negligible and therefore does not hedge its foreign exchange risk.

The Company does not hold balances in foreign currencies to give rise to exposure to foreign exchange risk.

(c) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. Price risk is remote since the Company is not a producing entity.

Fair value of financial assets and liabilities

The Company measures its cash, amounts receivable and accounts payable and accrued liabilities, at amortized cost.

As at March 31, 2022, the fair values of the Company's financial instruments approximate their carrying values, given their short-term nature.

10. COMMITMENTS AND CONTINGENCIES

(a) See note 5 for additional commitments and contingencies on evaluation and exploration assets.

(b) The Company’s mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

12. GENERAL AND CORPORATE EXPENSES

Management compensation *(note 6)*	$ 9,000
Consulting fees	9,000
Legal and audit	22,790
Administrative and general	2,390
	$ 43,180

APPENDIX "D"
MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE FISCAL PERIOD ENDED MARCH 31, 2022

Gold Digger Resources Inc.

Management Discussion and Analysis

For the Three Months Ended March 31, 2022

Introduction

This Management's Discussion and Analysis ("**MD&A**") is dated June 6, 2022, unless otherwise indicated and should be read in conjunction with the unaudited condensed interim financial statements for the three months ended March 31, 2022, and the related notes thereto (the "**Financial Statements**"). This MD&A was written to comply with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations*. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the three months ended March 31, 2022 are not necessarily indicative of the results that may be expected for any future period.

The Company applies International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations issued by the IFRS Interpretations Committee.

Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that such risk factors, uncertainties and other factors are not exhaustive. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. Specifically, this MD&A includes, but is not limited to, forward-looking statements regarding: the Company's ability to meet its working capital needs at the current level for the next twelve-month period; management's outlook regarding future trends; sensitivity analysis on financial instruments, which may vary from amounts disclosed; completion of the Transaction (defined below); and general business and economic conditions.

All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

The Company

Gold Digger Resources Inc. (the "**Company**" or "**Golddig**"), was incorporated in Canada under the Business Corporations Act (British Columbia) on July 16, 2021 and carries on business in one segment, being the acquisition, exploration and development of mineral properties in Canada. The Company's registered and head office is located at 595 Howe St Floor 10th Vancouver BC V6C 2T5.

The Company was formed for the primary purpose of completing a going public transaction as a mineral exploration company.

The Company is party to an option agreement dated July 23, 2021, pursuant to which the Company has the right to acquire a 100% interest in the Regnault Property (the "Project") under the following terms:

1) The Company shall make a cash payment of $25,000 30 days after signing the agreement (paid);

2) Issue of 1,200,000 common shares to the Optionor on or before the Company's shares are listed on a stock exchange;

3) If the Company exercises the option and acquires 100% interest in the Project, the Optionor is entitled to a 2% Net Smelter Returns royalty, payable upon the commencement of commercial production. The Company will have the right to purchase a 1% Net Smelter Returns royalty upon a payment of $2,000,000 to the optionor.

On June 6, 2022 the directors of the Company approved this MD&A and related unaudited condensed interim financial statements.

Highlights for the three months ended March 31, 2022

On February 28, 2022, the Company engaged Leede Jones Gable Inc. (the "**Agent**") to complete an IPO for the issuance of up to 3,000,000 common shares ("**Offering**") of the Company at $0.25 per common share for gross proceeds of up to $750,000. The Company will grant the Agent an option exercisable in whole or in part by the Agent giving notice to the Company at any time up to 30 days following the closing date of the Offering to sell up to an additional 15% worth of common shares sold pursuant to the Offering at a price of $0.25 per common share. The Company will pay the Agent a cash commission of 9% of the gross proceeds of the Offering, and will also issue to the Agent compensation options to purchase 9% of the number of units sold pursuant to the Offering, exercisable at $0.25 per share for up to 24 months following the closing of the Offering. The Company will also pay the Agent a corporate finance fee of $35,000 plus tax (of which $18,375 is non-refundable and was paid upon signing) and pay the Agent's anticipated expenses related to the offering. Completion of the IPO is subject to a number of conditions, including but not limited to, Canadian Securities Exchange acceptance. There can be no assurance that the IPO will be completed as proposed or at all.

SELECTED QUARTERLY INFORMATION

Summary of Quarterly Results – historical information is limited to past 3 quarters as the Company was incorporated on July 16, 2021.

	Quarter ended March 31, 2022	**Quarter ended December 31, 2021**	**Quarter ended September 30, 2021**
Total Assets	$263,884	$281,126	$503,443
Total Revenues	Nil	Nil	Nil

Total Expenses	$55,680	$190,958	$14,810
Net Loss	($55,680)	($190,958)	($14,810)
Basic and diluted net loss per share	($0.01)	($0.00)	($0.00)

Results of Operations

The Company recorded a net loss of $55,680 for the three months ended March 31, 2022 ($205,768 for the period ended December 31, 2021). The net loss for the period is the result of $12,500 of exploration expenses on the Project (see below), and other general and corporate expenses including legal and administrative fees, management fees, and financial statement audit fees.

The exploration expenses on the Project for the three months ended March 31, 2022 are as follows:

	2022	Cumulative
Option payments	$ -	$ 25,000
Reporting	12,500	12,500
Airborne survey	-	119,502
Field program	-	22,206
	$ 12,500	$ 179,208

Liquidity and Capital Resources

As at March 31, 2022 the Company had cash of $218,843 and a working capital of $215,744.

The Company used $46,246 cash for operating expenses and had $nil cash flows from financing activities. The change in total decrease cash during the period was $46,246.

At its current operating level, the Company will not have sufficient funds to cover short-term operational needs. The Company expects to still operate at a loss for at minimum the next 12 months. As such, the Company will need additional financing for costs related to corporate operations and exploration activities. The Company is currently addressing its liquidity concerns by proactively planning future financings through the sale of equity, including the Offering. The Company was successful in 2021 raising necessary funds but the timing and ability to do so will depend on the liquidity of the financial markets, economic conditions, as well as the acceptance of investors to small cap companies. There can be no guarantee that the Company will be able to secure any required financing.

The primary need for liquidity is to fund exploration programs and to maintain general corporate operations.

Overall, given the working capital at March 31, 2022, the Company will not be able to meet its general operational requirements for 2022, and will require additional capital for exploration programs in 2022 and to funds operations.

The Company's management continues to hold discussions on securing financing. There are no assurances that the Company will be successful in obtaining any form of financing on a timely basis or on reasonable or acceptable terms, or at all. If the Company cannot obtain financing or otherwise improve liquidity, then the Company's treasury will be depleted and it will be required to curtail all of its operations and may be required to liquidate its assets under a formal process. Failure to continue as a going concern would require that the Company's assets and liabilities be restated on a liquidation basis, which would differ from the going concern basis.

Outstanding Share Data

As at the date of this MD&A, the Company had 10,159,000 common shares, and 5,209,000 warrants (expiring August 2024) outstanding.

Off-Balance Sheet Arrangements

The Company has not had any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Related Party Transactions

(a) Compensation of key management personnel

Key management includes members of the board of directors, the Chief Executive Officer and the Chief Financial Officer. The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows for the three months ended March 31, 2022:

	2022
CFO Consulting fees [(i)]	$ 9,000
	$ 9,000

(i) The Company was charged $9,000 fees by CFO Advantage Inc., a Company controlled by the CFO, for management fees.

Capital Management

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of issued common shares, in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity. The Company is not subject to any external capital restrictions.

Risks and Uncertainties

The following describes certain risks, events and uncertainties that could affect the Company and that each reader should carefully consider.

External financing may be required to fund the Company's activities primarily through the issuance of common shares. There can be no assurance that the Company will be able to obtain adequate financing. The securities of the Company should be considered a highly speculative investment.

The Company has not generated any revenues and does not expect to generate revenues in the near future. In the event that the Company generates revenues in the future, the Company intends to retain its earnings in order to finance further growth. Furthermore, the Company has not paid any dividends in the past and does not expect to pay any dividends in the foreseeable future.

Risk Disclosures and Fair Values

Fair Values

At March 31, 2022, the Company's financial instruments consist of cash, sales tax receivable, prepaid expenses, and accounts payable and accrued liabilities. The fair value of these financial instruments approximates its carrying value due to the relatively short-term maturity of the instrument.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

Foreign Exchange Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign exchange risk.

Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs and to meet the Company's liabilities. The $45,640 of accounts payable and accrued liabilities are due within one year.

Critical Accounting Estimates

The Company's significant accounting policies are summarized in Note 3 of the unaudited condensed interim financial statements for the three months ended March 31, 2022.

APPENDIX "E"
AUDIT COMMITTEE CHARTER

I. MANDATE

The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Gold Digger Resources Inc. (the "**Company**") will assist the Board in fulfilling its financial oversight responsibilities. The Committee's primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Company's financial statements and other financial information;

2. The compliance of such statements and information with legal and regulatory requirements;

3. The qualifications and independence of the Company's independent external auditor (the "**Auditor**"); and

4. The performance of the Company's internal accounting procedures and Auditor.

II. STRUCTURE AND OPERATIONS

A. <u>Composition</u>

The Committee will be comprised of three members, a majority of which will be independent.

B. <u>Qualifications</u>

Each member of the Committee must be a member of the Board.

A majority of the members of the Committee will not be officers or employees of the Company or of an affiliate of the Company.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement.

C. <u>Appointment and Removal</u>

The members of the Committee will be appointed annually by the Board at the Board's first meeting following the annual general meeting. Each member will serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. <u>Chair</u>

Unless the Board selects a Chair, the members of the Committee will designate a Chair by the majority vote of all of the members of the Committee. The Chair will call, set the agendas for and chair all meetings of the Committee.

E. <u>Sub-Committees</u>

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that a decision of such subcommittee to grant a pre-approval will be presented to the full Committee at its next scheduled meeting.

F. Meetings

The Committee will meet at least four times in each fiscal year, or more frequently as circumstances dictate. The Auditor will be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair will call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Company.

At each meeting, a quorum will consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

III. DUTIES

A. Introduction

The following functions will be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee will also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee will be given full access to the Company's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee will have all the authority of, but will remain subject to, the Board.

B. Powers and Responsibilities

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee will:

Independence of Auditor

1) Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Company, consistent with Independence Standards Board Standard 1.

2) Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.

3) Require the Auditor to report directly to the Committee.

4) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Company.

Performance & Completion by Auditor of its Work

5) Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.

6) Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Company's shareholders of the existing, Auditor.

7) Pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the Auditor unless such non-audit services:

   (a) which are not pre-approved, are reasonably expected not to constitute, in the aggregate, more than 5% of the total amount of revenues paid by the Company to the Auditor during the fiscal year in which the non-audit services are provided;

   (b) were not recognized by the Company at the time of the engagement to be non-audit services; and

   (c) are promptly brought to the attention of the Committee by management and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

Internal Financial Controls & Operations of the Company

8) 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.

Preparation of Financial Statements

9) Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.

10) Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.

11) Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

12) Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

13) Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:

    (a) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the Auditor or management.

    (b) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

Public Disclosure by the Company

14) Review the Company's annual and quarterly financial statements, management discussion and analysis (MD&A), annual information form, and management information circular before the Board approves and the Company publicly discloses this information.

15) Review the Company's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.

16) Review any disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process of the Company's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Manner of Carrying Out its Mandate

17) Consult, to the extent it deems necessary or appropriate, with the Auditor but without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

18) Request any officer or employee of the Company or the Company's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

19) Meet, to the extent it deems necessary or appropriate, with management and the Auditor in separate executive sessions at least quarterly.

20) Have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other consultants to advise the Committee advisors.

21) Make regular reports to the Board.

22) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

23) Annually review the Committee's own performance.

24) Provide an open avenue of communication among the Auditor the Board.

25) Not delegate these responsibilities other than to one or more independent members of the Committee the authority to pre-approve, which the Committee must ratify at its next meeting, non-audit services to be provided by the Auditor.

C. Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditor.

Approved by the Board of Directors: April 29, 2022

CERTIFICATE OF THE COMPANY

Dated: August 9, 2022

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

"Allan Bezanson"	*"Kyle Appleby"*
ALLAN BEZANSON	**KYLE APPLEBY**
Chief Executive Officer, President & Director	Chief Financial Officer & Corporate Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

"Lorne McLeod Warner"	*"Malcolm Smith"*
LORNE McLEOD WARNER	**MALCOLM SMITH**
Director	Director

CERTIFICATE OF THE PROMOTER

Dated: August 9, 2022

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

"Allan Bezanson"

ALLAN BEZANSON

CERTIFICATE OF THE AGENT

Dated: August 9, 2022

To the best of our knowledge, information and belief, this prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

LEEDE JONES GABLE INC.

By: *"Richard H. Carter"*

RICHARD H. CARTER
Executive Vice-President,
General Counsel & Corporate
Secretary