A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of British Columbia, Alberta and Ontario and with the Canadian Securities Exchange but has not yet become final for the purposes of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the British Columbia, Alberta and Ontario securities commissions.

THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED FOR SALE AND, IN SUCH JURISDICTIONS, ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES. NO SECURITIES REGULATORY AUTHORITY HAS EXPRESSED AN OPINION ABOUT THESE SECURITIES AND IT IS AN OFFENCE TO CLAIM OTHERWISE. ***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") and, except pursuant to an applicable exemption from registration set forth in the 1933 Act, may not be offered, sold or delivered, directly or indirectly, in the United States of America or to U.S. persons unless an exemption from registration is available. See "Plan of Distribution".***

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING May 20, 2022

GOLDEN AGE EXPLORATION LTD.

Suite 501 - 815 Hornby Street
Vancouver, B.C. V6Z 2E6
Telephone: (604) 619 – 7566

Public Offering of
3,000,000 Common Shares at
$0.10 per Common Share

Golden Age Exploration Ltd. (the "**Issuer**") hereby offers for distribution on a commercially reasonable efforts basis, through its agent, Research Capital Corporation (the "**Agent**"), a total of 3,000,000 Common Shares (the "**Offered Shares**") of the Issuer at a price of $0.10 per Offered Share for total gross proceeds to the Issuer of $300,000.

Unless other defined herein, capitalized terms used in this cover page have the meanings ascribed to such terms in the Glossary section of this Prospectus.

	Price to Public (1)	**Agent's Commission (2)**	**Net Proceeds to Issuer (3)**
Per Offered Share	$0.10	$0.01	$0.09
Offering (4) (5) (6)	$300,000.00	$30,000.00	$270,000.00

Notes:

(1) The Offering Price of the Offered Shares was determined by negotiation between the Issuer and the Agent in accordance with the policies of the CSE.

(2) The Agent will receive an agent's commission (the "**Agent's Commission**") in cash equal to 10% of the gross proceeds of the Offering and non-transferable agent's warrants (the "**Agent's Warrants**") equal to 10% of the aggregate number of Offered Shares sold under the Offering, each Agent's Warrant entitling the holder to purchase one common share (each an "**Agent's Warrant Share**") for a period of 24 months from the Closing Date at a price of $0.10 per Agent's Warrant Share. The Agent's Warrants are qualified for distribution under this Prospectus. In addition, the Agent will receive a corporate finance fee (the "**Corporate Finance Fee**") of $22,500 cash (plus GST) for providing corporate finance services in connection with the Offering, of which a non-refundable amount of $10,000 has been paid to the Agent to date and the balance of $12,500 (plus GST) will be payable upon Closing out of the net proceeds of the Offering. At the Issuer's discretion, $10,000 of the Corporate Finance Fee can be paid in common shares of the Issuer (in such event, the "**Corporate Finance Fee Shares**") at a deemed price of $0.10 per Corporate Finance Fee Share. The Corporate Finance Fee Shares, if applicable, are also qualified for distribution under this Prospectus. The Issuer is also responsible for paying all reasonable out-of-pocket expenses of the Agent including legal costs, taxes and disbursements. See "*Plan of Distribution*".

(3) Before deduction of the balance of the costs of this Offering including legal, audit and printing costs, the Agent's legal fees and expenses and securities regulatory filing fees estimated at $76,000, but does not include the balance of the Corporate Finance Fee, which may be paid out of the Available Funds. See "*Use of Proceeds*".

(4) The Issuer has also granted to the Agent an option (the "**Agent's Option**") exercisable in whole or in part, at any time up to 30 calendar days after Closing of the Offering, to offer for sale to the public up to an additional 450,000 Common Shares (the "**Agent's Option Shares**") on the same terms as set forth above. This Prospectus qualifies the grant of the Agent's Option and the distribution of the Agent's Option Shares issuable on exercise of the Agent's Option. See "*Plan of Distribution*". A purchaser who acquires the Offered Shares forming part of the Agent's Option acquires those Agent's Option Shares under this Prospectus, regardless of whether the Agent's Option is ultimately filled through the exercise of the Agent's Option or secondary market purchases.

(5) Unless an amendment to the final prospectus is filed and the "principal regulator" under National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions* ("**NP 11-202**") has issued a receipt for the amendment, the latest date that the distribution shall remain open is 90 days after the date of issuance of a receipt for the final prospectus by the principal regulator.

(6) The minimum funds to be raised in respect of the Offering is $300,000. The Agent will hold in trust all funds received from subscriptions for Offered Shares until the minimum amount of funds of $300,000 has been raised. If this minimum amount of funds is not raised within the distribution period, the Agent will return the funds to the subscribers without interest or deduction.

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

The following table sets out the maximum number of securities issuable to the Agent assuming the Agent's Option is exercised in full and the Issuer elects to issue the Corporate Finance Fee Shares to the Agent in satisfaction of the balance of the Corporate Finance Fee payable to the Agent:

Agent's Position	Maximum size or number of securities available	Exercise Period	Exercise Price
Agent's Option (1)	Offering of up to 450,000 Agent's Option Shares for sale to the public	At any time up to 30 calendar days from the Closing Date	$0.10 per Agent's Option Share
Agent's Warrants (1)	Up to 345,000	24 months from the Closing Date	$0.10 per Agent's Warrant Share
Corporate Finance Fee Shares (1) (2) (3)	Up to 100,000	N/A	$0.10 per Corporate Finance Fee Share (deemed)
TOTAL	**895,000**		

Notes:

(1) This Prospectus qualifies the distribution of the grant of the Agent's Option and any Agent's Option Shares issued upon exercise of the Agent's Option, the Agent's Warrants, and any Corporate Finance Fee Shares issued to the Agent by the Issuer. See "*Plan of Distribution*".

(2) These securities are qualified compensation securities within the meaning of National Instrument 41-101 *General Prospectus Requirements* and are qualified for distribution by this Prospectus. See "*Plan of Distribution*".

(3) The Corporate Finance Fee Shares will be issued to the Agent, at the election of the Issuer, on Closing at a deemed price of $0.10 per Corporate Finance Fee Share in satisfaction of the balance of the Corporate Finance Fee payable to the Agent upon Closing of the Offering.

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

As at the date of this Prospectus, the Issuer 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 Issuer has applied to list its Common Shares on the CSE. Listing will be subject to the Issuer fulfilling all of the requirements of the CSE.

As of the date of this Prospectus, the directors and officers of the Issuer and their respective associates beneficially own, directly or indirectly, or control, collectively 4,400,001 Common Shares or 61.11% of the issued and outstanding Common Shares. Upon completion of the Offering (assuming no participation by any of the Issuer's directors and officers or their associates in the Offering, the Agent has not exercised the Agent's Option or any Agent's Warrants, the Issuer has not elected to issue any Corporate Finance Fee Shares and the directors and officers have not exercised their incentive stock options) the number and percentage of Common Shares beneficially owned, directly or indirectly, or over which control or direction will be exercised by the directors and officers and their respective associates as a group will be 4,400,001 Common Shares or 43.14%. See "*Principal Shareholders*", "*Directors and Officers*", "*Capitalization*" and "*Prior Sales*".

Investing in the Offered Shares is highly speculative due to the nature of the Issuer's business and its formative stage of development and involves significant risks. There is currently no market through which the Offered Shares may be sold and purchasers may not be able to resell the Offered Shares purchased under this Prospectus. The Issuer was formed to pursue the acquisition, exploration and, if warranted, development and production of mineral resource properties, the success of which cannot be assured. An investment in natural resource issuers involves a significant degree of risk. The degree of risk increases substantially where property interests are in the exploration or pre-exploration, as opposed to, the development stage. The Issuer's sole mineral resource property is in the exploration stage and is without known mineral resources or reserves. The Issuer's proposed exploration programs are exploratory searches for mineral resources that are economically recoverable. Furthermore, the Issuer has no history of revenues or earnings and has no present intention to pay any dividends on its Common Shares. Purchasers must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of the Issuer. As a result of these and other factors, an investment in the securities offered hereunder should only be considered by those investors who are able to make long term investments and who can afford the loss of their entire investment. Purchasers should consult their own professional advisors to assess the income tax, legal and other aspects of this investment. See "*Risk Factors*".

The Agent, as exclusive agent of the Issuer for the Offering, conditionally offers the Offered Shares and any Agent's Option Shares on a commercially reasonable efforts basis if, as and when issued by the Issuer and delivered and accepted by the Agent in accordance with the Agency Agreement as set out under "*Plan of Distribution*". The Offering is subject to the distribution of the entire Offering of 3,000,000 Offered Shares ($300,000) on or before 90 days from the date of issue of the final receipt for this Prospectus, unless a receipt for an amendment to this Prospectus extending such date is received by the Issuer, in which case the Offering must cease within 90 days after the date of the receipt for such amendment. Notwithstanding the foregoing, the total period of the Offering must not end more than 180 days from the date of the receipt for the final prospectus. See "*Plan of Distribution*". No person is authorized to provide any information or to make any representation in connection with this Offering other than as contained in this Prospectus.

Subscriptions will be received subject to rejection or allotment in whole or in part and the Issuer reserves the right to close the subscription books at any time without notice. It is anticipated that the Issuer will arrange for one or more instant deposits of the Offered Shares issued and sold hereunder with CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee through the non-certificated inventory system administered by CDS on the Closing Date, or will otherwise duly and validly deliver the Offered Shares as directed by the Agent on the Closing Date. Except in limited circumstances, no certificates will be issued to purchasers of the Offered Shares and a purchaser will receive only a customer confirmation from a registered dealer that is a CDS participant and from or through which the Offered Shares are purchased. See "*Plan of Distribution*".

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

The Issuer's head office and registered and records offices are located at Suite 501 - 815 Hornby Street, Vancouver, B.C., V6Z 2E6.

AGENT:

RESEARCH CAPITAL CORPORATION
Suite 1920 - 1075 West Georgia Street
Vancouver, B.C. V6E 3C9
Phone: (604) 662 - 1800
Fax: (778) 373 - 4101

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND FORWARD-LOOKING INFORMATION

Certain statements and information contained in this Prospectus constitute "forward-looking statements" and forward-looking information within the meaning of applicable securities legislation. Forward-looking statements and forward looking information include statements concerning the Issuer's current expectations, estimates, projections, assumptions and beliefs, and, in certain cases, can be identified by the use of words such as "**seeks**", **"plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates"**, or **"believes"**, or variations of such words and phrases or statements that certain actions, events or results **"may", "could", "should", "would", "might"** or **"will be taken", "occur"** or **"be achieved"**, or the negative forms of any of these words and other similar expressions.

Forward-looking statements and forward-looking information reflect the Issuer's current expectations and assumptions, and are subject to a number of known and unknown risks, uncertainties and other factors that may cause the Issuer's actual results, performance or achievements to be materially different from any anticipated future results, performance or achievements expressed or implied by the forward-looking statements and forward looking information, including without limitation:

- uncertainty about the continued spread of COVID-19 and its impact on the Issuer's operations, supply chains, and properties;
- the Issuer's limited operating history;
- the Issuer's formative stage of development, history of losses and expectation of future losses;
- uncertainty as to the Issuer's ability to continue as a going concern;
- the lack of known mineral resources or mineral reserves on the Issuer's mineral property;
- the Issuer's ability to obtain adequate financing for exploration and development;
- the Issuer's ability to attract and retain qualified personnel;
- uncertainty as to the Issuer's ability to maintain effective internal controls;
- the involvement by some of the Issuer's directors and officers with other natural resource companies;
- exploration, development and mining risks, including risks related to infrastructure, accidents and equipment breakdowns;
- title defects to the Issuer's mineral property;
- the Issuer's ability to obtain all necessary permits and other approvals;
- risks related to equipment shortages, access restrictions and inadequate infrastructure;
- increased costs and restrictions on operations due to compliance with environmental legislation and potential lawsuits;
- fluctuations in the market price of gold and other metals;
- foreign currency fluctuations;
- intense competition in the mining industry;
- the impact of climate change and adverse weather events;
- the Issuer's ability to comply with applicable regulatory requirements;
- acts of terrorism; and
- the commencement, continuation or escalation of any war, invasion or armed conflict.

In making the forward-looking statements and developing the forward-looking information included in this Prospectus, the Issuer has made various material assumptions, including, but not limited to:

- the continuing impact of COVID-19 on the Issuer's operations, supply chains and properties will be consistent with current expectations;
- the results of the Issuer's proposed exploration programs on the Magic Property will be consistent with current expectations;
- the Issuer's assessment and interpretation of potential geological structures and mineralization at the Magic Property are accurate in all material respects;
- the sufficiency of the Available Funds to carry out the recommended Phase 1 work program on the Magic Property and to fund the Issuer's anticipated general and administrative expenses and working capital requirements as contemplated herein;
- the price for gold and other precious metals will not fall significantly below current levels;
- the Issuer will be able to secure additional financing on commercially reasonable terms to continue exploration and, if warranted, development activities on the Magic Property and meet future obligations as required from time to time;

- the Issuer will be able to obtain regulatory approvals and permits in a timely manner and on terms consistent with current expectations;
- the Issuer will be able to procure drilling and other mining equipment, energy and supplies in a timely and cost efficient manner to meet the Issuer's needs from time to time;
- the Issuer's capital and operating costs will not increase significantly from current levels;
- key personnel will continue their employment with the Issuer and the Issuer will be able to obtain and retain additional qualified personnel, as needed, in a timely and cost efficient manner;
- there will be no significant changes in the ability of the Issuer to comply with environmental, safety and other regulatory requirements;
- the absence of any material adverse effects arising as a result of political instability, terrorism, acts of war, invasions or armed conflicts, sabotage, natural disasters, climate change, adverse weather events including floods and wild fires, equipment failures or adverse changes in government legislation or the socio-economic conditions in British Columbia and the surrounding area with respect to the Issuer's mineral property and operations;
- there is no material deterioration in general business and economic conditions; and
- the successful completion of this Offering and listing of the Common Shares on the CSE.

Other assumptions are discussed throughout this Prospectus.

Investors are cautioned not to place undue reliance on the forward-looking statements and forward-looking information contained in this Prospectus or the assumptions on which the Issuer's forward-looking statements and forward-looking information are based. Investors are advised to carefully review and consider the risk factors identified in, among other places, this Prospectus under the headings "*Description of the Business*", "*Use of Proceeds*" and "*Risk Factors*" for a discussion of the factors that could cause the Issuer's actual results, performance and achievements to be materially different from any anticipated future results, performance or achievements expressed or implied by the forward-looking statements and forward looking information. Investors are further cautioned that the foregoing list of risks and assumptions is not exhaustive and prospective investors should consult the more complete discussion of the Issuer's business, financial condition and prospects that is included in this Prospectus.

Although the Issuer believes that the assumptions on which the forward-looking statements are made and forward-looking information is provided are reasonable, based on the information available to the Issuer on the date such statements were made or such information was provided, no assurances can be given as to whether these assumptions will prove to be correct. The forward-looking statements and forward-looking information contained in this Prospectus are expressly qualified in their entirety by the foregoing cautionary statements. Furthermore, the above risks are not intended to represent a complete list of the risks that could affect the Issuer and readers should not place undue reliance on forward-looking statements or forward-looking information in this Prospectus.

Forward-looking statements and forward-looking information speak only as of the date the statements are made or such information is provided. The Issuer assumes no obligation to update publicly or otherwise revise any forward-looking statements or forward-looking information to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking statements or forward-looking information, except to the extent required by law. If the Issuer does update one or more forward-looking statements or forward-looking information, no inference should be drawn that the Issuer will make additional updates with respect to those or other forward-looking statements or forward-looking information.

TABLE OF CONTENTS

GLOSSARY OF DEFINED TERMS

Certain terms and abbreviations used in this Prospectus are defined below:

"**1933 Act**" means the United States *Securities Act of 1933*, as amended.

"**ASC**" means the Alberta Securities Commission.

"**Agency Agreement**" means the agency agreement entered into between the Issuer and the Agent with respect to the Offering as more particularly described under "*Plan of Distribution*".

"**Agent**" means Research Capital Corporation, as agent for the Offering.

"**Agent's Commission**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Agent's Option**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Agent's Option Shares**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Agent's Warrants**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Agent's Warrant Shares**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Audited Financial Statements**" means the audited financial statements of the Issuer for the year ended February 28, 2022 included elsewhere and forming part of this Prospectus.

"**Available Funds**" means the total funds available to the Issuer from the sale of the Offered Shares (including any Agent's Option Shares) pursuant to the Offering after taking into account any working capital surplus (or deficiency) of the Issuer.

"**BCSC**" means the British Columbia Securities Commission.

"**BCMEMLCI**" means the British Columbia Ministry of Energy, Mines and Low Carbon Innovation.

"**Board**" means the board of directors of the Issuer as constituted from time to time.

"**CDS**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Closing**" means the closing of the Offering, which shall occur only if the entire Offering of 3,000,000 Offered Shares has been accepted by the Issuer.

"**Closing Date**" means that date, which is not later than 90 days from the issuance of receipts for the final Prospectus, on which Closing occurs.

"**Common Share**" or "**Common Shares**" means, respectively, one or more common shares without par value in the authorized share structure of the Issuer.

"**Corporate Finance Fee**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Corporate Finance Fee Shares**" has the meaning ascribed to such term on the cover page of this Prospectus.

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

"**Dunn**" means David Saint Clair Dunn, one of the Optionors.

"**Effective Date**" means the date that final receipts for this Prospectus are issued.

“**Escrow Agent**” means Odyssey Trust Company, of 323 – 409 Granville Street, Vancouver, B.C. V6C 1T2.

“**Escrow Agreement**” means the escrow agreement to be entered into among the Issuer, the Escrow Agent and certain Principals of the Issuer with respect to the Escrowed Shares.

“**Escrowed Shares**” means those Common Shares of the Issuer to be held in escrow by the Escrow Agent following the completion of the Offering as more particularly described under “*Escrowed Shares and Shares Subject to Resale Restrictions*”.

“**IFRS**” means International Financial Reporting Standards as issued by the International Accounting Standards Board.

“**Issuer**” means Golden Age Exploration Ltd., a company incorporated under the *Business Corporations Act* (British Columbia), having its registered office in Vancouver, British Columbia.

“**Joint Venture**” has the meaning ascribed to such term under “*Material Acquisition - Magic Property, Cariboo Mining Division, British Columbia”*.

“**Listing Date**” means the date the Common Shares of the Issuer are listed for trading on the CSE.

“**Magic Option**” means the option granted by the Optionors to the Issuer to acquire, in stages, up to an 80% undivided interest in and to the Magic Property pursuant to the Option Agreement.

“**Magic Property**” means the four mineral tenures totaling 1,293.54 hectares located south west of Quesnel, B.C. in which the Issuer holds an option to acquire up to an 80% undivided interest pursuant to the Option Agreement.

“**Magic Report**” means the technical report dated December 1, 2021 prepared by Andrew Wilkins, BSc, P.Geo., in accordance with NI 43-101 on the Magic Property entitled “Technical Report Magic Property, Cariboo Mining Division, Central British Columbia”.

“**Mineral Resources**” has the meaning ascribed to that term by the Canadian Institute of Mining, Metallurgy and Petroleum.

“***Mines Act***” means the *Mines Act* (British Columbia), as amended from time to time.

“**NI 41-101**” means National Instrument 41-101 *General Prospectus Requirements* adopted by the Canadian Securities Administrators.

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

“**NP 11-202**” has the meaning ascribed to such term on the cover page of this Prospectus.

“**Offered Shares**” has the meaning ascribed to such term on the cover page of this Prospectus.

“**Offering**” means the public offering of the Offered Shares described herein or in any amendment hereto, being a total Offering of 3,000,000 Offered Shares at a price of $0.10 per Offered Share, and up to an additional 450,000 Agent’s Option Shares issuable upon the exercise of the Agent’s Option.

“**Offering Price**” means $0.10 per Offered Share.

“**Option Agreement**” means the mineral property option agreement dated June 9, 2021, as amended August 27, 2021 between the Optionors, as optionors, and the Issuer, as optionee, pursuant to which the Issuer holds an option to acquire up to an 80% undivided interest in and to the Magic Property.

“**Optionors**” means Dunn and Keith David Nevile-Smith, the owners and optionors of the Magic Property under the Option Agreement.

“**Qualifying Jurisdictions**” means the provinces of British Columbia, Alberta and Ontario.

“**OSC**” means the Ontario Securities Commission.

“**Principal**” includes:

(i) a person or company who acted as a promoter of the Issuer within two years preceding this Prospectus;

(ii) a director or senior officer of the Issuer or any material operating subsidiary of the Issuer, as listed in this Prospectus;

(iii) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after completion of this Offering;

(iv) a 10% holder – a person or company that:

(A) holds securities carrying more than 10% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after completion of this Offering; and

(B) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any material operating subsidiary of the Issuer; and

(v) associates and affiliates of any of the above.

“**Prospectus**” means this document and any amendment hereto.

“**Seed Shares**” mean the 7,200,001 Common Shares in the capital of the Issuer (i) issued upon incorporation (as to one Common Share), (ii) issued pursuant to the Option Agreement (as to 200,000 Common Shares), and (c) sold by the Issuer during its seed capital phase at a price of $0.005 per Seed Share (as to 2,000,000 Common Shares), $0.02 per Seed Share (as to 2,000,000 Common Shares) and $0.05 per Seed Share (as to 3,000,000 Common Shares).

“**Stock Option**” means an incentive stock option of the Issuer to purchase Common Shares pursuant to the Stock Option Plan.

“**Stock Option Plan**” means the Issuer’s stock option plan approved by the Board effective April 18, 2022.

“**Tax Act**” means the *Income Tax Act* (Canada), as amended from time to time.

In this Prospectus, other words and phrases that are capitalized have the meaning assigned in this Prospectus.

Words importing the masculine shall be interpreted to include the feminine or neuter and the singular to include the plural and vice versa where the context so requires.

GLOSSARY OF TECHNICAL TERMS

The following is a glossary of certain technical terms used in this Prospectus:

"**alteration**" - chemical and mineralogical changes in a rock mass resulting from the passage of fluids or increases in pressure and temperature.

"**andesite**" - a volcanic rock composed of andesine feldspar and one or more mafic constituents.

"**anomaly**" - any departure from the norm which may indicate the presence of mineralization in the underlying bedrock.

"**antimony**" - brittle metallic chemical element: a crystalline element that occurs in metallic and nonmetallic forms. Source: ores, e.g. stibnite. Use: alloys, electronics.

"**argillite**" - a rock derived either from siltstone, claystone or shale, that has undergone a somewhat higher degree of induration than is present in those rocks.

"**arsenic**" - a steel-gray, solid element that is a brittle crystalline metalloid. Source: realgar, arsenopyrite.

"**arsenopyrite**" - an arsenic-bearing sulphide mineral, FeAsS.

"**assay**" - in economic geology, to analyze the proportions of metal in a rock or overburden sample; to test a rock or mineral for composition, purity, weight or other properties of commercial interest.

"**ag**" - silver.

"**au**" - gold.

"**breccia**" - a coarse-grained clastic rock, composed of angular broken rock fragments held together by a mineral cement or in a fine-grained matrix; it differs from conglomerate in that the fragments have sharp edges and unworn corners. Breccia may originate as a result of talus accumulation, explosive igneous processes, collapse of rock material, or faulting.

"**clastic**" - A sedimentary rock (such as shale, siltstone, sandstone or conglomerate) or sediment (such as mud, silt, sand, or pebbles) composed of fragments (clasts) of pre-existing rock or fossils.

"**conglomerate**" - rock comprising pieces of other rocks: coarse-grained sedimentary rock containing fragments of other rock larger than 2 mm (0.08 in.) in diameter, held together with another material such as clay.

"**epithermal**" - ore deposits formed in and along fissures or other openings in rocks by depositions at shallow depth from ascending hot solutions.

"**fault**" - a fracture in a rock across which there has been displacement.

"**geochemical**" - pertaining to various chemical aspects (e.g. concentration, associations of elements) of natural media such as rock, soil and water.

"**geophysical survey**" - the exploration of an area by exploiting differences in physical properties of different rock types. Geophysical methods include seismic, magnetic, gravity, induced polarization and other techniques.

"**grade**" - the amount of valuable metal in each tonne of rock, expressed as grams per tonne (g/t) for precious metals, as percent (%) for copper, lead, zinc and nickel.

"**hematite**" - iron ore (Fe_2O_3) a black, brown, or red mineral consisting of iron oxide.

"**host**" - a rock or mineral that is older than rocks or minerals introduced into it.

"**hydrothermal**" - relative to the circulation of hot water within Earth's crust.

"**igneous**" - a classification of rocks formed from the solidification from a molten state.

"**intrusive**" - an igneous rock body that crystallized from a magma slowly cooling below the surface of the Earth.

"**ICP**" – inductively coupled plasma (geochemical analytical method).

"**mineralization**" - minerals of value occurring in rocks.

"**outcrop**" - an exposure of bedrock at the surface.

"**porphyry**" - deposits characterized by huge size, uniform dissemination and low average per ton.

"**pyrite**" - a common iron sulfide mineral (FeS_2) with a brassy metallic luster.

"**QA/QC**" means quality assurance/quality control.

"**sedimentary rocks**" - secondary rocks formed from material derived from other rocks mainly deposited under water. Examples are limestone, shale and sandstone.

"**silica**" - a combination of silicon dioxide (SiO_2); quartz.

"**silicification**" - the introduction of, or replacement by, silica, generally resulting in the formation of fine-grained quartz, chalcedony, or opal, which may fill pores and replace existing minerals.

"**silt**" - a fine soil particle with sizes that range between 0.075mm and 0.002mm.

"**sulphide**" - a group of minerals in which one or more metals are found in combination with sulphur.

"**talus**" – a heap of broken, course rock found at the base of a cliff or mountain.

"**tuff**" - a rock formed of compacted volcanic fragments, generally smaller than 4mm in diameter.

"**vein**" - a tabular mineral deposit formed within or adjacent to faults or fractures by the deposition of minerals from hydrothermal fluids.

"**volcanic**" **-** means formed by volcanic activity.

"**volcanic rocks**" - igneous rocks formed from magma that has flowed out or has been violently ejected from a volcano.

CONVERSION

The following table sets forth certain standard conversions between Standard Imperial Units and the International System of Units (or metric units).

To Convert From	To	Multiply By
Feet	Metres	0.305
Metres	Feet	3.281
Miles (“mi”)	Kilometres (“km”)	1.609
kilometers	Miles	0.621
Acres	Hectares	0.405
Hectares	Acres	2.471

REGARDING THIS PROSPECTUS

Prospective investors should rely only on the information contained in this Prospectus and are not entitled to rely on parts of the information contained in this Prospectus to the exclusion of others. Neither the Issuer nor the Agent has authorized anyone to provide investors with additional, different or inconsistent information and investors should not rely on any such additional, different or inconsistent information, including information or statements in media articles about the Issuer. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated, regardless of the time of delivery of this Prospectus or any sale of the Offered Shares. The Issuer’s business, financial condition, operating results and prospects may have changed since the date of this Prospectus. The Issuer and the Agent are not offering to sell the Offered Shares in any jurisdiction where the offer or sale of such securities is not permitted. For investors outside the Qualifying Jurisdictions, neither the Issuer nor the Agent have 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 the Qualifying Jurisdictions. Investors are required to inform themselves about, and to observe any restrictions relating to, the Offering and the possession or distribution of this Prospectus. Any graphs, tables or other information demonstrating the historical performance or current or historical attributes of the Issuer or any other entity contained in this Prospectus are intended only to illustrate historical performance or current or historical attributes of the Issuer or such entities and are not necessarily indicative of future performance of the Issuer or such entities. This Prospectus includes summary descriptions of certain material agreements of the Issuer (see “*Material Contracts*”). The summary descriptions disclose provisions that the Issuer considers to be material, but are not complete and are qualified by reference to the terms of the material agreements, which will be filed with the Canadian securities regulatory authorities and will be available under the Issuer’s profile on SEDAR at www.sedar.com. Investors are encouraged to read the full text of such material agreements.

CURRENCY

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

SCIENTIFIC AND TECHNICAL INFORMATION

Except as otherwise disclosed herein, scientific and technical information relating to the Magic Property contained in this Prospectus is derived from, and in some instances is a direct extract from, and based on the assumptions, qualifications and procedures set out in, the Magic Report dated December 1, 2021 prepared by Andrew Wilkins, BSc, P.Geo. Mr. Wilkins is a “*qualified person*” and “*independent*” of the Issuer within the meanings of NI 43-101. Reference should be made to the full text of the Magic Report, which is available for review under the Issuer’s profile on SEDAR at www.sedar.com.

MARKETING MATERIALS

Any "template version" of any "marketing materials" (as such terms are defined in NI 41-101 that are utilized by the Agent in connection with the Offering will be incorporated by reference into the final prospectus to which this Prospectus relates. However, any such "template version" of "marketing materials" will not form part of the final prospectus to the extent that the contents of the "template version" of "marketing materials" are modified or superseded by a statement contained in the final prospectus. Any "template version" of "marketing materials" filed under the Issuer's profile on SEDAR after the date of the final prospectus and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, any "template version" of any "marketing materials") will be deemed to be incorporated into the final prospectus.

PRESENTATION OF FINANCIAL INFORMATION AND NON-IFRS MEASURES

The Audited Financial Statements of the Issuer for the period from its incorporation on February 24, 2021 to the period ended February 28, 2022 appearing elsewhere in this Prospectus have been prepared in accordance with IFRS. Certain financial information set out in this Prospectus is derived from such Audited Financial Statements. However, the Issuer also utilizes certain non-IFRS measures in this Prospectus to describe its financial results including working capital. The Issuer believes these non-IFRS measures, together with measures determined in accordance with IFRS, will better enable investors to evaluate the underlying performance of the Issuer. Non-IFRS measures do not have any standardized meaning under IFRS and may not be comparable to similar measures employed by other companies. Accordingly, such data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

PROSPECTUS SUMMARY

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

Issuer:	Golden Age Exploration Ltd. The Issuer was incorporated under the *Business Corporations Act* (British Columbia) on February 24, 2021. The principal business of the Issuer is the acquisition, exploration and, if warranted, development of mineral resource properties.
Developments to Date	Currently, the Issuer holds an option to acquire up to an 80% undivided interest in the Magic Property, an early-stage mineral exploration prospect totaling 1,293.54 hectares located within the Chilcotin Plateau of central British Columbia approximately 80 kilometers southwest of Quesnel, B.C. The Magic Property encompasses four mineral tenures totaling 1,293.54 hectares in the Cariboo Mining Division of British Columbia and is owned by the Optionors. See Figure 1, Location Map of the Magic Property under the heading "*Mineral Project – Magic Property, Cariboo Mining Division, British Columbia*". Pursuant to the Option Agreement, the Issuer holds an option to purchase, in stages, up to an 80% undivided interest in and to the Magic Property from the Optionors for an aggregate purchase price of $22,500 cash, 2,000,000 Common Shares of the Issuer and exploration expenditures on the Magic Property totaling $1,800,000 on or before December 9, 2025. Upon completion of this Offering the Issuer plans to carry out Phase 1 of the exploration program on the Magic Property recommended in the Magic Report. The Magic Property exploration program is divided into two phases. Phase 1 consists of 287 MMI ™ soil geochemical samples over seven lines at 50 meter spacing and a ground induced polarization survey over an existing MMI ™ soil geochemical anomaly on the Magic Property at a budgeted cost of $111,660. If warranted by the results of Phase 1, a follow up Phase 2 program consisting of 2,000 meters of diamond drilling of coincident MMI™ soil geochemistry anomalies and induced polarization geophysical anomalies from Phase 1 is recommended at an estimated cost of $522,500. See "*Mineral Project – Magic Property, Cariboo Mining Division, British Columbia*" and "*Use of Proceeds*".
Offering	The Offering is comprised of 3,000,000 Offered Shares at a price of $0.10 per Offered Share. Completion of the Offering is subject to the sale of the entire 3,000,000 Offered Shares. This Prospectus qualifies the distribution of the Agent's Option, the Agent's Option Shares issuable upon exercise of the Agent's Option and the Agent's Warrants under the Offering. See "*Plan of Distribution*" and "*Description of Securities*".
Offering Price	$0.10 per Offered Share
Net Proceeds to the Issuer	The net proceeds from the Offering, after the Agent's Commission but prior to deducting the balance of the Corporate Finance Fee of $12,500 plus GST and remaining expenses of the Offering estimated at $58,000, will be $270,000 assuming completion of the Offering (and that the Agent's Option is not exercised). See "*Use of Proceeds – Funds Available*".

Use of Proceeds	The Issuer intends to use the net proceeds from the Offering, together with the Issuer's current working capital surplus, to pay for, among other things, the balance of the costs of the Offering estimated at $58,000, the balance of the Corporate Finance Fee of $12,500, plus GST, the recommended Phase 1 exploration program on the Magic Property budgeted at $111,660 and the Issuer's estimated general and administrative expenses for the ensuing 12 months. If warranted by the results of Phase 1, the Issuer will seek to carry out Phase 2 of the recommenced exploration program on the Magic Property at an estimated cost of $522,500. However, the Available Funds will not be sufficient to carry out Phase 2 or any portion thereof and Issuer will need to raise additional capital to complete Phase 2 of the recommended exploration program. There are no assurances that such capital will be available to the Issuer on commercially reasonable terms or at all. See "*Risk Factors*". If, based on the results from Phase 1, the Issuer decides not to proceed with Phase 2 of the exploration program, the Issuer intends to seek out one or more new mineral resource properties for acquisition and exploration. There are no assurances that the Issuer will proceed with the Phase 2 exploration program, which is contingent upon favorable results from Phase 1. While the Issuer intends to spend the net proceeds from the Offering as stated above, there may be circumstances where, for sound business reasons, funds may be re-allocated at the discretion of the Board or management. See "*Use of Proceeds – Principal Purposes*".
Agent's Commission	Upon Closing of the Offering, the Agent will receive an Agent's Commission equal to 10% of the gross proceeds of the Offering payable in cash. The Agent will also receive a Corporate Finance Fee of $22,500 (plus GST), of which a non-refundable amount of $10,000 has been paid to the Agent to date and the balance of $12,500 (plus GST) will be payable upon Closing out of the net proceeds of the Offering. At the Issuer's discretion, $10,000 of the remaining Corporate Finance Fee can be settled for Corporate Finance Fee Shares of the Issuer at a deemed price of $0.10 per share, which Corporate Finance Fee Shares, if applicable, are qualified for distribution under this Prospectus. The Agent will also receive that number of non-transferable Agent's Warrants of the Issuer equal to 10% of the total number of Offered Shares sold under the Offering (including any Agent's Option Shares issuable upon exercise of the Agent's Option), being up to an aggregate of 345,000 Agent's Warrants upon completion of the Offering (including the exercise of the Agent's Option in full).Each Agent's Warrant entitles the holder to purchase one Agent's Warrant Share for a period of 24 months from the Closing Date at a price of $0.10. See "*Plan of Distribution*".'
Directors and Officers	Kevin Hanson — Chief Executive Officer, President and director Aziz-ur Rehman — Chief Financial Officer Tibor F. Gajdics — Director Ehsan Salmabadi — Director See "*Directors and Officers*".
Risk Factors	Prospective investors should carefully consider the information set forth under the heading "*Risk Factors*" and other information set forth herein before deciding to invest in the Offered Shares. These securities are considered to be highly speculative due to the nature of the Issuer's business and its formative stage of development. There is no assurance that the Issuer's exploration will result in the discovery of an economically viable mineral deposit. The Issuer has generated losses to date and while upon completion of the Offering the Issuer will have sufficient financial resources to undertake the recommended Phase 1 exploration program on the Magic Property, it will require additional funds to further explore the Magic Property and any future properties even if warranted. There is no assurance such additional funding will be available to the Issuer on commercially reasonable terms or at all. Additional equity financing may result in substantial dilution thereby reducing the marketability of the Issuer's Common Shares. The Issuer's activities are subject to risks normally encountered in the mining exploration business. The economics of exploring, developing and operating resource properties are

	affected by many factors including the cost of exploration and development operations, variations of the grade of any ore mined and the rate of resource extraction and fluctuations in the price of resources produced, government regulations relating to royalties, taxes and environmental protection and title defects. The Issuer's current mineral resource property has not been surveyed and may be subject to prior unregistered agreements, interests or land claims and title may be affected by undetected defects. In addition, the Issuer may become subject to liability for hazards against which it is not insured. The mining industry is highly competitive in all its phases and the Issuer competes with other mining companies, many with greater financial and technical resources, in the search for, and the acquisition of, mineral resource properties and in the marketing of minerals. Additional risks include the lack of any market for the securities and the present intention of the Issuer not to pay dividends. Certain of the Issuer's directors and officers also serve as directors or officers of other public and private resource companies, and to the extent that such other companies may participate in ventures in which the Issuer may participate, such directors and officers of the Issuer may have a conflict of interest. There is also uncertainty about the continued spread of COVID-19 and variants of concern and the impact they will have on the Issuer's operations, supply chains, ability to access the Magic Property or procure equipment, contractors and other personnel on a timely basis or at all and economic activity in general. An investment in Offered Shares is suitable for only those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment. Subscribers should consult their own professional advisors to assess the income tax, legal and other aspects of an investment in the Offered Shares. See "*Risk Factors*".
Summary Financial Information	The following is a summary of selected financial information of the Issuer based on the Audited Financial Statements of the Issuer for the year ended February 28, 2022:

	Fiscal Year Ended February 28, 2022 (audited)
Current cash assets	$127,698
Working capital (deficiency)	$104,737
Exploration and evaluation assets	$57,987
Current liabilities	$24,100
Shareholders' equity	$162,724
General and Administrative Expenses	$71,276
(Loss/Comprehensive loss)	($71,276)
(Basic/Diluted loss per share)	($0.03)

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

THE ISSUER

The Issuer was incorporated under the *Business Corporations Act* (British Columbia) on February 24, 2021.

The Issuer's head office and registered and records offices are located at Suite 501 - 815 Hornby Street, Vancouver, British Columbia V6Z 2E6.

Inter-corporate Relationships

The Issuer has no subsidiaries.

DESCRIPTION OF THE BUSINESS

Narrative Description of the Business

The Issuer's principal business is the acquisition, exploration and, if warranted, development of mineral resource properties. The Issuer intends to use the net proceeds from the Offering to, inter alia, carry out the recommended Phase 1 exploration program on the Magic Property. See "*Mineral Project – Magic Property, Cariboo Mining Division, British Columbia*".

History

Since its incorporation in February 2021, the Issuer's activities have been focused primarily on raising initial seed capital and evaluating potential mineral resource properties for acquisition and exploration.

On June 9, 2021, the Issuer entered into the Option Agreement with the Optionors to acquire, by way of option, up to an 80% undivided interest, in stages, in and to the Magic Property by making a combination of cash payments totaling $22,500 ($7,500 paid), issuing a total of 2,000,000 Common Shares (200,000 shares issued) and incurring aggregate exploration expenditures of $1,800,000 on the Magic Property over a period of four years. See "*Material Acquisition – Magic Property, Cariboo Mining Division, British Columbia*" below.

The Magic Property is comprised of four mineral tenures totaling 1,293.54 hectares as set out below located approximately 32 kilometers south of the town of Nazko and 80 kilometers southwest of Quesnel in central British Columbia:

Tenure No.	Name	Owner	Issue Date	Good to Date	Area (hectares)
1063527	Star 3	Dunn and Nevile-Smith	Oct 2, 2018	Oct 2, 2026	313.54
1063712	Star 4	Dunn and Nevile-Smith	Oct 10, 2018	Oct 10, 2026	156.77
1082538		Dunn	May 11, 2021	May 11, 2026	235.09
1082539	Magic	Dunn	May 11, 2021	May 11, 2026	588.14
Total					**1293.54**

Minimal exploration has occurred to date in the area of the Magic Property due to a lack of outcrop and coverage by basalt and glacial and fluvial sediments. Mineralization is known to exist in the area and includes the epithermal gold and silver Baez and Clisbako showings thirty-seven kilometres to the northwest and the Bob showing thirty kilometres to the north. As of February 28, 2022, the Issuer had incurred a total of $46,487 in deferred exploration costs evaluating the Magic Property. See "*Mineral Project – Magic Property, Cariboo Mining Division, British Columbia - Exploration*". From 2018 to 2019 the Optionors incurred approximately $41,438 in exploration and assessment work on the Magic Property.

On June 29, 2021, the Issuer issued a total of 2,000,000 Seed Shares at a price of $0.005 per Seed Share for gross proceeds of $10,000 to certain directors and officers of the Issuer. See "*Principal Shareholders*", "*Directors and Officers*" and "*Prior Sales*".

Between July 7, 2021 and February 23, 2022, the Issuer sold an additional 5,000,000 Seed Shares at prices of $0.02 per Seed Share (as to 2,000,000 Seed Shares) and $0.05 per Seed Share (as to 3,000,000 Seed Shares) for gross proceeds of $190,000 to fund, inter alia, certain initial exploration of the Magic Property, the costs of going public and the day to day operations of the Issuer. See "*Use of Proceeds - Funds Available*" and "*Prior Sales*".

As of the date of this Prospectus, the Issuer has no employees. Management and administrative duties are currently performed by the directors and officers of the Issuer. See "*Directors and Officers*" and "*Executive Compensation*".

Upon completion of the Offering, the Issuer plans to carry out Phase 1 of the two phase exploration program on the Magic Property recommended in the Magic Report. Phase 1 consists of a MMI™ soil geochemical sampling program of approximately 287 samples over seven lines at 50 metre sample spacing and a ground induced polarization survey over an existing MMI™ soil geochemistry anomaly discovered by the Issuer in 2021. See "*Mineral Project – Magic Property, Cariboo Mining Division, British Columbia – Exploration*" below. The budgeted cost of Phase 1 is $111,660.

If warranted by the results of Phase 1, Phase 2 will consist of a diamond drill program totaling 2,000 metres to test coincident MMI™ soil geochemistry anomalies and induced polarization geophysical anomalies from Phase 1 at an estimated cost of $522,500. However, there are no assurances that the results of Phase 1 will be sufficient enough to warrant proceeding to Phase 2. See "*Risk Factors*". See also "*Mineral Project – Magic Property, Cariboo Mining Division, British Columbia - Recommendations*" and "*Use of Proceeds*" below.

Save and except as disclosed herein, management is not presently aware of any material changes that are expected to occur in the Issuer's business during the current financial year.

Material Acquisition

Magic Property, Cariboo Mining Division, British Columbia

Pursuant to the Option Agreement dated June 9, 2021, as amended August 27, 2021, the Issuer holds the Magic Option to acquire, in stages, up to an 80% undivided interest in and to the Magic Property from the Optionors in exchange for a combination of cash payments, Common Shares and exploration expenditures as follows:

Stage	Interest Earned	Cash Payment	Number of Common Shares	Exploration Expenditures
1	50.1%	$7,500 on or before July 9, 2021 (paid)	200,000 Common Shares on or before July 9, 2021 (issued)	$50,000 on or before September 30, 2022 (inclusive of the cost of preparing the Magic Report)
		$5,000 on or before December 9, 2023	300,000 Common Shares on or before December 9, 2023	$250,000 on or before December 9, 2023
2	Additional 14.9% (65% total)	$5,000 on or before December 9, 2024	500,000 Common Shares on or before December 9, 2024	$500,000 on or before December 9, 2024
3	Additional 15% (80% total)	$5,000 on or before December 9, 2025	1,000,000 Common Shares on or before December 9, 2025	$1,000,000 on or before December 9, 2025
TOTAL	**80%**	**$22,500**	**2,000,000 shares**	**$1,800,000**

The Issuer has also agreed to maintain the mineral tenures comprising the Magic Property in good standing during the term of the Option Agreement by the doing and filing of assessment work, paying all taxes and fees and performing such other actions as may be necessary to keep the mineral tenures in good standing. Annual work assessments for the Magic

Property are $5.00 per hectare per year in years one and two, $10.00 per hectare per year in years three and four, $15.00 per hectare per year in years five and six, and $20.00 per hectare per year thereafter. Cash payments instead of exploration work are double the value of the corresponding work requirement. Mineral tenures 1063527 and 1063712 were issued on October 2, 2018 and October 10, 2018 and are in good standing until October 2, 2026 and October 10, 2026, respectively. Mineral tenures 1082538 and 1082539 were located on May 11, 2021 and are in good standing until May 11, 2026.

The Issuer is the operator of the Magic Property and upon exercise of the Option, whether after completion of stage 1, 2 or 3 of the Option, the Issuer and the Optionors shall negotiate and enter into a joint venture agreement governing all further payments and work with respect to the Magic Property, which agreement shall include, inter alia, the following material joint venture terms:

1. If the Issuer exercises its rights under (a) stage 1 of the Option to acquire a 50.1% undivided interest in the Magic Property; (b) stages 1 and 2 of the Option to acquire a cumulative 65% undivided interest in the Magic Property; or (c) stages 1, 2 and 3 of the Option to acquire an aggregate 80% undivided interest in the Property, as the case may be, a joint venture (the "**Joint Venture**") for the future exploration and, if warranted, development and mining of the Magic Property will be immediately constituted in which the initial interests and deemed exploration expenditures of the Issuer and the Optionors shall be:

    (a) in the case of a Joint Venture formed pursuant to the exercise of stage 1 of the Option only:

Party	**Percentage Ownership Interest**	**Deemed Exploration Expenditures**
Issuer	50.1%	$300,000
Optionors	49.9%	$300,000
Total	**100%**	**$600,000**

    (b) in the case of a Joint Venture formed pursuant to the exercise of stages 1 and 2 of the Option:

Party	**Percentage Ownership Interest**	**Deemed Exploration Expenditures**
Issuer	65%	$800,000
Optionors	35%	$457,692
Total	**100%**	**$1,257,692**

    (c) in the case of a Joint Venture formed pursuant to the exercise of stages 1, 2 and 3 of the Option:

Party	**Percentage Ownership Interest**	**Deemed Exploration Expenditures**
Issuer	80%	$1,800,000
Optionors	20%	$450,000
Total	**100%**	**$2,250,000**

    Notwithstanding the foregoing, all exploration expenditures incurred by or on behalf of the Issuer to earn its interest in the Joint Venture shall be for the sole account and benefit of the Issuer including for the purposes of claiming and/or renouncing such expenditures for tax purposes.

2. The Joint Venture shall constitute a management committee comprised of two representatives of each of the Issuer and the Optionors, each party being entitled to cast collectively that number of votes equal to the percentage interest of the party, provided that if the Issuer exercises only stage 1 of the Option and for so long as the Issuer and the Optionors hold a 50.1% interest and 49.9% interest, respectively, in the Joint Venture, each party will be entitled to cast an equal number of votes on and for the purposes of the Management Committee.

3. The Issuer will be the initial operator under the Joint Venture (the "**JV Operator**") and will remain as operator unless its interest is reduced below 50%.

4. The JV Operator shall be responsible for keeping the Magic Property in good standing and free from liens, complying with applicable laws, and maintaining proper books and accounts and adequate insurance and shall be entitled to receive a management fee equal to 10% of the total costs of the Joint Venture in consideration for its services as operator.

5. Each of the Issuer and the Optionors shall be responsible for their proportionate share of the costs and expenses of the Joint Venture.

6. On or before February 15 of each calendar year, the JV Operator shall submit to the Management Committee for approval a complete exploration program (a "**JV Exploration Program**") to be carried out during that calendar year. Any party not intending to participate in an approved JV Exploration Program pursuant to its pro rata share for a particular calendar year shall advise the other party in writing on or before March 15 of that year. A non-participating party shall be deemed to have forfeited all of its rights to enter, work, explore and develop the Magic Property during any calendar year that it elects to be non-participating until such time as the participating party has incurred all of the expenditures that were set out in the JV Exploration Program for that calendar year.

7. If a party elects not to participate in a JV Exploration Program for any calendar year during the Joint Venture period, the non-participant's interest shall be subject to dilution in accordance with the following calculation:

$$\frac{AB + Y}{B + C}$$

(Where:

A = the interest of the party being diluted prior to the start of the Relevant Program (as defined below);

B = the sum of all deemed and prior contributions of all parties prior to the start of the Relevant Program;

Y = the actual contributions (if any) of the party being diluted to the Relevant Program; and

C = the total amount actually contributed by all parties to the Relevant Program; and

"Relevant Program" means a JV Exploration Program to which the non-participating party elected not to contribute and the JV Exploration Program is subsequently funded by the other party increasing its contribution to fund all or part of the shortfall;

and the contributing party's interest will be correspondingly increased;

8. If a party elects to participate in a JV Exploration Program but subsequently fails to pay in full for its proportionate share of the costs thereof, such failure shall constitute a default and the defaulting party's interest shall be subject to double dilution in accordance with the following calculation:

$$\frac{AB + Y}{2[B+C]}$$

(A, B, Y and C having the meanings given above),

and the non-defaulting party's interest will be correspondingly increased;

9. In the event that a joint venture party's interest is reduced to 10%, that 10% interest shall automatically convert to a 2% net smelter returns royalty over the Magic Property, subject to the following rights in

favour of the other joint venture party: (i) the right to acquire one-half of such royalty, being a 1% net smelter returns royalty, at any time thereafter for $1,000,000 cash; and (ii) a right of first refusal to acquire the other half of such royalty, being the remaining 1% net smelter returns royalty.

10. No withdrawal by a party or winding up of the Joint Venture will be permitted without adequate payment of or security for reclamation and closure costs.

The four mineral tenures comprising the Magic Property are summarized under the heading "*Mineral Project – Magic Property, Cariboo Mining Division, British Columbia – Property Description and Location*" below and are in good standing until various dates in 2026.

As of February 28, 2022, the Issuer has incurred $11,500 in acquisition costs and $46,487 in deferred exploration costs (see "*Mineral Project - Magic Property, Cariboo Mining Division, British Columbia – Exploration*") on the Magic Property. Upon completion of the Offering, the Issuer intends to utilize a portion of the Available Funds to carry out the Phase 1 exploration program on the Magic Property recommended in the Magic Report. However, if warranted by the results of Phase 1, the Available Funds will not be sufficient to fund the cost of Phase 2 and additional debt or equity financing will be required to fund such phase and, if warranted, further exploration of the Magic Property. There are no assurances that such financing will be available to the Issuer on commercially reasonable terms or at all. See "*Risk Factors*".

MINERAL PROJECT

Magic Property, Cariboo Mining Division, British Columbia

The Issuer's sole mineral project is the Magic Property located in the Cariboo Mining Division of central British Columbia. A technical report dated December 1, 2021 prepared in accordance with NI 43-101 on the Magic Property entitled "Technical Report on the Magic Property, Cariboo Mining Division, Central British Columbia" has been authored by Andrew Wilkins, BSc., P.Geo. (the "**Author**"). The Magic Report is available for review under the Issuer's profile on the SEDAR database at www.sedar.com. A copy of the Magic Report may also be inspected during the period of distribution of the Offered Shares and for 30 days thereafter at the head office of the Issuer at Suite 501 - 815 Hornby Street, Vancouver, British Columbia V6Z 2E6, during normal business hours.

The Magic Report is the source of all technical disclosure contained herein relating to the Magic Property and the following summary is derived and/or excerpted from information detailed in the Magic Report except where noted.

Property Description and Location

The Magic Property is located on the Chilcotin Plateau of Central British Columbia within the Cariboo Mining Division. See Figure 1, Magic Property Location Map, below. Geographic coordinates of the center of the Magic Property are 52° 39' North Latitude, 123° 30.5' West Longitude, or UTM 465600E, 5837300N (NAD83, Zone 10). Elevations range from a low of 1,271 metres on the northern margin of the claims to a high of 1,572 metres at the southern end of the claims.

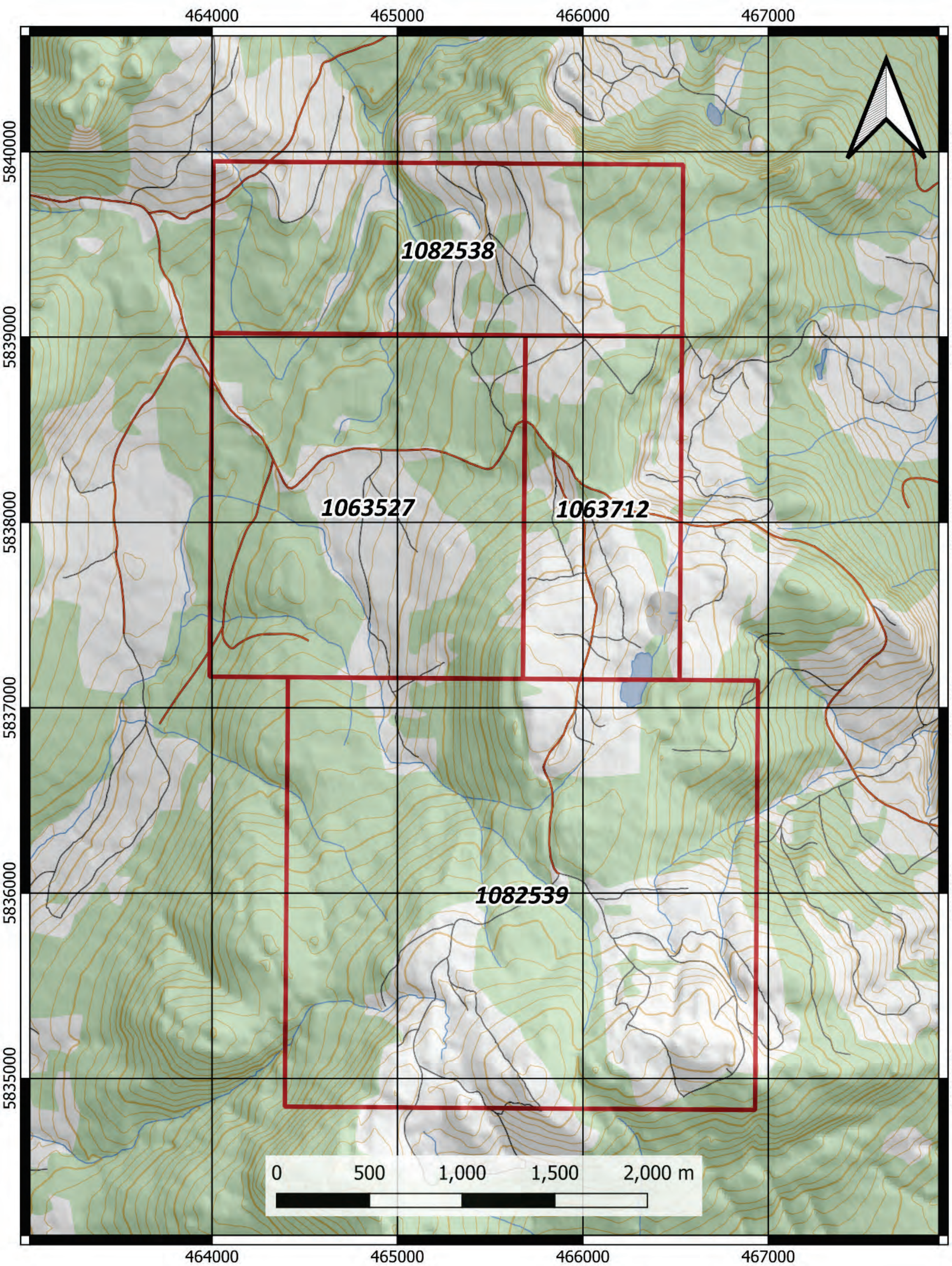
The Magic Property comprises four mineral tenures covering 1,293.5424 hectares of crown land as follows:

Tenure No.	Name	Owner	Issue Date	Good to Date	Area (hectares)
1063527	Star 3	Dunn (50%) and Nevile-Smith (50%)	Oct 2, 2018	Oct 2, 2026	313.54
1063712	Star 4	Dunn (50%) and Nevile-Smith (50%)	Oct 10, 2018	Oct 10, 2026	156.77
1082538		Dunn (100%)	May 11, 2021	May 11, 2026	235.09
1082539	Magic	Dunn (100%)	May 11, 2021	May 11, 2026	588.14
Total					**1293.54**

The Optionors are the owners of a 100% undivided interest in the Magic Property. See Figure 2, Magic Tenure Map, below for a map of the mineral tenures comprising the Magic Property.

Figure 1 - Magic Property Location Map

Figure 2 - Magic Tenure Map



Pursuant to the Option Agreement the Issuer holds an option to acquire, in stages, up to an undivided 80% interest in the Magic Property as more particularly described under the heading "*Description of the Business - Material Acquisition*" above.

Mineral titles must be maintained in good standing with the BCMEMLCI by timely performance and recording of physical work or by payment of cash in lieu of work. Failure to record work or pay cash in lieu of work before the expiry date of a tenure will result in immediate forfeiture of that tenure. Work requirements are $5.00 per hectare per year in years one and two, $10.00 per hectare per year in years three and four, $15.00 per hectare per year in years five and six, and $20.00 per hectare per year thereafter. Cash payments instead of exploration and development work are double the value of the corresponding work requirement.

Parts of the Magic Property have been clear-cut logged in recent decades and logging activity is ongoing in the general area. Environmental remediation related to logging is the responsibility of the logging operator. There are no known existing environmental issues or liabilities related to the Magic Property.

A *Mines Act* (British Columbia) permit is required for any work that disturbs the surface with mechanical equipment. Such a permit would include an approval of the current exploration program and mine plan, adequate protection of land and watercourses, and a reclamation program. Obtaining a *Mines Act* permit requires filling out an application, consulting with First Nations and posting a reclamation security bond with the Province of British Columbia. The reclamation security bond is returned once the mine site has been reclaimed to a satisfactory level and there is no ongoing monitoring or maintenance requirements. The *Mines Act* also requires an operator to be aware of areas and items of archaeological significance, and to have in place measures to preserve any "archaeological chance find" that may be recognized as part of exploration or development of a mineral property.

Currently, a *Mines Act* permit has not been issued for the Magic Property as the exploration to date has not involved any disturbance of the land surface. A *Mines Act* permit will be required for the recommended ground induced polarization geophysics program in Phase 1 and, if warranted, the diamond drill program in Phase 2 of the Magic Report.

Save as disclosed above, there are no other recognized factors and risks that may affect access, title, or the right or ability to perform work on the Magic Property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Magic Property is located within the Chilcotin Plateau of central British Columbia within the Cariboo Mining Division and is 80 kilometers southwest of Quesnel, B.C. The Magic Property consists of a north-south trending ridge sloping gently to the Nazko River to the east and Clisbako River to the west. The closest community is Nazko with a population of about two hundred, located about 32 km north of the Magic Property.

Access to the Magic Property from Quesnel is west along the paved Nazko Road for 75 kilometers and then south along the gravel Honolulu and Clisbako Mouth Forest Service Roads. Multiple logging roads provide access to all sides of the Magic Property. These roads branch off from Honolulu and Clisbako Mouth Forest Service Roads. The current condition of the logging roads is variable with many of them overgrown or deactivated. The bridge on the Clisbako Mouth Service Road across the Clisbako River is currently washed out. Presently, an all terrain vehicle (ATV) from the washout is the best form of access to the Magic Property.

The biogeoclimatic ecological zones consist of sub-boreal pine spruce below 1,300 meters elevation and Montane Spruce at higher elevation. Before the recent forest fires, the Magic Property consisted of approximately 40% mature stands of spruce and pine and 60% old logging clear cuts with immature pine and spruce. Much of the mature pine was standing dead from the recent pine beetle infestation. Recent forest fires have devastated much of the timber on the Magic Property.

The climate is typical of the northern interior with summer temperatures ranging from 15°C to 25°C and winter temperatures ranging from -20°C to -10°C. The region receives a moderate amount of precipitation with much of it falling as snow in the winter months.

Most of the mineral tenures comprising the Magic Property are covered by a veneer of glacial fluvial sediments and till anywhere from 1 to 10 metres thick. Outcrop is scarce and is confined to the tops of prominent knobs and disturbed areas such as road cuts, ditches and burrow pits from past logging operations.

The Magic Property is situated on Crown land in central B.C. Currently there are active forest service roads to within seven kilometres of the Magic Property. Deactivated logging roads occur on the Magic Property and would require very little work to re-establish. There is no other infrastructure in the immediate vicinity of the Magic Property. The community of Nazko is only 32 kilometres to the north and is serviced by electric power and offers minimal services, including a service station, post office and grocery store. Quesnel is a fully serviced town with a district population of 20,000. Services include a hospital, schools and airport facilities. It is a 90 minute drive from Nazko on a paved highway.

Any exploration or development work in the vicinity of the Magic Property will have to be entirely self-supporting in terms of infrastructure. There is enough area for the development of infrastructure such as a processing plant, townsite, waste rock storage and tailings disposal. The availability of locally based qualified personnel to staff a mining operation will be limited.

History

The Chilcotin and Nechako plateau hosts several significant epithermal and porphyry deposits hosted within either the Late Triassic to Middle Jurassic accreted island arc assemblage of the Quesnel and Stikine terranes or the continental arc assemblages of the late Eocene stratigraphy including the Blackwater epithermal Au-Ag deposit 105 kilometres to the northwest. Even though the area has high exploration potential, only limited exploration activity has occurred due to the extensive cover that includes basalt from the Eocene Endako Group and Neogene Chilcotin Group as well as glacial till and associated fluvial deposits from the Fraser glaciation of Late Wisconsin age.

The Magic Property is located in areas covered by two government initiated regional programs including Geoscience BC’s QUEST and TREK (Targeting Resources for Exploration and Knowledge) Projects. Geoscience BC's QUEST Project, initiated in 2007, was a program of regional geochemical and geophysical surveys designed to attract the mineral exploration industry to the under-explored region of British Columbia between Williams Lake and Mackenzie. The QUEST Project was focused on the Quesnel Terrane that is covered by a thick layer of sand and gravel left behind by the Fraser glaciation. The Quesnel Terrane is host to many world class porphyry copper-gold deposits in British Columbia. Geoscience BC’s TREK Project was initiated in 2013 and is centered on the Blackwater deposit. The project included new airborne geophysics, stream, lake, soil and till geochemical sampling, and geological mapping and mineral deposit studies.

The area in the immediate vicinity of the Magic Property has no record of any previous mineral exploration prior to Dunn acquiring certain historical tenures immediately to the south of and partially overlapping what is now the southernmost portion of the Magic Property in 2011.

The historical tenures were staked to cover the centre of a prominent total field magnetic low identified in the Geological Survey of Canada’s aero-magnetic survey data and was postulated to be a manifestation of a near surface felsic intrusive centre. The property was also postulated to lie along a major deep seated northwest trending structure that includes the Blackwater epithermal Au-Ag deposit, as well as the Capoose and Windfall prospects. Regional stream sediment geochemistry from the QUEST program had identified six streams with gold, mercury and antimony anomalies higher than the 70th percentile and two streams with mercury anomalies higher than the 95th percentile.

Subsequent to acquiring such historical tenures in 2011, Dunn conducted three separate small exploration programs in 2011, 2013 and 2014.

The first program in 2011 consisted of prospecting and stream sediment sampling to define areas with anomalous gold content. Most logging roads were prospected for new outcrop. Eight pan concentrate samples and fifteen silt samples were taken during this program (Dunn, 2012, ARIS #32752).

The second program in 2013 consisted of stream sediment sampling to test previously untested areas of the tenures and a soil geochemical orientation survey attempting to define areas with anomalous gold content and to compare the efficacy of standard "B" horizon soil samples versus Mobile Metal Ion (MMI™) soil samples. Ten paired "B" horizon soil and MMI™ samples were taken at 50 metre intervals along a southeast trending line in the north central part of what is now the Magic Property. Two paired pan concentrate and stream sediment silt samples and one single stream sediment silt sample were also taken on three drainages in the southwest quadrant of the now Magic Property (Dunn, 2013, ARIS #34430).

The third program in 2014 consisted of soil sampling the centre of the historical claims to test the identified aero-magnetic low geophysical anomaly. A total of 137 "B" horizon soil samples were taken at 50 metre intervals on six one kilometer east-west lines. The two logging clear cuts in the north central part of the now Magic Property and the area of the soil geochemistry grid were prospected, totaling about 2.5 square kilometres (Dunn, 2014, ARIS #35081)

In 2014, these historical tenures were optioned to 0906251 B.C. Ltd. ("**0906251**"), subsequently re-named Squire Mining Ltd. 0906251 funded exploration programs on these historical tenures in 2015, 2016 and 2018. The Author of the Magic Report was contracted by 0906251 to manage and work on the tenures during the 2015 and 2016 exploration field programs and assessment reports on this work were filed with the BCMEMLCI.

In 2015 and 2016 a program that included grid MMI™ soil geochemistry was initiated on the historical tenures. Eight lines, 800 metres long, 400 metres apart and at 50 metre sample spacing were proposed for testing the mineral potential of the property. In 2015, three of the lines were completed. In 2016, an additional four lines were completed. Numerous spotty anomalies were identified including multi-element silver-lead-zinc-cadmium anomalies. The anomalies appeared to be strongest at the northern end of the grid. Prospecting and mapping of the few outcrops on the historical tenures did not result in the discovery of any mineralized showings or significant alteration, however prospective felsic volcanic rocks were found. These are interpreted to be part of the Eocene Clisbako volcanic assemblage which occurs to the west and is part of the Ootsa Lake Group (Wilkins, 2015, ARIS #35773 and Wilkins, 2016, ARIS #36228).

Due to the spotty nature of the anomalies 0906251 changed its focus and pursued other business interests. In 2018, 0906251 elected to not continue with their option agreement and the historical tenures subsequently lapsed.

In October 2018, Dunn staked two tenures immediately north of the historical tenures, #1063527 and #1063712 comprising 470.31 hectares (the "**2018 Tenures**"). Dunn subsequently completed two additional MMI™ soil geochemistry lines in the 2018 Tenures to the north of the previous soil geochemistry grid. The new lines defined a multi-element anomaly in the northern part of the 2018 Tenures (Dunn, 2018, ARIS).

In May 2021 Dunn staked two additional tenures, 1082538 and 1082539 comprising 823.23 hectares (the "**2021 Tenures**"). Tenure 1082539 covers the northern portion of the historic tenures and tenure 1082538 is immediately north of the 2018 Tenures. The 2018 Tenures and the 2021 Tenures now comprise the Magic Property totaling 1,293.54 hectares.

Between 2011 and 2019, a total of 604 MMI™ soil samples had been collected, of which 226 samples were taken from the current tenures comprising the Magic Property. Additionally, 46 stream sediment silt samples and 16 stream sediment pan concentrate samples had been collected, of which 24 stream sediment silt samples and 11 stream sediment pan concentrate samples were taken from the current tenures or streams draining the current tenures. Two rock samples were also collected from the current tenures. See "Exploration" below for details of the Issuer's MMI™ soil geochemistry sampling program on the Magic Property in 2021.

Geological Setting and Mineralization

British Columbia is dominantly composed of tectonic blocks that were accreted onto the western margin of the ancestral North America continent through the Mesozoic. Much of central B.C. is underlain by the Intermontane terrane, which is composed of the amalgamated Stikine, Cache Creek and Quesnel terranes (Monger and Price, 2002). The Magic Property falls within the Intermontane belt, where the basement is composed of accreted Mesozoic terrains, including the prospective Stikine and Quesnel oceanic volcanic arcs. Cretaceous to Eocene continental arc volcanic packages over lie the basement and are prospective for epithermal deposits. The Magic Property is centered on an aero-magnetic total field low that is interpreted to represent a felsic intrusive and/or volcanic centre of Cretaceous to Eocene age.

Mapping immediately south of the Magic Property in 2015 and 2016 discovered numerous outcrops which are comparable to the intermediate to felsic volcanic rocks identified west of the property that has been referred to as the Eocene Clisbako volcanic assemblage (Metcalf, 1993). This assemblage is interpreted to be part of the Ootsa Lake Group. Weakly to moderately porphyritic intermediate lavas and related breccia, containing plagioclase and/or pyroxene phenocrysts as well as black glassy dacitic flows and breccia have been found and are interpreted to be associated with the aero-magnetic total field lows identified in the GSC database (open file #2785).

The Ootsa Lake Group rocks have been capped by basalt and andesite of the Eocene Endako Group. The basalts have been found mostly in the higher elevations of Magic Property and consist of massive, magnetic, variably amygdaloidal dark grey basalt.

The Neogene Chilcotin flood basalts are not believed to outcrop on the Magic Property however they do outcrop to both the north and south of the claims. They are found in areas of low topography. To the east of the Magic Property, massive pale-coloured sandstones have been mapped. These are interpreted to belong to the Lower Cretaceous Skeena Group and the outcrops are the result of erosion by the Nazko River exposing the older rocks below the Eocene stratigraphy.

No significant alteration or mineralization has been observed on the Magic Property to date. Assays of sampled outcrop have not returned any values of significance.

Deposit Types

The Chilcotin and Nechako plateau hosts several significant epithermal and porphyry deposits hosted within either the Late Triassic to Middle Jurassic accreted island arc assemblage of the Quesnel and Stikine terranes or the continental arc assemblages of the late Eocene stratigraphy. Based on the limited geological mapping and the presence of predominantly Eocene stratigraphy, the potential analogues for the Magic Property include epithermal gold-silver deposits like the following examples of deposits in the area.

Blackwater Gold-Silver Deposit (Easting 375810 Northing 5893103)

The Blackwater deposit consists of a measured and indicated mineral resource of 11.672 million ounces of contained gold and 122.381 million ounces of contained silver at a cut-off grade of 0.20 grams per tonne gold equivalent (Kalanchey et al., 2021).

The Blackwater gold-silver deposit is located 105 kilometres northwest of the Magic Property. It is interpreted to be an intermediate sulfidation epithermal system. Mineralization is hosted by Late Cretaceous Kasalka Group rocks in a complex assemblage of andesite flows, lapilli tuffs and volcanic breccias, flow-banded and tuffaceous rhyodacites and heterolithic breccia containing altered fragments of other units. The host rocks are pervasively hydro-fractured and silicified. The amount of silica introduced through hydro-fracturing and silicification may amount to 25 per cent or more of the total volume of volcanic rocks. Although intensely hydro-fractured, the Blackwater wedge lacks clearly recognizable large-scale faults or shear zones. Instead, extensive zones of broken rocks are seen in the mineralized zone. The zones grade laterally into unbroken rock and are not bounded by planar surfaces.

Andesite host rock lies outside of the silicified zone and may represent the protolith for much of the orebody, particularly in chlorite-sericite altered portions. Alteration and mineralization are hosted in a large upright funnel-shaped fragmental zone that averages 350 metres thickness and tapers to 600 metres depth in a low-grade core. It is characterized by pervasive silica-muscovite-illite ± chlorite accompanied by disseminated and replacement pyrite-sphalerite-chalcopyrite-galena ± marcasite. Native gold and electrum (as micron scale grains) are associated with sulphide and silicification, and silver with argentite occurring with galena. Local manganese (Mn)-rich spessartine garnet, an important indicator mineral, occurs with pyrrhotite-bearing potassic alteration in the western part of the deposit. Steep, north-plunging high-grade ore shoots are thought to be associated with subvertical structural intersections. Traces of arsenopyrite, tetrahedrite and boulangerite also occur.

Highest grades are localized along the margins of silicified breccia bodies. The silicified mass has moderate resistivity-chargeability and increasing chargeability marginal to silicification. The large fragmental zone of seriate subangular clasts (some glassy or devitrified shards) in a finer-grained matrix and pervasive silicification with minor quartz veinlets suggests a widespread metasomatic event in receptive host rock, possibly related to phreatomagmatic volcanism. The recent identification of ammonium-bearing clay alteration indicates a late volatile phase common to shallow hydrothermal systems. A potential source intrusion has been identified in a feldspar-porphyritic monzonite several kilometres south of the deposit area where regional magnetics (first vertical derivative) show a 6.2- kilometre diameter ring-shaped high (MINFILE 093F 037).

Past Producing Blackdome Gold Mine (Easting 535537 Northing 5685967)

The Blackdome Gold Mine produced 6,303 kilograms of gold and 19,518 kilograms of silver from 305,614 tonnes of ore between April 1986 to July 1990 (Northern Miner, August 20, 1990).

The former producer is located 165 kilometres to the south-southeast of the Magic Property. The mineralization is consistent with a low-sulphidation, structurally controlled, epithermal gold system. The property is underlain by a sequence of Early to Middle Tertiary volcanic rocks and associated volcaniclastic sediments cut by small intermediate to mafic dykes. Geochronology results on the volcanic sequence range between 51.5 Ma from dacite to 24 Ma from plateau basalt (Exploration in British Columbia, 1986). The ore is hosted in tension fractures that have been produced by doming. The mineralized quartz was complexly fractured and contained: electrum, silver sulphides and sulphosalts as well as minor base metal sulphides (MINFILE 092O 053).

Capoose (Easting 355993 Northing 5906276)

The Capoose prospect is underlain by moderately to steeply southwest dipping Hazelton Group andesite flows, andesite-dacite tuffs, and argillite/siltstone. These are intruded by quartz monzonite of the Capoose batholith that spans the Late Jurassic to Late Cretaceous from its west to east margins. Apparent fragmental rhyolite sills with sheared contacts are the prime host of mineralization and are intensely altered with a silica-sericite-clay and garnet-bearing assemblage similar to the Blackwater deposit. The sills or "undifferentiated silicified volcanics" cut across the biotite hornfels aureole at the upper contact of the batholith and based on garnet geochemistry are similar in age to the east margin of the batholith (Geological Fieldwork 1992 (Green and Diakow, 1993)).

Mineralization occurs as pyrite-sphalerite-galena-chalcopyrite-arsenopyrite disseminations, aggregates, and lesser veinlets. Precious metals occur as inclusions within the sulphides. Tetrahedrite, pyrrhotite, pyrargyrite, electrum and native gold occur as inclusions within the more abundant sulphides. Gold grade increases toward structural intersections with northwest trending linear features that are first derivative magnetic features.

Analysis of alteration sericite crystal structure indicates higher temperatures than at the Blackwater deposit. Both andradite and spessartine garnets occur with the magmatic-to-hydrothermal transitional early potassic assemblage and have been subsequently replaced by sulphide. These mineralogical features along with the proximal and coeval nature of the sills to the batholith and structurally confined mineralization suggest the Capoose deposit represents a deeper, hotter feeder system to a Blackwater style deposit (MINFILE 093F 040).

However, there is no assurance that the Magic Property hosts mineral deposits similar to the Blackwater deposit, the Blackdome Gold Mine or the Capoose prospect or to any other mineral deposits. Evaluation of the mineral potential of the Magic Property will require substantial expenditures, possibly over several campaigns of field work that will include prospecting, geological, geochemical and geophysical surveys and diamond drilling.

Exploration

During the summer of 2021, the Issuer funded a continued MMI™ soil geochemistry sampling program extending two of the grid lines from the 2019 program and adding another four lines at 100 metre line spacing and 50 metre sample spacing to the north of the existing grid. A total of 227 samples were collected.

Using a pack sack drill, an attempt was also made to sample bedrock in the vicinity of the previously detected silver-gold-copper anomalies. Approximately twenty-five holes were attempted but the maximum penetration was only 1.5 metres and bedrock was never encountered (Dunn, 2021).

A total of 831 MMI^{TM} soil samples have been collected since 2013, of which 453 samples were taken from areas within the current tenures comprising the Magic Property. The MMI^{TM} soil geochemistry program has generated a compelling multi-element anomaly that justifies further evaluation and exploration. The program has defined two parallel, north trending silver, copper, nickel, uranium, cadmium anomalies that extend for 1.4 kilometres. The anomaly also has a west-northwest component which gives it a concentric shape and suggests a possible centre for hydrothermal fluid, alteration and mineralization, possibly at the intersection of two structures trending north and west-northwest. The anomalies are strongest at the northern end of the grid and are currently open to the north. The anomaly also appears to be zoned with lead and zinc peripheral to the main anomaly. The anomaly also occurs on the north end of the Residual Total Field Magnetic Low from the airborne magnetic data suggesting it might occur along the margins of a felsic volcanic and/or intrusive centre.

Sample locations and assays for selected elements from the MMI^{TM} soil geochemistry program since 2013 are presented Appendix 1 of the Magic Report. Calculated response ratios from the MMI^{TM} soil geochemistry program are presented in Appendix 2 of the Magic Report. Samples taken from areas within the current boundaries of the Magic Property are highlighted in red in Appendices 1 and 2 of the Magic Report.

Drilling

No drilling has been conducted on the Magic Property to date.

Sample preparation, analysis and security

Due to the overburden coverage and lack of outcrop in the area, the Mobile Metal Ion (MMI^{TM}) soil sampling technique has been used on the Magic Property. MMI^{TM} is propriety technology developed by SGS Mineral Services ("**SGS**") which measures metal ions that are released from mineralized material and travel upward to unconsolidated surface materials such as soil, till and sand. Using specific soil sampling protocols, special chemical ligands and sensitive ICP-MS instrumentation, SGS can measure these ions.

SGS claims there are many benefits of using this technology including:

- Few false anomalies
- Focused, sharp anomalies
- Excellent repeatability
- Definition of metal zones and associations
- Detection of deeply buried mineralization
- Low background values (low noise)
- Low limits of detection.

Soil sampling was conducted by a two-man soil sampling team. A grid was laid out and the samplers navigated to the sample station using a GPS. Using a tree planter steel shovel and a geo-tool, the samplers excavated a hole to access the soil. The organic/inorganic soil interface was identified and then a channel sample of the soil from 10 cm to 25 cm below the interface was collected. Approximately 300 grams of soil was collected in medium sized plastic freezer bags with the sample number marked on each bag. Since 2013, a total of 831 soil samples have been collected from areas within the Magic Property for MMI^{TM}. Soil samples were delivered in person to the SGS's accredited laboratory in Burnaby, B.C. for analysis.

At SGS, a weak extraction using a multicomponent solution is used to release the mobile ions from the samples. The ions are measured using a high sensitivity inductively coupled plasma mass spectrometer (ICP-MS). For the 2021 program, gold, silver, copper, lead, zinc, cadmium, cobalt, nickel, uranium, platinum, and palladium for a total of 11 elements were analysed. In the previous years programs a total of 53 elements were analysed including the above 11 elements.

SGS' in-house quality control program includes inserting reference materials, replicates and blanks into randomly assigned positions within each analytical rack, providing in-house Quality Control protocols for verification of the analytical process.

SGS is independent of the Issuer.

The Author of the Magic Report is satisfied that the Magic Property geochemical samples were obtained, transported and analysed appropriately, with sufficient attention to security, handling and reporting for the purposes intended.

Data Verification

The data forming the basis of the technical information contained in the Magic Report was obtained from government publications, assessment reports, independent certified analytical laboratories, field observations by qualified persons and the Author of the Magic Report. The Author managed and worked on certain historical tenures now comprising part of the Magic Property during the 2015 and 2016 field seasons and conducted a one-day property visit on September 11, 2021. The Magic Property is still an early-stage exploration play, and no further data verification is necessary at this point. The Author is satisfied that the historic work was conducted in a professional manner and that the data is adequate for the purposes presented in the Magic Report. Going forward, testing of the MMI™ soil geochemistry anomalies is warranted through trenching and drilling. QA/QC protocols, including blanks, standards and duplicates would be appropriate in future drilling and channel sampling programs.

Mineral Processing and Metallurgical Testing

No metallurgical work has been carried out to date on material from the Magic Property.

Mineral Resource Estimates

No mineral resource estimates have been made to date on material from the Magic Property.

Adjacent Properties

There are no mineral exploration prospects in the immediate vicinity of Nazko Mountain and the Magic Property; however two prospects occur within 40 kilometres.

Bob Property (MINFILE 093B 054)

The Bob Property is located 10 km south of Nazko and 30 km north of the Magic Property. It was explored from 1983 to 1988 by Lac Minerals, Eldor Resources, and Eighty-Eight Resources Ltd. The MINFILE property database compiled from several assessment reports is summarized as follows:

"*Anomalous concentrations of gold and pathfinder elements…associated with silicification and "clay" or argillic alteration within the property area, with lesser amounts of carbonate, feldspar and chlorite. Abundant hematite and limonite within 100 m of the ground surface appear to reflect a deep oxidation profile and appear to be associated with anomalous concentrations of gold and the pathfinder elements arsenic, mercury and antimony. The hematite and limonite likely formed after primary (hypogene) pyrite. Pyrite occurs with minor amounts of arsenopyrite, stibnite and galena below about one hundred metres depth…*" (MINFILE 093B – 054, Capsule Geology).

Exploration of the Bob Property included geochemical surveys, percussion, reverse circulation and diamond drill holes, and induced polarization geophysical surveys. The region includes sedimentary formations of Cretaceous and Tertiary ages, of which those of Cretaceous age are interpreted to be correlative with the Skeena Group. Overlying rocks of probable Paleocene-Eocene age comprise andesite, basalt, basalt breccias and rhyolite breccias. Cinder-type andesites and basalts overlie Skeena Group rocks along the western side of the property.

A non-compliant, mineral inventory of 384,200 tonnes grading 0.75 grams per tonne gold was outlined, by Eighty-Eight Resources Ltd.

**DISCLAIMER: The above-quoted mineral inventory is from the MINFILE entry, has not been confirmed in any way and is not compliant with provisions of NI 43-101 and with CIM Definition Standards for Mineral Resources and Mineral Reserves (CIM, December 11, 2005). There is no implied assurance or suggestion that mineral occurrences that may be present at the Magic Property will be like those found at the Bob property.*

Clisbako Property (MINFILE 093C 016)

The Clisbako Property is located approximately 37 km west northwest of the Magic Property. Siliceous quartz stockwork and breccias accompanied by broad zones of argillic hydrothermal alteration are hosted by north trending fault structures. Very fine-grained pyrite, marcasite and arsenopyrite are present in several alteration zones and pyrargyrite has been observed. Host rocks are, variously, greenish fine-grained andesitic tuffs and white to grey, dense rhyolitic ash-flow tuffs. Rock sampling has returned assays of up to 1.09 grams per tonne gold and 97.7 grams per tonne silver (ARIS #20864) and an historic trench sample yielded 3.3 grams per tonne gold over 3.9 metres (ARIS #26918). In addition to a variety of geochemical surveys, exploration has included trenching, induced polarization surveys and 3,700 metres of diamond drilling. Despite the widespread alteration and anomalous gold concentrations in nine zones, no zones of economic significance have been delineated to date.

There are no assurances that mineralization similar to that encountered on either the Bob Property or the Clisbako Property will be identified on the Magic Property. The technical information concerning these properties is included solely to demonstrate the potential geological setting of the Magic Property.

Other relevant data and information

There is no other relevant data or information concerning the Magic Property.

Interpretation and Conclusions

The Magic Property is mostly covered by a thin layer of Holocene glacial and fluvial deposits and in part by basalt flows. These surficial deposits and flows are widespread in the district and have resulted in minimal outcrop which has discouraged conventional prospecting efforts on the Chilcotin and southern Nechako Plateaus. The discovery of the major gold-silver deposit at the Blackwater Property has demonstrated that the area is prospective, despite the hurdles of being under cover.

Mobile metal ion (MMI™) and similar selective extraction methods were the basis of a 2006 Geoscience BC-sponsored field and laboratory evaluation of samples from an orientation survey of the 3T's gold silver prospect located 100 km north of the Magic Property. Results were positive and the following statement is from the published report (Geoscience BC Report 2007-7).

"A comparison of response ratios for elements determined by aqua regia (AR), Enzyme Leach (EL) and Mobile Metal Ion (MMITM) methods suggest that for many elements, particularly the base metals, EL and MMI™ provide superior levels of geochemical contrast over known Au mineralization at the Tommy and Ted veins. Mobile Metal Ion results showed positive responses for Au as well as several relevant base metals such as Zn, Pb and Cd in near-surface soils over both the Tommy vein and the Ted vein. Furthermore, MMI™ results displayed a good geochemical contrast relative to several other analytical methods in spite of field site variations inherent in the recommended "fixed depth" sampling procedure.

Although MMI™ Au concentrations in the study area are of a low magnitude, Au response ratios are 23 to 24 times line background over both the Tommy vein mineralization and a central anomaly of unknown origin. Similar results are reported from the Ted vein, where an Au response ratio of almost 75 times line background is superior to that for all other methods, including aqua regia. In the case of Ag, there was no anomalous response at the Tommy vein; however, a strong Ag MMI™ response ratio at the Ted vein (~23 times line median) is superior to that reported by all other methods, including aqua regia" (Cook and Dunn, 2006).

Based on the success of the MMI™ soil geochemistry study, a similar grid sampling program has been conducted over portions of the now Magic Property during the 2013, 2015, 2016, 2018, 2019 and 2021 programs. The results of these MMI™ soil geochemistry programs have been combined. Response ratios (RR) for each element were calculated. To calculate response ratios, results that are below detection limit were assigned a value of one half of the detection limit. The mean was then calculated for the lowest quartile (25%). This is then treated as the background for that element. For each sample, the element assay is divided by the calculated background and then rounded to a whole number.

A correlation matrix calculation was also performed for all the MMI™ geochemistry data. Selected elements are shown in Table 2. A strong correlation exists between silver, nickel and uranium, cadmium and zinc, and zinc and lead.

The response ratios for silver, gold, copper, lead, zinc and cadmium are plotted in Figures 5 to 10. The plots define two parallel north trending silver, copper, nickel, uranium, cadmium anomalies that extend for 1.4 kilometres. The anomaly also has a west-northwest component which gives it a concentric shape and suggests a possible centre for hydrothermal fluid, alteration, and mineralization possibly at the intersection of two structures trending north and west-northwest. The anomalies are strongest at the northern end of the grid and are currently open to the north. The anomaly also appears to be zoned with lead and zinc peripheral to the main anomaly. The anomaly occurs on the north end of the Residual Total Field Magnetic Low from the GSC airborne magnetic geophysical data.

Table 1 - Correlation Table for MMI™ Geochemistry Data

	Ag	*Au*	*Cd*	*Co*	*Cu*	*Ni*	*Pb*	*Pd*	*Pt*	*U*	*Zn*
Ag	1.0										
Au	0.2	1.0									
Cd	0.4	0.0	1.0								
Co	0.0	0.0	0.2	1.0							
Cu	0.4	0.1	0.1	0.4	1.0						
Ni	0.7	0.2	0.5	0.1	0.4	1.0					
Pb	-0.2	-0.2	0.3	0.1	-0.3	-0.2	1.0				
Pd	0.4	0.3	0.4	-0.1	0.2	0.5	-0.1	1.0			
Pt	0.2	0.2	-0.2	-0.2	0.0	0.1	-0.3	0.3	1.0		
U	0.5	0.1	0.4	0.1	0.3	0.6	-0.2	0.4	0.1	1.0	
Zn	0.0	0.0	0.7	0.2	-0.1	0.0	0.5	0.1	-0.4	0.0	1.0

Figure 5 - *MMITM Soil Geochemistry Response Ratios for Silver*

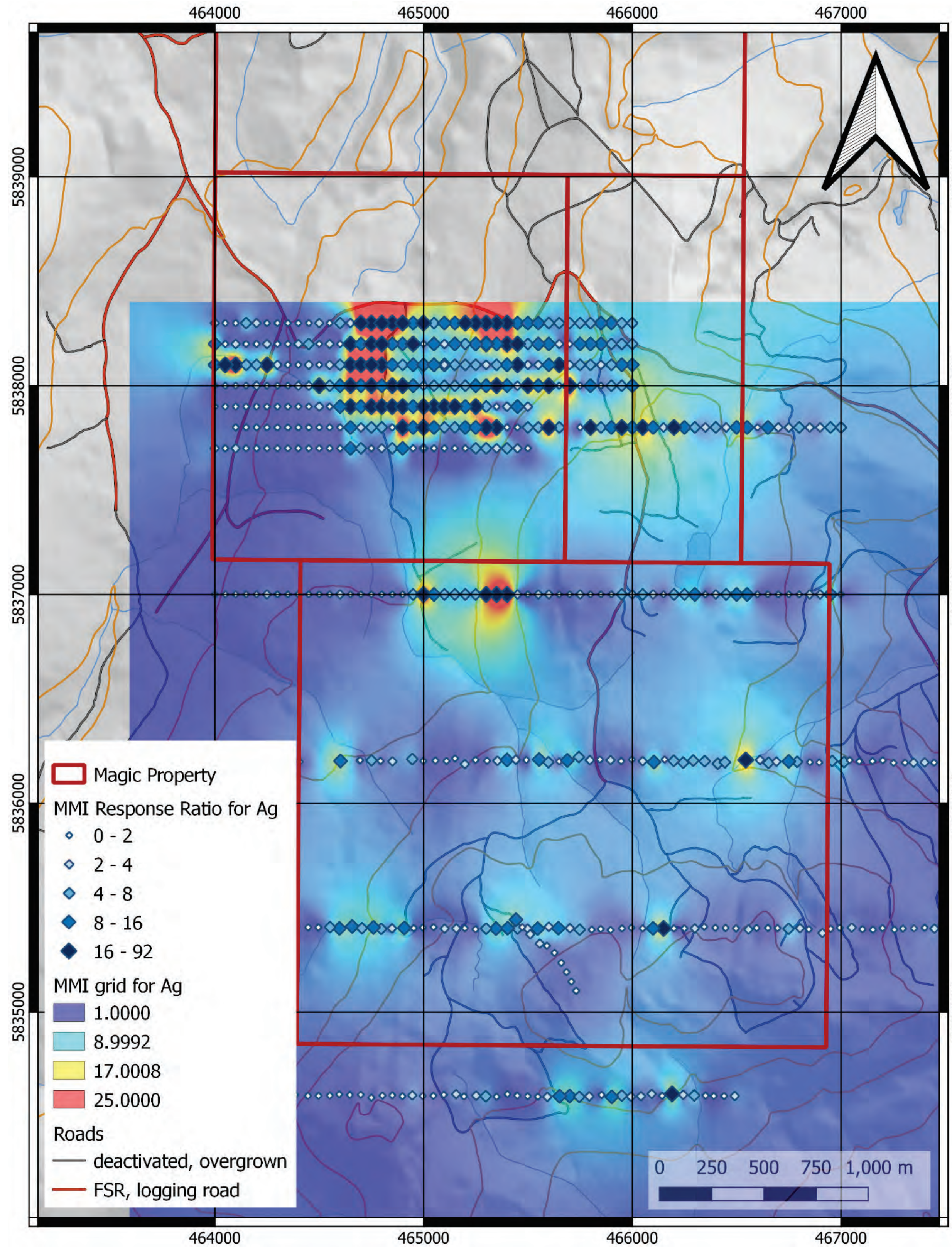


Figure 6 - ***MMITM Soil Geochemistry Response Ratios for Gold***

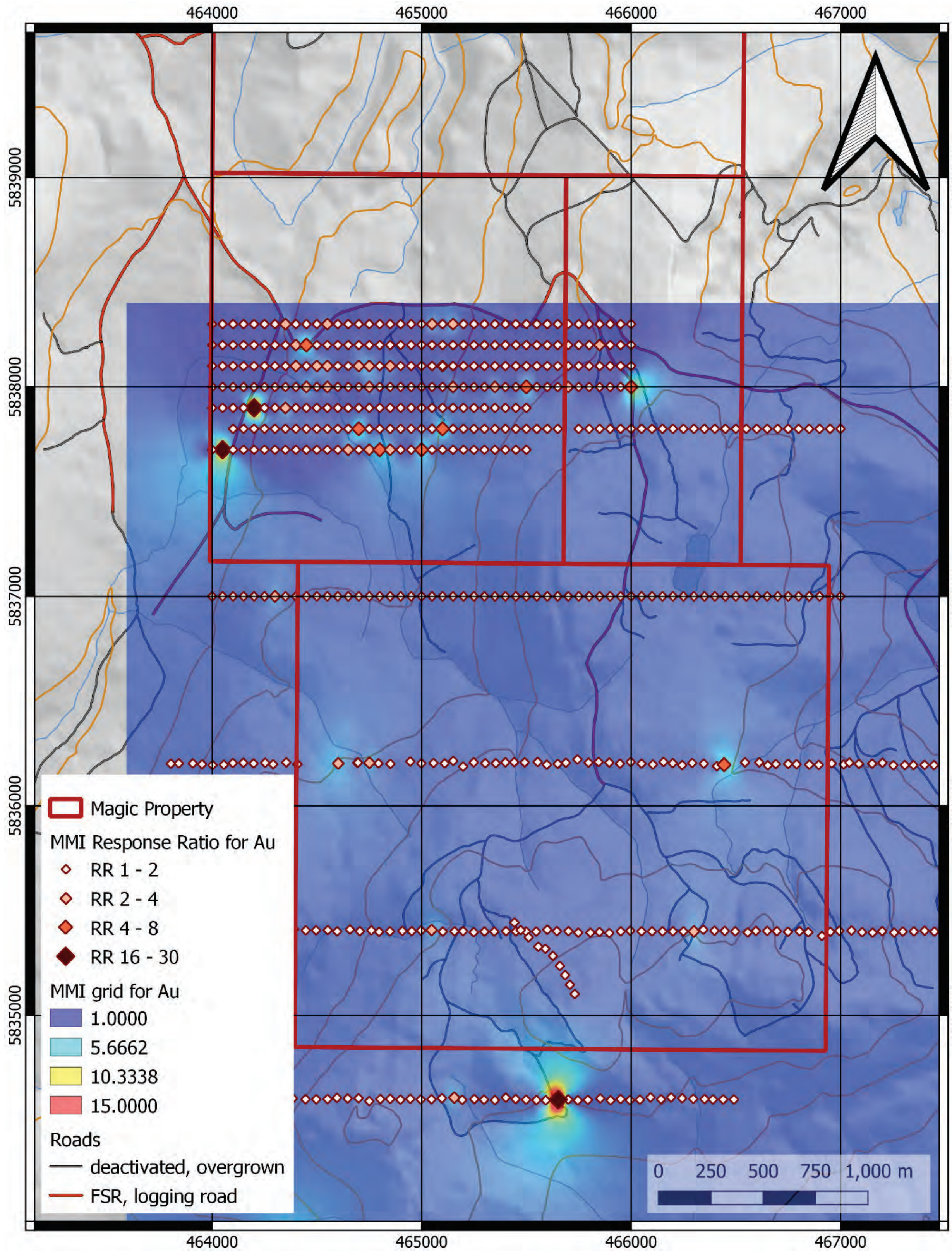


Figure 7 - ***MMITM Soil Geochemistry Response Ratios for Copper***

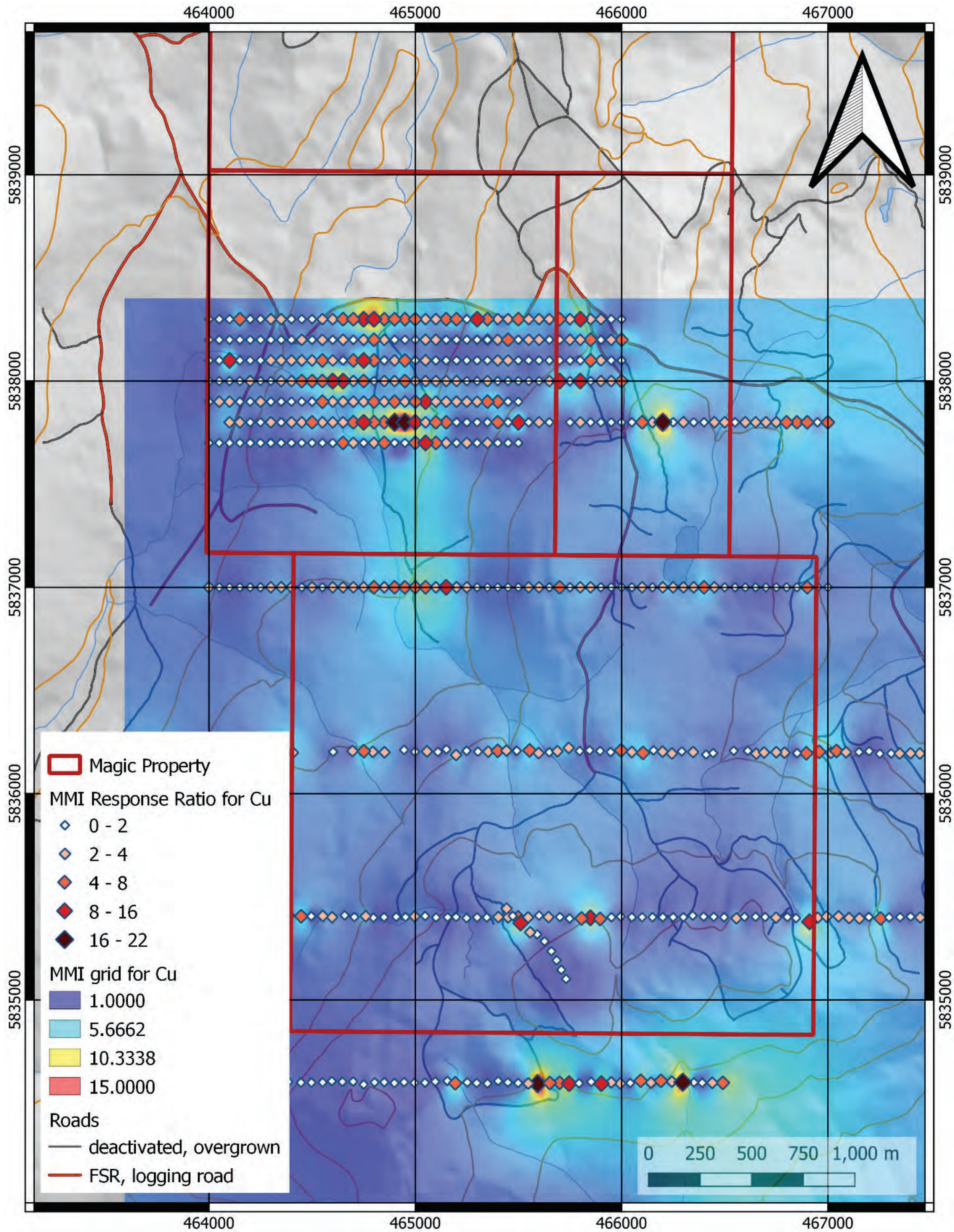


Figure 8 - ***MMITM Soil Geochemistry Response Ratios for Lead***

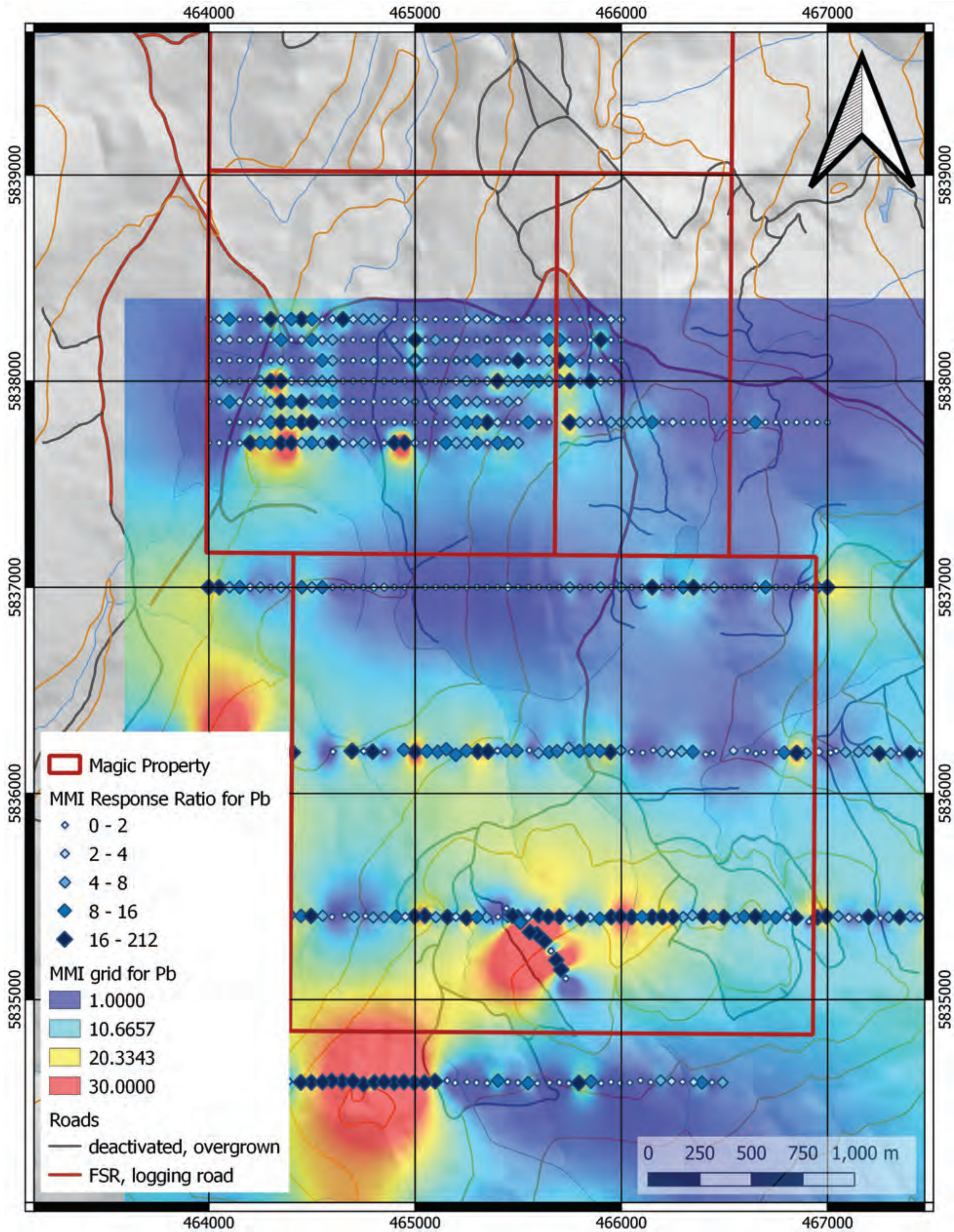


Figure 9 - ***MMITM Soil Geochemistry Response Ratios for Zinc***

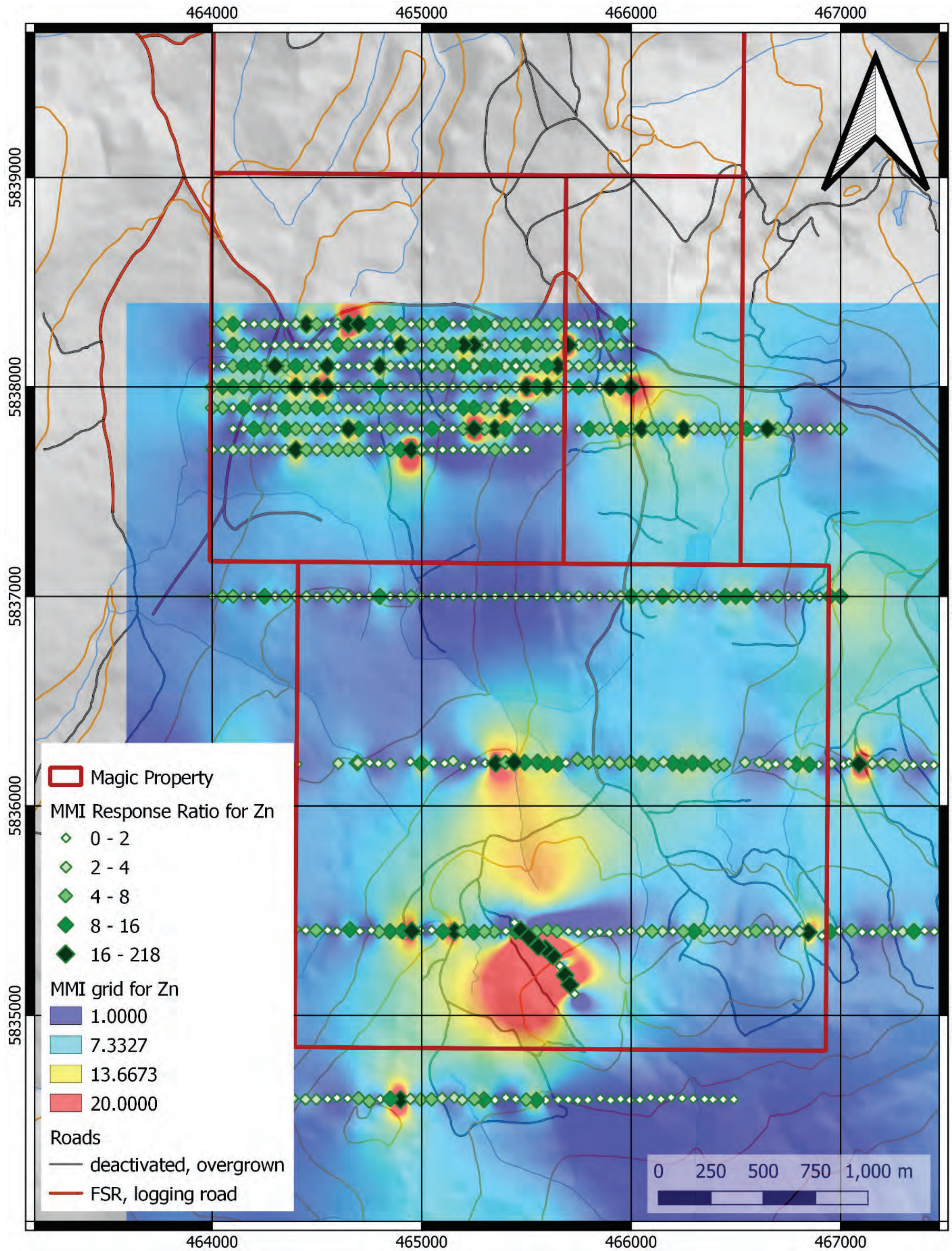
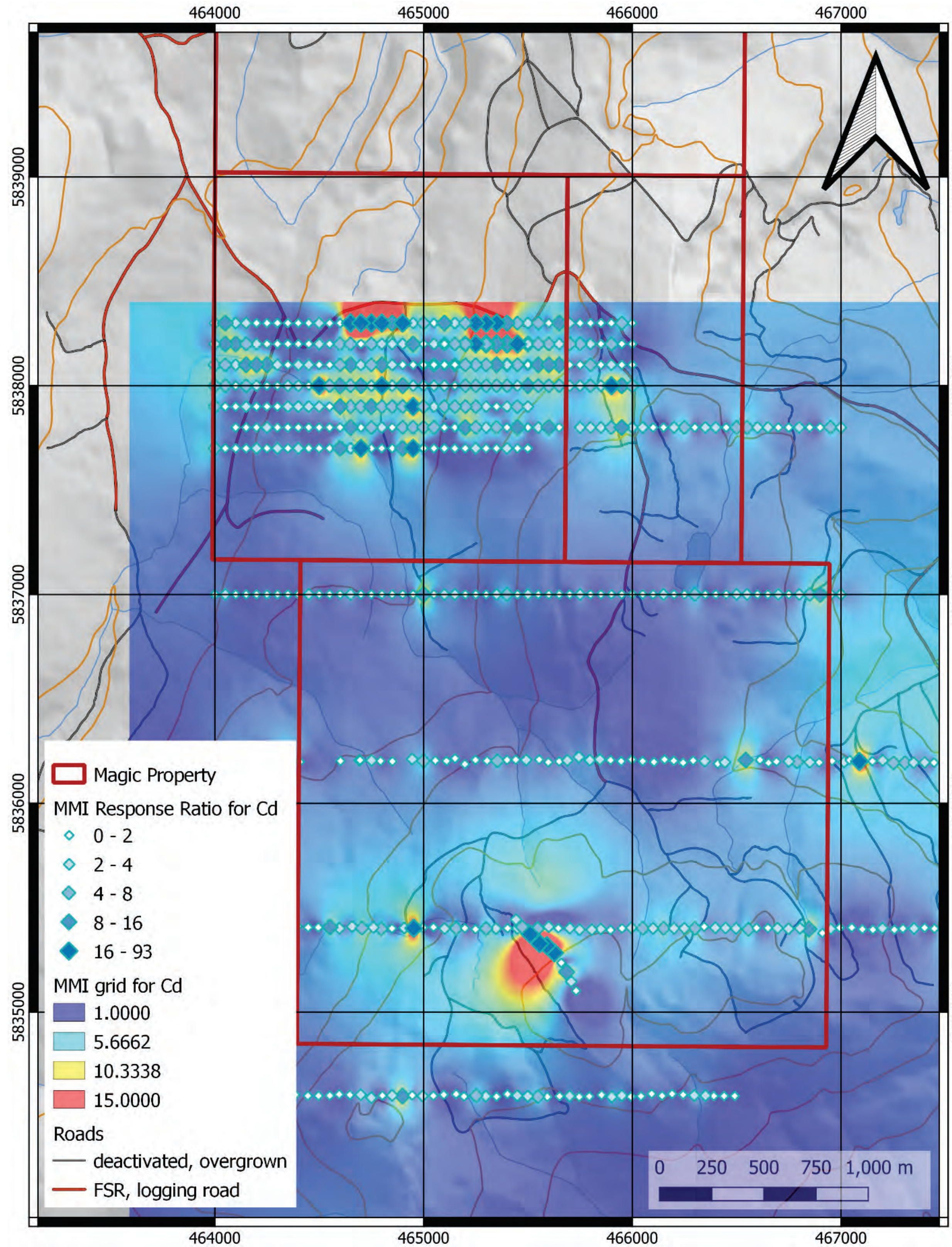


Figure 10 - ***MMITM Soil Geochemistry Response Ratios for Cadmium***



Recommendations

The Magic Property is an early-stage exploration project. Due to the lack of outcrop, no mineralized occurrences have been discovered to date. The historical tenures now comprising part of the Magic Property were initially acquired for the following factors.

- It is in terrain thought to be underlain by accreted Mesozoic terrains, including the prospective Stikine and Quesnel oceanic volcanic arcs that elsewhere in central British Columbia are host to large porphyry-style molybdenum and copper-molybdenum deposits as well as Cretaceous to Eocene continental arc volcanic packages that are prospective for low sulphidation epithermal deposits and quartz vein deposits such as the Blackwater and Blackdome deposits, respectively.

- A magnetic low anomaly situated on Nazko Mountain which was postulated to be related to a felsic intrusion. Subsequent geological mapping suggests this low is related to dacitic volcanism in the area and may be indicative of a non-outcropping felsic intrusion or volcanic dome complex.

- Geochemically anomalous Au, As and Hg values reported from RGS geochemical stream sediment samples from several streams that flow from the tenures.

- Speculative location at the intersection of a possible northwest deep-seated structural corridor that hosts gold and other deposits.

- Almost complete lack of any history of prospecting and/or geological investigations.

Subsequent exploration, consisting of MMI™ soil geochemistry, has generated a compelling 1.4 kilometre long, north trending, multi-element anomaly that justifies further evaluation.

The following phased program is recommended for the Magic Property going forward.

Phase 1

1. Further MMI™ soil geochemistry, consisting of another seven lines at 50 metre sample spacing from 464000E to 466000E on Lines 5837500N, L5838400N, L5838600N, L5838800N, L5839000N, L5839200N and L5839400N for a total of 287 samples.

2. Ground Induced Polarization Survey over the current MMI™ soil geochemistry anomaly located on the Magic Property.

Justification for the phase 1 program includes:

- the current MMI™ soil geochemistry anomaly has not been closed off to the north.

- some of the strongest MMI™ anomalies occur on the most northerly grid line.

- the Blackwater deposit, which has the same limitations as the Magic Property being covered with glacial fluvial deposits and having limited outcrop, occurs within a moderate conductivity and resistivity Induced Polarization geophysical anomaly reflecting the silicification and mineralization associated with the deposit. Induced Polarization geophysics has aided in the targeting of drill holes on the project.

Phase 2

1. 2,000 metres of diamond drilling of coincident MMI™ soil geochemistry anomalies and Induced Polarization geophysical anomalies identified in phase 1.

Phase 2 of the recommended exploration program is contingent upon favourable results from Phase 1.

Table 3 below outlines the proposed budget for Phase 1 and 2 of the recommended program.

Table 3 - Proposed Exploration Budget

Phase 1 Program						
MMI™ Geochemistry Program						
Geologist	10	days	$1,000.00	per day	$ 10,000.00
2 man MMI™ Sampling Crew	10	days	$ 700.00	per day	$ 7,000.00
Vehicle Rental	10	days	$ 150.00	per day	$ 1,500.00
Camp Costs	10	days	$1,000.00	per day	$ 10,000.00
MMI™ Assays	287	assays	$ 60.00	per assay	$ 17,220.00
Total MMI™ Geochemistry Program					**$ 45,720.00**
Ground Induced Polorization Program					
Daily Acquisition Rate	6	days	$7,790.00	per day	$ 46,740.00
Data Post-processing					$ 11,000.00
Mobilization					$ 8,200.00
Total Ground Induced Polarization Program					**$ 65,940.00**
Total Phase 1 Program					**$111,660.00**
Phase 2 Program					
Drill Program					
Drilling	2000	metres	$ 190.00	per metre	$380,000.00
Geologist	30	days	$1,000.00	per day	$ 30,000.00
Geotech	30	days	$ 400.00	per day	$ 12,000.00
Core Cutter	30	days	$ 350.00	per day	$ 10,500.00
Cook	30	days	$ 550.00	per day	$ 16,500.00
Vehicle Rental	30	days	$ 150.00	per day	$ 4,500.00
Camp Costs	30	days	$2,300.00	per day	$ 69,000.00
Total Phase 2 Drill Program					**$522,500.00**

USE OF PROCEEDS

Available Funds

The Offered Shares are being offered by the Agent under this Prospectus on a commercially reasonable efforts basis. Assuming the Agent's Option is not exercised, the net proceeds to the Issuer from the Offering will be $270,000, after deducting the Agent's Commission of $30,000. As of April 30, 2022, the Issuer had working capital of approximately $47,624 ($104,737 as at February 28, 2022). When combined with the net proceeds of the Offering, the Issuer anticipates having $317,624 in Available Funds as follows:

	Offering
Working capital surplus as at April 30, 2022 (1) (2)	$47,624 – unaudited
Net proceeds of this Offering	$270,000
Total Available Funds (2)	**$317,624**

(1) Working capital means total current assets less total current liabilities.

(2) This figure assumes that the Agent's Option is not exercised. See "*Options to Purchase Securities*" and "*Plan of Distribution*".

Principal Purposes

The Issuer intends to use the Available Funds to, inter alia, pay the balance of the Corporate Finance Fee and costs of issue of the Offering, obtain a listing of its Common Shares on the CSE, carry out the recommended Phase 1 exploration program on the Magic Property (see "*Mineral Project – Magic Property, Cariboo Mining Division, British Columbia - Recommendations*" above) and fund the Issuer's general and administrative and working capital expenditures for the ensuing year as more particularly set out below:

Description	**Offering**
Estimated balance of costs of issue (1)	$58,000
To pay balance of Corporate Finance Fee to the Agent (inclusive of GST)	$13,625
To pay the listing fee of the CSE (inclusive of GST) (2)	$15,750
To carry out the recommended Phase 1 exploration program on the Magic Property (3)	$111,660
Unallocated working capital including general & administrative expenses (12 months) (4)	$118,589
TOTAL	**$317,624 (5)**

(1) This figure includes estimated remaining legal, audit and printing costs, Agent's legal fees and expenses and securities regulatory filing fees.

(2) Of this amount, an upfront non-refundable application fee of $5,250 (inclusive of GST) is payable to the CSE at the time of application for listing. The balance of the listing fee of $10,500 (inclusive of GST) will be payable upon completion of the Offering.

(3) See "*Mineral Project – Magic Property, Cariboo Mining Division, British Columbia - Recommendations*" for details regarding the recommended Phase 1 exploration program on the Magic Property. If the results from Phase 1 are favourable, the Issuer will need to raise additional capital to carry out the recommended Phase 2 exploration program estimated at $522,500. There are no assurances that such capital will be available to the Issuer on reasonably commercial terms or at all. See "*Risk Factors*". If the results from Phase 1 are not favorable, it is unlikely the Issuer will proceed with Phase 2 in which event the Issuer will evaluate its strategic alternatives, including pursuing further activities in mineral exploration and development.

(4) This figure includes the Issuer's estimated general and administrative expenses for the 12-month period following completion of the Offering. Any funds received by the Issuer from the sale of Agent's Warrant Shares upon the exercise of the Agent's Warrants will be added to working capital to fund ongoing operations. There is no certainty that these securities will in fact be exercised.

(5) Assuming the Agent's Option is not exercised.

Upon completion of the Offering, the Issuer's anticipated general and administrative expenses for the 12 months following completion of the Offering are set out in the table below:

Type	Monthly Expense	Annual Expense
Accounting and audit fees	1,000	12,000
Legal fees	1,250	15,000
Rent and other office costs	900	10,800
Management, consulting and administration fees (1)	4,000	48,000
Transfer agent and regulatory fees	1,250	15,000
Investor relations, marketing and shareholder communication	500	6,000
Miscellaneous expenses	250	3,000
TOTAL	**9,150**	**109,800**

(1) See "*Executive Compensation – Venture Issuer – Employment, Consulting and Management Agreements*" below for details of the estimated consulting fees to be paid to certain officers and directors of the Issuer upon completion of the Offering.

The Issuer intends to spend the Available Funds as set out above. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary. The Issuer will only redirect the funds to other mineral properties on the basis of a recommendation from a professional geologist or engineer. The Issuer will require additional funds to further explore the Magic Property beyond Phase 1 and any future properties even if warranted. There is no assurance such additional funding will be available to the Issuer on commercially reasonable terms or at all. See "*Risk Factors*".

Pending such use, the Issuer intends to invest the Available Funds in short-term, investment grade, interest-bearing securities and other marketable securities.

Proceeds raised pursuant to the exercise of the Agent's Option, if any, are intended to be allocated to general and administrative purposes and working capital requirements.

The Issuer is an exploration stage company and has not generated cash flow from operations. As at February 28, 2022, the Issuer had negative cash flow from operating activities. The Issuer expects to continue to incur negative operating cash flow and losses for the foreseeable future. To the extent that the Issuer has negative operating cash flow in future periods, it will need to allocate a portion of its cash (including, if applicable, proceeds from the Offering) to fund such negative cash flow. The Issuer may also be required to raise additional funds through the issuance of equity or debt securities. See "*Risk Factors*".

Business Objectives and Milestones

The Issuer was incorporated for the purpose of acquiring, exploring and, if warranted, developing and commercially exploiting mineral resource properties. The Issuer's primary focus and business objectives in using the Available Funds will be to: (a) obtain a listing of its Common Shares on the CSE, and (b) carry out the recommended Phase 1 exploration program on the Magic Property.

Objective	Milestone Event	Anticipated Timing	Estimated Costs
Complete listing of Common Shares on CSE	Obtain final approval bulletin of the CSE	July 2022	$15,750
Phase 1 exploration program (1)	MMI™ soil geochemistry and ground induced polarization survey program	2 weeks during third quarter of 2022	$111,660

(1) Contingent upon favourable results from Phase 1, the Issuer will seek to carry out the Phase 2 exploration program on the Magic Property recommended in the Magic Report. Phase 2 consists of 2,000 meters of diamond drilling of

> coincident MMI™ soil geochemistry anomalies and induced polarization geophysical anomalies from Phase 1 at an estimated cost of $522,500. The Issuer will need to raise additional capital to fund the costs of Phase 2. There are no assurances that such capital will be available to the Issuer on a timely basis on reasonably commercial terms or at all. See "*Risk Factors*".

The Issuer has applied to the CSE for the listing of its Common Shares. Final approval for listing of the Common Shares is subject to the Issuer fulfilling all the requirements of the CSE including meeting the CSE listing requirements. There is no guarantee that the CSE will provide final approval for the listing of the Common Shares; however, the Issuer anticipates that the listing on the CSE will be completed in July 2022. Listing on the CSE is expected to cost the Issuer $15,750 (inclusive of GST), of which a non-refundable fee of $5,250 (inclusive of GST) is payable at the time of application for listing and the balance of the listing fee of $10,500 (inclusive of GST) is payable upon completion of the Offering. The CSE listing fee has been allocated out of the Available Funds. See "*Use of Proceeds – Principal Purposes*".

The Magic Report recommends a two-phase exploration program to identify, prioritize and test exploration targets on the Magic Property. Phase 1 consists of a MMI™ geochemistry soil program of 287 samples in 7 lines at 50 meter spacing and a ground induced polarization survey program over a current MMI™ soil geochemistry anomaly on the Magic Property. Phase 2 consists of 2,000 meters of diamond drilling of coincident MMI™ soil geochemistry anomalies and induced polarization geophysical anomalies identified in Phase 1. The proposed expenditures are estimated to cost $111,660 for Phase 1 and $522,500 for Phase 2 (which is contingent upon positive results obtained in Phase 1). Assuming both phases are fully completed, the total estimated cost of the exploration program is $634,160.

The primary business objective that the Issuer expects to accomplish by using the net proceeds from the Offering is to conduct further exploration of the Magic Property as set out in the Magic Report. In the event the Magic Property is determined to be not viable, the Issuer expects that it will explore other opportunities to acquire interests in other mineral properties.

The Issuer expects to begin Phase 1 of the exploration program recommended in the Magic Report during the third quarter of 2022. A total of $111,660 of the Available Funds has been allocated to carry out the Phase 1 exploration program which includes MMI™ geochemical soil sampling and ground induced polarization surveys on the Magic Property. See "*Mineral Project - Magic Property, Cariboo Mining Division, British Columbia – Recommendations*".

The Magic Report recommends that, subject to positive results from Phase 1, the Phase 2 diamond drilling program should be undertaken. However, the Available funds will not be sufficient to fund Phase 2 should the Issuer elect to proceed. In that case, the Issuer will need to raise further funds. There are no assurances that the Issuer will elect to proceed with Phase 2 or that the Issuer will be able to raise additional capital to fund Phase 2 on commercially reasonable terms or at all. Furthermore, if the results from Phases 1 and 2 are encouraging the Issuer will require further capital to complete additional exploration and, if warranted, development work on the Magic Property, the availability of which cannot be assured. See "*Risk Factors*". Should the Issuer elect not to proceed with Phase 2, the Issuer will evaluate its strategic alternatives, including pursuing further activities in mineral exploration and development.

Due to the nature of mineral exploration, budgets are regularly reviewed with respect to both the success of the exploration program and other opportunities which may become available to the Issuer. Accordingly, if the results of Phase 1 do not support proceeding with Phase 2, or if continuing with Phase 1 becomes inadvisable for any reason, the Issuer may abandon in whole or in part its interest in the Magic Property or may, as work progresses, alter the recommended work program, or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any funds so diverted for the purpose of conducting work or examining other properties acquired by the Issuer, although the Issuer has no present plans in this respect.

Competitive Conditions

The mining industry is a highly competitive business. The Issuer competes with many other companies and individuals in the search for and the acquisition of attractive mineral resource prospects and, in particular, gold, silver and/or copper prospects. The ability of the Issuer to acquire mineral resource prospects in the future will depend not only on its ability to develop its present property, but also on its ability to select and acquire suitable producing properties or prospects for mineral exploration. See "*Risk Factors*".

DIVIDENDS

The Issuer has not paid any dividends. The Issuer intends to retain any future earnings for use in its business and does not expect to pay dividends on the Common Shares in the foreseeable future. Thereafter, any decision to pay dividends on Common Shares will be made by the Board on the basis of the earnings, financial requirements and other conditions existing at such time.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Unless otherwise stated, the following discussion and analysis is dated as of May 20, 2022 and provides information that in management's opinion is relevant to an assessment and understanding of the Issuer's operations and financial condition and should be read in conjunction with the Audited Financial Statements and the related notes thereto which appear elsewhere in this Prospectus. All figures are in Canadian dollars unless otherwise noted.

Furthermore, all statements, other than statements of historical fact, included herein, including without limitation, statements regarding potential financings, exploration results and future plans are forward looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could or will differ materially from those anticipated in such statements. See "Cautionary Note Regarding Forward-Looking Statements and Forward-Looking Information" above. See also "Risk Factors" below.

Overview

The Issuer is a mineral exploration company whose sole mineral property is an early-stage exploration prospect known as the Magic Property located in the Cariboo Mining Division of central British Columbia.

The Issuer is in the process of exploring its mineral property and has not yet determined whether such property contains reserves that are economically recoverable. The recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable reserves, confirmation of the Issuer's interest in the property in accordance with industry practice, the ability of the Issuer to obtain necessary financing to complete the development, and upon future profitable production.

For a discussion of the general development of the business of the Issuer since its incorporation on February 24, 2021 see "*Description of the Business*" above.

Selected Financial Information

The following is a summary of selected financial information for the Issuer for the period indicated and should be read in conjunction with the Audited Financial Statements of the Issuer for the fiscal year ended February 28, 2022 appearing elsewhere in this Prospectus, each prepared in accordance with IFRS.

	For the Year Ended February 28, 2022 (audited)
Revenues	N/A
Expenses General and Administrative	 $71,276
Loss and Comprehensive Loss	$ (71,276)
Loss/share – basic and diluted	($0.03)
Working Capital	$ 104,737
Exploration and Evaluation Assets	57,987
Total Assets	$ 186,824
Total Long-Term Financial Liabilities	N/A
Retained Earnings (Deficit)	$(71,276)
Number of shares outstanding at period end	7,200,001

Results of Operations

For the Year Ended February 28, 2022

During the fiscal year ended February 28, 2022, the Issuer's business consisted primarily of raising seed capital and carrying out preliminary evaluation and exploration work on the Magic Property in preparation for filing of this Prospectus and seeking a listing of the Issuer's Common Shares on the CSE.

The Issuer raised a total of $204,000 through the sale of 7,200,001 Seed Shares at a price of $0.005 per Seed Share (as to 2,000,000 Common Shares), $0.02 per Seed Share (as to 2,000,000 Common Shares) and $0.05 per Seed Share (as to 3,000,000 Common Shares). The Issuer also issued a total of 200,000 Seed Shares at a deemed price of $0.02 per Seed Share (aggregate deemed cost of $4,000) to the Optionors of the Magic Property (the "**Magic Option Shares**") pursuant to the terms and conditions of the Option Agreement. See "*Prior Sales*". During the period, the Issuer also incurred $57,987 in acquisition (includes deemed cost of Magic Option Shares) and deferred exploration costs (assays, equipment rental and geological expenses and supplies) in respect of the Magic Property. Upon completion of this Offering, the Issuer will proceed to carry out the Phase 1 exploration program on the Magic Property recommended in the Magic Report as more particularly described under the heading "*Mineral Project – Magic Property, Cariboo Mining Division, British Columbia*".

The Issuer also incurred general and administrative expenses of $71,276 during the year comprised mainly of legal fees of $16,272 relating to the incorporation of the Issuer and general corporate matters, preparing documentation for the raising of seed capital, drafting the Option Agreement and preparing this Prospectus and other pre-IPO legal work and accounting and audit fees of $5,000 to create the Issuer's financial and accounting records in preparation for and initial audit costs of the Audited Financial Statements for the year ended February 28, 2022. The Issuer also incurred management fees of $12,000 ($1,000 per month) to a private company owned by Kevin Hanson, the Chief Executive Officer and President of the Issuer, for managing the day to day operations of the Issuer, consulting fees of $2,000, website costs of $5,689 in the construction of the Issuer's website at https://goldenageexploration.com/ and bank charges of $315. The Issuer also recorded stock-based compensation of $30,000 in connection with the issuance of 2,000,000 common shares at a price of $0.005 per share for total proceeds of $10,000. Such shares were considered to have a fair value of $40,000 at the time of issuance and therefore the Issuer has recorded a stock-based compensation charge of $30,000 in respect thereof.

Overall, the Issuer's loss and comprehensive loss for the year totaled $71,276 or $0.03 per share (basic and diluted).

As at February 28, 2022 the Issuer had total assets of $186,824 including cash and cash equivalents of $127,698, exploration and evaluation assets of $57,987 and a GST receivable of $1,139. Total liabilities of the Issuer as at February 28, 2022 were $24,100 and consisted of accounts payable and accrued liabilities.

Summary of Quarterly Results

The Issuer is not a reporting issuer and has not prepared quarterly financial statements for any fiscal quarter since its incorporation on February 24, 2021.

Liquidity and Capital Resources

The Issuer has not generated any revenue from operations and to date has relied entirely upon the sale, by way of private placement, of the Seed Shares to carry on its business. See "*Capitalization*" and "*Prior Sales*".

The Issuer's ability to meet its obligations and finance exploration and, if warranted, development activities depends on its ability to generate cash flow through the issuance of Common Shares pursuant to public or private offerings, the exercise of stock options, and short term or long term loans. Capital markets may not be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings. This may be further complicated by the limited liquidity for the Issuer's shares, restricting access to some institutional investors. The Issuer's growth and success is dependent on external sources of financing which may not be available on reasonably commercial terms or at all. See also "*Capital Expenditure Commitments*" below.

<u>Working Capital</u>

As of February 28, 2022, the Issuer had working capital of $104,737 comprised of current assets of cash and cash equivalents of $127,698 and a GST receivable of $1,139 and accounts payable and accrued liabilities totaling $24,100. See "*Use of Proceeds*".

Management of cash balances is conducted in-house based on internal investment guidelines. Cash and cash equivalents consist of cash held at Canadian banks and include highly liquid investments that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value. The objective of these investments is to preserve funds for the advancement of the Issuer's properties.

<u>Requirement of Additional Equity Financing</u>

The Issuer has relied exclusively on equity financings for all funds raised to date for its operations. The Issuer will need more funds to fund the exploration and, if warranted, development of its existing mineral resource property and to acquire additional properties worthy of exploration. Until the Issuer starts generating profitable operations from exploration, development and sale of minerals, the Issuer intends to continue relying upon the issuance of securities to finance its operations and acquisitions.

<u>Capital Expenditure Commitments</u>

The Issuer needs to incur assessment work on the Magic Property prior to the expiry dates of the mineral tenures comprising the Magic Property (commencing in May 2026) in order to keep such tenures in good standing. See "*Mineral Project - Magic Property, Cariboo Mining Division, British Columbia - Property Description and Location*" for details of the expiry dates of the mineral tenures comprising the Magic Property. In addition, the Issuer must make additional cash payments of $5,000, issue an additional 300,000 Common Shares and incur an aggregate of $300,000 in exploration expenditures on or before December 9, 2023 (of which $50,000 must be incurred on or before September 30, 2022 ($46,487 incurred as of February 28, 2022)) to maintain the Magic Property in good standing under the Option Agreement and earn at least a 50.1% undivided interest in the Magic Property. See "*Description of the Business – Material Acquisition*".

The Issuer plans to carry out the Phase 1 exploration program on the Magic Property recommended in the Magic Report during the third quarter of 2022 to satisfy the remaining September 30, 2022 exploration expenditures, failing which the Issuer intends to pay $3,513 cash ($50,000 - $46,487) in lieu of exploration expenditures prior to September 30, 2022 to maintain the Option Agreement in good standing. Phase 1 consists of a MMI™ soil geochemical sampling program of approximately 287 samples over seven lines at 50 meter spacing and a ground induced polarization survey over an existing MMI™ soil geochemical anomaly to further investigate the mineral potential of the Magic Property. The estimated cost of Phase 1 is $111,660.

If warranted by the results of Phase 1 and contingent upon available funds, a Phase 2 exploration program consisting of 2,000 meters of diamond drilling of coincident MMI™ soil geochemistry anomalies and induced polarization geophysical anomalies from Phase 1 will be undertaken. The estimated cost of Phase 2 is $522,500.

The Issuer has reserved a total of $111,660 from the Available Funds assuming completion of the Offering to carry out the Phase 1 exploration program. However, if the results from Phase 1 warrant further exploration the Issuer will not have sufficient funds from the Available Funds to fund the recommended Phase 2 exploration program on the Magic Property estimated at $522,500. There are no assurances that such additional capital to fund Phase 2 and, if applicable, additional exploration and, if warranted, development work on the Magic Property will be available to the Issuer on commercially reasonable terms or at all. See "*Mineral Project – Magic Property, Cariboo Mining Division, British Columbia*", "*Use of Proceeds*" and "*Risk Factors*".

Save as aforesaid, the Issuer does not have commitments for capital expenditures, there are no known trends or expected fluctuations in the Issuer's capital resources and the Issuer has no sources of financing that have been arranged but not yet used.

Contractual Obligations

Other than Option Agreement, the Agency Agreement, stock option agreements and the Escrow Agreement, as of the date of this Prospectus the Issuer does not have any other material contractual obligations. See "*Description of the Business – Material Acquisition*", "*Plan of Distribution*", "*Options to Purchase Securities*", "*Escrowed Shares and Shares Subject to Resale Restrictions*" and "*Material Contracts*" for additional information on the Issuer's present contractual obligations.

Off-Balance Sheet Arrangements

The Issuer does not utilize off-balance sheet arrangements.

Transactions with Related Parties

During the Issuer's seed capital phase, in addition to the initial incorporator's share, the Issuer sold a total of 4,400,000 Seed Shares to its directors and officers (and certain of their spouses) at prices of $0.005 per Seed Share (as to 2,000,000 shares), $0.02 per Seed Share (as to 2,000,000 shares) and $0.05 per Seed Share (as to 400,000 shares) for an aggregate purchase price of $70,000. See "*Principal Shareholders*", "*Directors and Officers*", "*Prior Sales*" and "*Escrowed Shares and Shares Subject to Resale Restrictions*".

On April 18, 2022, the Issuer granted stock options to its directors and officers to purchase up to a total of 800,000 Common Shares at a price of $0.10 per Common Share exercisable for a period of five years from the Listing Date, subject to vesting on the basis of 25% on the Listing Date and 25% every three months thereafter until fully vested. See "*Options to Purchase Securities*".

The Issuer has also accrued certain management consulting fees to a private company controlled by Kevin Hanson, the President and Chief Executive Officer of the Issuer, and paid other consulting fees to the spouse of one of the directors of the Issuer for website design and set up as more particularly described under "*Executive Compensation – Venture Issuer*" below.

Proposed Transactions

Save as otherwise disclosed herein, there are no asset or business acquisitions or dispositions currently being proposed by the directors or senior management of the Issuer that will have a material effect on the financial condition, results of operations or cash flows of the Issuer.

Financial Statements and Accounting Policies

The Audited Financial Statements of the Issuer for the fiscal year ended February 28, 2022 appearing elsewhere in this Prospectus have been prepared in accordance with IFRS.

The following is a discussion of, among other things, the Issuer's significant accounting policies under IFRS.

Significant Accounting Policies

The accounting policies set out below have been applied consistently to the year presented in the Issuer's Audited Financial Statements appearing elsewhere in this Prospectus unless otherwise indicated.

Basic and Diluted Earnings per Share

Basic earnings per share are computed by dividing the earnings (or loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect the potential dilution that could occur if potentially dilutive securities were exercised or converted to common stock. The dilutive effect of options and warrants and their equivalent is computed by application of the treasury stock method and the effect of convertible securities by the "if converted" method. Diluted amounts are not presented when the effect of the computations are anti-dilutive. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash held at Canadian banks and include highly liquid investments that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value.

Exploration and Evaluation Assets

<u>Pre-exploration costs</u>

Pre-exploration costs are expensed in the period in which they are incurred.

<u>Exploration and evaluation costs</u>

Once the legal right to explore a property has been acquired, exploration and evaluation expenditures are recognized and capitalized in addition to the acquisition costs. Mineral exploration costs are capitalized on an individual prospect basis until such time as an ore body is defined or the prospect is abandoned. Once the technical feasibility and commercial viability of extraction of the mineral resources has been determined, the property is considered to be a property under development and is reclassified as such. Accordingly, costs for a producing prospect are amortized on a unit-of-production method based on the estimated life of the ore reserves, while those costs for prospects abandoned are written off.

When impairment indicators arise, the Issuer evaluates the future recoverability of its exploration and evaluation costs. Impairment losses or write-downs are recorded in the event the net book value of such assets exceeds the estimated recoverable amount of such assets. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generation unit to which the asset belongs.

The recoverability of the amounts capitalized for the undeveloped exploration and evaluation assets is dependent upon the determination of mineral resources that are economically recoverable, confirmation of the Issuer's interest in the underlying mineral claims, the ability to obtain the necessary financing to complete their development, and future profitable production or proceeds from the disposition thereof.

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Issuer has investigated title to its exploration and evaluation assets and, to the best of its knowledge, the title to its property is in good standing.

Management's capitalization of exploration and development costs and assumptions regarding the future recoverability of such costs are subject to significant estimation uncertainty. Management's assessment of recoverability is based on, among other things, the Issuer's estimate of current mineral resources and reserves, which are supported by geological estimates, estimated commodity prices, and the procurement of all necessary regulatory permits and approvals. These assumptions and estimates could change in the future and this could materially affect the carrying value and the ultimate recoverability of the amounts recorded for mineral properties.

Mineral exploration tax credits are recorded in the accounts when there is reasonable assurance that the Issuer has complied with, and will continue to comply with, all conditions needed to obtain the credits. These non-repayable mineral tax credits are earned in respect to exploration costs incurred in British Columbia, Canada and are recorded as a reduction of the related deferred exploration expenditures.

Impairment of Long-lived Assets

The Issuer's tangible and intangible assets are reviewed for an indication of impairment at each financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in the statement of comprehensive loss when incurred. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount is the greater of the asset's 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 an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

Rehabilitation Provisions

The Issuer recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of tangible long-lived assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates is capitalized to the amount of the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as the related asset. The liability is progressively increased each period as the effect of the discounting unwinds, creating an expense recognition in profit or loss.

The Issuer's estimates of reclamation costs could change as a result of changes in regulatory requirements and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the rehabilitation provision.

The Issuer's estimates are reviewed at each reporting date for changes in regulatory requirements, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Issuer's estimates of reclamation costs, are charged to the statement of comprehensive loss for the period. As at February 28, 2022, the Issuer is not aware of any reclamation costs and no amounts have been recorded.

Share Capital

Financial instruments issued by the Issuer are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Issuer's Common Shares, share purchase warrants and flow-through shares are classified as equity instruments.

The fair value of common shares issued is measured with reference to the value associated with cash financings involving arm's length parties.

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

Flow-through Shares

The Issuer will, from time to time, issue flow-through shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On the issuance of a flow-through share, it is bifurcated into equity (share) and liability (flow-through) components on the issue date using the residual method. Proceeds are first allocated to shares according to the quoted price of existing shares at the time of issuance and the residual proceeds are allocated to the liability. Upon expenditures being incurred, the Issuer derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period.

The Issuer may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

Share-based Payments

Equity-settled share-based payments for directors, officers and employees are measured at fair value at the date of grant and recorded as compensation expense in profit and loss. The fair value determined at the grant date of the equity-settled share-based payments is expensed using the graded vesting method over the vesting period based on the Issuer's estimate of shares that will eventually vest. Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit and loss over the remaining vesting period.

Compensation expense on share purchase options granted to non-employees is measured at the earlier of the completion of performance and the date the options are vested using the fair value method and is recorded as an expense in the same period as if the Issuer had paid cash for the goods or services received.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a Black-Scholes valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital along with any consideration paid. If the options expire unexercised, the amount recorded remains in contributed surplus.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Issuer immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

Income Taxes

Income tax expense is comprised of current and deferred tax. Current and deferred income tax is recognized in the statement of comprehensive loss except to the extent that it relates to a business combination or items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current income taxes are the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred income tax assets and liabilities are presented as non-current.

Financial Instruments

<u>Financial Assets</u>

At initial recognition, the Issuer measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, the transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit and loss (“FVTPL”) are expensed in profit or loss. Financial assets are considered in the entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. The classification depends on the Issuer’s business model for managing the financial assets and contractual terms of the cash flows. These are the measurement categories under which the Issuer classifies its financial assets:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- Fair value through other comprehensive income (“FVOCI”): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income (“OCI”), except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is not reclassified from equity to profit or loss and remains in accumulated OCI. Interest income from these financial assets is included as finance income using the effective interest rate method.

- Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as other income in the consolidated statement of loss in the period which it arises.

The Issuer's cash and cash equivalents and amounts receivable are measured at amortized cost.

Impairment of Financial Assets at Amortized Cost

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

Financial Liabilities

The Issuer classifies its financial liabilities into the following categories: financial liabilities at FVTPL and amortized cost.

A financial liability is classified as FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows: the amount of change in fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Issuer does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest rate method. The Issuer classifies its accounts payable and accrued liabilities and due to related parties, as financial liabilities held at amortized cost.

Accounting standards and amendments

The following new standards and/or amendments are not yet effective and have not been applied in preparing these financial statements. The Issuer does not expect the adoption of this standard and/or amendment to have a significant impact on the financial statements.

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2023.

Use of Estimates and Judgments

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

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Issuer's Audited Financial Statements is as follows:

i) Exploration and evaluation expenditure

The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position, utilize the cost model and the carrying value of the exploration and evaluation assets is based on the expenditures incurred. Management tests for recoverability whenever events or changes in circumstances indicate there are indicators of impairment and that its carrying amount may not be recoverable. Impairment of exploration and evaluation assets is generally considered to have occurred if one of the following factors are present: the rights to explore have expired or are near to expiry with no expectation of renewal, no further substantive expenditures are planned, exploration and evaluation work is discontinued in an area for which commercially viable quantities have not been discovered, indications in an area with development likely to proceed that the carrying amount is unlikely to be recovered in full by development or by sale.

ii) Share-based payment transactions

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

iii) Going concern

The assessment of the Issuer’s ability to continue as a going concern and to raise sufficient funds to pay for its operating expenditures, meet its liabilities for the subsequent year, and to fund planned contractual exploration programs, involves significant judgment based on historical experiences and other factors including expectation of future events that are believed to be reasonable under the circumstances.

iv) Income taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Issuer recognizes liabilities and contingencies for anticipated tax audit issues based on the Issuer’s current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Issuer records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Issuer recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped. Certain tests include the recoverability of deferred income tax assets to the extent that the deductible temporary differences will reverse in the foreseeable future and that the Issuer will have future taxable income.

Financial Instruments and Risk Management

The Issuer is exposed through its operations to the following financial risks: Market Risk, Credit Risk and Liquidity Risk.

In common with all other businesses, the Issuer is exposed to risks that arise from its use of financial instruments.

The following describes the Issuer's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout the Audited Financial Statements of the Issuer appearing elsewhere in this Prospectus.

a) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices and are comprised of foreign currency risk and interest rate risk.

b) Foreign Currency Risk:

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and other foreign currencies will affect the Issuer's operations and financial results. The Issuer does not have significant exposure to foreign exchange rate fluctuation.

c) Interest Rate Risk:

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The risk that the Issuer will realize a loss as a result of a decline in the fair value of the cash equivalents is limited because of the short-term nature of the investments.

d) Credit Risk:

Credit risk is the risk of financial loss to the Issuer if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Issuer consists primarily of cash and cash equivalents. Cash and cash equivalents are maintained with financial institutions of reputable credit and may be redeemed upon demand. The Issuer considers this risk to be minimal.

e) Liquidity Risk:

Liquidity risk is the risk that the Issuer will not be able to meet its financial obligations as they become due. The Issuer's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Issuer's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases. The Issuer manages liquidity risk through the management of its capital structure (see “*Management of Capital Risk*” below).

Accounts payable and accrued liabilities are due within the current operating year.

As at February 28, 2022, the Issuer had a working capital surplus of $104,737. The Issuer does not currently operate any producing properties and as such, may be dependent upon issuance of new equity to advance its exploration properties. If equity financing is required, failure to obtain financing on a timely basis may cause the Issuer to postpone exploration plans, reduce or terminate its operations.

Determination of Fair Value:

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The financial position carrying amounts for cash and cash equivalents, accounts payable and accrued liabilities approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Fair Value Hierarchy:

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

- Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

- Level 3 – Applies to assets or liabilities for which there are unobservable market data.

Management of Capital Risk

The Issuer manages its cash and cash equivalents, and Common Shares as capital. The Issuer's objectives when managing capital are to safeguard the Issuer's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Issuer manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Issuer may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

In order to facilitate the management of its capital requirements, the Issuer prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board.

In order to maximize ongoing development efforts, the Issuer does not pay out dividends. The Issuer's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities 90 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

Disclosure of Outstanding Security Data

	Authorized	**Outstanding (as at February 28, 2022)**	**Outstanding (as at May 20, 2022)**
Voting or Equity Securities Issued and Outstanding	Unlimited Common Shares	7,200,001 (1)	7,200,001 (1)
Securities convertible, exercisable into or exchangeable for Voting or Equity Securities	N/A	Nil	800,000 (2)

(1) See "*Capitalization*" below.

(2) This figure represents the number of stock options of the Issuer outstanding as of May 20, 2022. See "*Options to Purchase Securities*" for details of the rights to purchase Common Shares of the Issuer that are held or will be held upon completion of the Offering.

Additional Disclosure for IPO Venture Issuers Without Significant Revenue

The following is a breakdown of the deferred exploration costs incurred by the Issuer during the most recently completed fiscal year ended February 28, 2022:

	For the Fiscal Year ended February 28, 2022	**Balance as at February 28, 2022**
Assays	$8,869	$8,869
Equipment Rental	$3,519	$3,519
Geological	$29,450	$29,450
Supplies	$4,649	$4,649
TOTAL	**$46,487**	**$46,487**

A breakdown of the general and administrative expenses incurred by the Issuer during the most recently completed fiscal year ended February 28, 2022 is contained in the Audited Financial Statements of the Issuer appearing elsewhere in this Prospectus.

Additional Disclosure for Junior Issuers

In addition to the proposed expenditures relating to the Magic Property (see "*Use of Proceeds*", "*Liquidity and Capital Resources*" and "*Capital Expenditure Commitments*" above), the Issuer expects to expend approximately $118,800 during the next 12 months on general and administrative expenses as more particularly set out under "*Use of Proceeds – Principal Purposes*" above.

The Issuer has allocated sufficient funds from the Available Funds to cover approximately one year's estimated general and administrative expenses after which time the Issuer will require additional funds to satisfy its ongoing expenses.

There can be no assurance that financing, whether debt or equity, will always be available to the Issuer in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Issuer. See "*Risk Factors*".

Assets and Property

As of February 28, 2022, the Issuer's assets consisted of cash and cash equivalents of $127,698, its interest in the Magic Property totaling $57,987 and a GST receivable of $1,139 for total assets of $186,824.

The total liabilities of the Issuer as at February 28, 2022 were $24,100 and consisted of accounts payable and accrued liabilities.

Save and except as disclosed herein, the Issuer does not have any commitments for material capital expenditures over either the near or long term and none are presently contemplated over normal operating requirements.

PRINCIPAL SHAREHOLDERS

The following table sets forth the shareholdings of those persons who, as of the date of this Prospectus, own of record or are known to the Issuer to own beneficially, directly or indirectly, or exercise control or direction over, more than 10% of the issued and outstanding Common Shares both before and after giving effect to the Offering:

Name, Province/State and Country of Residence and Position with the Issuer	**Type of Ownership**	**Number and Percentage of Common Shares Owned as at the date of this Prospectus [(11)]**	**Number and Percentage of Common Shares Owned After Giving Effect to the Offering [(12)]**
Kevin R. Hanson [(1)] B.C., Canada Chief Executive Officer, Director and Promoter	Direct, Indirect and Beneficial	1,200,000 Common Shares or 16.67% [(2) (5)]	1,200,000 Common Shares or 11.76% [(2) (3) (4) (5)]
Tibor F. Gajdics [(1)] B.C., Canada Director	Direct and Beneficial	1,000,001 Common Shares or 13.89% [(2)]	1,000,001 Common Shares or 9.80% [(2) (3) (6)]
Brenda Hanson [(7)] B.C., Canada	Direct and Beneficial	1,000,000 Common Shares or 13.89% [(2)]	1,000,000 Common Shares or 9.80% [(2) (3) (8)]
Sylvie Quenneville [(9)] B.C., Canada	Direct and Beneficial	1,000,000 Common Shares or 13.89% [(2)]	1,000,000 Common Shares or 9.80% [(2) (3) (10)]

(1) See "*Directors and Officers*" below.

(2) These Common Shares will be subject to escrow restrictions as more particularly set out under the heading "*Escrowed Shares and Shares Subject to Resale Restrictions*" below.

(3) Assuming no exercise of the Agent's Option, Agent's Warrants or stock options and no Offered Shares are acquired by the principal shareholder under the Offering.

(4) 11.77% on a fully diluted basis assuming the issuance of 450,000 Agent's Option Shares upon exercise of the Agent's Option, the issuance of 100,000 Corporate Finance Fee Shares in partial payment of the balance of the Corporate Finance Fee, the issuance of 800,000 Common Shares pursuant to the exercise of stock options and 345,000 Agent's Warrant Shares upon exercise of the Agent's Warrants including the exercise of 200,000 stock options held by Mr. Hanson. See "*Fully Diluted Share Capital*", "*Options to Purchase Securities*" and "*Plan of Distribution*".

(5) Of these shares, 1,000,000 Common Shares are held indirectly through a private company controlled by Mr. Hanson.

(6) 10.09% on a fully diluted basis assuming the issuance of 450,000 Agent's Option Shares upon exercise of the Agent's Option, the issuance of 100,000 Corporate Finance Fee Shares in partial payment of the balance of the Corporate Finance Fee, the issuance of 800,000 Common Shares pursuant to the exercise of stock options and 345,000 Agent's Warrant Shares upon exercise of the Agent's Warrants including the exercise of 200,000 stock options held by Mr. Gajdics. See "*Fully Diluted Share Capital*", "*Options to Purchase Securities*" and "*Plan of Distribution*".

(7) Ms. Hanson is the wife of Kevin Hanson, the Chief Executive Officer, President and a director of the Issuer.

(8) 8.41% on a fully diluted basis assuming the issuance of 450,000 Agent's Option Shares upon exercise of the Agent's Option, the issuance of 100,000 Corporate Finance Fee Shares in partial payment of the balance of the Corporate Finance Fee, the issuance of 800,000 Common Shares pursuant to the exercise of stock options and 345,000 Agent's Warrant Shares upon exercise of the Agent's Warrants. See "*Fully Diluted Share Capital*", "*Options to Purchase Securities*" and "*Plan of Distribution*".

(9) Ms. Quenneville is the wife of Tibor Gajdics, a director of the Issuer.

(10) 8.41% on a fully diluted basis assuming the issuance of 450,000 Agent's Option Shares upon exercise of the Agent's Option, the issuance of 100,000 Corporate Finance Fee Shares in partial payment of the balance of the Corporate Finance Fee, the issuance of 800,000 Common Shares pursuant to the exercise of stock options and

345,000 Agent's Warrant Shares upon exercise of the Agent's Warrants. See "*Fully Diluted Share Capital*", "*Options to Purchase Securities*" and "*Plan of Distribution*".

(11) Based on 7,200,001 Common Shares issued and outstanding.

(12) Based on 10,200,001 Common Shares issued and outstanding upon the completion of the Offering, assuming no exercise of the Agent's Option.

PROMOTER

Kevin R. Hanson is considered the promoter of the Issuer in that he took the initiative in founding and organizing the business of the Issuer. See "*Principal Shareholders*" above for details of the Common Shares of the Issuer held by Mr. Hanson. See also "*Directors and Officers*", "*Prior Sales*" and "*Escrowed Shares and Shares Subject to Resale Restrictions*".

DIRECTORS AND OFFICERS

The following table provides a summary of the past and present principal occupations, within the last 5 years, of the directors and officers of the Issuer. All directors will serve until the Issuer's next annual general meeting.

Name, Age, Province and Country of Residence	Position and Date Appointed	Principal Occupation During the Preceding Five-Year Period	Number and Percentage of Common Shares Owned as at the date of this Prospectus (1)	Number and Percentage of Common Shares Owned After Giving Effect to the Offering (2) (3)
Kevin R. Hanson (4) Age: 65 B.C., Canada	CEO and President – January 11, 2022 Director – February 24, 2021	Chartered Professional Accountant, 1983 to present; Certified Public Accountant, 2001 to present; President, Kevin Hanson Ltd. (private consulting company), Dec. 2004 to present; CEO, Golden Age Exploration Ltd., Jan. 2022 to present; Consultant, BDO Canada LLP, Jan. 2008 to 2011	1,200,000 Common Shares or 16.67% (5) (6)	1,200,000 Common Shares or 11.76% (5) (6)
Aziz-Ur Rehman Age: 49 B.C. Canada	Chief Financial Officer - January 11, 2022	Chartered Professional Accountant; Sep. 2018 to present; Chartered Certified Accountant (United Kingdom), Feb. 2021 to present; Controller, KOP Therapeutics Corp. (private biotechnology company researching new cancer therapy), Jan. 2021 to present; Instructor and Online Accounting Marker (part-time), Vancouver Career College, Sep. 2019 to present; Accountant, Hampsom Equities Ltd., Feb. 2016 to Mar. 2019	100,000 Common Shares or 1.39% (5)	100,000 Common Shares or 0.98% (5)
Ehsan Salmabadi (4) Age: 39 B.C., Canada	Director – January 11, 2022	Professional Geologist, Apr. 2017 to present; Vice-President, Exploration, Stuhini Exploration Ltd. (TSXV – STU), Jan. 2021 to present (consultant Aug. 2019 to Jan. 2021); Consultant, Murchison Minerals Ltd. (TSXV – MUR), Sep. 2015 to Jan. 2020	100,000 Common Shares or 1.39% (5)	100,000 Common Shares or 0.98% (5)

Tibor F. Gajdics (4) Age: 63 B.C., Canada	Director – February 24, 2021	President, interim Executive Chairman and director, KOP Therapeutics Corp. (private biotechnology company researching new cancer therapy), May 2018 to present (interim Exec. Chm. since Dec. 2021); former President, Squire Mining Ltd. (now TAAL Distributed Information Technologies Inc. (CSE: TAAL), Jun. 2017 to Mar. 2018 (director from Mar. 2011 to Aug. 2018)	1,000,001 Common Shares or 13.89% (5)	1,000,001 Common Shares or 9.80% (5)

(1) The number of Common Shares of the Issuer beneficially owned, directly or indirectly, or over which control or direction is exercised by each director and officer of the Issuer as of the date of this Prospectus prior to giving effect to this Offering.

(2) The number of Common Shares of the Issuer beneficially owned, directly or indirectly, or over which control or direction is exercised by each director and officer of the Issuer after giving effect to the Offering, assuming no Offered Shares are acquired pursuant to the Offering.

(3) These figures do not include up to 450,000 Agent's Option Shares issuable upon exercise of the Agent's Option, 800,000 Common Shares issuable upon exercise of incentive stock options and 345,000 Agent's Warrant Shares issuable upon exercise of the Agent's Warrants assuming completion of the Offering (including 450,000 Agent's Option Shares). See "*Options to Purchase Securities*", "*Fully Diluted Share Capital*" and "*Plan of Distribution*".

(4) Member of the audit committee. The general function of the audit committee is to review the overall audit plan and the Issuer's system of internal controls, to review the external audit, and to resolve any potential dispute with the Issuer's auditors. See "*Audit Committee*" below.

(5) These Common Shares will be subject to escrow restrictions as more particularly set out under the heading "*Escrowed Shares and Shares Subject to Resale Restrictions*" herein.

(6) Of these shares, 1,000,000 Common Shares are held indirectly through a private company controlled by Mr. Hanson.

The number and percentage of Common Shares beneficially owned, directly or indirectly, or controlled by the directors and officers of the Issuer as a group is 2,400,001 shares or 33.33% of the issued and outstanding shares prior to giving effect to the Offering and 23.53% after giving effect to the Offering (26.90% on a fully diluted basis) and assuming no participation by the directors and officers in the Offering. The fully diluted percentage assumes that 450,000 Agent's Option Shares are issued pursuant to the exercise of the Agent's Option, 100,000 Corporate Finance Fee Shares are issued to the Agent in partial payment of the balance of the Corporate Finance Fee, and all outstanding stock options, being 800,000 stock options held by the directors and officers of the Issuer as a group, and 345,000 Agent's Warrants are exercised. See "*Fully Diluted Share Capital*" and "*Options to Purchase Securities*".

The following is a brief description of the business, work and educational background of the directors and officers of the Issuer.

Kevin R. Hanson – Chief Executive Officer, Director and Promoter

Mr. Hanson is a Chartered Professional Accountant, Certified Public Accountant and C.P.A. (Nevada) with more than 35 years experience in the financial reporting and 25 years' experience in auditing of publicly-traded companies. From January 1991 to December 2007, Mr. Hanson was a partner with Amisano Hanson, a public accounting firm which merged with BDO Dunwoody LLP (predecessor to BDO Canada LLP) in December 2007, following which Mr. Hanson worked as a consultant with BDO Canada LLP until 2011. From 1987 to 1991, Mr. Hanson provided services as a controller of seven reporting public companies, and from 1994 until 1998, Mr. Hanson served as a member of the Technical Subcommittee to the British Columbia Securities Commission and the former Vancouver Stock Exchange.

Mr. Hanson is also the Chief Financial Officer and a director of Zena Mining Corp. (formerly Zena Capital Corp.), a public industrial minerals company involved in the exploration of barite in British Columbia. Mr. Hanson was the President and a director of Petro River Oil Corp., (formerly Brockton Capital Corp.) from February 2000 to December 2007 and a director of Coastal Gold Corp (formerly Ridgemont Capital Corp.) from July 2008 to November 2010, both public companies then listed for trading on the TSX Venture Exchange. See "*Corporate Governance – Directorships*".

Mr. Hanson obtained his designation as a Chartered Accountant from the Institute of Chartered Accountants of British Columbia in 1983.

Upon completion of this Offering, it is anticipated that Mr. Hanson will devote approximately 30% to 50% of his working time to his role with the Issuer, focusing on the financing and development of the Issuer's key asset, as well as seeking to acquire additional properties to increase shareholder value. A total of $30,000 ($2,500 per month) has been allocated from the Available Funds to pay management fees to Mr. Hanson in his capacity as Chief Executive Officer of the Issuer during the 12-month period following completion of the Offering. See "*Executive Compensation*" below.

Aziz-Ur Rehman - Chief Financial Officer

Mr. Rehman is a Chartered Professional Accountant, Certified General Accountant(CPA, CGA) and Chartered Certified Accountant(ACCA) from the United Kingdom. He attended Langara Career College and then graduated from Athabasca University with a Bachelor of General Studies (BGS). Mr. Rehman possesses a broad range of financial accounting and management accounting experience and has been providing financial controller and/or accounting services to various private- and publicly-listed companies since 2016.

Upon completion of this Offering, it is anticipated that Mr. Rehman will devote approximately 10% to 15% of his working time to his role with the Issuer, focusing on the financial management and adminisration of the Issuer. A total of $6,000 ($500 per month) has been allocated from the Available Funds to pay consulting fees to Mr. Rehman in his capacity as Chief Financial Officer of the Issuer during the 12-month period following completion of the Offering. See "*Executive Compensation*" below.

Ehsan Salmabadi - Director

Mr. Salmabadi is a Professional Geologist and "qualified person" under NI 43-101 and has worked in the mining industry since 2007 with a broad base of experience in both exploration, mine development and operation. Mr. Salmabadi began his career working for exploration companies. He served as an Underground Mine Geologist, then Senior Geologist at North American Tungsten Corp. at the Cantung Mine in the Northwest Territories where he was involved in increasing mineral resources, reserve development, and long-range planning. Since then, Mr. Salmabadi has taken his mining and exploration experience and applied it as a consultant to exploration projects in Canada and the United States. Mr. Salmabadi holds a Bachelor of Science in geology from the University of British Columbia and is registered as a Professional Geologist (P.Geo.) with the Engineers and Geoscientists of BC. He currently serves as the Vice President of Exploration for Stuhini Exploration Ltd. (TSXV – STU).

It is anticipated that Mr. Salmabadi will devote sufficient time (estimated at 10% of his working time) to the Issuer in his capacity as a director as may be required to satisfy the Issuer's ongoing regulatory filing requirements and to assist in guiding and developing the Issuer's mineral acquisition and exploration plans with a view to providing the Issuer with a reasonable opportunity to achieve its stated business objectives. Mr. Salmabadi will also act as the Issuer's "*qualified person*" under NI 43-101 for the purposes of reviewing and approving the Issuer's scientific and technical disclosures under applicable securities legislation and the policies of the CSE.

Tibor F. Gajdics – Director

Mr. Gajdics has been involved in the securities industry for more than 30 years specializing in project finance, mergers and acquisition and structuring and financing early-stage companies, initially as a registered representative with Yorkton Securities from 1982 to 1998 and thereafter as a financial consultant to early-stage public companies, particularly in the natural resources sector. Currently, Mr. Gajdics is the President and interim Executive Chairman of KOP Therapeutics Corp., a private biotechnical company researching and developing a novel cancer therapy drug in partnership with Thomas Jefferson University, of Pennsylvania, PA, a leading United States cancer research university.

It is anticipated that Mr. Gajdics will devote sufficient time (estimated between 10% to 15% of his working time) to the Issuer in his capacity as a director as may be required to satisfy the Issuer's ongoing regulatory filing requirements and to assist in guiding and developing the Issuer's resource acquisition and exploration plans with a view to providing the Issuer with a reasonable opportunity to achieve its stated business objectives.
As of the date of this Prospectus, none of the directors or officers has entered into a non-disclosure or non-competition agreement with the Issuer. In addition, each director will serve until the Issuer's next annual general meeting. Officers serve at the pleasure of the board of directors.

Other Reporting Issuer Experience

The following table sets out the directors, officers and Promoters of the Issuer that are, or have been within the last five years, directors, officers or Promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction (or the equivalent in a jurisdiction outside of Canada):

Name	**Name of Reporting Issuer**	**Exchange**	**Position**	**Term**
Kevin Hanson	Zena Mining Corp. Squire Mining Corp. (now Taal Distributed Information Technologies Inc.	NEX CSE	CFO and Director CFO and Director	Feb. 2000 to present Aug. 2014 to Mar. 2018
Ehsan Salmabadi	Stuhini Exploration Ltd.	TSXV	Vice-President, Exploration	Jan. 2021 to present
Tibor Gajdics	Squire Mining Corp. (now Taal Distributed Information Technologies Inc.	CSE	President and Director	Jun. 2017 to Mar. 2018 (director from Mar. 2011 to Aug. 2018)

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Corporate Cease Trade Orders

None of the directors or executive officers of the Issuer or any personal holding companies of such persons is, or within the ten years prior to the date of this Prospectus, has been, a director, chief executive officer or chief financial officer of any other issuer that was the subject of a cease trade or similar order, or an order that denied the other issuer access to any statutory exemptions, for a period of more than thirty consecutive days:

(a) while that person was acting as a director, chief executive officer or chief financial officer; or

(b) after that person ceased acting as a director, chief executive officer or chief financial officer which resulted from an event that occurred while that person was acting in that capacity.

Corporate Bankruptcies

None of the directors, executive officers or shareholders of the Issuer holding a sufficient number of securities to materially affect the control of the Issuer, or any personal holding companies of such persons, is, or within the ten years prior to the date of this Prospectus, has been, a director or executive officer of any other issuer that, while that person was acting in that capacity, or within one 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.

Penalties or Sanctions

Save and except as set out below, none of the directors, executive officers or shareholders of the Issuer holding a sufficient number of securities to materially affect the control of the Issuer, or any personal holding companies of such persons, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable investor making an investment decision.

On August 29, 1994 the Vancouver Stock Exchange (predecessor to the TSX Venture Exchange) fined Tibor F. Gajdics $50,000 and withdrew its approval of Mr. Gajdics as a registered representative of then Yorkton Securities Inc. for a period of three years following 8 infractions of the exchange's bylaws and rules by Mr. Gajdics during the period September 1989 to September 1990 including, inter alia, trading through a nominee account, off-the-floor trading, undeclared and illegal short sales, falsely simulating the signatures of his sister and mother on their accounts, creating a false impression of trading volume and debit kiting. In addition, Mr. Gajdics was required to complete the Canadian Securities Course and pass the Conduct & Practice Handbook examination prior to applying for renewal of his license. Mr. Gajdics paid the $50,000 fine to the exchange and subsequently retired from the brokerage business without completing the Canadian Securities Course or the Conduct & Practice Handbook examinations.

Personal Bankruptcies

None of the directors, executive officers or shareholders of the Issuer holding a sufficient number of securities to materially affect the control of the Issuer, or any personal holding companies of such persons, has, within the ten years prior to the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Conflicts of Interest

There are potential conflicts of interest to which the directors, executive officers and Promoter of the Issuer may be subject to in connection with the operations of the Issuer. Certain executive officers and directors are also directors and/or officers of other publicly traded corporations that are or may in the future seek business or asset acquisition transactions. Situations may arise where a particular business opportunity is not presented to the Issuer, but rather to another corporation of which one of the directors or officers of the Issuer is also a director. Situations may also arise where the directors, executive officers, and Promoter will be in direct competition with the Issuer. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (British Columbia).

EXECUTIVE COMPENSATION – VENTURE ISSUER

Definitions: For the purpose of the following discussion regarding Executive Compensation – Venture Issuers:

"*company*" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

"*compensation securities*" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted share units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries.

"*external management company*" includes a subsidiary, affiliate or associate of the external management company.

"*Named Executive Officer*" or "*NEO*" means each of the following individuals:

(a) each individual who, in respect of the Issuer, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer ("**CEO**");

(b) each individual who, in respect of the Issuer, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer ("**CFO**");

(c) in respect of the Issuer and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5) of National Instrument 51-102, for that financial year; and

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

"*plan*" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons.

"*underlying securities*" means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer compensation, excluding compensation securities

The following table provides a summary of compensation paid or payable, directly or indirectly, for the financial year ended February 28, 2022, to the directors and Named Executive Officers of the Issuer, other than compensation securities:

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites [(1)] ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Kevin R. Hanson CEO and Director [(2)]	2022	12,000	Nil	Nil	Nil	Nil	12,000
Aziz-Ur Rehman CFO [(3)]	2022	Nil	Nil	Nil	Nil	Nil	Nil
Tibor Gajdics Director (former President) [(4)]	2022	Nil [(5)]	Nil	Nil	Nil	Nil	Nil [(5)]

(1) The value of perquisites received by each of the Named Executive Officers and directors, including property or other personal benefits provided to the Named Executive Officers and directors that are not generally available to all employees, were not in the aggregate greater than $15,000.

(2) Mr. Hanson was appointed as a director of the Issuer on February 24, 2021 and CEO on January 11, 2022. Mr. Hanson currently receives/accrues, indirectly through a private company controlled by Mr. Hanson, a fee of $1,000 per month in consideration for providing management services to the Issuer. As at February 28, 2022, the full $12,000 has been accrued as unpaid management fees.

(3) Mr. Rehman was appointed as CFO of the Issuer on January 11, 2022.

(4) Mr. Gajdics was appointed a director of the Issuer on February 24, 2021 and acted as President of the Issuer from February 24, 2021 to January 11, 2022.

(5) During the year, Mr. Gajdics' wife was paid a total of $4,350 by the Issuer for design and set up costs associated with the Issuer's website.

External Management Companies

Save as otherwise disclosed herein, as of the date of this Prospectus, there are no contracts with external management companies in effect.

Stock Options and Other Compensation Securities

No stock options or other compensation securities were granted or issued to the Named Executive Officers or directors of the Issuer during the fiscal year ended February 28, 2022 for services provided or to be provided, directly or indirectly, to the Issuer. See "*Stock Option Plans and Other Incentive Plans*" below for details of stock options granted to the Issuer's Named Executive Officers and directors subsequent to February 28, 2022.

No compensation securities were held by any Named Executive Officer or director of the Issuer as of February 28, 2022 and no compensation securities were re-priced, cancelled and replaced, extended or otherwise materially modified during the Issuer's fiscal year ended February 28, 2022.

No compensation securities were exercised by any Named Executive Officer or director of the Issuer during the fiscal year ended February 28, 2022.

Stock Option Plans and Other Incentive Plans

On April 18, 2022, the Board adopted a "*rolling*" Stock Option Plan for the Issuer. The principal purposes of the Stock Option Plan are to provide the Issuer with the advantages of the incentive inherent in share ownership on the part of those persons responsible for the success of the Issuer; to create in those persons a proprietary interest in, and a greater concern for, the welfare and success of the Issuer; to encourage such persons to remain with the Issuer; to attract new talent to the Issuer; and to reduce the cash compensation the Issuer would otherwise have to pay. See "*Options to Purchase Securities*" below for a discussion of the material terms of the Stock Option Plan.

There are currently no other equity or non-equity incentive plan awards in place for the Issuer's Named Executive Officers or directors.

Employment, Consulting and Management Agreements.

Kevin Hanson currently receives/accrues, as an independent contractor indirectly through a private company controlled by Mr. Hanson, a management fee of $1,000 per month for services performed on behalf of the Issuer in his capacity as CEO. See the table of compensation, excluding compensation securities, under the heading "*Director and Named Executive Officer compensation, excluding compensation securities*" above for details of the management and consulting fees paid to Mr. Hanson during the fiscal year ended February 28, 2022. It is anticipated that upon completion of the Offering, the management fee payable to Mr. Hanson in his capacity as CEO of the Issuer will increase to **[$2,500]** per month to reflect the increased workload and responsibilities associated with the Issuer becoming a publicly listed company.

Upon completion of the Offering, it is anticipated that Aziz-ur Rehman will be paid, as an independent contractor, a consulting fee of $100 per hour (estimated at $500 per month) for services performed on behalf of the Issuer in his capacity as CFO.

As of the date of this Prospectus, there is no compensatory plan, contract or arrangement whereby a Named Executive Officer is entitled to receive any severance or termination payment from the Issuer or its subsidiaries, including periodic payments or installments, in the event of the termination or constructive dismissal of the officer's employment with the Issuer or following a change of control of the Issuer.

Oversight and Description of Director and Named Executive Officer Compensation

Director Compensation

Save for the granting from time to time of incentive stock options in accordance with the Stock Option Plan and, upon listing of the Common Shares on the CSE, the policies of the CSE, the Issuer has no standard arrangement pursuant to which directors are compensated by the Issuer for their services in their capacity as directors. The granting of incentive stock options provides a link between director compensation and the Issuer's share price. It also rewards directors for achieving results that improve the Issuer's performance and thereby increase shareholder value. In making a determination as to whether a grant of long-term incentive stock options is appropriate, and if so, the number of options that should be granted, the Board will consider, inter alia, the number and terms of outstanding incentive stock options held by each director; the value in securities of the Issuer that the Board intends to award as compensation; the potential dilution to shareholders and the cost to the Issuer; general industry standards; and the limits imposed by the terms of the Stock Option Plan and the CSE. Any "*interested*" director who is being considered for the grant of a Stock Option by the Issuer is required to declare his interest in such grant and abstain from voting thereon.

The granting of incentive stock options allows the Issuer to reward the directors' efforts to increase value for shareholders without requiring the Issuer to use cash from its treasury. The terms and conditions of the Issuer's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan, which are summarized under "*Options to Purchase Securities*" below.

No stock options or other compensation securities were granted or issued to the directors of the Issuer during the fiscal year ended February 28, 2022. However, see "*Options to Purchase Securities*" below for details of Stock Options granted to the directors under the Stock Option Plan subsequent to February 28, 2022.

The directors may also be reimbursed for actual expenses reasonably incurred by them in the performance of their duties as directors.

Named Executive Officer Compensation

<u>Goals and Objectives</u>

Generally speaking, the Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Issuer and will include a "pay-for-performance" element which supports the Issuer's commitment to delivering strong performance for the shareholders.

However, in light of the Issuer's current size and formative stage of development, the Board has determined to keep the cash compensation payable to its Named Executive Officers below market rates for the initial 12 month period following completion of the Offering in order to converse cash to carry out exploration work on the Magic Property and/or future resource properties and fund its day to day operations. Instead, as further consideration for their services and as a measure of control and incentive to develop the Issuer's business in an orderly fashion, the Named Executive Officers and/or their respective associates were given the opportunity to acquire a substantial number of Seed Shares at prices of $0.005 to $0.05 per Seed Share (see "P*rincipal Shareholders*" and "*Prior Sales*"). In addition, each Named Executive Officer has been granted a significant number of stock options under the Issuer's Stock Option Plan (see "*Options to Purchase Securities*") as part of the Issuer's long-term incentive strategy designed to permit such officers to participate in any appreciation of the market value of the Issuer's Common Shares over the term of the options and reinforce their commitment to long-term growth and shareholder value. See "*Executive Compensation Program - Option Based Awards*" below.

The Board intends to review its compensation strategy for executive officers following the initial 12-month period after the Offering, and on an annual basis thereafter, in light of the Issuer's then stage of development, financial position and corporate goals and objectives to ensure that such strategy reflects the responsibilities and risks associated with each position. The general objectives of the Issuer's compensation strategy will be to (a) compensate management in a manner that encourages and rewards a high level of performance and results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; (c) provide a compensation package that enables the Issuer to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the Issuer's financial resources and the fact that it is a junior mineral exploration company without a history of revenues or earnings. The Board will evaluate each Named Executive Officer's performance in light of such goals and objectives and set such officer's compensation level based, in part, on this evaluation. The Board will also take into consideration the Issuer's overall performance, shareholder returns, and the awards given to executive officers in past years. The Board may also consider the value of similar incentive awards to executive officers at comparable junior resource companies listed on the CSE or other stock exchanges. Management directors will be required to abstain from voting in respect of their own compensation thereby providing the independent members of the Board with considerable input as to executive compensation.

Executive Compensation Program

At present, the Issuer does not have a formal compensation program. Following the initial 12-month period after the Offering, it is expected that executive compensation will be comprised of three elements: base fee or salary, short-term incentive compensation (discretionary cash bonuses) and long-term incentive compensation (stock options). The Board will review all three components in assessing the compensation of individual executive officers and of the Issuer as a whole.

Base fees or salaries and bonuses (discretionary) will be intended to provide current compensation and a short-term incentive for executive officers to meet the Issuer's goals, as well as to remain competitive with the industry. Base fees or salaries will represent compensation for job responsibilities and reflect the level of skills, expertise and capabilities demonstrated by the executive officers. Named Executive Officers will also be eligible to receive discretionary bonuses as determined by the Board based on each officer's responsibilities, his achievement of individual and corporate objectives and the Issuer's financial performance. Cash bonuses will be intended to reward the Named Executive Officers for meeting or exceeding the individual and corporate performance objectives set by the Board.

Stock options will be an important part of the Issuer's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Issuer's shares over a stated period of time, and are intended to reinforce commitment to long-term growth and shareholder value. Stock options reward overall corporate performance, as measured through the price of the Issuer's shares and enables executives to acquire and maintain a significant ownership position in the Issuer. See "*Option Based Awards*" below.

Option Based Awards

Executive officers of the Issuer, as well as directors, employees and consultants, are eligible to participate in the Issuer's Stock Option Plan to receive grants of Stock Options. Individual Stock Options are granted by the Board as a whole and the size of the options is dependent on, among other things, each officer's level of responsibility, authority and importance to the Issuer and the degree to which such officer's long term contribution to the Issuer will be crucial to its long-term success.

Stock Options will normally be granted by the Board when an executive officer first joins the Issuer based on his or her level of responsibility within the Issuer. Additional grants may be made periodically to ensure that the number of options granted to any particular officer is commensurate with the officer's level of ongoing responsibility within the Issuer. The Board will also evaluate the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants. The Issuer anticipates that these options will be priced at the closing trading price of the Issuer's shares on the business day immediately preceding the date of grant, will expire two to five years from the date of grant and be subject to vesting at the discretion of the Board. No Stock Options were granted to the Issuer's Named Executive officers or directors during the recently completed fiscal year ended February 28, 2022. However, see "*Options to Purchase Securities*" below for details of Stock Options granted to the Issuer's Named Executive Officers and directors subsequent to February 28, 2022.

Other than as described above there are no other perquisites provided to the Named Executive Officers.

Currently, the Issuer does not use specific benchmark groups in determining compensation or any element of compensation for the Named Executive Officers.

Pension Disclosure

The Issuer does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

Termination and Change of Control Benefits

The Issuer has not entered into any compensatory plans, contracts or arrangements with any of its Named Executive Officers whereby such officers are entitled to receive compensation as a result of the resignation, retirement or any other termination of employment of the Named Executive Officer with the Issuer or from a change in control of the Issuer or a change in the Named Executive Officer's responsibilities following a change in control.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or executive officers of the Issuer nor any of their associates or affiliates are or have been indebted to the Issuer since its incorporation.

AUDIT COMMITTEE

Mandate

The primary function of the Issuer's audit committee (the "**Audit Committee**") is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Issuer to regulatory authorities and shareholders, the Issuer's systems of internal controls regarding finance and accounting, and the Issuer's auditing, accounting and financial reporting processes.

The Audit Committee's primary duties and responsibilities are to:

- monitor the integrity, adequacy and timeliness of the Issuer's financial reporting and disclosure practices and compliance with legal and regulatory requirements related to financial reporting;

- provide an open avenue of communication between management, the Issuer's independent auditor and the Board; and

- review and appraise the independence and performance of the Issuer's independent auditor.

Composition of Audit Committee

The Audit Committee shall be comprised of three directors as determined by the Board, the majority of whom must not be officers or employees of the Issuer pursuant to the *Business Corporations Act* (British Columbia).

It is the Issuer's goal that all members of the Audit Committee are financially literate and that at least one member shall have accounting or related financial management expertise. For the purposes of applicable securities legislation, "*financially literate*" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Issuer's financial statements.

Currently, the members of the Audit Committee are Tibor Gajdics (Chair), Ehsan Salmabadi and Kevin R. Hanson. See "*Relevant Education and Experience*" below.

Meetings

It is the goal of the Issuer that the Audit Committee shall meet at least once each fiscal quarter, or more frequently as circumstances dictate. As part of its mandate to facilitate open communication, the Audit Committee will also seek to meet with management of the Issuer quarterly and the external auditors at least once each fiscal year.

Authority and Responsibilities

In performing its oversight responsibilities, the Audit Committee shall:

1. Review and update the Audit Committee's terms of reference on an annual basis and recommend any proposed changes to the Board.

2. Review the appointments of the Issuer’s Chief Financial Officer and any other key financial executives involved in the financial reporting process.

3. Review with management and the independent auditor the adequacy and effectiveness of the Issuer’s accounting and financial controls and the adequacy and timeliness of its financial reporting processes.

4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.

5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.

6. Review the Issuer’s financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.

7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Issuer, including consideration of the independent auditor’s judgment about the quality and appropriateness of the Issuer’s accounting policies. This review may include discussions with the independent auditor without the presence of management.

8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.

9. Pre-approve all non-audit services to be provided to the Issuer by the independent auditor.

10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Issuer and all non-audit work performed for the Issuer by the independent auditor.

11. Establish and review the Issuer’s procedures for the:

    - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and

    - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.

12. Conduct or authorize investigations into any matters that the Audit Committee believes is within the scope of its responsibilities. The Audit Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Issuer.

13. Review and approve hiring policies regarding current and former partners and employees of the independent auditor.

Audit Committee Composition

The following are the members of the Audit Committee:

Tibor F. Gajdics (Chair)	Independent [(1)]	Financially literate [(1)]
Ehsan Salmabadi	Independent [(1)(2)]	Financially literate [(1)]
Kevin R. Hanson	Non-Independent [(1)]	Financially literate [(1)]

(1) As defined by National Instrument 52-110 *Audit Committees* ("**NI 52-110**").

(2) It is anticipated that following completion of the Offering Mr. Salmabadi will be paid a consulting fee of $100 per hour for geological consulting services provided in connection with the Issuer's exploration of the Magic Property and acting as the Issuer's qualified person in respect thereof. In such event Mr. Salmabadi will no longer be considered "independent" under NI 52-110 for the purposes of the Issuer's audit committee and the Issuer will rely upon the exemption from the composition requirements of the audit committee in section 6.1 of NI 52-110 as a "venture issuer". See "*Reliance on Certain Exemptions*" below.

Relevant Education and Experience

All members of the Audit Committee have the ability to read, analyze, and understand the complexities surrounding the issuance of financial statements.

Mr. Gajdics has been involved in the securities industry for more than 30 years, firstly as a registered broker, and secondly as a consultant to and/or a director/officer of publicly traded companies during which time he has become financially literate in his ability to read, analyze, and understand financial statements involving the complexities reasonably expected to be raised by the Issuer's financial statements.

Mr. Salmabadi is a Professional Geologist, holds a Bachelor of Science degree in geology from the University of British Columbia and has worked in the mining industry since 2007 with a broad base of experience in both exploration and mine development and operation. Mr. Salmabadi currently serves as Vice President, Exploration for Stuhini Exploration Ltd. (TSXV – STU), a junior mining exploration company, which has also enabled him to become familiar with and financially literate in his ability to read, analyze, and understand financial statements involving the complexities reasonably expected to be raised by a publicly traded junior exploration company.

Mr. Hanson is a Chartered Professional Accountant, Certified Public Accountant and C.P.A. (Nevada) with more than 35 years experience in the financial reporting and 25 years experience in the auditing of publicly traded companies. He has also acted as a director and/or held senior management positions including Chief Financial Officer with various publicly listed companies.

See also "*Directors and Officers*" and "*Corporate Governance – Directorships*".

Audit Committee Oversight

To date, the Audit Committee has not made a recommendation to nominate or compensate an external auditor that has not been adopted by the Board.

Reliance on Certain Exemptions

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

At no time since the commencement of the Issuer's most recently completed fiscal year ended February 28, 2022 has the Issuer relied on the exemption in Section 2.4 of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

Save for the requirement that the Audit Committee must pre-approve all non-audit services to be provided to the Issuer by its independent auditor, the Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services will be considered by the Audit Committee, and where applicable the Board, on a case-by-case basis.

External Auditor Service Fees

The aggregate fees incurred by the Issuer to its external auditor, DeVisser Gray LLP, Chartered Professional Accountants, since the incorporation of the Issuer on February 24, 2021 and for the fiscal year ended February 28, 2022 for audit and other fees are as follows:

Fiscal Year Ending	**Audit Fees**	**Audit-Related Fees**	**Tax Fees**	**All Other Fees**
February 28, 2022	$5,000 (estimate only)	N/A	N/A	$5,000 (estimate only) (1)

(1) This amount represents additional fees associated with the Offering and reviewing this Prospectus.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Issuer. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Issuer.

Pursuant to NI 41-101, the Issuer is required to disclose its corporate governance practices in accordance with National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), as summarized below.

Board of Directors

The Board is currently comprised of three directors.

NI 58-101 suggests that the Board of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who has no direct or indirect material relationship with the Issuer. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director's independent judgment.

Kevin R. Hanson is not an independent director because of his position as Chief Executive Officer of the Issuer.

On the other hand, Tibor F. Gajdics and Ehsan Salmabadi are independent directors of the Issuer and have no ongoing interest or relationship with the Issuer other than their current shareholdings and stock options in the Issuer and serving as a director. See "*Principal Shareholders*", "*Directors and Officers*" and "*Options to Purchase Securities*". Accordingly, as of the date of this Prospectus, the Board of the Issuer is comprised of a majority of independent directors.

At this stage of the Issuer's development, the Board does not believe it is necessary to adopt a written mandate or to have any formal structures or procedures in place to ensure that the Board can function independently of management, as sufficient guidance for these matters is found in the applicable corporate legislation and regulatory policies. The independent directors exercise their responsibilities for independent oversight of management, and have leadership through their position on the Board and ability to meet independently of management whenever deemed necessary. In addition, each member of the Board understands that he is entitled to seek the advice of an independent expert if he reasonably considers it warranted under the circumstances. However, as the Issuer grows, the Board will move to develop a formal written mandate.

The Board is specifically responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for all material contracts, business transactions and all debt and equity financing proposals. The Board also takes responsibility for identifying the principal risks of the Issuer's business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable.

The Board delegates to management, through the Chief Executive Officer and Chief Financial Officer, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Issuer's business in the ordinary course, managing the Issuer's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

Directorships

The directors or executive officers of the Issuer are currently directors and/or officers of other reporting issuers as follows:

Name of Director/Officer	Name of Other Reporting Issuer	Position	Dates
Kevin R. Hanson	Zena Mining Corp.	CFO and director	Feb. 2000 to present
Aziz-ur Rehman	N/A	N/A	N/A
Ehsan Salmabadi	Stuhini Exploration Ltd.	Vice-President, Exploration	Jan. 2021 to present
Tibor Gajdics	N/A	N/A	N/A

Position Descriptions

The Board has not, to date, developed formal, documented position descriptions for the Chief Executive Officer or Chief Financial Officer. The Board is currently of the view that the respective corporate governance role of the Board and management, as represented by such executive officers, are clear and that the limits to the responsibility and authority of the Chief Executive Officer and Chief Financial Officer are reasonably well understood and therefore the Board has not developed written position descriptions for such positions.

Orientation and Continuing Education

There is no formal orientation or training program for new members of the Board, and the Board considers this to be appropriate, given the Issuer's size and current limited operations.

Any new directors will be briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies and will have the opportunity to become familiar with the Issuer by meeting with the other directors and with the executive officers. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board.

The skills and knowledge of the Board as a whole is such that the Board believes no formal continuing education process is currently required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, significant experience in running and managing public companies. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Issuer's records. See "*Directors and Officers*" for a description of the current principal occupations of the Issuer's Board.

Ethical Business Conduct

The Board expects management to operate the business of the Issuer in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Issuer's business plan and to meet performance goals and objectives. The Board monitors the ethical conduct of the Issuer and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges but, to date, has not adopted a formal written Code of Business Conduct and Ethics.

The Board is of the view that the fiduciary duties placed on individual directors by the Issuer's governing corporate and securities legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, are sufficient, at present, to ensure that the Board operates independently of management and in the best interests of the Issuer and its shareholders. In addition, the current limited size of the Issuer's operations and the small number of officers and consultants allow the independent members of the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Issuer grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

Nomination of Directors

Given its current size and stage of development, the Board has not appointed a nominating committee and these functions are currently performed by the Board as a whole. Nominees are generally the result of recruitment efforts by Board members and proposed directors' credentials are reviewed in advance with one or more members of the Board prior to a proposed director's nomination.

Compensation

At this time, the Issuer does not believe its size and limited scope of operations requires a formal compensation committee and the Board as a whole is responsible for determining all forms of compensation (including long-term incentive in the form of Stock Options) to be granted to the Issuer's executive officers and to the directors to ensure such arrangements reflect the responsibilities and risks associated with each position. In addition, any compensation to be paid to executive officers who are also directors must be approved by the disinterested directors thereby providing the independent directors with significant input into compensation decisions.

When determining the compensation of its executive officers in the future, the Board will consider: i) recruiting and retaining executives critical to the success of the Issuer and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and the Issuer's shareholders; and iv) rewarding performance, both on an individual basis and with respect to operations in general. In order to achieve these objectives, it is the Board's intention that future compensation paid to its executive officers should consist of three components: i) base/fee salary; ii) discretionary annual bonus based on actual performance relative to pre-set annual operation targets; and iii) long-term incentive in the form of Stock Options. See "*Executive Compensation – Compensation Discussion and Analysis*". See also "*Options to Purchase Securities*".

Committees of the Board of Directors

At the present time, the Board of the Issuer has appointed only one committee, being the Audit Committee. See "*Audit Committee*" above.

As the Issuer grows, and its operations and management structure become more complex, the Board may find it appropriate to constitute formal standing committees, such as a Corporate Governance Committee, Compensation Committee and Nominating Committee, and to ensure that such committees are governed by written charters and are composed of at least a majority of independent directors.

Assessments

The Board has not implemented a process for assessing its effectiveness. As a result of the Issuer's current size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board also monitors but does not formally assess the performance or contribution of individual Board members or committee members.

DESCRIPTION OF SECURITIES DISTRIBUTED

The authorized share capital of the Issuer consists of an unlimited number of Common Shares without par value. The Issuer has only one kind and class of shares and there are no special rights or restrictions attached to that class.

As of the date of this Prospectus, there are a total of 7,200,001 Common Shares issued and outstanding. The Issuer has also reserved for issuance up to 800,000 Common Shares pursuant to the granting of stock options and up to 3,795,000 Common Shares in conjunction with the completion of the Offering and pursuant to the exercise of the Agent's Option and Agent's Warrants assuming completion of the Offering. See "*Use of Proceeds*", "*Options to Purchase Securities*", "*Plan of Distribution*" and "*Fully Diluted Share Capital*".

Common Shares

All of the issued Common Shares of the Issuer are fully paid and not subject to any future call or assessment. All Common Shares rank equally as to voting rights, participation in a distribution of the assets of the Issuer on a liquidation, dissolution or winding-up of the Issuer and the entitlement to dividends. The holders of the Common Shares are entitled to receive notice of all meetings of shareholders and to attend and vote the shares at the meetings. Each Common Share carries with it the right to one vote. The Common Shares have no pre-emptive, conversion, exchange, redemption, retraction, purchase for cancellation or surrender provisions and there are no sinking fund provisions in relation to the Common Shares.

In the event of the liquidation, dissolution or winding-up of the Issuer or other distribution of its assets, the holders of the Common Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the Issuer has paid out its liabilities. Distribution in the form of dividends, if any, will be set by the Board. See "*Dividends*" for particulars of the Issuer's dividend policy.

Provisions as to the modification, amendment or variation of the rights attached to the capital of the Issuer are contained in the Issuer's Articles and the *Business Corporations Act* (British Columbia). Generally speaking, substantive changes to the share capital require the approval of the shareholders by either an ordinary (50% +1 of the votes cast) or special resolution (at least 66 2/3% of the votes cast). However, in certain cases, the directors may, subject to the *Business Corporations Act* (British Columbia), alter the Issuer's authorized and issued share capital to, inter alia, create one or more classes of shares or, if none of the shares of a class are allotted or issued, eliminate that class of shares; increase, reduce or eliminate the maximum number of shares that the Issuer is authorized to issue out of any class of shares; subdivide or consolidate all or any of its unissued, or fully paid issued, shares; or alter the identifying name of any of its shares.

CAPITALIZATION

The following table outlines the capitalization of the Issuer as of the dates noted both before and after giving effect to this Offering:

Type of Security	Amount Authorized or to be Authorized	Outstanding as at February 28, 2022	Outstanding as at May 20, 2022	Outstanding After Giving Effect to the Offering
Common Shares	Unlimited	7,200,001 ($204,000) (1)	7,200,001 ($204,000) (1)	10,200,001 (2) ($474,000) (1) (3)
Long Term Debt	N/A	Nil	Nil	Nil

(1) See "*Prior Sales*".

(2) This figure does not include up to 800,000 Common Shares issuable pursuant to the exercise of Stock Options, up to 450,000 Agent's Option Shares issuable upon exercise of the Agent's Option, up to 100,000 Corporate Finance Fee Shares issuable, at the election of the Issuer, in partial payment of the Corporate Finance Fee, and up to 345,000 Agent's Warrant Shares that may be issued upon exercise of the Agent's Warrants (assuming completion of the Offering including exercise of the Agent's Option in full). See "*Options to Purchase Securities*", "*Fully Diluted Share Capital*" and "*Plan of Distribution*".

(3) The stated capital value is net of the Agent's Commission of $30,000 to be paid out of the gross proceeds of the Offering but does not take into consideration the balance of the Corporate Finance Fee of $12,500 (plus GST) payable to the Agent and remaining expenses of the Offering including legal, audit and printing costs, the Agent's expenses and securities regulatory filing fees estimated at $76,000.

Save as disclosed above there has been no material change in the Issuer's capitalization since February 28, 2022, being the date of the Audited Financial Statements of the Issuer included elsewhere in this Prospectus.

FULLY DILUTED SHARE CAPITAL

Nature of Issuance	# of Shares/Percentage of Total Assuming Completion of Offering (2)
Issued and outstanding as of May 20, 2022	7,200,001 or 60.53%
Common Shares allocated for issuance as at May 20, 2022 pursuant to Stock Options (1)	800,000 or 6.72%
Offered Shares to be issued pursuant to the Offering	3,000,000 or 25.22%
Agent's Option Shares to be issued under the Offering pursuant to the exercise of the Agent's Option in full	450,000 or 3.78%
Agent's Warrant Shares reserved for issuance in connection with the Offering pursuant to Agent's Warrants (assuming completion of the Offering and exercise of the Agent's Option in full)	345,000 or 2.90%
Corporate Finance Fee Shares reserved for issuance to the Agent, at the election of the Issuer, in satisfaction of up to $10,000 towards the balance of the Corporate Finance Fee payable to the Agent upon completion of the Offering	100,000 or 0.84%
TOTAL	**11,895,001 or 100% (3) (4)**

(1) See "*Options to Purchase Securities*" below for details of the number of Common Shares reserved for issuance pursuant to Stock Options.

(2) The percentage figures are based on 11,895,001 Common Shares issued and outstanding (fully diluted).

(3) Assuming the exercise of the Agent's Option, Agent's Warrants and Stock Options granted to directors and officers in full.

(4) Assuming the Issuer elects to pay up to $10,000 of the balance of the Corporate Finance Fee due to the Agent upon completion of the Offering through the issuance of Corporate Finance Fee Shares.

OPTIONS TO PURCHASE SECURITIES

The Issuer has adopted a Stock Option Plan dated April 18, 2022. The Stock Option Plan is administered by the Board and is designed to attract and motivate directors, officers, employees and consultants of the Issuer and advance the interests of the Issuer by affording such persons the opportunity to acquire an equity interest in the Issuer through Stock Options granted under such plan. The Stock Option Plan has been established as a "rolling" stock option plan such that the maximum number of Common Shares currently available for issuance pursuant to Stock Options granted under the plan cannot exceed, in the aggregate, 10% of the Issuer's issued and outstanding Common Shares from time to time, being approximately 10,200,001 Common Shares assuming completion of the Offering (but excluding any Agent's Option Shares issuable upon exercise of the Agent's Option, Agent's Warrant Shares issuable upon exercise of Agent's Warrants or Corporate Finance Fee Shares issuable to the Agent upon Closing of the Offering).

The material terms of the Stock Option Plan include the following:

Material Terms	Summary
Administration	The Stock Option Plan is administered by the Board or by a special committee of directors appointed from time to time by the Board.
CSE Policies	All Stock Options granted pursuant to the Stock Option Plan are subject to the rules and policies of the CSE or any stock exchange or exchanges on which the Common Shares are listed from time to time and such other regulatory bodies having jurisdiction.
Common Shares Subject to Stock Option Plan	The aggregate number of Common Shares issuable upon the exercise of all Stock Options granted under the Stock Option Plan must not exceed 10% of the issued and outstanding Common Shares from time to time. If any Stock Option granted under the Stock Option Plan expires for any reason without being exercised, the unpurchased Common Shares will again be available for issuance under the Stock Option Plan.
Eligibility	Directors, officers, consultants and employees of the Issuer and employees of a person or company which provides management services to the Issuer are eligible to participate in the Stock Option Plan. Subject to compliance with the policies of the CSE, eligible participants may hold Stock Options indirectly through corporate entities wholly owned by them.
Maximum Stock Options Issuable to Eligible Participants	No single participant may be granted Stock Options to purchase Common Shares greater than 5% of the issued Common Shares in any 12-month period unless the Issuer has obtained disinterested shareholder approval for such grant and meets applicable regulatory requirements.

Stock Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares in any 12-month period to a consultant of the Issuer.

Stock Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares in any 12-month period to persons engaged to provide investor relations activities. Stock Options granted to consultants performing investor relations activities must vest over a minimum of 12 months with no more than 25% of the Stock Options vesting in any three-month period.

Exercise Price

The exercise price of the Common Shares subject to each Stock Option shall be determined by the Board, subject to approval by applicable regulatory authorities (if required), at the time any Stock Option is granted.

Exercise Period and Vesting

Each Stock Option and all rights thereunder shall expire on the date set out in a Stock Option agreement, provided that in no event shall the term of a Stock Option exceed 10 years, or such other the maximum term permitted by applicable regulatory authorities having jurisdiction.

If any Stock Options expire during a black-out period when trading of the Issuer's securities by certain persons as designated by the Issuer is prohibited or within ten business days thereafter, the term of such Stock Options will be extended to ten business days after the end of the black-out trading period, unless such extension is prohibited by applicable law or the policies of applicable regulatory authorities having jurisdiction including the CSE.

Optionees Ceasing to be an Eligible Participant

If a participant ceases to be a director, officer, consultant or employee of the Issuer, or ceases to be a management company employee, for any reason (other than death or termination for cause), such participant may exercise their Stock Option to the extent that the participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days after the participant ceases to be a director, officer, consultant or employee, or a management company employee (or such longer period not to exceed one year as determined by the Board in its discretion), unless such participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the participant's services to the Issuer.

Death of Participant

In the event of the death of a participant, the Stock Option previously granted shall be exercisable until the earlier of the expiry date of such Stock Option or 12 months after such death.

The following table discloses the particulars of Stock Options granted to the Issuer's officers and directors as of the date hereof:

Name and Position	Securities Under Options Granted (#)	% of Total Options Granted	Exercise or Base Price ($/Security)	Market Value of Securities Underlying Options/SARs on the Date of Grant ($/Security)	Expiration Date
Kevin R. Hanson CEO and Director	200,000	25%	$0.10	N/A	5 years from Listing Date
Aziz-ur Rehman Chief Financial Officer	200,000	25%	$0.10	N/A	5 years from Listing Date
Ehsan Salmabadi Director	200,000	25%	$0.10	N/A	5 years from Listing Date
Tibor F. Gajdics Director	200,000	25%	$0.10	N/A	5 years from Listing Date
TOTAL	**800,000**	100.00%			

Pursuant to the Agency Agreement, the Issuer has granted to the Agent the Agent's Option, exercisable in whole or in part, at any time up to 30 calendar days after Closing of the Offering, to offer for sale to the public up to an additional 450,000 Agent's Option Shares on the same terms and conditions as the Offered Shares. This Prospectus qualifies the grant of the Agent's Option and the distribution of the Agent's Option Shares issuable on exercise of the Agent's Option. See "*Plan of Distribution*".

In addition, upon Closing of the Offering, the Agent is entitled to receive non-transferable Agent's Warrants to purchase that number of Agent's Warrant Shares equal to 10% of the aggregate number of Offered Shares sold under the Offering including any Agent's Option Shares issuable upon exercise of the Agent's Option (being up to 345,000 Agent's Warrant Shares assuming completion of the Offering and the Agent's Option is exercised in full) at a price of $0.10 per Agent's Warrant Share for a period of 24 months from the Closing Date. The granting of the Agent's Warrants to the Agent is also qualified for distribution under this Prospectus. See "*Plan of Distribution*".

The following table summarizes those options, warrants and other rights to purchase Common Shares of the Issuer that are held or will be held upon completion of the Offering:

Group	Number of Optionees Within Group	Aggregate Number of Options	Exercise Price	Expiry Date
Stock Options				
Officers of the Issuer as a group	2	400,000	$0.10	5 years from Listing Date
Directors of the Issuer who are not also executive officers as a group	2	400,000	$0.10	5 years from Listing Date
All other employees of the Issuer as a group	Nil	N/A	N/A	N/A
All consultants of the Issuer as a group	Nil	N/A	N/A	N/A
TOTAL		**800,000**		

There are no assurances that the options, warrants or other rights described above will be exercised or issued in whole or in part.

Except as disclosed above, there are no options, warrants or other rights to acquire Common Shares of the Issuer outstanding.

PRIOR SALES

Since the date of incorporation of the Issuer the following securities have been issued:

Date	**Number and Type of Securities**	**Issue Price Per Security ($Cdn)**	**Aggregate Issue Price ($Cdn)**	**Consideration Received**
February 24, 2021	1 Common Share	$0.10	$0.10	Cash
June 29, 2021	2,000,000 Common Shares (1) (2)	$0.005	$10,000	Cash
July 7, 2021	2,000,000 Common Shares (2) (3)	$0.02	$40,000	Cash
July 7, 2021	200,000 Common Shares (4)	$0.02 (deemed)	$4,000 (deemed)	Option payment to Optionors of Magic Property pursuant to the Option Agreement
October 25, 2021	200,000 Common Shares	$0.05	$10,000	Cash
February 23, 2022	2,800,000 Common Shares	$0.05	$140,000	Cash
TOTAL	**7,200,001 Common Shares**		**$204,000.10**	

(1) These Common Shares were issued to certain directors and executive officers (or private companies controlled by certain directors and executive officers) of the Issuer (see "*Directors and Officers*") at a price of $0.005 per share. See also "*Principal Shareholders*".

(2) These Common Shares will be held in escrow with the Escrow Agent. See "*Escrowed Shares and Shares Subject to Resale Restrictions*".

(3) These shares were issued to the spouses of certain directors and executive officers of the Issuer at a price of $0.02 per Common Share. See "*Principal Shareholders*".

ESCROWED SHARES AND SHARES SUBJECT TO RESALE RESTRICTIONS

Escrowed Shares

Pursuant to the Escrow Agreement to be entered into among the Issuer, the Escrow Agent and certain Principals of the Issuer the following Common Shares (the "**Escrowed Shares**") will be held in escrow by the Escrow Agent pursuant to National Policy 46-201 – *Escrow for Initial Public Offerings*:

Name and Province/ Country of Residence of Shareholder	**Position with the Issuer**	**Number of Common Shares Held or to be Held in Escrow as at the date hereof (1) (2)**	**Percentage of Class After Giving Effect to the Offering (3) (4)**
Kevin R. Hanson B.C., Canada	Chief Executive Officer and director	1,200,000 (5)	11.76%
Tibor F. Gajdics B.C., Canada	Director	1,000,001	9.80%
Brenda Hanson (6) B.C., Canada	Principal shareholder	1,000,000	9.80%
Sylvie Quenneville (7) Cayman Islands	Principal shareholder	1,000,000	9.80%
TOTAL		**4,200,001**	74.49%

(1) See also “*Principal Shareholders*” and “*Directors and Officers*”.

(2) These Common Shares will be deposited in escrow with the Escrow Agent pursuant to the Escrow Agreement. The Escrow Agent will be paid a fee for its services in acting as Escrow Agent for the Escrowed Shares.

(3) This figure does not take into account up to 800,000 Common Shares issuable upon the exercise of Stock Options, up to 450,000 Agent’s Option Shares issuable upon exercise of the Agent’s Option, up to 100,000 Corporate Finance Fee Shares issuable, at the election of the Issuer, in partial payment of the Corporate Finance Fee, and up to 345,000 Agent’s Warrant Shares issuable upon exercise of the Agent's Warrants assuming completion of the Offering (including exercise of the Agent’s Option in full). See “*Options to Purchase Securities*” and “*Plan of Distribution*”.

(4) Based on 10,200,001 Common Shares issued and outstanding.

(5) 1,000,000 of these Common Shares are held by a private company owned by Mr. Hanson.

(6) Brenda Hanson is the spouse of Kevin Hanson.

(7) Sylvie Quenneville is the spouse of Tibor Gajdics.

Subject to the provisions of the Escrow Agreement, the Escrowed Shares are to be released as follows:

Date	**Percentage of Escrowed Shares to be Released**
Listing Date	10%
6 months from the Listing Date	15%
12 months from the Listing Date	15%
18 months from the Listing Date	15%
24 months from the Listing Date	15%
30 months from the Listing Date	15%
36 months from the Listing Date	15%
TOTAL	**100%**

The Escrowed Shares cannot generally be transferred or otherwise dealt with while in escrow. Permitted transfers or dealings within escrow include: (1) transfers to continuing or, upon their appointment, incoming directors and executive officers of the Issuer or of a material operating subsidiary, with approval of the Issuer’s Board; (ii) transfers to a person or company that, before the transfer, holds more than 20% of the Common Shares; (iii) transfers to a person or company that, after the transfer, holds more than 10% of the Common Shares and has the right to elect or appoint one or more directors or executive officers of the Issuer or any of its material operating subsidiaries; (iv) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor’s spouse, children or parents; (v) transfers upon bankruptcy to the trustee in bankruptcy; (vi) pledges to a financial institution as collateral for a bona fide loan, provided that upon a realization the securities remain subject to escrow; and (vii) releases from escrow to a holder’s legal representatives upon death. Tenders of Escrowed Shares to a formal take-over bid for all outstanding equity securities would be permitted provided that, if the holder of the Escrowed Shares is a principal of the successor issuer upon completion of the take-over bid, securities received in exchange for tendered Escrowed Shares are substituted in escrow on the basis of the successor issuer’s escrow classification.

Other Securities Subject to Resale Restrictions

Save as aforesaid, to the knowledge of the directors and officers of the Issuer, no other securities of the Issuer are or will be subject to escrow, hold period or a contractual restriction on transfer on the Effective Date.

PLAN OF DISTRIBUTION

Offering of Offered Shares

Pursuant to the Agency Agreement between the Issuer and the Agent, the Issuer has appointed the Agent as its exclusive agent to offer for sale, on a commercially reasonable efforts basis, a total of 3,000,000 Offered Shares (assuming the Agent’s Option is not exercised) to the public at a price of $0.10 per Offered Share for aggregate gross proceeds of

$300,000. The Offering also includes up to an additional 450,000 Agent's Option Shares issuable upon the Agent's exercise of the Agent's Option in full. The Offered Shares will be sold to the public on the Closing Date pursuant to the Agency Agreement. The Offering Price was determined by negotiation between the Issuer and the Agent in accordance with the applicable policies of the CSE, and may bear no relationship to the price that will prevail in the public market. See "*Description of Securities Distributed*" for a description of the material attributes and characteristics of the Common Shares.

The Offered Shares are being offered for sale to the public in the provinces of British Columbia, Alberta and Ontario by way of this Prospectus. The Offered Shares may also be sold to investors resident in jurisdictions outside of Canada (excluding the United States), in each case in accordance with all applicable laws, provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction. The Agent may offer selling group participation to one or more registered dealers to offer and sell the Offered Shares in jurisdictions where the Offered Shares may lawfully be offered for sale, which selling group members may or may not be offered part of the commissions or fees derived from this Offering.

The Issuer has granted the Agent the Agent's Option, exercisable, in whole or in part, at the sole discretion of the Agent, at any time up to 30 calendar days after the Closing Date, to offer up to 450,000 Agent's Option Shares for sale to the public at a price per Agent's Option Share equal to the Offering Price. If the Agent exercises the Agent's Option in full, the gross proceeds raised under the Offering will be $345,000, the Agent's Fee will be $34,500, and the net proceeds to the Issuer will be $310,500 (before deducting the balance of the Corporate Finance Fee payable to the Agent and the remaining expenses of the Offering). This Prospectus qualifies the grant of the Agent's Option and the distribution of the Agent's Option Shares.

The obligations of the Agent under the Agency Agreement are subject to certain closing conditions, and may be terminated at the Agent's discretion at any time before Closing on the basis of "material change out", "market out", "disaster out", "regulatory out" "breach out", and "due diligence out" clauses in the Agency Agreement, in addition to termination upon the occurrence of certain other stated events. As the Agent has agreed to use its reasonable commercial efforts to sell the Offered Shares, the Agent is not obligated to purchase any Offered Shares not sold under the Offering. The Issuer has agreed in the Agency Agreement to indemnify the Agent and its respective affiliates and their respective directors, officers, employees, agents, partners and shareholders against certain liabilities and expenses or will contribute to payments that the Agent or such other parties may be required to make in respect thereof.

In consideration for the Agent's services in connection with the Offering, the Agency Agreement provides that the Issuer will pay the Agent's Commission to the Agent, which is equal to 10.0% of the gross proceeds of those Offered Shares sold pursuant to the Offering. In addition, the Agent will receive a Corporate Finance Fee of $22,500 cash, plus GST (of which a non-refundable amount of $10,000 has been paid to date) in consideration for the Agent providing corporate finance services to the Issuer in connection with the Offering. The Agent's Commission and the balance of the Corporate Finance Fee of $12,500 (plus GST) will be paid out of the proceeds of the Offering, provided that the Issuer may, at its election, pay and satisfy $10,000 of the Corporate Finance Fee through the issuance of 100,000 Corporate Finance Fee Shares of the Issuer at a deemed issue price of $0.10 per Corporate Finance Fee Share. See "*Use of Proceeds*". In addition, the Issuer has agreed to pay the Agent's reasonable legal and other expenses in connection with the Offering. The Issuer has paid the Agent a retainer of $10,000 to be applied against such expenses. This Prospectus qualifies the distribution of the Corporate Finance Fee Shares payable to the Agent, if applicable.

In connection with the Offering, the Issuer has agreed to grant the Agent's Warrants to the Agent, exercisable to acquire in aggregate that number of Agent's Warrant Shares as is equal to 10% of the aggregate number of Offered Shares issued pursuant to the Offering (including any Agent's Option Shares issued upon exercise of the Agent's Option) at the Offering Price for a period of 24 months following the Closing Date. This Prospectus qualifies the distribution of the Agent's Warrants to the Agent.

Subscriptions for the Offered Shares will be received subject to rejection or allotment, in whole or in part, and the Agent reserves the right to close the subscription books at any time without notice. All subscription funds received by the Agent will be held in trust, pending the Closing. It is expected that the Closing will take place on or about [●, 2022] or such other date as the Issuer and the Agent may agree, but in any event, on or before a date that is not later than 90 days after the date of the final receipt for this Prospectus, or if a receipt has been issued for an amendment to the final prospectus within 90 days of the issuance of such receipt and in any event, not later than 180 days from the date of the final receipt for this Prospectus.

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

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

As at the date of this Prospectus, the Issuer 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 Exchanged or the PLUS markets operated by PLUS Markets Group PLC).

It is anticipated that the Issuer will arrange for one or more instant deposits of the Offered Shares issued and sold hereunder with CDS or its nominee through the non-certificated inventory system administered by CDS on the Closing Date, or will otherwise duly and validly deliver the Offered Shares as directed by the Agent on the Closing Date. Except in limited circumstances, no certificates will be issued to purchasers of the Offered Shares and a purchaser will receive only a customer confirmation from a registered dealer that is a CDS participant and from or through which the Offered Shares are purchased.

The Offered Shares have not been and will not be registered under the 1933 Act or any securities laws of any state of the United States, and may not be offered or sold within the United States except in transactions exempt from the registration requirements of the 1933 Act and all applicable state securities laws. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any Offered Shares in the United States.

The minimum funds to be raised in respect of the Offering is $300,000. The Agent will hold in trust all funds received from the subscriptions until the minimum amount of funds of $300,000 has been raised. If this minimum amount of funds is not raised within the distribution period, the Agent must return the funds to the subscribers without any deduction.

Subject to Closing of the Offering, the Issuer has granted the Agent a right of first refusal to act as the Issuer's lead agent in respect of any future brokered financings sought by the Issuer for a period of 12 months from the Closing Date.

In the event the Issuer withdraws from the Offering in order to complete an alternative business transaction that has the effect of replacing the Offering within 3 months from the date of the Agency Agreement, the Issuer has agreed to pay to the Agent promptly following the closing of such alternative business transaction an amount equal to the commission and other fees that would otherwise have been earned by the Agent assuming the entire Offering was completed, together with the Agent's reasonable costs and expenses incurred to such date.

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

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering.

The directors, executive officers, promoters and other insiders of the Issuer may purchase Offered Shares from this Offering and shall pay full price for any Offered Shares purchased from this Offering.

Conflicts of Interest

The Issuer is not considered to be a related party or connected party to the Agent. None of the proceeds of this Offering will be paid to the Agent other than the Agent's Commission of $30,000 in the event of completion of the Offering

($34,500 if the Agent's Option is also exercised in full) pursuant to the Agency Agreement, the balance of the Corporate Finance Fee in the amount of $12,500 (plus GST), and reimbursement of expenses incurred by the Agent in connection with the Offering. See also "*Relationship between the Issuer and Agent*" below.

RISK FACTORS

An investment in securities of the Issuer involves a high degree of risk, should be considered highly speculative due to the nature of the Issuer's involvement in the acquisition, exploration and, if warranted, development of mineral resource properties, and should only be made by persons who can afford the risk of loss of their entire investment. Investors should carefully consider all of the information disclosed in this Prospectus prior to making an investment in the Issuer. There can be no assurance that the Issuer's future exploration efforts will result in the discovery and development of commercial quantities of ore. In addition to the other information presented in this Prospectus, the following risk factors should be given special consideration when evaluating an investment in any of the Issuer's securities.
Risks and Other Considerations Related to the Issuer

Lack of operating history

The Issuer has a very limited history of operations, is in the early stage of development and must be considered a start-up. As such, the Issuer is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. The Issuer has no history of earnings, and there is no assurance that any of its current or future mineral properties will generate earnings, operate profitably or provide a return on investment in the future. There is no assurance that the Issuer 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. The Issuer has no intention of paying any dividends in the foreseeable future. See "*Dividends*".

History of losses and negative operating cash flow

The Issuer has not been profitable since its inception, has had negative cash flow from operational activities and does not expect to generate revenues in the foreseeable future. For the fiscal year ended February 28, 2022, the Issuer incurred a loss and comprehensive loss of $41,276 and, as at February 28, 2022, had an accumulated deficit of $41,276. To become profitable, the Issuer must first establish commercial quantities of mineral reserves on its properties, and then either develop such properties or locate and enter into agreements with third party operators to bring such properties into production. Mineral exploration and development involves a high degree of risk that even a combination of careful evaluation, experience and knowledge cannot eliminate, and few properties that are explored are ultimately developed into producing mines. In the event the Issuer undertakes development activity on any of its properties, there is no certainty that the Issuer will produce revenues, operate profitably or provide a return on investment in the future. It could be years before the Issuer receives any revenues from the production of gold or other precious metals, if ever. The Issuer's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations.

The Issuer may not be able to continue as a going concern

The Issuer has limited financial resources and no operating revenues. To acquire an interest in the Magic Property, the Issuer has contractually agreed to make certain cash payments, exploration expenditures and maintenance payments in respect of the property. The report of the independent auditors to the Issuer's Audited Financial Statements for the fiscal year ended February 28, 2022 contains a note that indicates the existence of material uncertainties that raise substantial doubt about the Issuer's ability to continue as a going concern, and the Issuer's anticipates that the report for its next fiscal year ending February 28, 2023 will contain a similar note about its ability to continue as a going concern.

Nature of exploration and mining

Resource exploration and development is a speculative business and involves a high degree of risk. The sole property in which the Issuer currently proposes to acquire an interest is without a known body of ore and the proposed exploration programs on such property are exploratory searches for ore. Development of this or any future properties will only follow upon obtaining satisfactory exploration results. Natural resource exploration and development involves a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. There is no assurance that commercial quantities of ore will be discovered. There is also no assurance that even if commercial quantities of ore are discovered, a property will be brought into commercial production or that the metallurgical processing will produce economically viable saleable products. The discovery of commercial deposits is dependent upon a number of factors not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a deposit once discovered and the decision as to whether it should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (1) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (2) availability and costs of financing; (3) ongoing costs of production; (4) market prices for the minerals to be produced; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) political climate and/or governmental regulation and control. The ability of the Issuer to sell, and profit from the sale of any eventual mineral production from any of the Issuer's properties will be subject to the prevailing conditions in the marketplace at the time of sale. Many of these factors are beyond the control of the Issuer and therefore represent a market risk which could impact the long term viability of the Issuer and its operations.

Operating hazards and risks

In the course of exploration and, if applicable, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, ground fall, fires, explosions, flooding and earthquakes may occur. Although the Issuer intends to obtain insurance to address certain of these risks, such insurance has limitations on liability and may not be sufficient to cover the full extent of such liabilities. Furthermore, the Issuer may decide not to insure against certain risks as a result of high premiums or other reasons. The payment of any uninsured liabilities would reduce the funds available to the Issuer. The occurrence of a significant event that the Issuer is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Issuer.

The Issuer is not insured against most environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) may not be available to companies within the industry or otherwise cost prohibitive. The Issuer will periodically evaluate the cost and coverage of insurance against certain environmental risks that is available to determine if it would be appropriate to obtain such insurance. Without such insurance, and if the Issuer becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate its available funds or could exceed the funds the Issuer has to pay such liabilities and result in bankruptcy. Should the Issuer be unable to fund fully the remedial cost of an environmental problem it might be required to enter into interim compliance measures pending completion of the required remedy.

Early-stage property

The Issuer's sole mineral resource property is in the early exploration stage and is without mineral resources or mineral reserves. The recommended exploration programs on the Magic Property are exploratory searches for mineral deposits. Development of this or any future mineral properties will only follow upon obtaining satisfactory results. Exploration for and the development of minerals involve a high degree of risk and few properties, which are explored, are ultimately developed into producing properties. There is no assurance that the Issuer's exploration and, if warranted, development activities will result in any discoveries of commercial bodies of ore. The long-term success of the Issuer's operations will be in large part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

Magic Property is located in an underdeveloped rural area

The Magic Property is located in an underdeveloped rural area, resulting in technical challenges for conducting mineral exploration and development and any potential mining activities at the property. The Issuer benefits from modern exploration and mining transportation skills and technologies for exploring and operating in such areas. Nevertheless, the Issuer may sometimes be unable to overcome problems related to underdevelopment or unseasonable weather at a commercially reasonable cost, which could negatively affect the Issuer's mineral exploration and any potential development or mining activities at the Magic Property and have a material adverse effect on the Issuer. The rural location of the Magic Trudeau Property also results in increased costs associated with land access and infrastructure, including power lines, water pipelines and transportation.

Availability of Drilling Equipment and Access

Mineral exploration and development activities are dependent on the availability of drilling and related equipment (typically leased from third parties) in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment to the Issuer and may delay exploration and development activities. To the extent the Issuer is not the operator of its mineral properties, the Issuer will be dependent on such operators for the timing of activities related to such properties and will be largely unable to direct or control the activities of the operators.

No mineral resources or mineral reserves

Substantial additional expenditures will be required to establish either mineral resources or mineral reserves on mineral properties and to develop processes to extract the minerals. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis or at all.

Maintaining interests in mineral properties

The Issuer does not own the mineral rights pertaining to the Magic Property but instead holds an option to acquire same. The Issuer's continuing right to initially earn and subsequently maintain its ownership in its current and any future mineral property interests will be dependent upon compliance with applicable laws and with agreements to which it is a party. There is no assurance that the Issuer will be able to obtain and/or maintain all required permits and licenses to carry on its operations. Additional expenditures will be required by the Issuer to maintain its interests in its properties. There can be no assurance that the Issuer will have or be able to raise the funds, or be able to comply with the provisions of the agreements relating to its properties which would entitle it to an interest therein and if it fails to do so its interest in certain of these properties may be reduced or lost.

Title

No assurances can be given that title defects to the Magic Property or any future properties in which the Issuer may seek to acquire an interest do not exist. The Magic Property has not been surveyed and may be subject to prior unregistered agreements, interests or land claims and title may be affected by undetected defects. Such property is also subject to annual compliance with reporting and/or filing requirements and the payment of property taxes and/or assessment or maintenance fees. Other parties may dispute the Issuer's title to the Magic Property or other properties. While the Issuer has investigated title to the Magic Property, this should not be construed as a guarantee of title. If title defects do exist, it is possible that the Issuer may lose all or a portion of its right, title, estate and interest in and to the Magic or future properties, when and if earned, to which the title defect relates.

First nations land claims

The Magic Property or future properties owned or optioned by the Issuer in the future may be the subject of First Nations land claims. The Magic Property is located in an area known for strong First Nations' concerns that could prove to be a problem for any extensive development on the Magic Property. The legal nature of aboriginal land claims in Canada is a matter of considerable complexity and the impact of any such claim on the Issuer's ownership interest in the properties optioned or owned by the Issuer cannot be predicted with any degree of certainty. There is no assurance that a broad recognition of aboriginal rights in the area in which the Magic Property is located, by way of a negotiated settlement or judicial pronouncement, would not have a material adverse effect on the Issuer's activities. Even in the absence of such recognition, the Issuer will at some point be required to negotiate with First Nations in order to facilitate exploration and development work on the Magic Property, and there is no assurance that the Issuer will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the Magic Property.

Capitalization and commercial viability

The Issuer anticipates that, save and except as disclosed elsewhere in this Prospectus, its current financial resources together with the net proceeds of this Offering will be sufficient to finance the Issuer's budgeted operating costs, Phase 1 exploration program, marketing and anticipated discretionary expenditures over approximately the next 12 months. Accordingly, the Issuer expects that within 12 months following completion of the Offering it will need to raise additional funds from equity markets and/or lenders in order to continue operations and to further explore and, if warranted, develop and mine its properties. Other than the recommended Phase 1 exploration program on the Magic Property (see "*Mineral Project – Magic Property, Cariboo Mining Division, British Columbia - Recommendations*"), the Issuer will not have sufficient funds upon Closing to carry out further exploration and, if warranted, development of this or other properties, and will have to obtain other financing or raise additional funds. See "*Use of Proceeds – Principal Purposes*". To the extent that the Issuer seeks to accelerate its growth objectives the Issuer will need to raise additional funds even sooner. The Issuer has limited financial resources, and there is no assurance that additional funding will be available to the Issuer to carry on future operations, for additional exploration or for the substantial capital that is typically required in order to place a property into commercial production. Although the Issuer has been successful in obtaining financing through the sale of equity securities to date, there can be no assurance that the Issuer will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. The ability of the Issuer to arrange such financing in the future will depend, in part, upon the prevailing capital market conditions as well as the business performance of the Issuer. If additional financing is raised by the issuance of shares from treasury of the Issuer, control of the Issuer may change and security holders will suffer additional dilution. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties or even a loss of property interests. At present, it is impossible to determine what additional funds may be required.

Acquiring additional properties

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

Governmental and regulatory requirements

The current or future operations of the Issuer including, if applicable, development activities and commencement of production on its properties, require permits from various federal, provincial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, First Nations' interests and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with the applicable laws, regulations and permits. Permits and studies may be necessary prior to operation of the exploration properties in which the Issuer has an interest and there can be no guarantee that the Issuer will be able to obtain or maintain all necessary permits that may be required to commence construction or operation of mining facilities at these properties on terms which enable operations to be conducted within economically justifiable costs. There can be no assurance that all permits which the Issuer may require for its future operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any mining project, which the Issue might undertake. To the extent such approvals are required and are not obtained, the Issuer may be delayed or prohibited from proceeding with planned exploration or development of mineral properties.

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 upon them for violation of applicable laws or regulations.

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 Issuer and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new mining properties.

Environmental regulations

Due to the early stage of the Issuer's operations and its minimal capitalization any environmental issues or any changes in environmental regulations could seriously adversely affect the Issuer. All phases of the Issuer's operations present environmental risks and hazards and are subject to environmental regulation. Environmental hazards may exist on properties in which the Issuer holds an interest which are unknown to the Issuer at present which have been caused by previous or existing owners or operators of the property. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Issuer's operations.

Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. Compliance with such legislation can require significant expenditures and a breach of such legislation may result in the imposition of fines and penalties, some of which may be material. In addition, certain types of operations require the submission and approval of environmental impact assessments which carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. To the extent that any approvals are required and not obtained, the Issuer may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties. The Issuer intends to fully comply with all environmental regulations in all jurisdictions in which it is active.

Competition

The mining industry is highly competitive in all its phases. The Issuer competes with many other organizations in the search for, and the acquisition of, mineral resource properties. The Issuer's competitors include mining companies that have substantially greater financial resources, technical expertise, staff and facilities than the Issuer. The Issuer's ability to generate reserves in the future will depend not only on its ability to explore and develop its present property, but also on its ability to select and acquire other suitable properties or prospects for exploration and development. Competitive factors in the distribution and marketing of minerals include price and methods and reliability of delivery.

COVID-19 pandemic

There is uncertainty about the continued spread of COVID-19 and variants thereof and the ongoing impact it will have on the Issuer's operations or ability to access properties including the Magic Property, procure equipment, contractors and other personnel on a timely basis or at all, and economic activity in general. Furthermore, the Issuer cannot accurately predict the impact COVID-19 will have on third parties' ability to meet their obligations with the Issuer, including the timely delivery of machinery, goods and supplies and certain governmental permits and other third party approvals. Any sustained shut-down or significant curtailment to the Issuer's operations will have a material adverse impact on the Issuer's financial condition and may materially impact the Issuer's ability to meet its exploration targets and goals or satisfy its obligations and liabilities including debt obligations. The spread of COVID-19 has also impacted the Issuer's personnel and contractors not only from a health concern but also in terms of limitations on movement, availability of food and other goods, and personal well-being.

Although COVID-19 has already had a significant, direct impact on the Issuer's operations, business and workforce, the extent to which COVID-19 will continue to impact the Issuer's operations will depend on future developments which are highly uncertain and cannot be predicted with confidence. These future developments include, but are not limited to, the duration of the pandemic, new information that may emerge concerning the severity of COVID-19 or variants thereof, and the actions taken by governments of affected countries to contain COVID-19 or treat it including travel restrictions and quarantines and the lengths thereof. The impact of governmental restrictions and health and safety protocols could improve or worsen relative to the Issuer's assumptions, depending on how each jurisdiction manages potential outbreaks of COVID-19, the development and adequate supply of vaccines, and the roll-out of vaccination programs in each jurisdiction. The Issuer expects that its operations will continue to be impacted by COVID-19 related restrictions, protocols, and travel restrictions for much of 2022 and possibly 2023 and beyond, which will likely increase costs and could adversely restrict or impact the Issuer's ability to conduct exploration programs. In particular, the Issuer may be impacted by delays in receiving permits and regulatory responses which could adversely impact its operations and exploration plans. The Issuer may also experience disruptions to its operations as a result of COVID-19 including employee health and workforce shortages and the unavailability of contractors, subcontractors or industry experts, interruption of supplies and the provision of equipment and services from third parties upon which the Issuer relies, regulatory restrictions that governments impose or that the Issuer voluntarily imposes to address the COVID-19 outbreak and to ensure the safety of employees and others. The Issuer may experience disruptions in transportation services as a result of COVID-19 that could adversely impact the Issuer's ability to meet exploration timetables and goals. COVID-19 may also negatively impact global and regional economies, negatively impact stock markets, including the trading price of the Issuer's shares, adversely impact the Issuer's ability to raise capital, cause continued interest rate volatility and movements that could make obtaining financing more challenging or more expensive (if such financing is available at all), and result in any operations affected by COVID-19 becoming subject to quarantine or shut down. Any of these developments, and others, could have a material adverse effect on the Issuer's business, results of operations and financial condition. To the extent the Issuer's operations are impacted or expected to be impacted, the Issuer may undertake measures to preserve cash resources including suspension of discretionary spending and other legal means to reduce and minimize contractual spending. However, any extended suspension of operations may ultimately impact on the Issuer's ability to repay its obligations and creditors, with the result that the Issuer's financial position may be seriously jeopardized.

There are no assurances that exploration activities at the Magic Property will not have to cease at some point during 2022 or beyond as a result of government orders directed at controlling COVID-19. In addition, disruptions in the Issuer's supply chain, including from the Issuer's suppliers and service providers, as a result of industry closures relating to COVID-19 may result in the declaration by the Issuer's suppliers of force majeure in contracts or purchase orders, which may result in the Issuer's inability to complete projects in a timely manner.

Natural disasters, geopolitical instability or other unforeseen events

In addition to the outbreak of infectious diseases or occurrence of epidemics or pandemics, such as the recent outbreak of COVID-19; natural disasters; acts of wars, invasions or armed conflicts, terrorism or other unanticipated events, in any of the areas in which the Issuer operates or elsewhere could cause interruptions in the Issuer's operations including its supply chains. Natural disasters, geopolitical tensions and instability (including acts of war, invasions, armed conflicts and terrorism) or other unforeseen events could negatively affect project exploration and development, operations, labour supply and financial markets, all or any of which could have a material adverse effect on the Issuer's business, financial condition, operational results or cash flows.

Social and environmental activism can negatively impact exploration, development and mining activities

There is an increasing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While the Issuer seeks to operate in a socially responsible manner and develop good relationships with local communities in the regions in which it operates, NGOs or local community organizations could direct adverse publicity against and/or disrupt the operations of the Issuer in respect of the Magic Property or future properties, regardless of its successful compliance with social and environmental best practices, due to political factors, activities of unrelated third parties on lands in which the Issuer has an interest or the Issuer's operations specifically. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Issuer or its relationships with the communities in which it operates, which could have a material adverse effect on the Issuer's business, financial condition, results of operations, cash flows or prospects.

Potential profitability depends upon factors beyond the control of the Issuer

The potential profitability of mineral properties is dependent upon many factors beyond the Issuer's control. For instance, world prices of and markets for minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of minerals from mined ore may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, environmental compliance or other production inputs. Such costs will fluctuate in ways the Issuer cannot predict and are beyond the Issuer's control, and such fluctuations may negatively impact profitability and may eliminate profitability altogether. The economics of developing a mineral property will also be affected by grade of ore, fluctuating mineral markets, costs of processing equipment, competition, extensions on licenses and such other factors as government regulations, including regulations relating to title to mineral claims, royalties, allowable production, importing and exporting of minerals and environmental protection. Also, the Issuer will rely upon consultants and others for construction and operating expertise. Many of the above factors are beyond the control of the Issuer. Depending on the price of minerals produced, the Issuer may determine that it is impractical to either commence or continue commercial production.

Fluctuation in prices

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of a mineral resource are discovered, a profitable market will exist for the sale of same. There can be no assurance that mineral prices will be such that the Issuer's properties can be mined at a profit. Factors beyond the control of the Issuer may affect the marketability of any minerals discovered.

Mineral and metal prices have experienced volatile and significant price movements over short periods of time, and are affected by numerous factors beyond the control of the Issuer, including international economic and political trends, expectations of inflation, currency exchange fluctuations (specifically, the U.S. dollar relative to other currencies), interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. In particular, the supply of and demand for minerals are affected by, among other factors, political events, acts of war, invasion and/or armed conflicts, terrorism, economic conditions and production costs in various producing regions. The effect of these factors cannot be predicted.

The Issuer may be subject to costly legal proceedings

The Issuer may be subject to regulatory investigations, civil claims, lawsuits and other proceedings in the ordinary course of its business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in regulatory actions and litigation, the difficulty of predicting decisions of regulators, judges and juries and the possibility that decisions may be reversed on appeal. Defense and settlement costs of legal disputes can be substantial, even with claims that have no merit. Management is committed to conducting business in an ethical and responsible manner, which it believes will reduce the risk of legal disputes. However, if the Issuer is subject to legal disputes, there can be no assurances that these matters will not have a material adverse effect on the Issuer's business, financial condition, results of operations, cash flows or prospects.

The Issuer will incur increased costs as a result of complying with the reporting requirements, rules and regulations affecting public issuers

As a public issuer, the Issuer will be subject to the reporting requirements and rules and regulations under applicable Canadian securities laws and rules of any stock exchange on which the Issuer's securities may be listed from time to time including the CSE. Additional or new regulatory requirements may be adopted in the future. The requirements of existing and potential future rules and regulations will increase the Issuer's legal, accounting and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on the Issuer's personnel, systems and resources, which could adversely affect the Issuer's business and financial condition. In particular, as a result of the Offering, the Issuer will become subject to reporting and other obligations under applicable Canadian securities laws, including National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*. These reporting and other obligations will place significant demands on the Issuer as well as on the Issuer's management, administrative, operational and accounting resources.

Reliance on Key Personnel

The Issuer's success depends in large measure upon the performance of certain key personnel. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. The loss of the services of such key personnel could have a material adverse effect on the Issuer. The Issuer does not have any key person insurance in effect for management. The contributions of the existing management team to the immediate and near-term operations of the Issuer are likely to be of central importance. In addition, the competition for qualified personnel in the mineral resource industry is intense and there can be no assurance that the Issuer will be able to continue to attract and retain all personnel necessary for the development and operation of its business. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have a materially adverse impact upon the Issuer's success. Currently, other than as disclosed herein, the Issuer does not have any formal contracts with its key personnel. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of the Issuer.

Issuance of Debt

From time to time the Issuer may enter into transactions to acquire assets or the shares of other organizations. These transactions may be financed in whole or in part with debt, which may increase the Issuer's debt levels above industry standards for mineral resource companies of similar size. Depending on future exploration and development plans, the Issuer may require additional equity and/or debt financing that may not be available or, if available, may not be available on favorable terms. Neither the Issuer's Notice of Articles nor its Articles limit the amount of indebtedness that the Issuer may incur. The level of the Issuer's indebtedness may vary from time to time and could impair the Issuer's ability to obtain additional financing on a timely basis, preventing the Issuer from taking advantage of business opportunities that may arise.

Global Economic Conditions

In recent years, global financial markets have been characterized by extreme volatility impacting many industries, including the mining industry. Global financial conditions remain subject to sudden and rapid destabilizations in response to future economic shocks, as government authorities may have limited resources to respond to future crises. A sudden or prolonged slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Issuer's growth and profitability. Future economic shocks may be precipitated by a number of causes, including, but not limited to, a rise in the price of oil and other commodities, the volatility of metal prices, geopolitical instability, war, invasions or other armed conflicts, terrorism, pandemics, epidemics or other health concerns, the devaluation and volatility of global stock markets and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact the Issuer's ability to obtain equity or debt financing in the future on terms favorable to the Issuer or at all. In such an event, the Issuer's operations and financial condition could be adversely impacted.

Information Systems and Cyber Security

The Issuer's operations depend, in part, upon information technology systems to securely process, maintain and transmit information and data critical to the Issuer's business. The Issuer and its third-party service providers also collect and store sensitive data in the ordinary course of business, including personal information of the Issuer's employees, as well as proprietary and confidential business information relating to the Issuer (including potential merger candidates or other parties with whom the Issuer may have entered into confidentiality agreements) and in some cases, the Issuer's customers, suppliers, investors, shareholders and other stakeholders. With the increasing dependence and interdependence on electronic data communication and storage, including the use of cloud-based services and personal devices, the Issuer is exposed to evolving technological risks relating to this information and data. Disruption or damage to or failure of the Issuer's information technology systems may arise from a number of sources, including, but not limited to, hacking, computer viruses, malware, ransom ware, security breaches, natural disasters, power loss, vandalism, theft and defects in design.

Although the Issuer employs security measures in respect of its information and data including implementing systems to monitor and detect potential threats, the performance of periodic audits, and penetration testing, the Issuer cannot be certain that it will be successful in securing this information and data and there may be instances where the Issuer is exposed to malware, cyber or ransom ware attacks or other unauthorized access or use of the Issuer's information and data. Any data breach or other improper or unauthorized access or use of the Issuer's information could have a material adverse effect on the Issuer's business and could severely damage the Issuer's reputation, compromise the Issuer's network or systems and result in the loss or escape of sensitive information, the destruction or corruption of data, the misappropriation of assets or incidents of fraud, the disruption of the Issuer's normal operations including delays and production downtimes, and cause the Issuer to incur additional time and expense to remediate and improve the Issuer's information systems. In addition, the Issuer could also be subject to legal and regulatory liability in connection with any such cyber-attack or breach, including potential breaches of laws relating to the protection of personal information.

Accordingly, due to the potential risk to the Issuer's reputation, business, results of operations, financial condition or share price resulting from a breach or failure of the Issuer's information systems, cyber security and the continued development and enhancement of controls, processes and practices designed to protect the Issuer's systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority for the Issuer. As cyber threats continue to evolve, the Issuer will be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Climate Change

Extreme weather events (such as prolonged drought, increased frequency and intensity of storms, flooding, landslides and wildfires) have the potential to disrupt the Issuer's operations and the transportation routes that the Issuer uses. Changes in weather patterns and extreme weather events including flooding or wildfires, either due to normal variances in weather or due to global climate change, could adversely impact, disrupt or increase the costs of the Issuer's operations including the volume of water or other supply lines necessary to operate its facilities, or damage to facilities, plant and operating equipment, any of which would adversely impact the Issuer's financial condition.

Also, various governments around the world have introduced or are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels regulating, among other things, emission levels (such as carbon taxes) and energy efficiency is becoming more stringent. If current regulatory trends continue, this may result in increased costs at some or all of the Issuer's operations.

Anti-Corruption and Anti-Bribery Laws

The Issuer's operations are governed by, and involve interactions with, various levels of government in British Columbia and Canada and are therefore subject to anti-corruption and anti-bribery laws, including the *Corruption of Foreign Public Officials Act* (Canada) and the *Foreign Corrupt Practices Act* (US) which prohibit a company and its employees or intermediaries from bribing or making improper payments to foreign officials or other persons to obtain or retain business or gain some other business advantage. In addition, the recent introduction of the *Extractive Sector Transparency Measures Act* (Canada) in Canada seeks to increase transparency and deter corruption in the extractive sector by requiring extractive entities active in Canada to publicly disclose, on an annual basis, specific payments made to all governments in Canada and abroad.

In recent years, there has been a general increase in both the frequency of enforcement and the severity of penalties under such laws, resulting in greater scrutiny and punishment to companies convicted of violating anti-corruption and anti-bribery laws. A company may be found liable for violations by not only its employees, but also by its contractors and third-party agents. Although the Issuer has adopted internal procedures and policies to mitigate such risks, such measures may not be effective in ensuring that the Issuer, its employees, contractors or third-party agents will strictly comply with all such laws.

If the Issuer becomes subject to an enforcement action or is found to be in violation of such laws, this may have a material adverse effect on the Issuer's reputation, result in significant penalties or sanctions, and have a material adverse effect on the Issuer's operations, business and financial condition. The Issuer cannot predict the nature, scope or effect of future regulatory requirements to which the Issuer's operations might be subject or the manner in which existing laws might be administered, interpreted or changed.

Conflicts of Interest

There are potential conflicts of interest to which some of the directors and officers of the Issuer may be subject in connection with the operations of the Issuer. The officers and directors are engaged and will continue to be engaged in businesses on their own behalf and situations may arise where these officers and directors will be in direct competition with the Issuer. Conflicts of interest, if any, which arise will be subject to and governed by the procedures set forth in the *Business Corporations Act* (British Columbia). See "*Conflicts of Interest*".

Risks Related to the Offered Shares

Investors may lose their entire investment

An investment in the Offered Shares is highly speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high-risk investments and who can afford to lose their entire investment should consider an investment in the Issuer.

No prior public market

Prior to the Offering, there has been no public market for the Common Shares. There can be no assurance that an active trading market will develop and be sustained upon the completion of the Offering, or that the market price of the Common Shares will not decline below the initial public offering price. The initial public offering price of the Offered Shares has been determined by negotiation between the Issuer and the Agent in accordance with the policies of the CSE. As such, the initial public offering price is not necessarily related to the Issuer's net worth or any other established criteria of value and may not bear any relationship to the market price of the Common Shares following the completion of the Offering.

Equity securities are subject to trading and volatility risks

The securities of publicly traded companies can experience a high level of price and volume volatility and the value of the Issuer's securities can be expected to fluctuate depending on various factors, not all of which are directly related to the success of the Issuer and its operating performance, underlying asset values, prospects or exploration results. These include the risks described herein and elsewhere in this Prospectus. Factors which may influence the price of the Issuer's securities, including the Offered Shares, include, but are not limited to:

- worldwide economic conditions;
- disruption of financial markets due to COVID-19 or other health related pandemics or epidemics;
- disruption of financial markets due to wars, invasions or other armed conflicts or terrorist events;
- changes in government policies;
- investor perceptions;
- movements in global interest rates and global stock markets;
- variations in operating costs;
- the cost of capital that the Issuer may require in the future;
- metals prices;
- the price of commodities necessary for the Issuer's operations;
- recommendations by securities research analysts;
- issuances of equity securities or debt securities by the Issuer;
- operating performance and, if applicable, the share price performance of the Issuer's competitors;
- the addition or departure of key management and other personnel;

- the expiration of lock-up or other transfer restrictions on outstanding Common Shares;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Issuer or its competitors;
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related industry and market issues affecting the mining sector;
- litigation;
- publicity about the Issuer, the Issuer's personnel or others operating in the industry;
- loss of a major funding source; and
- all market conditions that are specific to the mining industry.

There can be no assurance that such fluctuations will not affect the price of the Issuer securities, and consequently purchasers of Offered Shares may not be able to sell Offered Shares at prices equal to or greater than the price or value at which they purchased the Offered Shares or acquired them, or their components, by way of the secondary market.

Sales by existing shareholders can reduce share prices

Sales of a substantial number of Common Shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of Common Shares intend to sell, could reduce the market price of the Common Shares. If this occurs and continues, it could impair the Issuer's ability to raise additional capital through the sale of securities. It is anticipated that a majority of the Common Shares issued and outstanding prior to completion of the Offering will be subject to post-Closing escrow or resale restrictions. See "*Plan of Distribution*" and "*Escrowed Shares and Shares Subject to Resale Restrictions*" for descriptions of these escrow or resale restrictions. Upon expiration of the escrow or resale restrictions to which they are subject, such Common Shares will be freely tradable in the public market, subject to the provisions of applicable securities laws. In addition, the Issuer has a number of shareholders who have held the Issuer's securities for many months, during which time there has not been a public market for the Issuer's securities. There is a risk that future sales of Common Shares held by such holders will have an adverse impact on the market price of the Common Shares prevailing from time to time.

Dividends

The Issuer has not declared or paid any dividends on the Common Shares and there is little probability of dividends being paid on the Common Shares in the foreseeable future. Future earnings, if any, will likely be retained to finance growth. Any return on investment in the Common Shares will come from the appreciation, if any, in the value thereof. The payment of any future dividends will depend upon the Issuer's earnings, if any, its then-existing financial requirements and other factors, and will be at the discretion of the Board. See "*Dividends*".

Dilution

The Offering Price greatly exceeds the net tangible book value per Common Share and accordingly investors will suffer immediate and substantial dilution of their investment. The Issuer may in the future grant to some or all of its directors, officers, key employees and consultants additional Stock Options to purchase Common Shares under the Stock Option Plan at exercise prices equal to market prices at times when the public market is depressed. To the extent that significant numbers of such Stock Options are granted and exercised, the interests of then existing shareholders of the Issuer will be subject to additional dilution. Furthermore, the issuance of shares from treasury of the Issuer in connection with future financings will result in additional dilution to existing shareholders. To the extent that such financings are completed at prices less than the Offering Price, such dilution could be substantial. See "*Risk Factors - Capitalization and Commercial Viability*" above.

These above risks should be considered in the context of the Issuer's business, which is described under "*Description of the Business*". Furthermore, these risks are not exhaustive and are not intended to represent a complete list of all the risks that could affect the Issuer.

CONFLICTS OF INTEREST

Certain directors and officers of the Issuer are or may become associated with other companies that are similarly engaged in the business of acquiring, exploring and developing mineral resource properties. Such associations may give rise to conflicts of interest from time to time. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Issuer. Directors and officers of the Issuer with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies. In particular, the *Business Corporations Act* (British Columbia) requires that any directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Issuer disclose, subject to certain exceptions, that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Issuer. In determining whether or not the Issuer will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Issuer may be exposed and its financial position at the time.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings or regulatory actions pursuant to which the Issuer is a party or of which any of its property is the subject matter nor, to the knowledge of the directors and officers of the Issuer, are any such proceedings or actions known to be contemplated or pending.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set out in this Prospectus, management of the Issuer is not aware of any material interest, direct or indirect, of any director or executive officer of the Issuer, any person or company that, to the knowledge of the Issuer, beneficially owns, or controls or directs, directly or indirectly, more than 10% of the Common Shares of the Issuer, or any associate or affiliate of the foregoing persons in any transaction within the most recently completed fiscal year of the Issuer or within the current fiscal year or in any proposed transaction that has materially affected or is reasonably expected to materially affect the Issuer.

RELATIONSHIP BETWEEN ISSUER AND AGENT

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

RELATIONSHIP BETWEEN ISSUER AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by Gregory T. Chu, A Law Corporation ("**GCLC**"), on behalf of the Issuer, and by Vantage Law Corporation ("**Vantage**"), on behalf of the Agent.

As of the date hereof, GCLC beneficially owns 100,000 Common Shares of the Issuer. Save as aforesaid, neither GCLC nor Vantage or any director, officer, partner, associate or employee thereof has received or will receive a direct or indirect interest in the property of the Issuer or of any associate or affiliate of the Issuer and none of such persons beneficially owns, directly or indirectly, any securities of the Issuer. In addition, neither GCLC nor Vantage or any directors, officers, shareholders, partners or associates of such persons is, or is expected to be elected, appointed or employed as, a director, officer, employee or promoter of the Issuer.

AUDITOR, REGISTRAR AND TRANSFER AGENT

The auditor of the Issuer is DeVisser Gray LLP, Chartered Professional Accountants, of 401 – 905 West Pender Street, Vancouver, B.C. V6C 1L6.

The transfer agent and registrar for the Common Shares of the Issuer is Odyssey Trust Company, at 323 – 409 Granville Street, Vancouver, B.C. V6C 1T2.

MATERIAL CONTRACTS

The following are the material contracts to which the Issuer is or will become a party to on or before completion of the Offering:

1. the Option Agreement dated June 9, 2021, as amended August 27, 2021 between the Issuer and the Optionors as more particularly described under "*Description of the Business – Material Acquisition*";

2. the Agency Agreement with the Agent as more particularly described under "*Plan of Distribution*"; and

3. the Escrow Agreement with the Escrow Agent as more particularly described under "*Escrowed Shares and Shares Subject to Resale Restrictions*".

Copies of all material contracts may be inspected at the head office of the Issuer situated at Suite 501 - 815 Hornby Street, Vancouver, B.C., V6Z 2E6 during normal business hours while primary distribution of the securities offered hereunder is in progress and for a period of thirty days thereafter.

Copies of such contracts will also be available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com upon the issuance of a final receipt for this Prospectus.

EXPERTS

The persons or companies named in this Prospectus as having prepared or certified a part of this Prospectus or a report described herein whose profession or business gives authority to a statement made by such persons or companies are:

(1) Andrew Wilkins, Bsc, P.Geo., an independent professional geologist and "*qualified person*" as defined in NI 43-101, is the Author responsible for the preparation of the Magic Report;

(2) DeVisser Gray LLP, Chartered Professional Accountants, have audited the Audited Financial Statements of the Issuer included elsewhere in this Prospectus, and their audit report is included therein; and

(3) GCLC, counsel for the Issuer, has prepared the disclosure under "*Eligibility for Investment*" below.

Andrew Wilkins owns 100,000 Common Shares of the Issuer. Save as aforesaid, Mr. Wilkins has advised that he has not received and will not receive direct or indirect interests in the property of the Issuer or have any beneficial ownership, direct or indirect, in securities of the Issuer.

DeVisser Gray LLP has advised that they are independent with respect to the Issuer within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

GCLC has advised that they have not received and will not receive direct or indirect interests in the property of the Issuer and, save as disclosed under "*Relationship Between the Issuer and Professional Persons*" above, do not have any beneficial ownership, direct or indirect, in securities of the Issuer.

OTHER MATERIAL FACTS

There are no other material facts relating to the Issuer or its business that are not elsewhere disclosed herein.

ELIGIBILITY FOR INVESTMENT

In the opinion of GCLC, counsel to the Issuer, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively the "**Tax Act**") in force as of the date of this Prospectus and all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, provided that the Common Shares are listed on a "designated stock exchange" within the meaning of the Tax Act (which includes the CSE) or the Issuer otherwise qualifies as a "public corporation" as defined in the Tax Act, if issued on the date hereof, the Common Shares would be a qualified investment under the Tax Act for a trust governed by a registered retirement savings plan (a "**RRSP**"), a registered retirement income fund (a "**RRIF**"), a registered education savings plan (a "**RESP**"), a registered disability savings plan (a "**RDSP**"), a tax-free savings account (a "**TFSA**") or a deferred profit sharing plan (collectively the "**Plans**").

The Common Shares are not currently listed on a "designated stock exchange" and the Issuer is not currently a "public corporation" as that term is defined in the Tax Act. The Issuer has advised that it intends to apply to list the Common Shares on the CSE as of the day of the Closing of the Offering, followed by an immediate halt in trading of the Common Shares in order to allow the Issuer to satisfy the conditions of the CSE and to have the Common Shares listed and posted for trading prior to the issuance of the Offered Shares on the Closing of the Offering. The Issuer 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 Closing of the Offering and the Issuer is not otherwise a "public corporation" at that time, the Offered Shares will not be qualified investments for the Plans. There are no assurances that the Offered Shares will be fully and unconditionally listed (if at all) on the CSE or on any other designated stock exchange, as of Closing.

Notwithstanding that the Common Shares may become a qualified investment for a RRSP, RRIF, RESP, RDSP or TFSA (each a "**Registered Plan**"), the holder or subscriber of, or annuitant under, a Registered Plan (as the case may be) will be subject to a penalty tax under the Tax Act in respect of the Common Shares held in such Registered Plan if such shares are a "prohibited investment" for the purposes of the Tax Act. A Common Share will generally be a "prohibited investment" for a Registered Plan under the Tax Act if the holder, subscriber or annuitant (as the case may be): (i) does not deal at arm's length with the Issuer for the purposes of the Tax Act; or (ii) has a "significant interest" (as defined in the Tax Act) in the Issuer. However, a Common Share will generally not be a "prohibited investment" for a Registered Plan if such securities are "excluded property" (as defined in the Tax Act) for such Registered Plan.

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

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the provinces of British Columbia, Alberta and Ontario provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission, 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 of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

Audited Financial Statements of the Issuer for the most recently completed fiscal year ended February 28, 2022 are included in this Prospectus.

GOLDEN AGE EXPLORATION LTD.

(An Exploration Stage Company)

ANNUAL FINANCIAL STATEMENTS

For the year ended February 28, 2022 – Note 1

(Stated in Canadian Dollars)

DeVISSER GRAY LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

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Independent Auditor's Report

To the Directors of Golden Age Exploration Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Golden Age Exploration Ltd. (the "Company"), which comprise the statement of financial position as at February 28, 2022, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year* ending February 28, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects the financial position of the Company as at February 28, 2022, and its financial performance and its cash flows for the year* then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which indicates that the Company will periodically have to raise funds to continue operations. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

"DRAFT"

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC, Canada
May XX, 2022

** as explained in Note 1 to the financial statements, "year" in this context refers to the 370-day period ended February 28, 2022*

GOLDEN AGE EXPLORATION LTD.
An Exploration Stage Company)
STATEMENT OF FINANCIAL POSITION
February 28, 2022
(Stated in Canadian Dollars)

ASSETS	2022
Current	
Cash and cash equivalents – Note 5	$ 127,698
Amounts receivable	1,139
	128,837
Exploration and evaluation assets – Note 6	57,987
	$ 186,824
LIABILITIES	
Current	
Accounts payables and accrued liabilities – Note 9	$ 24,100
SHAREHOLDERS' EQUITY	
Share capital – Notes 6, 7 and 12	204,000
Contributed surplus – Note 7	30,000
Accumulated deficit	(71,276)
	162,724
	$ 186,824

Nature of Operations – Note 1
Commitments – Notes 6, 7 and 12
Subsequent Events – Notes 1, 7 and 12

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS:

"Kevin Hanson" Director — *"Tibor Gajdics"* Director
Kevin Hanson — Tibor Gajdics

SEE ACCOMPANYING NOTES

GOLDEN AGE EXPLORATION LTD.
(An Exploration Stage Company)
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
for the year ended February 28, 2022 – Note 1
(Stated in Canadian Dollars)

		2022
General and administrative expenses		
Accounting and audit fees	$	5,000
Bank charges		315
Consulting fees		2,000
Legal fees		16,272
Management fees – Note 9		12,000
Stock-based compensation – Note 7		30,000
Website costs – Note 9		5,689
Loss and comprehensive loss for the year	$	(71,276)
Basic and diluted loss per common share	$	(0.03)
Weighted average number of common shares outstanding		2,835,773

SEE ACCOMPANYING NOTES

GOLDEN AGE EXPLORATION LTD.
(An Exploration Stage Company)
STATEMENT OF CASH FLOWS
for the year ended February 28, 2022 – Note 1
(Stated in Canadian Dollars)

	2022
Operating Activities	
Loss for the year	$ (71,276)
Item not involving the use of cash:	
Stock-based compensation – Note 7	30,000
Changes in working capital items related to operations:	
Amounts receivable	(1,139)
Accounts payable and accrued liabilities	24,100
	(18,315)
Financing Activity	
Shares issued for cash	200,000
Investing Activity	
Exploration and evaluation costs	(53,987)
Increase in cash and cash equivalents during the year and cash and cash equivalents, end of year	$ 127,698
Cash and cash equivalents consist of:	
Cash	$ 115,198
Cash held in trust	12,500
	$ 127,698
Non-cash transaction:	
Shares issued for exploration and evaluation asset	$ 4,000

SEE ACCOMPANYING NOTES

GOLDEN AGE EXPLORATION LTD.
(An Exploration Stage Company)
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
for the year ended February 28, 2022 – Note 1
(Stated in Canadian Dollars)

	Number of Common Shares	Amount	Contributed Surplus	Deficit	Total
Incorporator share – $0.10	1	$ -	$ -	$ -	$ -
Seed shares – $0.005 – Note 7	2,000,000	10,000	30,000	-	40,000
– $0.02	2,000,000	40,000	-	-	40,000
Shares issued for property acquisition - $0.02	200,000	4,000	-	-	4,000
Seed shares – $0.05	3,000,000	150,000	-	-	150,000
Loss and comprehensive loss for the year	-	-	-	(71,276)	(71,276)
Balance, February 28, 2022	7,200,001	$ 204,000	$ 30,000	$ (71,276)	$ 162,724

SEE ACCOMPANYING NOTES

Note 1 Nature of Operations

Golden Age Exploration Ltd. (the "Company") is a mineral property exploration company that is planning an initial public offering ("IPO") of its shares and intends to list on the Canadian Securities Exchange ("CSE") (Note 12).

The Company has an option agreement to earn an interest in a mineral property located near Quesnel, British Columbia (Note 6) and has not yet determined whether this property contains mineral resources that are economically recoverable. The recoverability of amounts from the property is dependent upon the discovery of mineral resources that are economically recoverable, confirmation of the Company's interest in the underlying property, the ability of the Company to obtain the necessary financing to satisfy the expenditure requirements under the property option agreement and to complete the development of the property and upon future profitable production or proceeds for the sale thereof.

The Company was incorporated under the Business Corporations Act (British Columbia) on February 24, 2021 but did not commence active business activities until March, 2021. These financial statements are prepared as at February 28, 2022 and for ease of presentation and practical reporting purposes refer to the 'year' ended February 28, 2022; however, technically they encompass the period from the date of incorporation, February 24, 2021, to February 28, 2022, a total of 370 days.

The address of the Company's corporate office and principal place of business and records office is c/o Suite 501 – 815 Hornby Street, Vancouver, BC, V6Z 2E6.

Note 2 Basis of Preparation

a) Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and which were in effect since incorporation on February 24, 2021.

The financial statements were authorized for issue by the Board of Directors on _______ __, 2022.

b) Going Concern

The Company has not generated revenue from operations. The Company recorded a net loss of $71,276 for the year ended February 28, 2022, and, as of that date the Company's accumulated deficit was $71,276. As the Company is in the exploration stage, the recoverability of the costs incurred to date on its exploration property is dependent upon the existence of mineral resources that are economically recoverable, the ability of the Company to obtain the necessary financing to complete the exploration and development of its property and upon future profitable production or proceeds from the disposition of its property 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.

Note 2 Basis of Preparation – (cont'd)

b) Going Concern – (cont'd)

The Company is planning an IPO (Note 12), which it believes will provide sufficient funds to sustain planned operations for the next twelve months; however, there is no assurance that it will be able to complete the IPO, all of which casts significant doubt about the Company's ability to continue as a going concern

These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

There was a global pandemic outbreak of COVID-19. To date, there have been a large number of temporary business closures, quarantines and a general reduction in consumer activity in Canada. The outbreak has caused companies and various governmental bodies to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend. At this point, the extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

c) Basis of Measurement

These financial statements have been prepared using the historical cost basis in Canadian dollars, which is the Company's functional currency.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving higher degree of judgement of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

Note 3 Significant Accounting Policies

The accounting policies set out below have been applied consistently to the year presented in these financial statements unless otherwise indicated.

a) Basic and Diluted Earnings per Share

Basic earnings per share are computed by dividing the earnings (or loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect the potential dilution that could occur if potentially dilutive securities were exercised or converted to common stock. The dilutive effect of options and warrants and their equivalent is computed by application of the treasury stock method and the effect of convertible securities by the "if converted" method.

Note 3 Significant Accounting Policies – (cont'd)

a) Basic and Diluted Earnings per Share – (cont'd)

Diluted amounts are not presented when the effect of the computations are anti-dilutive. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

b) Cash and Cash Equivalents

Cash and cash equivalents consist of cash held at Canadian banks and include highly liquid investments that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value.

c) Exploration and Evaluation Assets

Pre-exploration costs

Pre-exploration costs are expensed in the period in which they are incurred.

Exploration and evaluation costs

Once the legal right to explore a property has been acquired, exploration and evaluation expenditures are recognized and capitalized in addition to the acquisition costs. Mineral exploration costs are capitalized on an individual prospect basis until such time as an economic ore body is defined or the prospect is abandoned. Once the technical feasibility and commercial viability of extraction of the mineral resources has been determined, the property is considered to be a property under development and is reclassified as such. Accordingly, costs for a producing prospect are amortized on a unit-of-production method based on the estimated life of the ore reserves, while those costs for prospects abandoned are written off.

When impairment indicators arise, the Company evaluates the future recoverability of its exploration and evaluation costs. Impairment losses or write-downs are recorded in the event the net book value of such assets exceeds the estimated recoverable amount of such assets. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generation unit to which the asset belongs.

The recoverability of the amounts capitalized for the undeveloped exploration and evaluation assets is dependent upon the determination of mineral resources that are economically recoverable, confirmation of the Company's interest in the underlying mineral claims, the ability to obtain the necessary financing to complete their development, and future profitable production or proceeds from the disposition thereof.

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Company has investigated title to its exploration and evaluation assets and, to the best of its knowledge, the title to its property is in good standing.

Note 3 Significant Accounting Policies – (cont'd)

c) Exploration and Evaluation Assets – (cont'd)

Management's capitalization of exploration and development costs and assumptions regarding the future recoverability of such costs are subject to significant estimation uncertainty. Management's assessment of recoverability is based on, among other things, the Company's estimate of current mineral resources and reserves, which are supported by geological estimates, estimated commodity prices, and the procurement of all necessary regulatory permits and approvals. These assumptions and estimates could change in the future and this could materially affect the carrying value and the ultimate recoverability of the amounts recorded for mineral properties.

Mineral exploration tax credits are recorded in the accounts when there is reasonable assurance that the Company has complied with, and will continue to comply with, all conditions needed to obtain the credits. These non-repayable mineral tax credits are earned in respect to exploration costs incurred in British Columbia, Canada and are recorded as a reduction of the related deferred exploration expenditures.

d) Impairment of Long-lived Assets

The Company's tangible and intangible assets are reviewed for an indication of impairment at each financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in the statement of comprehensive loss when incurred. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount is the greater of the asset's 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 an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

Note 3 Significant Accounting Policies – (cont'd)

e) Rehabilitation Provisions

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of tangible long-lived assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates is capitalized to the amount of the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as the related asset. The liability is progressively increased each period as the effect of the discounting unwinds, creating an expense recognition in profit or loss.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the rehabilitation provision.

The Company's estimates are reviewed at each reporting date for changes in regulatory requirements, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to the statement of comprehensive loss for the period. As at February 28, 2022, the Company is not aware of any reclamation costs and no amounts have been recorded.

f) Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share warrants and flow-through shares are classified as equity instruments.

The fair value of common shares issued is measured with reference to the value associated with cash financings involving arm's length parties

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

Flow-through Shares

The Company will, from time to time, issue flow-through shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On the issuance of a flow-through share, it is bifurcated into equity (share) and liability (flow-through) components on the issue date using the residual method. Proceeds are first allocated to shares according to the quoted price of existing shares at the time of issuance and the residual proceeds is allocated to the liability. Upon expenditures being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Note 3 Significant Accounting Policies – (cont'd)

f) Share Capital – (cont'd)

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

g) Share-based Payments

Equity-settled share based payments for directors, officers and employees are measured at fair value at the date of grant and recorded as compensation expense in profit and loss. The fair value determined at the grant date of the equity-settled share based payments is expensed using the graded vesting method over the vesting period based on the Company's estimate of shares that will eventually vest. Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit and loss over the remaining vesting period.

Compensation expense on share purchase options granted to non-employees is measured at the earlier of the completion of performance and the date the options are vested using the fair value method and is recorded as an expense in the same period as if the Company had paid cash for the goods or services received.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a Black-Scholes valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital along with any consideration paid. If the options expire unexercised, the amount recorded remains in contributed surplus.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

Note 3 Significant Accounting Policies – (cont'd)

h) Income Taxes

Income tax expense is comprised of current and deferred tax. Current and deferred income tax is recognized in the statement of comprehensive loss except to the extent that it relates to a business combination or items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current income taxes are the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred income tax assets and liabilities are presented as non-current.

i) Financial Instruments

Financial Assets

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, the transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit and loss ("FVTPL") are expensed in profit or loss. Financial assets are considered in the entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. The classification depends on the Company's business model for managing the financial assets and contractual terms of the cash flows. These are the measurement categories under which the Company classifies its financial assets:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Note 3 Significant Accounting Policies – (cont'd)

i) Financial Instruments – (cont'd)

Financial Assets – (cont'd)

- Fair value through other comprehensive income ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income ("OCI"), except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is not reclassified from equity to profit or loss and remains in accumulated OCI. Interest income from these financial assets is included as finance income using the effective interest rate method.

- Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as other income in the consolidated statement of loss in the period which it arises.

The Company's cash and cash equivalents and amounts receivable are measured at amortized cost.

Impairment of Financial Assets at Amortized Cost

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

Financial Liabilities

The Company classifies its financial liabilities into the following categories: financial liabilities at FVTPL and amortized cost.

A financial liability is classified as FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows: the amount of change in fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Company does not designate any financial liabilities at FVTPL.

Note 3 Significant Accounting Policies – (cont'd)

i) Financial Instruments – (cont'd)

Financial Liabilities – (cont'd)

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest rate method. The Company classifies its accounts payable and accrued liabilities and due to related parties, as financial liabilities held at amortized cost.

j) Accounting standards and amendments

The following new standards and/or amendments are not yet effective and have not been applied in preparing these financial statements. The Company does not expect the adoption of this standard and/or amendment to have a significant impact on the financial statements.

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2023.

Note 4 Use of Estimates and Judgments

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

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is as follows:

i) Exploration and evaluation expenditure

The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position, utilize the cost model and the carrying value of the exploration and evaluation assets is based on the expenditures incurred. Management tests for recoverability whenever events or changes in circumstances indicate there are indicators of impairment and that its carrying amount may not be recoverable. Impairment of exploration and evaluation assets is generally considered to have occurred if one of the following factors are present: the rights to explore have expired or are near to expiry with no expectation of renewal, no further substantive expenditures are planned, exploration and evaluation work is discontinued in an area for which commercially viable quantities have not been discovered, indications in an area with development likely to proceed that the carrying amount is unlikely to be recovered in full by development or by sale.

Note 4 Use of Estimates and Judgments – (cont'd)

ii) Share-based payment transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility, dividend yield, forfeiture rate and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 7.

ii) Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its operating expenditures, meet its liabilities for the subsequent year, and to fund planned contractual exploration programs, involves significant judgement based on historical experiences and other factors including expectation of future events that are believed to be reasonable under the circumstances.

iii) Income taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped. Certain tests include the recoverability of deferred income tax assets to the extent that the deductible temporary differences will reverse in the foreseeable future and that the Company will have future taxable income.

Note 5 Cash and Cash Equivalents

Cash at banks and on hand earn interest at floating rates based on daily bank deposit rates.

(Stated in Canadian Dollars) – Page 11

Note 6 Exploration and Evaluation Assets

Magic Property

	For the year ended, and balance February 28, 2022
Acquisition cost – cash	7,500
– common shares	4,000
	11,500
Deferred exploration costs	
Assays	8,869
Equipment rental	3,519
Geological	29,450
Supplies	4,649
	46,487
Balance, ending	$ 57,987

By a mineral property option agreement dated June 9, 2021 and amended on August 27, 2021, the Company may acquire up to an 80% interest in the Magic Property. This property consists of four mineral tenures and is located approximately 80 kilometres west southwest of Quesnel, British Columbia.

In order to earn a 50.1% interest in the Magic Property, the Company shall pay $12,500 in cash, issue 500,000 common shares and incur $300,000 in exploration work as follows:

Date	Cash	Common Shares	Exploration Work
On or before July 9, 2021 (paid and issued)	$ 7,500	200,000	$ -
On or before September 30, 2022	-	-	50,000
On or before December 9, 2023	5,000	300,000	250,000
	$ 12,500	$ 500,000	$ 300,000

Note 6 Exploration and Evaluation Assets – (cont'd)

The Company may earn an additional 14.9% interest in the Magic Property by paying an additional $5,000 in cash, issuing to the Optioners an additional 500,000 in common shares and incurring an additional $500,000 in exploration expenses on or before December 9, 2024.

The Company may earn an additional 15% interest in the Magic Property by paying an additional $5,000 in cash, issuing to the Optioners an additional 1,000,000 in common shares and incurring an additional $1,000,000 in exploration expenses on or before December 9, 2025.

Note 7 Share Capital – Notes 6 and 12

a) Authorized:

Unlimited common shares without par value

b) Issued:

On February 24, 2021, the Company issued 1 common share for total proceeds of $0.10.

On June 29, 2021, the Company issued 2,000,000 common shares at $0.005 per share for total proceeds of $10,000. The shares were considered to have a fair value of $40,000 and therefore the Company has recorded a stock-based charge of $30,000 in respect to their issuance.

On July 7, 2021, the Company issued 2,000,000 common shares at $0.02 per share for total proceeds of $40,000.

On July 7, 2021, the Company issued 200,000 common shares pursuant to the Magic property option agreement at a deemed price of $0.02 per share.

During the period from October 25, 2021 to February 23, 2022, the Company issued 3,000,000 common shares at $0.05 per share for total proceeds of $150,000.

c) Escrow:

Pursuant to an escrow agreement to be entered into, ________ common shares will be placed into escrow to be released as to 10% on the Listing Date with the remaining 90% to be released in equal tranches at six-month intervals over the 36 months following the Listing Date.

(Stated in Canadian Dollars) – Page 13

Note 8 Income Taxes

The Company has Canadian exploration and development expenses of approximately $57,987 that are available to carry forward and offset future years' income at various rates. These pools carry forward indefinitely.

The Company has non-capital losses of approximately $41,300, which may be carried forward to offset future years' income. The non-capital losses expire on February 28, 2043.

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

	2022
Loss before income taxes	$ (41,276)
Statutory income tax rates	27%
Computed income tax recovery	$ (11,100)
Changes in unrecognized deferred tax assets	11,100
Total current and deferred income tax recovery	$ -

Significant components of the Company's deferred tax assets and liabilities, after applying enacted corporate income tax rates, are as follows:

	2022
Deferred income tax asset (liability)	
Non-capital loss carry-forwards	$ 11,100
Valuation allowance	(11,100)
Deferred income tax asset, net	$ -

The Company has recorded a valuation allowance against its deferred income tax assets based on the extent to which it is probable that future taxable profit will be available against which the deferred asset can be utilized.

Note 9 Related Party Transactions

During the year ended February 28, 2022, a director of the Company charged a total of $12,000 in management fees, which is included in accounts payable as at February 28, 2022.

During the year ended February 28, 2022, a spouse of a director of the Company was paid a total of $4,350 for website development.

The transactions above are in the normal course of operations and are measured at the agreed to value which represents the amount of consideration established and agreed to by the related parties.

Note 10 Financial Instruments and Risk Management

The Company is exposed through its operations to the following financial risks:

Market Risk
Credit Risk
Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and process for managing those risks or the methods used to measure them from previous years unless otherwise stated in this note.

a) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices and are comprised of foreign currency risk and interest rate risk.

b) Foreign Currency Risk:

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and other foreign currencies will affect the Company's operations and financial results. The Company does not have significant exposure to foreign exchange rate fluctuation.

c) Interest Rate Risk:

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The risk that the Company will realize a loss as a result of a decline in the fair value of the cash equivalents is limited because of the short-term nature of the investments.

d) Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consists primarily of cash and cash equivalents. Cash and cash equivalents are maintained with financial institutions of reputable credit and may be redeemed upon demand. The Company considers this risk to be minimal.

Note 10 Financial Instruments and Risk Management – (cont'd)

e) Liquidity Risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases. The Company manages liquidity risk through the management of its capital structure (Note 11).

Accounts payable and accrued liabilities and due to related parties are due within the current operating year.

As at February 28, 2022, the Company had a working capital surplus of $104,737. The Company does not currently operate any producing properties and as such, may be dependent upon issuance of new equity to advance its exploration properties. If equity financing is required, failure to obtain financing on a timely basis may cause the Company to postpone exploration plans, reduce or terminate its operations.

Determination of Fair Value:

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The financial position carrying amounts for cash and cash equivalents, accounts payable and accrued liabilities approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Fair Value Hierarchy:

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

- Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

- Level 3 – Applies to assets or liabilities for which there are unobservable market data.

Note 11 Management of Capital Risk

The Company manages its cash and cash equivalents, and common shares as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure that optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities 90 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

Note 12 Subsequent Events

Initial Public Offering

On March 1, 2022, the Company entered into an agreement with Research Capital Corporation (the "Agent") to complete an IPO for the issue of up to 3,000,000 common shares of the Company at $0.10 per share for gross proceeds of up to $300,000. The Company will pay the Agent a cash commission of 10% of the gross proceeds from the IPO and will issue to the Agent broker warrants to purchase 10% of the number of common shares sold pursuant to the IPO at $0.10 per share for up to 24 months from the date of closing of the IPO. The Company has also granted the Agent an option exercisable until 30 days following the closing of the IPO, for the issuance of up to 450,000 common shares of the Company at $0.10 per share.

The Company will pay the Agent a corporate finance fee of $22,500 plus GST, of which $10,000 has been paid subsequent to February 28, 2022. At the Company's discretion, $10,000 of this fee may be paid in common shares of the Company at $0.10 per share. The Company is also responsible for the payment of expenses related to the offering, including legal fees and disbursements, of which a retainer of $10,000 has been paid subsequent to February 28, 2022.

The IPO is subject to regulatory approval.

Share Purchase Options

By agreements dated April 18, 2022, the Company granted share purchase options to directors and an officer of the Company entitling the holders thereof the right to purchase up to a total of 800,000 common shares at $0.10 per share. These options expire in five years from the date of listing on the CSE and are subject to vesting as to 25% on the date of listing and 25% every three months thereafter until fully vested.

CERTIFICATE OF THE ISSUER

Dated: May 20, 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 the provinces of British Columbia, Alberta and Ontario.

"Kevin R. Hanson"	*"Aziz-ur Rehman"*
KEVIN R. HANSON Chief Executive Officer	**AZIZ-UR REHMAN** Chief Financial Officer

ON BEHALF OF THE BOARD

"Tibor F. Gajdics"	*"Ehsan Salmabadi"*
TIBOR F. GAJDICS Director	**EHSAN SALMABADI** Director

CERTIFICATE OF THE PROMOTER

Dated: May 20, 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 the provinces of British Columbia, Alberta and Ontario.

"Kevin R. Hanson"

KEVIN R. HANSON
Promoter

CERTIFICATE OF THE AGENT

Dated: May 20, 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 the provinces of British Columbia, Alberta and Ontario.

RESEARCH CAPITAL CORPORATION

"Jovan Stupar"

JOVAN STUPAR
Managing Director