FORM 2A

LISTING STATEMENT

JKS RESOURCES INC.

(the “Company” or the “Issuer”)

November 25, 2022

NOTE TO READER

This Listing Statement contains a copy of the final prospectus of JKS Resources Inc. (the “Issuer” or the "Company") dated August 31, 2022 (the “Prospectus”). Certain sections of the Canadian Securities Exchange (the “Exchange”) form of Listing Statement have been included following the Prospectus to provide additional disclosure on the Issuer required by the Exchange.

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SCHEDULE "A"

FINAL PROSPECTUS DATED AUGUST 31, 2022

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

PROSPECTUS

INITIAL PUBLIC OFFERING **August 31, 2022**

JKS RESOURCES INC.
(the "**Corporation**")

Minimum: $550,000 (5,500,000 Common Shares)
Maximum: $650,000 (6,500,000 Common Shares)
Price: $0.10 per Common Share

This prospectus is being filed by JKS Resources Inc. (the "**Corporation**") to qualify the distribution (the "**Offering**") of a minimum of 5,500,000 common shares in the capital of the Corporation (the "**Offered Shares**") at a price of $0.10 per Offered Share (the "**Offering Price**"), for minimum gross proceeds of $550,000 (the "**Minimum Offering**"), and a maximum of 6,500,000 Offered Shares at the Offering Price, for maximum gross proceeds of $650,000 (the "**Maximum Offering**"). The Offered Shares will be issued pursuant to an agency agreement (the "**Agency Agreement**") between the Corporation and Research Capital Corporation (the "**Agent**"). The price for each of the Offered Shares was determined by negotiation between the Corporation and the Agent. See "Plan of Distribution".

The Offering hereunder will close on the earlier of (a) the date of termination as determined at any time by the Corporation or the Agent, or (b) 90 days following the issuance of a receipt for a final prospectus, unless an amendment is filed and receipted in which case the Offering shall be extended for a further 90 days from receipt of the amendment to the final prospectus but in any event not more than 180 days from the date of receipt for the final prospectus. Closing is conditional upon the Offered Shares being approved for listing on the Canadian Securities Exchange (the "**Exchange**").

	Price to the Public	**Agent's Commission (1)**	**Net Proceeds to the Corporation (2)**
Per Offered Share	$0.10	$0.01	$0.09
Minimum Offering	$550,000	$55,000	$495,000
Maximum Offering	$650,000	$65,000	$585,000

Notes:

(1) A cash commission (the "**Agent's Commission**") of 10% of the gross proceeds from the sale of Offered Shares under the Offering will be paid to the Agent. In addition, the Agent and its sub-agents, if any, will be granted non-transferable agent's compensation options (the "**Agent's Options**") entitling the Agent to purchase that number of common shares in the capital of the Corporation (the "**Agent's Option Shares**") that is equal to 10% of the Offered Shares issued and sold pursuant to the Offering, at a price of $0.10 per Agent's Option Share, for a period of 24 months from the Closing Date (as defined herein). This prospectus qualifies the distribution of the Agent's Options to the Agent. The Corporation will also pay the Agent a non-refundable work fee of $35,000 plus GST (the "**Work Fee**"). The Corporation has also agreed to pay the Agent's expenses (the "**Agent's Expenses**") in connection with the Offering, including legal fees and disbursements. See "Plan of Distribution".

(2) Before deducting the Corporation's expenses in connection with the Offering, estimated to be $128,000, including the Work Fee and the Agent's Expenses. See "Use of Proceeds".

There is no market through which the securities offered by this prospectus 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 securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".

The head office of the Corporation is located at Suite 200 – 550 Denman Street, Vancouver, British Columbia V6G 3H1. The registered and records office of the Corporation is located at Suite 704, 595 Howe Street, Vancouver, British Columbia V6C 2T5.

Investments in natural resource issuers involve a significant degree of risk. The degree of risk increases substantially where the Corporation's properties are in the exploration as opposed to the development stage. All the properties that the Corporation has an interest in are in the exploration or pre-exploration stage and are without a known body of commercial ore. An investment in these securities should only be made by persons who can afford the total loss of their investment. See "Risk Factors".

The Exchange has conditionally approved the listing of the Offered Shares. Listing is subject to the Corporation's fulfilling all of the requirements of the Exchange on or before February 24, 2023, including the distribution of at least 5,500,000 Common Shares to at least 150 public securityholders.

As at the date of this prospectus, the Corporation 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 Offering is not underwritten or guaranteed by any person. The Agent, as exclusive agent of the Corporation for the purposes of the Offering, conditionally offers the Offered Shares on a commercially reasonable efforts basis, subject to prior sale, if, as and when issued by the Corporation and accepted by the Agent in accordance with the Agency Agreement referred to under "*Plan of Distribution*". Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Registration of interests in and transfers of Offered Shares held through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee will be made electronically through the non-certificated inventory ("**NCI**") system of CDS. Offered Shares registered to CDS or its nominee will be deposited electronically with CDS on an NCI basis on the closing of the Offering. Purchasers of Offered Shares will receive only a customer confirmation from the registered dealer from or through whom a beneficial interest in the Offered Shares is purchased.

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

The following table sets out securities issuable to the Agent:

Agent's Position	Number of Common Shares Available upon Exercise	Exercise Period	Exercise Price
Agent's Options (1)	550,000 Agent's Option Shares if the Minimum Offering is completed 650,000 Agent's Option Shares if the Maximum Offering is completed	24 months from the Closing Date	$0.10 per Agent's Option Share

Note:
(1) This prospectus qualifies the distribution of the Agent's Options to the Agent. See "Plan of Distribution".

The Offering is subject to a minimum aggregate subscription of 5,500,000 Offered Shares for total minimum gross proceeds to the Corporation of $550,000. In the event such subscriptions are not attained within 90 days of the issuance of the final receipt for this prospectus or, if a receipt is issued for an amendment to this prospectus, within 90 days of the issuance of such receipt and, in any event, not later than 180 days from the date of the receipt for the prospectus, all subscription monies will be returned to Subscribers (as defined herein) without interest or deduction. The Offering Price was determined by negotiation between the Corporation and the Agent subject to Exchange requirements.

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

Certain legal matters relating to the securities offered hereby will be passed upon by O'Neill Law LLP, on behalf of the Corporation, and by Vantage Law Corporation, on behalf of the Agent. No person is authorized to provide any information or to make any representation in connection with the Offering other than as contained in this prospectus.

AGENT:
Research Capital Corporation
1075 West Georgia Street, Suite 1920
Vancouver, BC V6E 3C9
Telephone: (604) 662-1800
Facsimile: (778) 373-4101

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GLOSSARY

The following is a glossary of capitalized and other terms and abbreviations used in this prospectus.

"**Administration Services Agreement**" means the agreement dated effective February 11, 2021 between the Corporation and Malaspina, whereby the Corporation has agreed to pay Malaspina monthly fees with respect to the provision of administration and executive officer services by Malaspina to the Corporation. See "Director and Named Executive Officer Compensation".

"**Affiliate**" means a Company that is affiliated with another Company as described below.

A Company is an "Affiliate" of another Company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

A Company is "controlled" by a Person if:

(a) voting securities of the Corporation are held, other than by way of security only, by or for the benefit of that Person, and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Corporation.

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

(b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

"**Agency Agreement**" means the agency agreement dated as of August 31, 2022 between the Corporation and the Agent.

"**Agent**" means Research Capital Corporation.

"**Agent's Commission**" means the cash fee equal to 10% of the gross proceeds from the sale of Offered Shares under the Offering payable to the Agent by the Corporation.

"**Agent's Expenses**" means the Agent's expenses in connection with the Offering which, pursuant to the Agency Agreement, the Corporation has agreed to repay to the Agent, including legal fees and disbursements as well as the Agent's reasonable out-of-pocket expenses.

"**Agent's Options**" means the compensation options to be issued by the Corporation to the Agent on completion of the Offering wherein the Agent will have the right to purchase 10% of the number of Offered Shares sold pursuant to the Offering exercisable at the Offering Price, expiring 24 months from the Closing Date. See "Options to Purchase Securities".

"**Agent's Option Shares**" means the Common Shares to be issued to the Agent upon exercise of the Agent's Options.

"**Associate**" when used to indicate a relationship with a Person or Company, means

(a) an issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,

(b) any partner of the Person or Company,

(c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity,

(d) in the case of a Person, a relative of that Person, including

(i) that Person's spouse or child, or

(ii) any relative of the Person or of his spouse who has the same residence as that Person;

but

(e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding Company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding Company.

"**Author**" has the meaning ascribed thereto under the heading "Mineral Property Disclosure – Sowchea Property".

"**Board**" means the board of directors of the Corporation as same may be constituted from time to time.

"**Closing**" means the satisfaction of all conditions, and the completion of all steps and documents as required or contracted in order to effect the completion of the Offering.

"**Closing Date**" means the date the Offering is completed.

"**Common Shares**" means common shares in the capital of the Corporation.

"**Company**" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Consulting Agreement**" means the consulting agreement entered into by the Corporation with 1727856 Ontario Limited, a private company controlled by Peter Born, Vice President, Exploration, effective March 9, 2021 whereby the Corporation has agreed to pay 1727856 Ontario Limited monthly fees for serving as the Corporation's Vice President, Exploration and acting as the Corporation's "qualified person" as defined under NI 43-101. See "Director and Named Executive Officer Compensation".

"**Control Person**" means any Person or Company that holds or is one of a combination of Persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

“**Corporation**” means JKS Resources Inc., a corporation duly existing under the laws of the Province of British Columbia with its head office located at Suite 200 – 550 Denman Street, Vancouver, British Columbia V6G 3H1.

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

“**Escrow Agent**” means Endeavor Trust Corporation, Vancouver, British Columbia.

“**Escrow Agreement**” means the escrow agreement to be entered into among the Corporation, the Escrow Agent and the principal shareholders of the Corporation.

“**Final Receipt**” means written confirmation of acceptance for filing of this prospectus received from each of the Securities Commissions.

“**GORR**” has the meaning ascribed thereto under the heading “Prospectus Summary – The Sowchea Property”.

“**GST**” means the Canadian Goods and Services Tax.

“**Initial Public Offering**” or “**IPO**” means a transaction that involves an issuer issuing securities from its treasury pursuant to its first prospectus that has received a Final Receipt from the applicable regulatory authorities.

“**Insider**” if used in relation to an issuer, means:

(a) a director or senior officer of the issuer;

(b) a director or senior officer of a Company that is an Insider or subsidiary of the issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, voting common shares carrying more than 10% of the voting rights attached to all outstanding voting common shares of the issuer; or

(d) the issuer itself if it holds any of its own securities.

“**Listing Date**” means the date of listing of the Common Shares on the Exchange.

“**Malaspina**” means Malaspina Consultants Inc., a private company duly existing under the laws of British Columbia and having offices at 1100 – 1199 West Hastings Street, Vancouver, BC, V6E 3T5.

“**NI 43-101**” has the meaning ascribed thereto under the heading “Mineral Property Disclosure – Sowchea Property”.

“**NI 52-109**” has the meaning ascribed thereto under the heading “Selected Financial Information and Management Discussion and Analysis – Management Discussion and Analysis – Internal Controls over Financial Reporting”.

“**Offered Shares**” means the Common Shares offered for sale under this prospectus.

“**Offering**” means the offering of the Offered Shares in accordance with the terms of this prospectus.

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

“**Option**” means the option granted by the Optionor to the Corporation to acquire a 100% interest in the Sowchea Property subject to prescribed cash payments and share issuances of the Corporation.

“**Option Agreement**” means the option agreement dated January 8, 2021, as amended on February 5, 2021 and on November 9, 2021, whereby the Optionor granted the Option to the Corporation subject to certain payments and conditions.

“**Optionor**” or “**Dorval**” means Dorval Exploration Inc. who optioned a 100% interest in the Sowchea Property to the Corporation, subject to a 1% GORR, pursuant to the Option Agreement.

“**Person**” means a Company or individual.

“**Policy**” means a policy issued by the Exchange.

“**Principal**” means

(a) a Person or Company who acted as a promoter of the issuer within two years, or their respective Associates or Affiliates, before the date of the prospectus;

(b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the prospectus;

(c) 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 the issuer’s IPO;

(d) a 10% holder – a Person or Company that

(i) holds securities carrying more than 10% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer's IPO; and

(ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

A Company, trust, partnership or other entity more than 50% held by one or more principals will be treated as a principal. (In calculating this percentage, include securities of the entity that may be issued to the principals under outstanding convertible securities in both the principals’ securities of the entity and the total securities of the entity outstanding.) Any securities of the issuer that this entity holds will be subject to escrow requirements.

A principal’s spouse and their relatives that live at the same address as the principal will also be treated as principals and any securities of the issuer they hold will be subject to escrow requirements.

“**Promoter**” has the meaning prescribed in section 1(1) of the *Securities Act* (British Columbia).

“**prospectus**” means this disclosure document of the Corporation required to be prepared in connection with a public offering of the Offered Shares, including any appendices, schedules or attachments hereto.

"**Securities Commissions**" means the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission.

"**SEDAR**" means System for Electronic Document Analysis and Retrieval.

"**Selling Provinces**" means British Columbia, Alberta and Ontario and any other provinces in which this prospectus has been filed and in which the Offered Shares will be offered for sale.

"**Sowchea Property**" means the mineral property with respect to which the Corporation has an option to acquire a 100% interest pursuant to the Option Agreement, subject to a 1% GORR, consisting of three mineral claims covering approximately 2,280 hectares in the Omineca Mining Division of Central British Columbia.

"**Stock Option Plan**" means the Corporation's stock option plan dated February 4, 2022 providing for the granting of Stock Options to the Corporation's directors, officers, employees and consultants.

"**Stock Options**" means incentive stock options to be issued to directors, officers and consultants of the Corporation pursuant to the terms of section 5 of Policy 6 of the Exchange exercisable at prices and within time frames consistent with the terms of Policy 6 and regulatory requirements.

"**Subscriber**" means a person that subscribes for Offered Shares under the Offering.

"**Technical Report**" has the meaning ascribed thereto under the heading "Mineral Property Disclosure – Sowchea Property".

"**Work Fee**" means the $35,000 (plus GST) payable by the Corporation to the Agent, pursuant to the Agency Agreement.

GLOSSARY OF GEOLOGICAL DEFINED TERMS

The following definitions and terms apply throughout this document unless the context otherwise requires:

"AA"	Atomic absorption
"Ag"	Silver
"Andesite"	An extrusive volcanic rock of intermediate composition. In a general sense, it is the intermediate type between basalt and rhyolite.
"Arc"	A chain of volcanoes, hundreds to thousands of kilometers long, that forms above a subduction zone.
"Augite"	A rock-forming mineral that commonly occurs in mafic and intermediate igneous rocks such as basalt, gabbro, andesite, and diorite. It is found in these rocks throughout the world, wherever they occur. Augite is a calcium bearing pyroxene found in ultramafic rocks and in some metamorphic rocks that form under high temperatures.
"Au"	Gold
"As"	Arsenic
"Basalt"	A dark-colored, fine-grained, igneous rock composed mainly of plagioclase and pyroxene minerals. It most commonly forms as an extrusive rock, such as a lava flow, but can also form in small intrusive bodies, such as an igneous dike or a thin sill.
"Batholith"	a very large igneous intrusion extending deep in the Earth's crust.
"B"	Boron
"Ba"	Barium
"Be"	Beryllium
"Bi"	Bismuth
"Biotite"	A name used for a large group of black mica minerals that are commonly found in igneous and metamorphic rocks.
"borax"	A white mineral in some alkaline salt deposits, used in making glass and ceramics, as a metallurgical flux, and as an antiseptic.
"Breccia"	A clastic sedimentary rock that is composed of large angular fragments.
"C"	Celsius
"CA"	Calcium
"Carbonate"	Rocks are a class of sedimentary rocks composed primarily of carbonate minerals. The principle members of the group are sedimentary rocks dolomite and limestone.
"Cd"	Cadmium
"Chert"	A hard, fine-grained sedimentary rock composed of microcrystalline crystals of quartz, the mineral form of silicon dioxide.
"Clastic"	Rocks composed of fragments or pre-existing minerals and rocks.
"cm"	Centimeter
"Co"	Cobalt
"Conglomerate"	A coarse-grained sedimentary rock composed of rounded fragments (> 2 mm) within a matrix of finer grained material.
"Contact"	A boundary which separates one rock body from another.
"Cr"	Chromium
"Cu"	Copper
"Diorite"	An intrusive igneous rock composed principally of the silicate minerals plagioclase feldspar (typically andesine), biotite, hornblende, and/or pyroxene.

“Dyke”	A long and relatively thin body of igneous rock that, while in the molten state, intruded a fissure in older rocks.
“Fault”	A fault is a fracture or zone of fractures between two blocks of rock. Faults allow the blocks to move relative to each other.
“Fe”	Iron.
“Feldspar”	The name given to a group of minerals distinguished by the presence of alumina and silica in their chemistry and are a pink, white or grey colour.
“g”	Grams
“Ga”	Gallium
“Gabbro”	A phaneritic, mafic intrusive igneous rock formed from the slow cooling of magnesium-rich and iron-rich magma into a holocrystalline mass deep beneath the Earth's surface.
“GPS”	Geographic Positioning System.
“Granite”	A light-colored igneous rock with grains large enough to be visible with the unaided eye. It forms from the slow crystallization of magma below Earth's surface. Granite is composed mainly of quartz and feldspar with minor amounts of mica, amphiboles, and other minerals.
“Granitoid”	A generic term for a diverse collection of coarse-grained igneous rocks that consist predominately of quartz, plagioclase, and alkali feldspar.
“ha”	Hectares.
“Hectare”	A metric unit of square measure, equal to 2.471 acres or 10,000 square meters.
“Hg”	Mercury
“Hydrothermal”	The circulation of hot water. Hydrothermal circulation occurs most often in the vicinity of sources of heat within the Earth's crust.
“ICP”	Induction Coupled Plasma.
“Igneous”	Rock having solidified from lava or magma.
“Jurassic”	A geologic period and system that extends from about 199.6 million years ago to 145.5 million years ago.
“K”	Potassium
“kg”	Kilogram
“km”	Kilometer
“La”	Lanthanun
“Lead” or “Pb”	Lead is a chemical element with atomic number 82 and symbol Pb. It is a soft, malleable, and heavy metal.
“Listwanite”	A rock type that forms when the groundmass of ultramafic rocks, most commonly is partially altered to carbonate minerals and cut by ubiquitous carbonate veins containing one or more of magnesite, calcite, dolomite, ankerite, and/or siderite.
“litharge”	Lead monoxide, especially a red form used as a pigment and in glass and ceramics
“Lithium”	The chemical element of atomic number 3, a soft silver-white metal. It is the lightest of the alkali metals.
“Lithology”	The study of the general physical characteristics of rocks.
“m”	Meter
“Mafic”	An adjective describing a silicate mineral or igneous rock that is rich in magnesium and iron, and is thus a portmanteau of magnesium and ferric.
“Mag”	Magnetometer
‘Magma”	A molten and semi-molten rock mixture found under the surface of the Earth.

"Magnetite"	A gray-black magnetic mineral which consists of an oxide of iron and is an important form of iron ore.
"Magnetic Anomalies"	A local variation in the earth's magnetic field resulting from variations in the chemistry or magnetism of the rocks
"Magnetometer"	An instrument used for measuring magnetic forces, especially the earth's magnetism.
"Mesozoic"	An interval of geological time from about 252 to 66 million years ago.
"Metachert"	Chert that has been metamorphosed but still looks like chert.
"Metamorphic"	Denoting rock that has undergone transformation by heat, pressure, or other natural agencies, e.g., in the folding of strata or the nearby intrusion of igneous rocks.
"Mineralization"	the concentration of metals and their chemical compounds within a body of rock.
"Mg"	Magnesium
"mm"	Milometer
"Mn"	Manganese.
"**µm**"	Micrometers
"Molybdenite" or "Mo"	A chemical element with symbol Mo and atomic number 42. The name is from Neo-Latin molybdaenum, meaning lead, since its ores were confused with lead ores.
"Mt"	Million tonnes
"Muscovite	An aluminum potassium mineral
"Na"	Sodium
"Ni"	Nickel
"Outcrop"	A visible exposure of bedrock or ancient superficial deposits on the surface of the Earth.
"P"	Phosphorus
"Pb"	Lead
"Plagioclase"	A group of related feldspar minerals that essentially have the same formula but vary in their percentage of sodium and calcium.
"Plutonic"	Relating to or denoting igneous
"Po"	Pyrrhotite
"ppb"	Parts per billion
"ppm"	Parts per million
"Pyrite"	the most common of the sulphide minerals.
"Pyroxene" or "Px"	A group of important rock-forming inosilicate minerals found in many igneous and metamorphic rocks.
"Quartz"	one of the most abundant minerals in the Earth's crust, whose composition is silicon dioxide.
"Quartzite"	a hard, non-foliated metamorphic rock which was originally pure quartz sandstone.
"S"	Sulphur
"Sb"	Antimony
"Sc"	Scandium
"Sedimentary"	Types of rock that are formed by the deposition and subsequent cementation of that material at the Earth's surface and within bodies of water.
"Sericite"	A scaly variety of muscovite (a colourless to pale brown form of mica consisting of a silicate of aluminium and potassium) having a silky luster and occurring in various metamorphic rocks.

“Silica”	An oxide of silicon with the chemical formula SiO2, most commonly found in nature as quartz and in various living organisms
“Siliclastic”	Clastic noncarbonate sedimentary rocks that are almost exclusively silica-bearing, either as forms of quartz or other silicate minerals
“Siltstone”	A fine-grained sedimentary rock consisting of consolidated silt.
“Silver” or “Ag”	The metallic element with the atomic number 47.
“Sr”	Strontium
“Soda ash”	Commercial anhydrous sodium carbonate
“Sulfosalt”	Complex sulfide mineral with the general formula: AmBnSp; where A represents a metal such as copper, lead, silver, iron, and rarely mercury, zinc, vanadium; B usually represents semi-metal such as arsenic, antimony, bismuth, and rarely germanium, or metals like tin and rarely vanadium; and S is sulfur or rarely selenium or/and tellurium.
“Survey”	The orderly and exacting process of examining and delineating the physical or chemical characteristics of the Earth's surface, subsurface, or internal constitution by topographic, geologic, geophysical, or geochemical measurements.
“t”	Tonnes.
“Te”	Tellurium
“Th”	Thorium
“Ti”	Titanium
“Tl”	Thallium
“Triassic”	The first period of the Mesozoic Era and occurred between 251 million and 199 million years ago.
“U”	Uranium
“Ultramafic”	An igneous rock with a very low silica content and rich in minerals such as hypersthene, augite, and olivine. These rocks are also known as ultrabasic rocks
“UTM”	Universal Transverse Mercator coordinate system, a grid-based method of mapping locations on the surface of the Earth.
“V”	Vanadium.
“Vein”	A mineral deposit, usually steeply inclined. Used to describe a body that is usually smaller and has better defined walls than a lode.
“W”	Tungsten
“Y”	Yttrium
“Zn”	Zinc.
“Zr”	Zirconium

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.

Business of the Corporation

The Corporation is engaged in the business, pursuant to the Option Agreement, of exploration of mineral properties. The Corporation holds an option to acquire a 100% interest in the Sowchea Property as described herein. The Corporation's objective is to explore and develop the Sowchea Property. See "General Development of the Business".

The Sowchea Property

The Sowchea Property consists of three mineral claims covering approximately 2,280 hectares in the Omineca Mining Division of Central British Columbia. The Corporation has the Option to acquire 100% of the Sowchea Property exercisable by the Corporation issuing to the Optionor a total of 1,450,000 Common Shares, making aggregate cash payments of $75,000 and incurring aggregate expenditures on the Sowchea Property of $650,000, subject to a 1% gross over-riding royalty interest in the revenue from the sale of production as described in the Option Agreement (the "**GORR**"), payable and deliverable to the Optionor by the Corporation. The Corporation has the ability to purchase half of the GORR from the Optionor for $1,000,000 at any time. See "Mineral Property Disclosure – Sowchea Property".

The Offering

The Corporation is offering, through the Agent, a minimum of 5,500,000 Offered Shares and a maximum of 6,500,000 Offered Shares for sale in the Selling Provinces, at the Offering Price for gross proceeds of a minimum of $550,000 and a maximum of $650,000. The Offering is being made on a commercially reasonable efforts basis by the Agent. The Offering Price was determined by negotiation between the Corporation and the Agent. See "Plan of Distribution".

The Agent will be granted the Agent's Options to acquire the Agent's Option Shares in an amount equal to 10% of the Offered Shares sold in the Offering, at the Offering Price for a period of twenty-four (24) months from the Closing Date. The distribution of the Agent's Options is qualified under this prospectus.

Use of Proceeds

Under the Minimum Offering, it is estimated that the net proceeds to be received by the Corporation, after deduction of the Offering and listing expenses, will be approximately $361,460. Under the Maximum Offering, it is estimated that the net proceeds to be received by the Corporation, after deduction of the Offering and listing expenses, will be approximately $451,460. These funds will be combined with the Corporation's existing working capital balance of $212,649 as at July 31, 2022, for total available funds of $574,109, under the Minimum Offering, and $664,109, under the Maximum Offering, which will be used by the Corporation as follows:

Principal Purpose	Minimum Offering	Maximum Offering
To complete Initial Work Program on the Sowchea Property as Recommended in the Technical Report (1)	$200,000	$200,000
Sowchea Property option payment due on the Listing Date	$25,000	$25,000

Principal Purpose	Minimum Offering	Maximum Offering
Sowchea Property option payment due on or before the 18 month anniversary of the Listing Date	$25,000	$25,000
To Cover Estimated Administrative Expenses for Ensuing 12 Months (2)	$114,000	$114,000
Unallocated Working Capital	$210,109	$300,109
Totals:	$574,109	$664,109

Notes:
(1) See "Mineral Property Disclosure – Sowchea Property – Recommendations".
(2) See "Use of Proceeds – Principal Purposes".

The Corporation intends to spend the funds available to it to (a) obtain a listing of the Common Shares on the Exchange; and (b) complete the proposed exploration program on the Sowchea Property as recommended in the Technical Report. While the Corporation intends to spend the funds available to it as stated in this prospectus, there may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary. See "Use of Proceeds".

The Corporation has negative cash flow from operations in its most recently completed financial period. See "Risk Factors – Negative Operating Cash Flow".

Risk Factors

An investment in the Offered Shares should be considered highly speculative wherein Subscribers could lose their entire investment. The Corporation has no history of earnings and to date has not defined any commercial quantities of mineral reserves on the Sowchea Property. The Corporation has negative operating cash flow. After completion of the Offering, the Corporation may require additional financing in order to fund ongoing exploration on the Sowchea Property and there is no assurance that such financing will be obtained. While the Corporation has followed standard industry accepted due diligence procedures to ensure that the Optionor has valid title to the Sowchea Property, there is no guarantee that the Corporation's 100% interest, once earned, will be certain or that it cannot be challenged by claims from unknown third parties claiming an interest in the Sowchea Property. The Corporation and its assets may also become subject to uninsurable risks. The Corporation's activities may require permits or licenses which may not be granted to the Corporation. The Corporation competes with other companies with greater financial resources and technical facilities. The Corporation may be affected by political, economic, environmental and regulatory risks beyond its control. The Corporation is currently largely dependent on the performance of its directors and officers and there is no assurance the Corporation can retain their services. There is currently no market through which the Corporation's securities may be sold and purchasers may not be able to resell Offered Shares purchased under this prospectus. In recent years both metal prices and publicly traded securities prices have fluctuated widely. The Sowchea Property is in the exploration stage only and is without a known mineral resource. Some of the directors and officers of the Corporation are engaged and will continue to be engaged in the search of additional business opportunities on behalf of other corporations and situations may arise where these directors and officers are in direct competition with the Corporation. The Offering Price significantly exceeds the net tangible book value per Offered Share and, accordingly, investors will suffer an immediate and substantial dilution of their investment. See "Risk Factors" for details of these and other risks relating to the Corporation's business.

Financial Information

The following selected financial information is derived from and is subject to and more fully explained in the detailed information contained in the audited financial statements of the Corporation and notes thereto attached to this prospectus as Schedule "A" and should be read in conjunction with the financial statements and related notes. The Corporation has established August 31 as its financial year end.

	For the period from incorporation on November 9, 2020 to August 31, 2021 (Audited)	For the 9-month period ended May 31, 2022 (Unaudited)
Revenues	Nil	Nil
Comprehensive Loss	($91,591)	($28,204)
Total Assets	$112,207	$159,252
Total Liabilities	$28,398	$70,877
Shareholder's Equity	$83,809	$88,375

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

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact relating to the Corporation, certain statements in this prospectus may constitute forward-looking information, future-oriented financial information, or financial outlooks (collectively, "**forward-looking information**") within the meaning of Canadian securities laws. Forward-looking information may relate to this prospectus, the Corporation's future outlook and anticipated events or results and, in some cases, can be identified by terminology such as "may", "will", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue" or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to commodity prices, mineral resources, mineral reserves, realization of mineral reserves, existence or realization of mineral resource estimates, the timing and amount of future production, the timing of construction of the proposed mine and process facilities, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. In particular, this prospectus contains forward-looking statements pertaining to the following:

- proposed expenditures for exploration work, and general and administrative expenses (see "General Development of the Business – Recommendations" and "Use of Proceeds");
- expectations generally regarding completion of the Offering and the ability to raise further capital for corporate purposes; and
- treatment under applicable governmental regimes for permitting and approvals (see "Risk Factors").

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

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

CORPORATE STRUCTURE

Name, Incorporation, Offices and Intercorporate Relationships

The full name of the Corporation is "JKS Resources Inc."

The Corporation was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on November 9, 2020 under the name "JKS Resources Inc." with authorized capital of an unlimited number of Common Shares without par value.

The head office of the Corporation is located at Suite 200 – 550 Denman Street, Vancouver, British Columbia V6G 3H1. The registered and records office of the Corporation is located at Suite 704, 595 Howe Street, Vancouver, British Columbia V6C 2T5.

The Corporation has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

The principal business carried on and intended to be carried on by the Corporation is the exploration of mineral resources on the Corporation's principal property, being the Sowchea Property located in British Columbia, which is in the exploration stage. Pursuant to the Option Agreement, the Corporation has the Option to acquire an undivided 100% interest in the Sowchea Property, exercisable by the Corporation issuing to the Optionor a total of 1,450,000 Common Shares, making aggregate cash payments of $75,000 and incurring aggregate expenditures on the Sowchea Property of $650,000, subject to a 1% GORR interest payable and deliverable to the Optionor by the Corporation. The Corporation has the ability to purchase half of the GORR from the Optionor for $1,000,000 at any time. Exploration and evaluation work to date on the Sowchea Property has been completed by the Optionor. Pursuant to the Option Agreement, the Corporation shall act as the operator with respect to all exploration work to be carried out on the Sowchea Property during the term of the Option Agreement.

The Option Agreement is not a related party transaction under International Accounting Standards (IAS) – *Related Party Disclosures*.

Production and Services

The Corporation is in the exploration stage and does not mine, produce or sell any mineral products at this time, nor do any of its current properties have any known or identified mineral resources or mineral reserves. The Corporation's principal product under exploration is gold.

As the Corporation is an exploration stage company with no producing properties, it has no current operating income, cash flow or revenues. The Corporation has not undertaken any current mineral resource estimate on the Sowchea Property. There is no assurance that a commercially viable mineral deposit exists on the Sowchea Property. The Corporation does not expect to receive income from the Sowchea Property within the foreseeable future. The Corporation intends to continue to evaluate, explore and develop the Sowchea Property through additional financings. The Corporation's objective is the exploration and evaluation of the Sowchea Property. Toward this end, the Corporation intends to undertake the work programs on the Sowchea Property recommended in the Technical Report.

Specialized Skill and Knowledge

Various aspects of the Corporation's business require specialized skills and knowledge. Such skills and knowledge include areas of exploration and development, geology, drilling, permitting, metallurgy, logistical planning, accommodation and implementation of exploration programs, as well as legal compliance, finance and accounting. The Corporation expects to rely upon consultants and others for exploration and development expertise. The Corporation does not anticipate any difficulties in locating competent employees and consultants in such fields.

Competitive Conditions

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

Cycles

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

Economic Dependence

The Corporation is dependent on the Option Agreement. In the event that the Option Agreement is terminated, the Corporation would lose all of its right and interest to the Sowchea Property. If the Option Agreement is terminated, the Corporation would be left without a material mineral property. See "General Development of the Business – Option Agreement" for additional information regarding the Option Agreement.

Environmental Protection

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

Employees

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

History

The Corporation entered into the Option Agreement dated January 8, 2021, as amended on February 5, 2021 and on November 9, 2021, with the Optionor whereby the Corporation has the exclusive Option to acquire a 100% interest in the Sowchea Property, subject to a 1% GORR interest payable and deliverable to the Optionor by the Corporation.

To fund its exploration activities and to provide working capital, the Corporation has relied on the sale of Common Shares from treasury. Since incorporation, the Corporation has raised $400,400 privately through the sale of its securities. See "Prior Sales". The Corporation intends to raise additional funds under the Offering to carry out exploration of the Sowchea Property as set out in the section entitled "Use of Proceeds".

Option Agreement

The Corporation's option to acquire 100% of the Sowchea Property is exercisable by the Corporation issuing to the Optionor a total of 1,450,000 Common Shares and making aggregate cash payments of $75,000.

The share issuances and cash payments to be made by the Corporation to the Optionor are as follows:

- $25,000 within five days of signing the Option Agreement (paid);
- 200,000 Common Shares within five days of the Listing Date;
- $25,000 within five days of the Listing Date;
- $25,000 and 500,000 Common Shares on or before the 18 month anniversary of the Listing Date; and
- 750,000 Common Shares on or before the 28 month anniversary of the Listing Date.

The Option Agreement grants the Corporation an option only. The Corporation is, therefore, not obligated to meet any of the above option obligations (that are not yet satisfied) in the event that it chooses to terminate the Option Agreement and abandon the Sowchea Property for any reason. The Corporation may terminate the Option Agreement at any time on written notice to the Optionor.

Pursuant to the Option Agreement, the Corporation shall act as the operator with respect to all exploration work to be carried out on the Sowchea Property during the term of the Option Agreement. If and when the Corporation completes all of its payment obligations under the Option Agreement, it will have earned a 100% interest in the Sowchea Property and will have no further obligations with respect to the Optionor except payment of the 1% GORR. Pursuant to the Option Agreement, which will remain in effect after exercise of the Option, the Corporation has the option at any time, and from time to time, to buy one-half of such 1% GORR, by paying $1 million in cash to the Optionor for the 0.5% GORR, which thereby extinguishes the obligation of the Corporation to pay such percentage GORR to the Optionor.

MINERAL PROPERTY DISCLOSURE – SOWCHEA PROPERTY

The following disclosure relating to the Sowchea Property has been derived, in part, from the technical report prepared in accordance with the disclosure standards of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") for the Sowchea Property entitled "National Instrument 43-101, Technical Report 2020 Update on the Sowchea Property, Omineca Mining Division, British Columbia" dated effective February 28, 2021 (the "**Technical Report**"). The Technical Report was prepared by Lorie Farrell, P.Geo. (the "**Author**") who is a qualified person under NI 43-101. The Technical Report is available for review under the Corporation's profile on SEDAR at www.sedar.com.

Project Description, Location and Access

Location and Means of Access

The Sowchea Property consists of three mineral claims covering a surface area of 2,280 hectares ("**ha**") and is located 5 kilometres ("**km**") south of Stewart Lake and 16 km southwest of Fort St James, British Columbia ("**BC**") within the Omineca Mining Division; NTS map sheet 093K8, BCGS map sheet 093K038 and 093K048. The central coordinates are UTM NAD 83 Zone 10 403,300 East / 6,025,800 North.

Road access onto the Sowchea Property is from Fort St James. Prince George is a service center located on the junction of Highway 16 and Highway 97, an approximately 160 km drive from Fort St James. Daily flights are available from the Prince George regional airport. From Prince George, head west on Highway 16 to Vanderhoof, west of Vanderhoof, turn north on Highway 27 to Fort St James. Before crossing the Netchako bridge outside of Fort St James, turn left onto Sowchea Road. Approximately 5km from here, turn left (south) at 10U 413,200 E/ 6,031,060 N onto Cunningham Road which starts going through the property at approximately 13km. This first cuts through the southern portion and then up the western side of the property. Access to the central part of the claims is accessed by a road which intersects the Cunningham Road at 10U 400,760E / 6,027,513N.

Prince George is a service center for mineral exploration and forestry. There are a range of professional exploration personnel, diamond drilling contractors, rail and commercial daily air services and the Northeast and Central Region Ministry of Energy and Mines office. Forestry and heavy equipment contractors are located here, in Vanderhoof and in Fort St James. While Fort St James is small, with under 1,600 residents, there are several restaurants, hotels, grocery, supply and industrial stores and can provide many of the supplies needed for an exploration program.

As the property is considered a greenfield exploration project, potential sites for mine infrastructure have not been surveyed. Claims are on crown land and surface rights are held by the crown. Water is available from numerous creeks on the property. Water use is subject to provincial and federal regulations. Land use for exploration and mining purposes if governed by the *Mineral Tenure Act* (British Columbia), the *Mines Right of Way Act* (British Columbia), the *Mines Act* (British Columbia) and other applicable provincial laws and regulations. The Author is not aware of any impediments to the acquisition of surface rights for exploration and mining purposes.

Nature and Extent of Title to or Interest in the Project and Royalties

The mineral claims comprising the Sowchea Property are registered on Mineral Titles Online to Dorval Exploration Inc. ("**Dorval**"). Placer claims are held by unrelated companies over the claim group.

Section 8 of the *Mineral Tenure Act Regulations* (British Columbia) requires that exploration and development work must be done on a mineral claim to keep it in good standing. The value of exploration and development required to maintain a mineral claim for one year is $5 per hectare for each of the first and second anniversary years, $10 per hectare for each of the third and fourth anniversary years, $15 per hectare for each of the fifth and sixth anniversary years and $20 per hectare for each subsequent anniversary year. Exploration and development registered under this section may be applied to further anniversary years to a maximum of 10 future years. Expiration dates for the Sowchea claims are set out in the table below. The claim boundaries were located using the Mineral Titles Online method of claim acquisition in the Province of British Columbia.

Sowchea Property Tenure Data

Title Number	Claim Name	Owner	Title Type	Map Number	Issue Date	Good to Date	Area (ha)
1076879	SOWCHEA	Dorval Exploration Inc.	Mineral Claim	093K	2020/JUN/20	2027/JUN/20	1,601.46
1077785	SOWCHEA2	Dorval Exploration Inc.	Mineral Claim	093K	2020/AUG/05	2027/AUG/05	169.61
1080987	SOWCHEA3	Dorval Exploration Inc.	Mineral Claim	093K	2021/FEB/04	2023/FEB/04	508.54
							2,279.61

The rights of a registered owner of a mineral claim are subject to the *Mineral Tenure Act* (British Columbia).

Surface rights over the Sowchea Property are owned by the Province of British Columbia and are not included with mineral claims. The Sowchea claims lie within the traditional territories of the Dakelh First Nations People of the Carrier Sekani comprised of the Takla, Nadleh Whut'en, Yekooche and Dakeł Keyoh (CBᒡ 3G1h) First Nations. The Author is unaware of any consultation that has been done by the Corporation with these First Nation groups and if there are any significant factors or risks relating to access, title or ability to perform work that may arise as a result of the Sowchea Property lying within the traditional territory of the aforementioned First Nation groups.

Option Agreement

Dorval signed an option agreement, as amended February 5, 2021 and November 9, 2021, (the "**Option Agreement**") with the Corporation on January 8, 2021 to option the Sowchea Property to the Corporation.

For the Corporation to fully exercise the option and acquire a 100% right, title and interest in and to the Sowchea Property, subject to the gross over-riding royalty ("**GORR**") discussed below, it must:

- Pay to Dorval:
  - $25,000 in cash within five business days of the execution of the Option Agreement, which such amount was paid on January 20, 2021; and
  - an additional $25,000 in cash on the date that is five business days of the Listing Date.
  - an additional $25,000 in cash on the date that is eighteen months after the Listing Date;
- Issue and deliver to Dorval:

  - 200,000 Common Shares within five business days of the Listing Date;
  - 500,000 Common Shares on the date that is eighteen months after the Listing Date; and
  - 750,000 Common Shares on the date that is twenty-eight months after the Listing Date; and
- Incur an aggregate of $650,000 in expenditures on the Sowchea Property as follows:
  - $150,000 on the date that is eighteen months after the Listing Date; and
  - $500,000 on the date that is twenty-eight months after the Listing Date.

The above option payments, share issuances and property expenditures may be accelerated at the Corporation's sole option.

Pursuant to the Option Agreement, Dorval reserved a 1% gross over-riding royalty interest payable and deliverable to Dorval by the Corporation. The Corporation has the ability to purchase half of the GORR from Dorval for $1,000,000 at any time. Other than the GORR, to the extent known, there are no other royalties, back-in rights, payments or other agreements and encumbrances to which the Sowchea Property is subject.

Permitting and Environmental Matters

Exploration permits must be obtained from the British Columbia Ministry of Energy and Mines and Petroleum Resources prior to carrying out mechanized exploration on the Sowchea Property. To perform the mechanized portion of the proposed program of work for the Sowchea Property, the registered owner must file a Notice of Work and receive a Mines Act Permit as required by section 10 of the *Mines Act* (British Columbia). The permitting mines inspector may require the posting of a reclamation security deposit before issuing a permit to conduct work. The Author is not aware of any known environmental liabilities to which the Sowchea claims are subject.

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

History

History of work on the Sowchea claims is minimal and not all work has been recorded.

Initial interest in the Sowchea Property was due to coarse alluvial gold in Sowchea Creek. In 1934, C. C. Andrews worked on placer leases on locations within the Sowchea claims. Further detailed testing was done in 1938 and was supervised by H. Fraser. Additional information on the geology near this part of the creek, including quartz veining, was recorded by W. R. Baker in a 1946 report. The Quebec Gold Mining Corporation did additional testing in 1946.

In 1988, vermiculite bearing granitoid rocks that outcrop to the west of the current claim boundaries, were subjected to metallurgical testing for vermiculite quality and sampled for gold by Orion Resources Ltd. Low grade assays to 0.4 parts per million ("**ppm**") silver and 680 parts per billion ("**ppb**") gold returned from this sampling indicate that the area should be reviewed for additional gold mineralization. Further testing was done in 1989 by CANMET at the request of the British Columbia Ministry of Energy, Mines and Petroleum Resources.

To the east of the current claim outline in 1991, Western Canadian Mining Corporation panned 18 concentrate samples in Sowchea Creek, which showed the presence of up to 45 ppm gold. A total of 84 soil samples at 100 metre ("**m**") spacing using a compass and hip chain and along logging roads and trails were collected in various soil types. Variability in the assay results including a high of 750 ppb gold were ascribed to variations in the soil types that were sampled rather than the underlying geology.

J. Cuttle performed additional work on the vermiculite target to the west of the claims in 1994. A 14 kilogram (“**kg**”) vermiculite sample was tested for recovery of vermiculite.

In 2008, the areas of the claims were covered by two large regional airborne gravity and electromagnetic geophysics surveys during Geoscience B.C.’s Quest West Project.

In 2016, a prospecting program consisting of 23 rock samples collected from outcrop was performed on behalf of W. Yeomans within the claim group. While gold assays were minimal, alteration was noted on the samples that were near the interpreted contact between the Cache Creek to the east and the quartz diorite to the west.

In 2018, Sable Resources Ltd. conducted a small soil and stream sampling program consisting of 50 “B” horizon soil samples collected along three lines and 17 silt samples collected from Sowchea Creek and minor tributaries through the property. An area of elevated gold results between 10 ppb and 75 ppb were coincident with the previously sampled area of anomalous Au discovered in 1988, consecutive samples with 112 and 115 ppb gold were returned 650 m to the east on another line.

There has been no historical mineral resource or mineral reserve estimate defined for the property, nor recorded mineral production from the property.

Geological Setting, Mineralization and Deposit Types

Regional, Local and Property Geology

The Sowchea Property is located in the central Cache Creek Terrane where it has been intruded by the McKnab Phase of the Endako Batholith.

The Cache Creek Complex is located in the Intermontane Belt between Stikinia and Quesnellia volcanic-arc terranes in British Columbia, Canada. The central Cache Creek Terrane is 450 km long with a width of 60 km trending to the northwest. It consists of two broadly dividable packages of ophiolitic assemblages and an accretionary complex with tectonically intercalated packages of siliclastic sediments, limestone, ocean crustal volcanic-plutonic and mantle metamorphosed lithologies.

The belt is bound by a series of faults including the complex northwesterly trending Pinchi fault system to the east and the Vital fault to the north-west, the contact relationship in the southwest is less defined due to cover.

During the Triassic period the entire region underwent two major periods of deformation: D1 and D2. D1 involved an east to northeast recumbent inclinal folding and D2 formed north trending sub-horizontal asymmetrical flexural slip folds with axial planes that are westerly dipping. A lack of penetrative foliation in the intrusives indicates they post-date both D1 and D2. Faulting and shearing are seen to be focused along D1 and D2 fold axes.

The Cache Creek Terrane is host to gold-quartz vein deposits and their associated placers across British Columbia, these are often spatially associated with listwanite (carbonate+-sericite+-pyrite) altered, ophiolitic mafic and ultramafic rocks. Approximately 9 km north of the Sowchea Property is the Snowbird property. Gold-Antimony mineralization in this mesothermal sheer-hosted lode gold deposit is associated with quartz-carbonate-stibnite-gold-arsenopyrite veins and stringer zones hosted in altered ultramafic rocks. These are located within a 90-metre-wide ductile shear zone associated with D1.

Outcrop exposure of the Sowchea Property is limited due to extensive quaternary cover. Minor rock exposures are found on some small hilltops and some areas in the river valley. Interpretations of geology below the glacial cover is preliminary.

The project is centered over the interpreted contact between the Sowchea Succession rocks of the Cache Creek Terrane to the east and an intrusive rock from the McKnab Phase of the Endako batholith – Stag Lake Plutonic Suite that intruded in the Middle Jurassic to the west.

The Sowchea Succession is described as having light to medium grey phyllite, siltstone, siliceous argillite, ribbon chert, slate, intraformational siltstone, conglomerate, chert conglomerate, platy quartzite and metachert; lesser amounts of recrystallized limestone, dark grey phyllite, greenstone comprised of basalt, mafic dykes and gabbro. This outcrops to the east of the interpreted contact in the Sowchea River valley.

The intrusive rocks have been described ranging from biotite-hornblende quartz diorite, and biotite quartz diorite to hornblende-biotite tonalite; medium-grained, equigranular massive to moderately foliated. These have been recorded as outcropping along the Sowchea Creek to the west of the interpreted contact along Sowchea Creek, and to the west of the property along the road in a 160-metre-long zone of intensely weathered diorite containing vermiculite.

Sub paralleling this interpreted contact in the northern part of the claims is an area mapped as Trembleur Ultramafics of the Cache Creek complex. This is the host rock of the Snowbird deposit further to the north and is prospective for gold mineralization. The regional Geoscience BC Quest West Total Field airborne magnetic map shows a gap in the high magnetic signature associated with this mapped ultramafic but show a potential continuation of the magnetic high signature along strike further to the south. The lack of magnetic signature in the central area correlates with the potential extension of a southwest-northeast oriented fault mapped to the south of Stuart Lake. Mineral deposits in this region are commonly associated with deep seated southwest-northeast structures.

Mineralized Zones

Known mineralization on the Sowchea Property consists of placer gold in Sowchea creek. Limited records from 1934 to 1973 have outlined locations of test pits and recovered gold grades. The bedrock source of this gold has not been discovered. Anomalous gold results were returned from the vermiculite bearing diorite to the west.

Deposit Types

Exploration on the Sowchea Property is targeting gold-quartz veins, stibnite gold veins and mesothermal shear zone hosted lode gold. These are often spatially associated with faulting, brecciation and shear zones in which hydrothermal systems have been active. They have associated listwanite (carbonate+-sericite+-pyrite) alteration and occur with variable lithologies including but not limited to, ophiolitic mafic and ultramafic rocks.

Gold bearing veins and veinlets form within fault and joint systems produced by regional compression or transpression and are localized along major regional faults and related splays. Gold is deposited at crustal levels within or near the brittle-ductile transition zone. Wall rock is typically altered to silica, pyrite, muscovite with a broader halo of carbonate alteration, veining cross cuts host lithologies and commonly occur as systems of en echelon veining although a variety of textures can be exhibited.

Geophysical targets are indicated by linear magnetic anomalies indicating faults or areas of negative magnetic anomalies from carbonate alteration destroying magnetite. Exploration guides for locating mesothermal gold veining include elevated gold in stream sediments or placer gold, broad deformation envelopes adjacent to regional listric faults where they are associated with carbonate alteration. Intersections of quartz veins with serpentinized and carbonate altered ultra mafic rocks commonly have greater concentrations of free gold.

The Sowchea Property is over the interpreted contact between sedimentary rocks of the Cache Creek Sowchea succession and intrusive dioritic rocks of the Stag Lake plutonic Suite. Known structures in this region are complex and trending to the northwest, parts of this contact appear to be a faulted contact on this orientation. Many of the structures interpreted from the 2020 ground mag survey correlate with this northwest orientation. Additional northeast oriented faulting can be interpreted to extend through the property from the east side of Stuart Lake cutting the potential magnetic signature of ultramafic rocks which subparallel the previously mentioned faulted contact in the north.

Exploration

Exploration Program Carried Out by Dorval from July to August 2020

Dorval commissioned Exploration Facilitation Unlimited Inc. ("**EFU**") to perform a 75 line-km ground magnetic survey from July 28, 2020 to August 13, 2020. Lines were read with a GSM-19V Overhauser Magnetometer. Readings were taken at every 12.5 m along uncut lines with 100 m spacing. Magnetic diurnal variations were monitored with a GMS-19 base station. Raw magnetic readings were downloaded and magnetic diurnal corrections were subsequently applied. The magnetic survey shows a partial magnetic anomaly in the center of the property that is interpreted to be a covered ultra mafic intrusive and several linear features that are interpreted to be related to the presence of a fault. This is consistent with the deposit type that is being looked for. Concurrent with the magnetic survey, sampling crew collected 403 "B" horizon soil samples in a north south oriented grid over the same area with sample spacing of 100 m and line spacing of 200 m. Two rock samples from outcrop were collected during the soil sampling program.

Exploration Program Carried Out by the Corporation in November 2020

A second geochemistry program by EFU between the dates of November 21, 2020 to November 27, 2020 included the collection of 15 silt samples across the property and 72 soil samples to extend the previous grid at three locations. The total 2020 soil grid was irregular in shape with maximum dimensions of 4,400 m by 3,700 m. Due to a limited budget, areas selected for geophysical and geochemical sampling needed to be prioritized.

Limited outcrop is present on the property and rock samples were collected from one area with exposed altered outcrop.

Collection of silt samples was attempted on all mapped creeks on the property with the exception of Sowchea Creek. Many of these creeks were not visible in the field and other sample sites did not have creeks on the map. These samples are not evenly distributed.

Soil samples were placed in a grid and should therefore be representative of the soil material in the area where they were taken. If gold is present in the soil only as larger particles, the "nugget" effect can impact results depending on if the gold fragment that is in the soil randomly makes it in the bag or is left at site. The soil grid was irregular in shape and did not cover the entire property including the area over the anticipated extension of the magnetic anomaly.

It is not certain if the soil results are showing the properties of the quaternary soils or characteristics of the bedrock below. Higher gold results are scattered with no tightly defined anomalies over a larger area but elevated samples to 176 ppb were returned, these may be isolated due to the small size of potential veins in the deposit model that is being looked for. Some elevated results correlate with the general area of previous elevated soil samples which were taken in 2018. In the opinion of the Author, this is indicative of potential mineralization in the bedrock. Broad, weakly elevated gold results appear to be concentrated over structures which were interpreted from the magnetic survey. Zinc is broadly elevated in the northern part of the grid. There are a few isolated samples and small clusters of silver samples over 0.2 ppm in the grid. In particular, further attention should be paid to the northern part of the grid along the road and the location of the altered rock samples.

Drilling

No drilling has been done by the Corporation nor has been historically recorded on the Sowchea Property.

Sampling, Analysis and Data Verification

Soil samples were collected using a 1-metre-long soil auger and stored in poly ore bags (8.5” X 11”) due to a COVID-19 related shortage of kraft sample bags in northern British Columbia. Samples were laid out on a poly ore bag and hand sifted for roots, rocks and in the November program, snow. Sample was described and bagged. Data was recorded in a notebook, coordinates were stored on a GPS, auger and sorting bag were cleaned at the end of each sample. Flagging tape with sample number, date and sampler(s) initials recorded on it were tied up at site.

Samples from the initial program in July-August were shipped via Bandstra to Activation Laboratories Ltd. (“**Actlabs**”) in Kamloops, British Columbia. November samples were directly delivered to Actlabs in Ancaster, Ontario by the samplers. For both programs, samples were stored under lock and key in a motel room until the end of the program.

Sample preparation and analysis at Actlabs included the following procedures:

RX1

Sample preparation for rocks: Crush (< 7 kg) up to 80% passing 2 millimetres (“**mm**”), riffle split (250 grams (“**g**”)) and pulverize (mild steel) to 95% passing 105 micrometres (“**µm**”) included cleaner sand.

S1 DIS

Sample preparation for soils: Drying (60°C) and sieving (-177 µm), discard oversize

1E3 Aqua Regia - ICP

0.5 g of sample is digested with aqua regia for 2 hours at 95°C. The sample is cooled and then diluted with deionized water. The samples are then analyzed using an inductively control plasma for the 38 element suite. Quality control for the digestion is 15% for each batch, 2 method reagent blanks, 6 in-house controls, 8 sample duplicates and 5 certified reference materials. An additional 20% quality control is performed as part of the instrumental analysis to ensure quality in the areas of instrumental drift. 38 elements include Ag, Au, As, B, Ba, Be, Bi, CA, Cd, Co, Cr, Cu, Fe, Ga, Hg, K, La, Mg, Mn, Mo, Na, Ni, P, Pb, S+, Sb, Sc, Sr, Te, Th, Ti, Tl, U, V, W, Y, Zn, Zr

1A2 Fire Assay Fusion

A sample size of 5 to 50 g can be used but the routine size is 30 g for rock pulps, soils or sediments (exploration samples). The sample is mixed with fire assay fluxes (borax, soda ash, silica, litharge) and with silver added as a collector and the mixture is placed in a fire clay crucible. The mixture is then preheated at 850°C, intermediate 950°C and finish 1060°C with the entire fusion process lasting 60 minutes. The crucibles are then removed from the assay furnace and the molten slag (lighter material) is carefully poured from the crucible into a mould, leaving a lead button at the base of the mould. The lead button is then placed in a preheated cupel which absorbs the lead when cupelled at 950°C to recover the silver (doré bead) + gold.

1A2 Fire Assay-AA Finish

The entire silver dore bead is dissolved in aqua regia and the gold content is determined by atomic absorption ("**AA**"). AA is an instrumental method of determining element concentration by introducing an element in its atomic form, to a light beam of appropriate wavelength causing the atom to absorb light. The reduction in the intensity of the light beam directly correlates with the concentration of the elemental atomic species. On each tray of 42 samples there is two blanks, three sample duplicates and two certified reference materials, one high and one low (quality control 7 out of 42 samples). Actlab generally rerun all gold by fire assay gravimetric over 5,000 ppb to ensure accurate values.

The Author is unaware of any relationship between Actlab and the Corporation. Actlab Ancaster, Ontario holds ISO/IEC 17025 Certification and is an OMADRA Accredited Soil Testing Laboratory. Actlab Kamloops British Columbia is ISO 17025 Certified.

One standard and one duplicate were inserted into the sample sequence by EFU during the November program and returned within expected limits. Otherwise, internal quality assurance-quality control protocols with Actlab, which are described above, were relied upon.

In the opinion of the Author, the sample preparation, security and analytical procedures were adequate for the initial work program.

Data Verification

The Author reviewed historic reports on the property, compiled historic and recent assays and reviewed the 2020 ground magnetic geophysics survey and compared it with the QuestWest Geoscience BC regional airborne geophysics surveys and regional geology.

The Author visited outcrops at two locations on the Sowchea Property on the final day of the November field program November 27, 2020. Justin Rensby, who was on both of the 2020 field programs, accompanied the Author to two known altered outcrops locations. The first was located north of historic placer test pits and the second was at the Sowchea Creek Vermiculite prospect Exposed rock was accessed from the Cunningham Road via snow shoes and cross-country skis. Snow cover limited access to much of the roads by truck and covered much of the outcropping rock. While roads were snow covered and not accessible at the time, they appear to be in driveable condition if clear of snow.

Four samples were collected for both visual, Terrespec and ICP-AA analysis near 404,220 E/ 6,026,980 N. Previous sampling at this location has not returned elevated assays so elevated assays were not expected. Altered diorite boulders at the location of the Sowchea Creek Vermiculite prospect were also inspected and a small sample was removed for Terrespec analysis. This prospect has previously returned samples up to 0.4 ppm silver and 680 ppb gold. The second site was outside of the claims at the time of the visit and were checked out for more regional purposes but have since been staked and are covered by the Option Agreement.
Gold panning in Sowchea Creek was considered by the Author to verify the presence of gold in the creek

but this was limited by winter conditions during the site visit and not attempted.

In the opinion of the Author, the data was adequate for the purposes used in the Technical Report.

Mineral Processing and Metallurgical Testing

There has been no mineral processing or metallurgical testing completed on the Sowchea Property.

Mineral Resource Estimate

There are no mineral resources yet defined on the Sowchea Property.

Exploration, Development and Production

Based on literature reviews from past work, known and interpreted geological settings, proximity of good access and infrastructure, and encouraging results from the 2020 work program, the Author believes the Sowchea Property is an underexplored property which merits further exploration work.

The geological setting, including both geology and structure, is similar to other properties with mesothermal lode gold deposits. The Sowchea Property lies in an area of high geological potential for mesothermal gold, and straddles the potentially faulted contact between the Cache Creek Terrane and the Endako batholith with a magnetic signature of potential ultramafic rocks proximal to the contact. While a high-grade bedrock source of gold has not been located yet, past placer work and sampling in the altered diorite to the west have shown that gold mineralization is present in the area.

Gridded geochemical soil sampling completed over much of the claims in 2020 show a potential correlation with samples elevated over 6 ppb gold and the increased frequency of interpreted structures from the recently completed ground magnetic survey. Soil samples up to 176 ppb gold in the northwestern region of the grid are within 300 m of elevated samples over 100 ppb gold that were collected along the road in 2018.

Outcrops on the property have been covered by extensive quaternary sediments. Not only does this mask lithology for mapping purposes, it may also mask the geochemical response of the bedrock. On projects where bedrock exposure is less abundant, discovery and delineation of mineralized zones is more challenging than in areas where there are abundant outcrop exposures and therefore it is easier to locate potential surficial mineralization in the outcrops.

Recommendations

Based on the results of the Technical Report, the Author recommends the following phased work program. While the Author recommends a phased approach to the work program, advancing to Phase 2 does not rely on positive results from Phase 1.

Phase 1

- Continue with the geochemical sampling grid, particularly in the northwest where it appears there is a cluster of elevated samples over 60 ppb gold. Tighter sampling density is recommended in this area to better test for high grade but narrow veining.
- Complete the ground magnetic survey to the northwest including north of the partial magnetic high anomaly where soil sampling in the Sowchea River flood plain may not provide value.

Phase 2

- Complete top of bedrock, reverse circulation drilling adjacent to existing access roads to determine the locations of lithologic contacts, alteration corridors and potential mineralization to better understand what is located under the quaternary sediments. Based on geochemical sampling, known altered bedrock and anticipated contacts, this should focus on the east-west oriented road located on the center of the property, the smaller access roads to the south of it and some sites off the main Cunningham Forest Service Road. Chips must be logged for lithology, alteration, visible mineralization and assayed. Planned drill site locations should allow flexibility to adapt to results and field conditions.

The proposed exploration budget for the above work program is set out below. The below table is for scoping purposes and is based on the Author's experience on similar projects, quotations from suppliers have not been obtained and actual prices may vary.

Phase	**Description**	**Estimated Cost**
Phase 1	Expand current ground magnetic survey by approximately 2 km by 1.5 km. Soil sampling at 200-metre line spacing and 100-metre sample spacing to the northwest to expand the current grid. Infilling and expanding existing lines around 402520 E / 6027054 N with samples on lines spaced 100 m and sample spacing at 25 m	$60,000
Phase 2	Reverse circulation drilling using existing roads for access, drill 3 m into bedrock below the quaternary sediments to determine lithology, alteration and mineralization of the covered bedrock. Depths of each drill hole will vary depending on overburden thickness. Estimated budget is for 750 m	$140,000
Total		**$200,000**

Investors are cautioned that the potential to locate a mineralized system on the property is conceptual and that the proposed work program may not identify new sources of mineralization. In the opinion of the Author, the Sowchea Property has sufficient merit to warrant the above recommended exploration program.

USE OF PROCEEDS

Funds Available

Under the Minimum Offering, it is estimated that the net proceeds to be received by the Corporation, after deduction of the Offering and listing expenses, will be approximately $361,460. These funds will be combined with the Corporation's existing working capital balance of $212,649 as at July 31, 2022, for total available funds of $574,109.

Under the Maximum Offering, it is estimated that the net proceeds to be received by the Corporation, after deduction of the Offering and listing expenses, will be approximately $451,460. These funds will be combined with the Corporation's existing working capital balance of $212,649 as at July 31, 2022 for total available funds of $664,109.

The Offering is subject to the completion of a minimum subscription of 5,500,000 Offered Shares ($550,000). In the event such subscriptions are not attained within 90 days of the issuance of the final receipt for this prospectus or, if a receipt is issued for an amendment to this prospectus, within 90 days of the issuance of such receipt and, in any event, not later than 180 days from the date of the receipt for the final prospectus, all subscription monies will be returned to Subscribers without interest or deduction.

To fund its exploration activities and to provide working capital, the Corporation has relied on the sale of Common Shares from treasury. Since incorporation, the Corporation has raised $407,900 privately through the sale of its securities. See "Prior Sales".

The working capital position of the Corporation, as at July 31, 2022, was $212,649. The Corporation has historically relied upon equity financings to satisfy its capital requirements and will continue to depend upon equity capital to finance its activities moving forward. The Corporation will continue to fund exploration and development work on the Sowchea Property through its existing working capital and will require the funds from the completion of the Offering in order to complete the exploration program set forth in the Technical Report.

The Corporation had negative cash flow from operations in its most recently completed financial period. See "Risk Factors – Negative Operating Cash Flow".

Principal Purposes

The principal purposes for which the funds available to the Corporation upon completion of the Offering will be as follows:

Principal Purpose	Minimum Offering	Maximum Offering
To complete Initial Work Program on the Sowchea Property as Recommended in the Technical Report (1)	$200,000	$200,000
To pay Sowchea Property option payment due on the Listing Date	$25,000	$25,000
To pay Sowchea Property option payment due on or before the 18 month anniversary of the Listing Date	$25,000	$25,000
To cover estimated administrative expenses for ensuing 12 Months (2)	$114,000	$114,000
Unallocated working capital	$210,109	$300,109
Totals:	**$574,109**	**$664,109**

Notes:
(1) See "Mineral Property Disclosure – Sowchea Property – Recommendations".
(2) See table immediately below which details the expense items.

Subject to, and upon the completion of the Offering, the Corporation's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for 12 months. Administrative expenditures for the following 12 months are comprised of the following:

Administrative Expenditures for 12 Months	Budget
Accounting and audit fees	$35,000
Transfer agent fees	$12,000
Exchange, Securities Commission and SEDAR fees	$15,000
Legal fees	$30,000
Office administration and miscellaneous	$10,000
Management fees (1)	$12,000
Totals:	**$114,000**

Note:

(1) See "Director and Named Executive Officer Compensation – Table of compensation excluding compensation securities" detailing compensation paid or payable to related parties.

The Corporation intends to spend the funds available to it for the principal purposes stated in this prospectus. Notwithstanding the foregoing, there may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary for the Corporation to achieve its objectives. The Corporation may also require additional funds in order to fulfill its expenditure requirements to meet existing and any new business objectives and expects to either issue additional securities or incur debt to do so. There can be no assurance that additional funding required by the Corporation will be available if required.

Unallocated Funds

Unallocated funds from the Offering and from the exercise of any Agent's Options will be added to the working capital of the Corporation and will be expended at the discretion of management.

Stated Business Objectives and Milestones

The Corporation's business objectives using the available funds are to (a) obtain a listing of the Common Shares on the Exchange; and (b) complete the proposed exploration program on the Sowchea Property as recommended in the Technical Report.

The listing of the Common Shares on the Exchange is anticipated to occur in conjunction with the completion of the Offering, subject to the Corporation fulfilling all of the requirements of the Exchange.

The exploration program in accordance with the Technical Report is expected to commence shortly after completion of the Offering, and is estimated to be completed within 12 months. See "Use of Proceeds – Principal Purposes".

The principal milestones that must occur during the 12 months following the date of completion of the Offering in order to complete the exploration program in accordance with the Technical Report are as follows:

- within four months of the date of completion of the Offering, complete the first phase of the exploration program on the Sowchea Property recommended in the Technical Report, which consists of the continuation of a geochemical sampling grid at the Sowchea Property and completing a ground magnetic survey on the Sowchea Property; and

- within twelve months of the date of completion of the Offering, complete the second phase of the exploration program on the Sowchea Property recommended in the Technical Report, which consists of completing top of bedrock, reverse circulation drilling adjacent to existing access roads to determine the locations of lithologic contacts, alteration corridors and potential mineralization on the Sowchea Property.

DIVIDENDS AND DISTRIBUTIONS

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

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Selected Financial Information

The following table sets forth summary financial information for the Corporation for the period from incorporation on November 9, 2020 to August 31, 2021 and for the 9-month period ended May 31, 2022. This information has been summarized from the Corporation's financial statements and should only be read in conjunction with the Corporation's financial statements, including the notes thereto, attached as Schedule "A" to this prospectus.

	For the period from incorporation on November 9, 2020 to August 31, 2021 (Audited)	**For the 9-month period ended May 31, 2022 (Unaudited)**	**For the period from inception on November 9, 2020 to May 31, 2021 (Unaudited)**
Total Revenues	Nil	Nil	Nil
Exploration Costs	$35,121	Nil	$35,121
Consulting Fees	$12,230	$10,170	$8,840
Professional Fees	$37,304	$16,801	$15,671
Filing and Listing Fees	$5,250	$307	$5,250
Administrative Expenses	$818	$954	$532
Foreign Exchange Loss (gain)	$868	($28)	$1,196
Net Loss & Comprehensive Loss for the Period	$91,591	$28,204	$66,610
Basic & Diluted Loss per Common Share	$0.01	$0.00	$0.00

	As at August 31, 2021 (Audited)	**As at May 31, 2022 (Unaudited)**
Total Assets	$112,207	$159,252
Working Capital	$41,828	$41,204
Long-Term Liabilities	Nil	Nil
Dividends per Common Share	Nil	Nil

Management Discussion and Analysis

The following Management Discussion and Analysis ("**MD&A**") of the operating results and financial position of the Corporation has been prepared by management in accordance with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators and should be read in conjunction with the audited financial statements and related notes for the period from incorporation to August 31, 2021 and the unaudited interim financial statements for the nine months ended May 31, 2022. The financial statements are attached to this prospectus as Schedule "A" and should be referred to when reading this disclosure. The financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). This information is not a substitute for detailed investigation or analysis on any particular issue and such information is not intended to be a comprehensive review of all matters and developments concerning the Corporation.

Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars.

Overview

The Corporation is engaged in the business, pursuant to the Option Agreement, of exploration of mineral properties.

The head office of the Corporation is located at Suite 200 – 550 Denman Street, Vancouver, British Columbia V6G 3H1. The registered and records office of the Corporation is located at Suite 704, 595 Howe Street, Vancouver, British Columbia V6C 2T5.

Significant Events/Overall Performance

On January 5, 2021, the Corporation signed an engagement letter with the Agent, offering on a commercially reasonable efforts basis, 5,000,000 Common Shares at a price of $0.10 per Offered Share. The Corporation paid a deposit of $15,000 for the legal fees of the Agent. The Agent will receive a corporate finance work fee of $35,000 plus GST, a commission of 10% payable in cash from the proceeds of the Offering and an option to purchase 10% of the number of Common Shares issued and sold pursuant to the Offering with an exercise price of $0.10 per share to be exercised within 24 months from the Closing Date. The engagement letter was subsequently amended between the Corporation and the Agent, resulting in the Offering consisting of a minimum of 5,500,000 Common Shares and a maximum of 6,500,000 Common Shares, at a price of $0.10 per Offered Share.

Exploration Activities

The Corporation entered into the Option Agreement dated January 8, 2021, as amended on February 5, 2021 and on November 9, 2021, with the Optionor whereby the Corporation has the exclusive Option to acquire a 100% interest in the Sowchea Property, subject to a 1% GORR interest payable and deliverable to the Optionor by the Corporation.

The Option is exercisable by the Corporation issuing to the Optionor a total of 1,450,000 Common Shares and making aggregate cash payments of $75,000.

The share issuances and cash payments to be made by the Corporation to the Optionor are as follows:

- $25,000 within five days of signing the Option Agreement (paid);
- $25,000 and 200,000 Common Shares within five days of the Listing Date;
- $25,000 and 500,000 Common Shares on or before the 18-month anniversary of the Listing Date; and
- 750,000 Common Shares on or before the 28-month anniversary of the Listing Date.

The Option Agreement grants the Corporation an option only. The Corporation is, therefore, not obligated to meet any of the above option obligations (that are not yet satisfied) in the event that it chooses to terminate the Option Agreement and abandon the Sowchea Property for any reason. The Corporation may terminate the Option Agreement at any time on written notice to the Optionor.

If and when the Corporation completes all of its payment obligations under the Option Agreement, it will have earned a 100% interest in the Sowchea Property and will have no further obligations with respect to the Optionor except payment of the 1% GORR. Pursuant to the Option Agreement, which will remain in effect after exercise of the Option, the Corporation has the option at any time, and from time to time, to buy one-half of such 1% GORR, by paying $1 million in cash to the Optionor for the 0.5% GORR, which thereby extinguishes the obligation of the Corporation to pay such percentage GORR to the Optionor.

Results of Operations

Annual Results

The following table summarizes selected information from the Corporation's audited financial statements for the period from incorporation on November 9, 2020 to August 31, 2021:

	For the period from incorporation on November 9, 2020 to August 31, 2021 (Audited)
Total revenues	Nil
Net Loss and Comprehensive Loss	($91,591)
Total Assets	$112,207
Total Liabilities	$28,398
Shareholder's Equity	$83,809

Due to the Corporation's status as an exploration and development stage mineral resource company and a lack of commercial production from the Sowchea Property, the Corporation currently does not have any revenues from its operations. The Corporation incurred a net loss of $91,591 during the period from incorporation to August 31, 2021. The majority of the loss was due to professional fees of $37,304 relating to accounting and legal work related to the preparation for this initial public offering, exploration costs of $35,121, consulting fees of $12,230 relating to director and officer compensation, filing and listing fees of $5,250 as well as foreign exchange loss of $868.

There were no comparatives as this was the first year since incorporation.

Interim Results

The following table summarizes selected information from the Corporation's unaudited financial statements for the nine months ended May 31, 2022:

	Nine Months Ended May 31, 2022 (Unaudited)
Total revenues	Nil
Net Loss and Comprehensive Loss	($28,204)
Total Assets	$159,252
Total Liabilities	$70,877
Shareholder's Equity	$88,375

The Corporation incurred a net loss of $28,204 during the nine months ended May 31, 2022 compared to a net loss of $66,610 during the period from inception on November 9, 2020 to May 31, 2021. The decrease in net loss comprised of a decrease in exploration costs from $35,121 to $nil relating to the Corporation's exploration activities on the Sowchea Property prior to entering into the option agreement, an increase in professional fees from $15,671 to $16,801 relating to the preparation of this initial public offering, a decrease in filing and listing fees from $5,250 to $307, an increase of office expenses from $532 to $954 and an increase in consulting fees from $8,840 to $10,170 relating to director and officer compensation.

The Company incurred $11,432 in exploration costs and $505 in professional fees during the period from November 9, 2020 to November 30, 2020.

Outstanding Securities

Common Shares

As at August 31, 2022, the Corporation's share capital was comprised of 14,920,000 Common Shares issued and outstanding.

On November 9, 2020, the Corporation issued 1 Common Share at a price of $0.005 per share.

On November 16, 2020, the Corporation issued 1,999,999 Common Shares at a price of $0.005 per share for gross proceeds of $10,000.

On January 27, 2021, the Corporation issued 8,270,000 Common Shares at a price of $0.02 per share for gross proceeds of $165,400.

On June 10, 2022, the Corporation issued 4,650,000 units at a price of $0.05 per unit for gross proceeds of $232,500. Each unit is comprised of one Common Share and one share purchase warrant, with each share purchase warrant entitling the holder to acquire one additional Common Share at a price of $0.10 per Common Share until June 10, 2025.

Stock Options

As at August 31, 2022, the Corporation has not issued any Stock Options.

Share Purchase Warrants

As at August 31, 2022, the Corporation has issued 4,650,000 share purchase warrants.

Liquidity and Capital Resources

The Corporation raised $175,400 during the period from incorporation to August 31, 2021 by way of private placements. During the period from incorporation to August 31, 2021, the Corporation has used $63,193 of cash in operating activities and $41,981 in investing activities.

As at August 31, 2021, the Corporation had cash of $19,956 and a working capital surplus of $41,828 compared with cash of $43,074 at May 31 2022 and a working capital surplus of $41,204 at May 31, 2022. The decrease in cash and working capital was primarily a result of the fact that the Corporation did not earn any revenues or completed any financings during the relevant period.

As the Corporation will not generate funds from operations for the foreseeable future, the Corporation is primarily reliant upon the sale of equity securities in order to fund operations. Since inception, the Corporation has funded limited operations through the issuance of equity securities on a private placement basis. This has permitted the Corporation to carry out limited exploration on the Sowchea Property and address preliminary costs associated with the IPO.

The Corporation is expected to experience negative cash flow indefinitely. Funds on hand combined with funds raised in the IPO are expected to fund the Corporation's operations for the next 12 months and the work program recommended by the Technical Report. The Corporation cannot offer any assurances that expenses will not exceed management's expectations. The Corporation will require additional funds and will be dependent upon its ability to secure equity and/or debt financing, the availability of which cannot be assured.

Although the Corporation currently has limited capital resources, management believes that, following completion of the IPO, the Corporation will not have to rely upon the sale of its equity and/or debt securities required to fund operations for the immediate next 12 months. The Corporation does not have any other commitments for material capital expenditures over the near and long term other than as disclosed in this prospectus plus normal operating expenses.

Contractual Obligations

The Corporation is subject to certain contractual obligations associated with the Option Agreement as described in the section entitled "Mineral Property Disclosure – Sowchea Property". The future cash obligation related to the Option Agreement is $25,000 within five business days of the Listing Date and an additional $25,000 on or before the 18-month anniversary of the Listing Date.

Related Party Transactions

Related parties include the Board, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

During the financial period ended August 31, 2021, the following transactions with related parties occurred:

(a) Paid or accrued fees of $13,049 to Malaspina, an unrelated private company; and

(b) Paid or accrued costs of $12,230 for geological services and expenses to 1727856 Ontario Limited, a private company controlled by Peter Born, the Vice President, Exploration of the Corporation.

During the interim period ended May 31, 2022, the following transactions with related parties occurred:

(a) Paid or accrued fees of $7,638 to Malaspina, an unrelated private company; and

(b) Paid or accrued costs of $10,170 for geological services and expenses to 1727856 Ontario Limited, a private company controlled by Peter Born, the Vice President, Exploration of the Corporation.

On February 11, 2021, the Corporation entered into the Administration Services Agreement with Malaspina whereby Malaspina would provide the services of Chief Financial Officer of the Corporation.

The Corporation expects to incur additional related party expenses totaling $12,000 over the next 12 months with respect to geological services provided by 1727856 Ontario Limited (Peter Born). These fees will be incurred as part of the Phase 1 Geophysical Program recommended by the Technical Report.

Off Balance Sheet Arrangements

The Corporation has not entered into any off balance sheet arrangements, that have, or are reasonably likely to have, an impact on the current or future results of operations or the financial condition of the Corporation.

Proposed Transactions

There are no proposed transactions that have not been disclosed herein.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual reports could differ from management's estimates.

Accounting Policies

The preparation of financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amount of assets, liabilities, revenues and expenses. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances and require judgement on matters which are inherently uncertain. Details of the significant accounting policies can be found in Note 2 of the audited financial statements for the period from incorporation to August 31, 2021.

Financial Instruments

See the audited financial statements as at and for the financial year ended August 31, 2021 and for the 9-month period ended May 31, 2022 which are attached as Schedule "A" to this prospectus.

Contingent Liabilities

There are no contingent liabilities.

Internal Controls over Financial Reporting

In connection with National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* of the Canadian Securities Administrators ("**NI 52-109**"), the Chief Executive Officer and Chief Financial Officer of the Corporation will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited condensed interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Management's Responsibility of Financial Statements

The information provided in this MD&A, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

Risk Factors

See "Risk Factors".

Additional Disclosure for Venture Issuers without Significant Revenue

See the audited financial statements as at and for the financial year ended August 31, 2021 which are attached as Schedule "A" to this prospectus.

Additional Disclosure for Junior Issuers

The Corporation anticipates that proceeds from the Offering plus its existing working capital of $212,649 as at July 31, 2022 will fund operations for the next 12 month period. Management estimates that the total operating costs necessary for the Corporation to achieve its stated business objectives during the next 12-month period will be $364,000 leaving unallocated working capital of $210,109 in the event of the completion of the Minimum Offering and $300,109 in the event of the completion of the Maximum Offering. The operating costs necessary for the Corporation to achieve its stated business objectives consist of $200,000 to carry out the exploration program on the Sowchea Property, $25,000 for the Sowchea Property option payment due on the Listing Date, $25,000 for the Sowchea Property option payment due on or before the 18-month anniversary of the Listing Date and $114,000 for administrative costs. Pursuant to the terms of the Option Agreement, the Corporation is required to incur $150,000 in expenditures within 18 months of the Listing Date and $500,000 in expenditures within 28 months of the Listing Date, for an aggregate of $650,000 in expenditures. Other than the costs stated above, the Corporation does not anticipate incurring any other material capital expenditures during the next 12 month period.

DESCRIPTION OF SECURITIES DISTRIBUTED

The following is a summary of the more significant rights, privileges and restrictions attaching to the securities of the Corporation distributed under this prospectus. The summary of the Common Shares is not exhaustive and does not constitute a definitive statement of the rights of shareholders of the Corporation. Full details of the rights attaching to the Common Shares set out in the Corporation's articles, a copy of which is available under the Corporation's profile on SEDAR at www.sedar.com.

Common Shares

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value. As of the date of this prospectus, 14,920,000 Common Shares are issued and outstanding as fully paid and non-assessable. The holders of Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Corporation. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Corporation, the remaining property and assets of the Corporation.

There are no pre-emptive rights, no conversion or exchange rights, no redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a security holder to contribute additional capital.

Agent's Options

The Corporation has agreed to grant to the Agent the Agent's Options entitling the Agent or selling group members, as the case may be, to purchase that number of Common Shares as is equal to 10% of the number of Offered Shares issued and sold pursuant to the Offering, at a price of $0.10 per Agent's Option Share, for a period of 24 months from the Closing Date. The distribution of the Agent's Options to the Agent is qualified under this prospectus. See "Plan of Distribution".

CONSOLIDATED CAPITALIZATION

The following table summarizes the changes in the Corporation's capitalization after giving effect to the Offering. The table should be read in conjunction with the financial statements attached as Schedule "A" to this prospectus:

Security	Authorized Number	Number Outstanding May 31, 2022	Number Outstanding as of the Date of this Prospectus	Number Outstanding if the Minimum Offering is Completed	Number Outstanding if the Maximum Offering is Completed
Common Shares	Unlimited	10,270,000	14,920,000	20,420,000 (1)	21,420,000 (1)
Warrants (2)	N/A	Nil	4,650,000	4,650,000	4,650,000
Stock Options	N/A	Nil	Nil	Nil	Nil
Agent's Options (3)	N/A	Nil	Nil	550,000	650,000

Notes:
(1) Number is on a non-diluted basis. Does not include the 1,450,000 Common Shares issuable pursuant to the Option Agreement, or the Agent's Option Shares.
(2) Each share purchase warrant is exercisable at $0.10 per share until June 10, 2025.
(3) The Agent will receive Agent's Options equal to 10% of the Offered Shares issued and sold pursuant to the Offering, exercisable at $0.10 per Agent's Option Share until 24 months from the Closing Date.

The following table summarizes the Corporation's fully diluted share capitalization after giving effect to the Minimum Offering and the Maximum Offering.

Common Shares	Minimum Offering		Maximum Offering	
	# of Common Shares	% of Total	# of Common Shares	% of Total
Issued and Outstanding as at the date of this prospectus	14,920,000	55.12%	14,920,000	52.96%
Common Shares reserved for issuance pursuant to the Offering	5,500,000	20.32%	6,500,000	23.07%
Common Shares reserved for issuance upon exercise of previously issued share purchase warrants	4,650,000	17.18%	4,650,000	16.51%
Common Shares reserved for issuance upon exercise of the Stock Options	Nil	0.00%	Nil	0.00%
Agent's Option Shares	550,000	2.03%	650,000	2.31%

Common Shares	Minimum Offering		Maximum Offering	
	# of Common Shares	% of Total	# of Common Shares	% of Total
Common Shares reserved for issuance pursuant to the Option Agreement	1,450,000	6.47%	1,450,000	5.15 %
Total Fully Diluted Share Capitalization after the Offering	27,070,000	100%	28,170 ,000	100%

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Stock Option Plan was adopted by the Board on February 4, 2022. The purpose of the Stock Option Plan is to advance the interests of the Corporation and its shareholders and subsidiaries by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Corporation of high caliber and potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Corporation by ownership of its stock. The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Stock Option Plan may not exceed 10% of the issued and outstanding shares of the Corporation at the time of granting of options. Furthermore, the aggregate number of shares that may be issued pursuant to the exercise of stock options awarded under the Stock Option Plan and all other security-based compensation arrangements of the Corporation shall not exceed 10% of the issued and outstanding Common Shares at any given time.

The aggregate number of options granted under the Stock Option Plan in any 12-month period to any one person (including Associates and Affiliates), together with all other security based compensation arrangements of the Corporation, must not exceed 5% of the then issued and outstanding Common Shares on a non-diluted basis.

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

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

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

Should the expiry date of an option fall within a period during which the relevant participant is prohibited from exercising an option due to trading restrictions imposed by the Corporation pursuant to any policy of the Corporation respecting restrictions on trading that is in effect at that time (the "**Black Out Period**") or within nine business days following the expiration of a Black Out Period, such expiry date of the option shall be automatically extended without any further act or formality to that date which is the tenth business day after the end of the Black Out Period, such tenth business day to be considered the expiry date for such option for all purposes under the Plan. The 10 business day period may not be extended by the Board.

Stock Options

As of the date of this prospectus, the Corporation had no stock options outstanding and there will be no stock options outstanding as of the Listing Date.

Agent's Options

The Corporation has agreed to issue the Agent's Options for the purchase of up to that number of Common Shares as is equal to 10% of the number of Offered Shares sold pursuant to the Offering, exercisable at a price of $0.10 per Agent's Option Share for a period of 24 months from the Listing Date.

PRIOR SALES

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

Date	Type of Security	Price per Security	Number of Securities	Reason for Issuance
November 9, 2020	Common Shares	$0.005	1	Incorporator's Share
November 16, 2020	Common Shares	$0.005	1,999,999	Seed Shares
January 27, 2021	Common Shares	$0.020	8,270,000	Private Placement
June 10, 2022	Units(1)	$0.050	4,650,000	Private Placement
			14,920,000	

Note:
(1) Each Unit comprises of one Common Share and one share purchase warrant, with each share purchase warrant entitling the holder to acquire one additional Common Share at a price of $0.10 per Common Share until June 10, 2025.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Escrowed Securities

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions. Equity securities owned or controlled by Principals, including the Common

Shares, are subject to the escrow requirements.

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

(a) Directors and executive officers of the Corporation, as listed in this prospectus;
(b) Promoters of the Corporation during the two years preceding the Offering;
(c) Those who own and/or control more than 10% of the Corporation's voting securities immediately before and after completion of the Offering if they also have appointed or have the right to appoint a director or senior officer of the Corporation or of a material operating subsidiary of the Corporation;
(d) Those who own and/or control more than 20% of the Corporation's voting securities immediately before and after completion of the Offering; and
(e) Associates and Affiliates of any of the above.

The Principals of the Corporation are all of the directors and executive officers of the Corporation.

Pursuant to the Escrow Agreement, the Principals agree to deposit in escrow the Common Shares held by them (the "**Escrowed Securities**") with the Escrow Agent. The Escrow Agreement provides that the Escrowed Securities will be released from escrow in equal blocks of 15% of a Principal's Escrowed Securities at six month intervals over the 36 months following the Listing Date, with 10% of each Principal's holdings being released on the Listing Date.

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

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

1. transfers to continuing or, upon their appointment, incoming directors and senior officers of the Corporation or of a material operating subsidiary, with approval of the Board;
2. transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse or children;
3. transfers upon bankruptcy to the trustee in bankruptcy; and
4. pledges to a financial institution as collateral for a bona fide loan, provided that upon a realization the securities remain subject to escrow. Tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation's escrow classification.

A copy of the Escrow Agreement will be available for inspection at the offices of the Corporation at Suite 200 – 550 Denman Street, Vancouver, British Columbia V6G 3H1 and under the Corporation's profile on SEDAR at www.sedar.com.

The following table sets forth details of the 2,000,000 Common Shares that are subject to the Escrow Agreement as of the date of this prospectus:

Name of Escrowed Shareholder [(1)]	Number of Common Shares Held in Escrow [(2)(3)]	Percentage of Class before giving effect to the Offering [(4)]	Percentage of Class after giving effect to the Minimum Offering [(5)]	Percentage of Class after giving effect to the Maximum Offering [(5)]
Gunther Roehlig	1,400,000	9.38%	6.86%	6.54%
Peter Born	200,000	1.34%	0.98%	0.93%
Darien Lattanzi	200,000	1.34%	0.98%	0.93%
Christian Maudet	200,000	1.34%	0.98%	0.93%

Notes:

(1) See “Directors and Executive Officers”.

(2) Endeavor Trust Corporation is the depository for these shares.

(3) The Escrow Agreement will provide that the Escrowed Securities will be released from escrow in equal blocks of 15% of a Principal’s Escrowed Securities at six-month intervals over the 36 months following the Listing Date, with 10% of each Principal’s holdings being released on the Listing Date.

(4) Percentages shown are based on 14,920,000 Common Shares issued and outstanding.

(5) Assumes 20,420,000 Common Shares will be issued and outstanding upon completion of the Minimum Offering and 21,420,000 Common Shares will be issued and outstanding upon completion of the Maximum Offering, both amounts excluding the Agent’s Option Shares and the Common Shares reserved for issuance pursuant to the Option Agreement.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Corporation, as of the date of this prospectus, no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Common Shares. Following completion of the Minimum Offering or the Maximum Offering, there are not expected to be any persons who beneficially own or exercise control or direction over Common Shares carrying more than 10% of the votes attached to the Common Shares.

DIRECTORS AND EXECUTIVE OFFICERS

The following table provides the names, municipalities of residence, position(s) with the Corporation, principal occupations for the past five years and the number of voting securities of the Corporation that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control or direction over, as of the date hereof:

Name and Municipality of Residence and Position with the Corporation	Director/ Officer Since	Principal Occupation for the Past Five Years	Common Shares Beneficially Owned Directly or Indirectly (at the date of this prospectus) [(2)]
Gunther Roehlig [(1)] Salt Spring Island, British Columbia, Canada *President, Chief Executive Officer and Director*	November 9, 2020	Chief Financial Officer and Director of Hello Pal International Inc. (since 2012); director and officer of a number of public companies	1,400,000 (9.38%)
Peter Born, Ph.D, P.Geo. Ottawa, Ontario, Canada	November 9, 2020	President, Chief Executive Officer and Director of Academy Metals Inc. (a mineral exploration company)	200,000 (1.34%)

Vice President, Exploration and Director			
Darien Lattanzi [(1)] Vancouver, British Columbia, Canada *Director*	February 17, 2021	Consultant for Silver One Resources Inc. (since September 2016), Hello Pal International Inc. (since September 2016) and Silverton Metals Corp. (since January 2020); previously a consultant for Zinc One Resources Inc. (January 2017 to January 2019)	200,000 (1.34%)
Christian Maudet [(1)] Vancouver, British Columbia, Canada *Director*	November 9, 2020	Business Development at Quantec Geoscience Ltd. (February 2020 to present); Regional Manager at Energold Drilling Corp. (2012 to February 2020)	200,000 (1.34%)
Denitsa Doncheva Vancouver, British Columbia, Canada *Chief Financial Officer and Corporate Secretary*	April 1, 2022	Chartered Professional Accountant at Malaspina Consultants Inc. (since November 2019); Chartered Professional Accountant at Manning Elliott LLP (September 2016 to November 2019)	Nil

Notes:
(1) Member of the Audit Committee.
(2) Percentages shown are based on 14,920,000 Common Shares issued and outstanding.

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

As at the date of this prospectus, the directors and officers of the Corporation, as a group, owned beneficially, directly or indirectly or exercised control or discretion over an aggregate of 2,000,000 Common Shares, which is equal to 13.40% of the Common Shares issued and outstanding as of the date of this prospectus.

Gunther Roehlig (Age: 52) – President, Chief Executive Officer, Director and Promoter

Mr. Roehlig has 25 years of experience in the financial and investment industry with a background in managing, financing, transitioning and restructuring junior public companies. With his skill set focused on connecting business investment opportunities with established and experienced executive management, negotiating with legacy debt holders and understanding corporate governance and capital structure frameworks, Mr. Roehlig has successfully orchestrated a number of RTOs and IPOs on the TSX Venture Exchange and the CSE across a variety of high tech, mining and junior resource corporate platforms. Mr.

Roehlig currently serves as an independent director of several other issuers, and Chief Financial Officer and a Director of Hello Pal International Inc., a company listed on the CSE, with its principal business in international livestreaming service. From 2002 to 2011, Mr. Roehlig served as a director of Terra Ventures Inc., which was acquired by Hathor Exploration Limited in August 2011.

As the President and Chief Executive Officer of the Corporation, Mr. Roehlig will be responsible for the overall management of the Corporation. Mr. Roehlig will devote approximately 40% of his time to the Corporation or such greater amount of time as is necessary. Mr. Roehlig has not entered into a non-competition or non-disclosure agreement with the Corporation. Mr. Roehlig is an independent contractor of the Corporation.

Peter Born (Age: 67) – Vice President, Exploration and Director

Dr. Born is currently the President, Chief Executive Officer and a Director of Academy Metals Inc. (TSXV: AM), a mineral exploration company, and serves as a director of several other issuers. He is a senior geologist with over 30 years of experience exploring and evaluating mining properties for senior and junior Canadian and U.S. resource companies. Dr. Born is a registered professional geologist with the Association of Professional Geoscientists of Ontario and is a Fellow of the Geological Association of Canada.

As the Vice President, Exploration of the Corporation, Dr. Born will be responsible for the mineral exploration operations of the Corporation, including retaining outside contractors and service providers in connection with such operations. Dr. Born will devote approximately 33% of his time to the Corporation or such greater amount of time as is necessary. Dr. Born has not entered into a non-competition or non-disclosure agreement with the Corporation. Dr. Born is an independent contractor of the Corporation.

Darien Lattanzi (Age: 24) – Director

Mr. Lattanzi is a business associate who has worked in the junior venture markets in various industries (exploration, mining, crypto, cannabis, and technology) for over 5 years as a consultant. Mr. Lattanzi has completed his Canadian Securities Course and is currently completing the Partners, Directors and Senior Officers course presented by the Canadian Securities Institute. Mr. Lattanzi's previous experience includes dealing with brokerage houses (financings), corporate filings, assisting in corporate governance, answering investor relations calls and emails, composing presentations and updating website content. Mr. Lattanzi is currently a consultant for Silver One Resources Inc., a company listed on the TSXV, with its principal business in exploration and development of quality silver projects (since September 2016), Hello Pal International Inc., a company listed on the CSE with its principal business in international livestreaming service (since September 2016) and Silverton Metals Corp., a company listed on the TSXV, with its principal business in exploration and development of silver projects (since January 2020). Mr. Lattanzi was previously a consultant for Zinc One Resources Inc., a company listed on the NEX and Frankfurt Stock Exchange, with its principal business in exploration and development of zinc projects from January 2017 to January 2019.

As a Director of the Corporation, Mr. Lattanzi will devote approximately 25% of his time to the Corporation. Mr. Lattanzi has not entered into a non-competition or non-disclosure agreement with the Corporation. Mr. Lattanzi is an independent contractor of the Corporation.

Christian Maudet (Age: 46) – Director

Mr. Maudet has over 13 years of experience in the mining industry overseeing the day-to-day operations of projects located in North and South America. Throughout his career, he has provided business development services to recognized junior and major mining companies at the exploration stage. Mr. Maudet obtained a bachelor's degree in Industrial Engineering from the University of Buenos Aires in 2001 and has since grown his ability to build business relationships. Mr. Maudet served as a regional manager for over 10 years from 2008-2020 at Energold Drilling Corp., a company listed on the TSXV and the Frankfurt Stock Exchange, with its principal business in global drilling solutions that primarily services the mining industry in America, Africa and Europe. Mr. Maudet is currently a Business Development Manager at Micromine Ltd., a company with its principal business in providing innovative software solutions for mining.

As a Director of the Corporation, Mr. Maudet will devote approximately 10% of his time to the Corporation. Mr. Maudet has not entered into a non-competition or non-disclosure agreement with the Corporation. Mr. Maudet is an independent contractor of the Corporation.

Denitsa Doncheva (Age: 29) – Chief Financial Officer and Corporate Secretary

Ms. Doncheva is a Chartered Professional Accountant with Malaspina Consultants Inc., a private company that provides accounting and administrative infrastructure to junior public companies. She has provided controller services for both public and private companies in the mining, retail and technology industry. Prior thereto, Ms. Doncheva was an accountant with Manning Elliott LLP where she specialized in providing assurance services to publicly listed companies from various industries. Ms. Doncheva holds a bachelor's degree in Business Administration (Accounting with Distinction) and has over eight years of experience in accounting and business administration.

Ms. Doncheva will be responsible for the accounting activities of the Corporation. Ms. Doncheva will devote approximately 10% of her time to the Corporation or such greater amount of time as is necessary. Ms. Doncheva has not entered into a non-competition or non-disclosure agreement with the Corporation. Ms. Doncheva is an independent contractor of the Corporation.

Audit Committee

The Board has constituted an audit committee. The audit committee is comprised of Gunther Roehlig, Darien Lattanzi and Christian Maudet.

Corporate Cease Trade Orders and Bankruptcies

Except as set forth below, to the Corporation's knowledge and other than as disclosed herein, no director or executive officer or promoter of the Corporation is, as at the date of this prospectus, or was, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any person or company, including the Corporation, that:

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

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

Mr. Roehlig was the Chief Executive Officer and a director of Zinc One Resources Inc. during the time that the British Columbia Securities Commission issued a management cease trade order ("**MCTO**") and a failure-to-file cease trade order ("**FFCTO**") on August 14, 2020 for failing to file its annual audited financial statements for the fiscal year ended February 29, 2020 and the related management's discussion and analysis, which were subsequently filed, and the MCTO and FFCTO were revoked on December 15, 2020.

Mr. Roehlig was the Chief Financial Officer and a director of Hello Pal International Inc. during the time that the British Columbia Securities Commission issued a MCTO on August 14, 2020 for failing to file its annual audited financial statements for the fiscal year ended February 29, 2020 and the related management's discussion and analysis, which were subsequently filed, and the MCTO was revoked on September 16, 2020.

To the Corporation's knowledge and other than as disclosed herein, no director or executive officer or promoter of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation:

(a) is, as at the date of this prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any person or company, including the Corporation, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

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

Penalties or Sanctions

To the Corporation's knowledge and other than as disclosed herein, no director or executive officer or promoter of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to:

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

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

Conflicts of Interest

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

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

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Upon becoming a reporting issuer, the Corporation will have two named executive officers, Gunther Roehlig, the Chief Executive Officer of the Corporation, and Denitsa Doncheva, the Chief Financial Officer of the Corporation (together, the "**NEOs**").

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation to each NEO in any capacity, and each director who is not a NEO, for the period from incorporation to August 31, 2021.

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Gunther Roehlig CEO, Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
Natasha Tsai Former CFO (1)	2021	13,049	Nil	N/A	Nil	Nil	13,049
Denitsa Doncheva CFO (2)	2021	Nil	Nil	Nil	Nil	Nil	Nil
Peter Born Director (3)	2021	12,230	Nil	Nil	Nil	Nil	12,230
Darien Lattanzi Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
Christian Maudet Director	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) The Corporation entered into the Administration Services Agreement with Malaspina with respect to the provision of the services of the Corporation's Chief Financial Officer commencing on January 1, 2021. Fees for Ms. Tsai's services are charged to the Corporation at the rate of $185 per hour. Ms. Tsai resigned as Chief Financial Officer of the Corporation on April l, 2022.

(2) Ms. Doncheva was appointed as Chief Financial Officer and Corporate Secretary of the Corporation on April 1, 2022.

(3) The Corporation entered into the Consulting Agreement with 1727856 Ontario Limited, a private company wholly-owned by Mr. Born, with respect to the provision of the services of Mr. Born in his capacity as the Corporation's Vice President, Exploration commencing effective March 9, 2021. The Consulting Agreement provides for a monthly fee of $1,000.

External Management Companies

Denitsa Doncheva is engaged by the Corporation through Malaspina pursuant to the Administration Services Agreement to provide the services of the Corporation's Chief Financial Officer commencing effective as of February 11, 2021. The Corporation has agreed to pay Malaspina for the services of Ms. Tsai on an hourly basis, at the rate of $185 per hour. Ms. Tsai has subsequently resigned from her position as CFO of the Corporation and was replaced by Ms. Doncheva of Malaspina. The initial term of the Administration Services Agreement is for one year and may be terminated by either party on 60 days written notice.

Stock Options

The Corporation has in effect the Stock Option Plan in order to provide effective incentives to directors, officers, senior management personnel and employees of the Corporation and to enable the Corporation to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Corporation's shareholders. The Corporation has no equity incentive plans other than the Stock Option Plan. Details regarding the Stock Option Plan and the Stock Options granted to the directors and officers of the Corporation as of the date of this prospectus, including material terms, can be found in section "Options to Purchase Securities".

Employment, Consulting and Management Agreements

The Corporation entered into the Consulting Agreement dated effective March 9, 2021 with 1727856 Ontario Limited, a private company wholly-owned by Mr. Born. In exchange for Mr. Born's services as Vice President, Exploration of the Corporation, the Corporation agreed to pay 1727856 Ontario Limited a consulting fee of $1,000 per month, which fees are currently being accrued until completion of the Offering. The term of the Consulting Agreement is ongoing and may be terminated by either party on 30 days written notice.

Other than the Administration Services Agreement and the Consulting Agreement, the Corporation has no employment, consulting or management agreements in place. The Corporation will enter into such agreements in the future as needed to advance the Corporation's business.

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

Oversight and Description of Director and Named Executive Officer Compensation

Officers of the Corporation will be eligible to receive discretionary bonuses or revised compensation as determined by the Board based on each officer's responsibilities, his or her achievement of corporate objectives and the Corporation's financial performance. There is no formal timing for when such an analysis would be performed or when NEOs would be eligible to receive a revised salary or discretionary bonus. Any salary or bonus would be determined at the absolute discretion of the Board and there are presently no performance criteria, goals or peer groups which have been set or identified in relation to NEO compensation. For the ensuing 12 months, the Board has no plans to consider any such discretionary compensation subject to the Corporation completing one or more equity financings that would allow for the Corporation to have excess working capital to cover any such discretionary compensation.

Director compensation is determined by the Board, acting as a whole. The Corporation did not compensate directors in the period from incorporation to August 31, 2021 with respect to Stock Options and, for the ensuing 12 months, the Board has no current plans to consider a grant of Stock Options. However, the Board reserves the discretion to consider a grant in order to attract or retain experienced and skilled directors, as it sees fit.

Benefit, Contribution Pension, Retirement, Deferred Compensation and Actuarial Plans

The Corporation currently has no defined benefit, defined contribution, pension, retirement, deferred compensation or actuarial plans for its officers or directors.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

AUDIT COMMITTEE

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

CORPORATE GOVERNANCE

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

PLAN OF DISTRIBUTION

The Offering will be made in accordance with the Agency Agreement and the rules and policies of the Exchange. The Offering consists of a minimum of 5,500,000 Offered Shares to raise minimum gross proceeds of $550,000 and a maximum of 6,500,000 Offered Shares to raise maximum gross proceeds of $650,000. If the Offering is not completed within 90 days of the issuance of a receipt for the final prospectus, and unless an amendment is filed and receipted, in which case the Offering shall be extended for a further 90 days from receipt of the amendment to the final prospectus but in any event not more than 180 days from the receipt for the final prospectus, the Offering will cease and all subscription monies will be returned to Subscribers without interest or deduction. Pursuant to the Agency Agreement, the Corporation has engaged the Agent to act as its exclusive agent to conduct the Offering in the Selling Provinces, on a commercially reasonable efforts basis. The Agent may enter into selling group arrangements with other investment dealers at no additional cost to the Corporation. The Agent will receive, on the Closing Date (a) the Work Fee, (b) the Agent's Commission of 10% of the gross proceeds of the Offering, payable in cash, (c) the Agent's Options in an amount equal to 10% of the number of Offered Shares sold pursuant to the Offering, where each Agent's Option provides the right to acquire one Agent's Option Share, exercisable at a price of $0.10 for a period of 24 months from the Closing Date; and (d) the Agent's Expenses.

Commercially Reasonable Efforts Offering

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

Subscriptions will be received for the Offered Shares subject to rejection or acceptance by the Corporation in whole or in part and the right is reserved to close the subscription books at any time. Upon rejection of a subscription or in the event that the Offering does not complete within the term of the Agency Agreement or the time required by the rules of the Securities Commissions, the subscription price and the subscription will be returned to the Subscriber forthwith without interest or deduction. Certificates representing the Offered Shares acquired hereunder will be delivered on the Closing Date unless the Agent elects for delivery in book entry form through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee in which case the Offered Shares will be deposited electronically with CDS through its non-certificated inventory ("**NCI**") system. If delivered in book entry form, purchasers of Offered Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Offered Shares were purchased.

The Offering Price and the terms of the Offering have been determined by negotiation between the Corporation and the Agent in accordance with the policies of the Exchange.

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

There 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 other than the payments to be made to the Agent in accordance with the terms of the Agency Agreement as set out above.

This prospectus also qualified the issuance of the Agent's Options.

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

The directors, officers and other insiders of the Corporation may purchase Offered Shares under the Offering.

Listing Application

The Corporation has concurrently applied to list the Offered Shares being distributed under this prospectus on the Exchange. The Exchange has conditionally approved the listing of the Offered Shares. Listing is subject to the Corporation's fulfilling all of the requirements of the Exchange on or before February 24, 2023, including the distribution of at least 5,500,000 Common Shares to at least 150 public securityholders. Confirmation of Listing of the securities on the Exchange is a condition of Closing.

As at the date of this prospectus, the Corporation 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). See "Risk Factors".

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that, to the best of its knowledge and belief, no directors, officers, employees or contractors or any Associate or Affiliate of the Agent have subscribed for Offered Shares as of the date of this prospectus. The aggregate number of Common Shares permitted to be owned directly or indirectly by such participants is 20% of the issued and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date.

Restrictions on Trading

Other than the initial distribution of the Offered Shares pursuant to this prospectus, and the grant of the Agent's Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the British Columbia Securities Commission and the time the Offered Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

RISK FACTORS

The Corporation is in the business of exploring mineral properties, which is a highly speculative endeavor. A purchase of any of the securities offered hereunder involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities offered hereunder should not constitute a major portion of an individual's investments and should only be made by persons who can afford a total loss of their investment. Prospective purchasers should carefully evaluate the risk factors set out below associated with an investment in the Corporation's securities prior to purchasing any of the securities offered hereunder. **As a result of these risk factors, the Offering is only suitable to investors who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Offered Shares.**

Insufficient Capital

The Corporation does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Corporation will require additional funds which may need to be obtained by the sale of equity capital. There is no assurance that the Corporation will be successful in obtaining such additional financing; failure to do so could result in the loss or substantial dilution of the Corporation's interest in the Sowchea Property.

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

No Established Market

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

Limited Business History

The Corporation has only recently commenced operations and has no history of operating earnings. The likelihood of success of the Corporation must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Corporation has limited financial resources and there is no assurance that additional funding will be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Corporation can generate revenues, operate profitably or provide a return on investment or that it will successfully implement its plans.

High Risk, Speculative Nature of Investment

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

Resale of Offered Shares

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

Liquidity Concerns and Future Financing Requirements

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

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

Property Interests

The Corporation does not own the mineral rights pertaining to the Sowchea Property. Rather, it holds an option to acquire a 100% interest in the mineral claims comprising the Sowchea Property mineral rights.

There is no guarantee the Corporation will be able to raise sufficient funding in the future to explore and develop the Sowchea Property so as to maintain its interests therein. If the Corporation loses or abandons its interest in the Sowchea Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Corporation, whether by way of option or otherwise, should the Corporation wish to acquire any additional properties.

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

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

Financing Risks

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

Negative Operating Cash Flow

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

Exploration and Development

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

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

Acquisition of Additional Mineral Properties

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

Commercial Deposits

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

Uninsurable Risks

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

Permits and Government Regulations

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

First Nations Land Claims

First Nations rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of reserve land. The Sowchea Property may now or in the future be the subject of aboriginal or indigenous land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Corporation's ownership interest in the Sowchea Property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the Sowchea Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Corporation's activities. Even in the absence of such recognition, the Corporation may at some point be required to negotiate with and seek the approval of holders of aboriginal interests in order to facilitate exploration and development work on the Sowchea Property, there is no assurance that the Corporation will be able to establish a practical working relationship with any First Nations in the area which would allow it to ultimately develop the Sowchea Property.

Environmental and Safety Regulations and Risks

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

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

Mineral Titles

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

Fluctuating Mineral Prices and Currency Risk

The Corporation's revenues, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Corporation may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Corporation's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices. In addition, currency fluctuations may affect the cash flow which the Corporation may realize from its operations, since most mineral commodities are sold in a world market in US dollars.

Competition

The mining industry is intensely competitive in all its phases. The Corporation competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Corporation. The competition in the mineral exploration and development business could have an adverse effect on the Corporation's ability to acquire suitable properties or prospects for mineral exploration in the future.

Management

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

Tax Issues

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

Dilution

The Offering Price significantly exceeds the net tangible book value per Offered Share and, accordingly, investors will suffer immediate and substantial dilution of their investment.

Price Volatility of Publicly Traded Securities

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

Conflicts of Interest

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

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

Stress in the Global Economy

Reduction in credit, combined with reduced economic activity and the fluctuations in the United States dollar, may adversely affect businesses and industries that purchase commodities, affecting commodity prices in more significant and unpredictable ways than the normal risks associated with commodity prices.

The availability of services such as drilling contractors and geological service companies and/or the terms on which these services are provided may be adversely affected by the economic impact on the service providers. The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Corporation is dependent upon the capital markets to raise financing. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Corporation's business, operating results and financial condition.

Current Global Financial Condition

Current global financial conditions have been subject to increased volatility. Access to financing has been negatively impacted by both sub-prime mortgages in the United States and elsewhere and the liquidity crisis affecting the asset-backed commercial paper market. As such, the Corporation is subject to counterparty risk and liquidity risk. The Corporation is exposed to various counterparty risks including, but not limited to: (i) through financial institutions that hold the Corporation's cash; (ii) through companies that have payables to the Corporation; and (iii) through the Corporation's insurance providers. The Corporation is also exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of the Corporation to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to the Corporation. If these increased levels of volatility and market turmoil continue, the Corporation's operations could be adversely impacted and the trading price of the Common Shares could be adversely affected.

Coronavirus (COVID-19)

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Corporation to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Corporation's business or ability to raise funds. However, COVID-19 may directly impact the Corporation by limiting travel to the Sowchea Property and disrupting the financial markets of which the Company relies on for raising funds.

While the impact of the COVID-19 pandemic is not expected to last indefinitely and has decreased in recent months, the circumstances relating to the pandemic are dynamic and its impacts on the Corporation's business operations cannot be reasonably estimated at this time.

PROMOTERS

Gunther Roehlig may be considered to be a promoter of the Corporation in that he took the initiative in organizing the business of the Corporation. Mr. Roehlig has ownership and control of 1,400,000 Common Shares as of the date of this prospectus, representing approximately 13.63% of the issued and outstanding Common Shares. See "Directors and Executive Officers" and "Director and Named Executive Officer Compensation".

Other than as disclosed in this prospectus, Mr. Roehlig has not received, directly or indirectly, anything of value, including money, property, contracts, options or rights of any kind from the Corporation, and the Corporation has not received any assets, services or other consideration from Mr. Roehlig in return.

See "Directors and Executive Officers – Corporate Cease Trade Orders and Bankruptcies".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Since incorporation, the Corporation has not been a party to, and none of its property is or was the subject of, any material legal proceedings. Management of the Corporation is not currently aware of any such legal proceedings to be contemplated.

The Corporation is not subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, nor has the Corporation entered into a settlement agreement with a court relating to securities legislation or with a securities regulatory authority, the disclosure of which is necessary for this prospectus to contain full, true and plain disclosure of all material facts relating to the Corporation's securities being distributed under this prospectus.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is neither a "related issuer" nor a "connected issuer" to the Agent as such terms are utilized in National Instrument 33-105 – *Underwriting Conflicts* of the Canadian Securities Administrators.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No person who is (a) a director or executive officer of the Corporation; (b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the Corporation's outstanding voting securities; or (c) an associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b), has any material interest, direct or indirect, in any material transaction since incorporation or in any proposed transaction that has materially affected or will materially affect the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Auditors

The auditors of the Corporation are Mao & Ying LLP with an address of Suite 1488 – 188 West Georgia Street, Vancouver, British Columbia V6E 4A2.

Transfer Agent and Registrar

The transfer agent and registrar of the Corporation is Endeavor Trust Corporation, Suite 702 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4.

MATERIAL CONTRACTS

The Corporation has not entered into, or will not enter into, any contracts or plans material to investors in the Offered Shares since incorporation, other than contracts in the ordinary course of business, except:

(a) The Option Agreement between the Corporation and the Optionor referred to under "General Development of the Business".

(b) The Agency Agreement between the Corporation and the Agent referred to under "Plan of Distribution".

(c) The Escrow Agreement among the Corporation, the Escrow Agent and the Principal Shareholders referred to under "Escrowed Securities".

(d) The Transfer Agent and Registrar Agreement between the Corporation and Endeavor Trust

Corporation.

(e) The Administration Services Agreement between the Corporation and Malaspina.

(f) The Consulting Agreement between the Corporation and 1727856 Ontario Limited, a company wholly-owned by Peter Born.

Copies of these documents will be available for inspection at the head office of the Corporation located at Suite 200 – 550 Denman Street, Vancouver, British Columbia V6G 3H1, during ordinary business hours while the Offered Shares offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

EXPERTS

Lorie Farrell, P.Geo., the author of the Technical Report, has been named as having prepared or certified a report, valuation, statement or opinion described or included in this prospectus.

All scientific and technical information contained in this prospectus has been reviewed and approved in accordance with NI 43-101 by Lorie Farrell, P. Geo., the author of the Technical Report, who is a "Qualified Person" under NI 43-101 and is independent from the Corporation within the meaning of NI 43-101.

Certain legal matters related to the Offering will be passed upon, on behalf of the Corporation, by O'Neill Law LLP and, on behalf of the Agent, by Vantage Law Corporation.

Mao & Ying LLP, Chartered Professional Accountants, is independent of the Corporation in accordance with the rules of professional conduct of the Institute of Chartered Professional Accountants of British Columbia.

The opinion under the section "Eligibility for Investment" in this prospectus has been provided by Koffman Kalef LLP.

Except for 250,000 Common Shares and 250,000 share purchase warrants held by a partner at O'Neill Law LLP, no person or corporation whose profession or business gives authority to a report, valuation, statement or opinion made by the person or corporation and who is named as having prepared or certified a report, valuation, statement or opinion described or included in this prospectus held, at the time of preparation or certification of the report, valuation, statement or opinion described or included in this prospectus, holds or is to hold or receive, whether in connection with the preparation or certification of the report, valuation, statement or opinion described or included in this prospectus or otherwise, any beneficial or registered interest, direct or indirect, in any securities or property of the Corporation or any associate or affiliate of the Corporation and no such person or corporation is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an associate or affiliate of the Corporation and no such person or corporation is a promoter of the Corporation or an associate or affiliate of the Corporation.

ELIGIBILITY FOR INVESTMENT

In the opinion of Koffman Kalef LLP, tax counsel to the Corporation, based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**") in force on the date hereof 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, the Common Shares issued pursuant to the Offering, if issued on the date hereof, will be a "qualified investment" for a trust governed by a registered retirement savings plan ("**RRSP**"), a registered retirement income fund ("**RRIF**"), a registered education savings plan ("**RESP**"), a deferred profit sharing plan, a registered disability savings plan ("**RDSP**") and a tax-free savings account ("**TFSA**") as each of those terms is defined in the Tax Act (collectively, the "Plans"), provided that, the

Common Shares are unconditionally listed on a "designated stock exchange" within the meaning of Tax Act, which currently includes the Exchange.

The Common Shares are not currently listed on a "designated stock exchange" as defined in the Tax Act. The Corporation has applied to list the Common Shares on the Exchange prior to the Closing in order to have the Common Shares unconditionally listed prior to the issuance of the Common Shares on Closing. The Corporation must rely on the Exchange to unconditionally list the Common Shares on the Exchange prior to the issuance of the Common Shares on Closing, and to otherwise proceed in such manner as may be required to result in the Common Shares being a qualified investment at the time of their issuance on Closing. There can be no guarantee that approval by the Exchange of a listing will be granted or will be in a form that is, or is acceptable to the Canada Revenue Agency as, a full and unconditional listing sufficient for the Common Shares to obtain "qualified investment" status under the Tax Act for purposes of a Plan at the relevant time. **If the Common Shares are not unconditionally listed on the Exchange at the time of their issuance on Closing, the Common Shares will not be a qualified investment for the Plans at that time.**

Notwithstanding that the Common Shares may be a "qualified investment" for a trust governed by a RRSP, RRIF, TFSA, RDSP, or RESP (each a "**Registered Plan**"), the annuitant of an RRSP or RRIF, the subscriber under an RESP or the holder of a TFSA or RDSP, as the case may be, (the "**Controlling Individual**") will be subject to a penalty tax in respect of the Common Shares held in the Registered Plan if the Common Shares are a "prohibited investment" (as defined in the Tax Act) for the particular Registered Plan. The Common Shares will be a "prohibited investment" for a Registered Plan if the Controlling Individual (i) does not deal at arm's length with the Corporation for purposes of the Tax Act, or (ii) has a "significant interest" (as defined in subsection 207.01(4) of the Tax Act) in the Corporation. Generally, a Controlling Individual will not be considered to have a "significant interest" in the Corporation provided that the Controlling Individual, together with persons with whom the Controlling Individual does not deal at arm's length, does not own, directly or indirectly at any time, 10% or more of the issued shares of any class of the Corporation or of any corporation related to the Corporation (for purposes of the Tax Act). In addition, the Common Shares will not be a "prohibited investment" if the Common Shares are "excluded property" as defined in the Tax Act for a Registered Plan.

Purchasers of Common Shares should consult their own tax advisors to ensure the Common Shares would not be a prohibited investment in their particular circumstances.

OTHER MATERIAL FACTS

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

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the provinces of British Columbia, Alberta and Ontario provide 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 of the said Provinces further provides a purchaser with remedies for rescission and damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's Province for the particulars of these rights or consult with a legal adviser.

EXEMPTIONS

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

FINANCIAL STATEMENTS

Audited financial statements of the Corporation for the period from incorporation on November 9, 2020 to August 31, 2021 and interim financial statements for the 9-month period ended May 31, 2022 are attached as Schedule "A" to this prospectus. The Corporation has established August 31 as its financial year end.

SCHEDULE "A"
FINANCIAL STATEMENTS

to the Prospectus of JKS Resources Inc. dated August 31, 2022

JKS RESOURCES INC.

FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCEPTION ON NOVEMBER 9, 2020 TO AUGUST 31, 2021
(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Directors of **JKS Resources Inc.**

Opinion

We have audited the financial statements of **JKS Resources Inc.** (the "Company"), which comprise the statement of financial position as at August 31, 2021, and the statements of loss and comprehensive loss, changes in equity and cash flows for the period from November 9, 2020 (date of incorporation) to August 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2021, and its financial performance and its cash flows for the period from November 9, 2020 (date of incorporation) to August 31, 2021 in accordance with International Financial Reporting Standards (IFRSs).

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 *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significate doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the financial statements

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

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

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

Auditor’s responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor’s report is Linda Zhu.

Mao & Ying LLP

Vancouver, Canada,
August 31, 2022

Chartered Professional Accountants

JKS RESOURCES INC.
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	Note	August 31, 2021 $
ASSETS		
Current assets		
Cash		19,956
Deferred financing costs	**10**	50,270
		70,226
Reclamation bond		10,267
Exploration and evaluation asset	**3**	31,714
Total assets		112,207
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	**8**	28,398
SHAREHOLDERS' EQUITY		
Share capital	**4**	175,400
Deficit		(91,591)
		83,809
Total liabilities and shareholders' equity		112,207

Nature of operations and going concern (Note 1)
Subsequent events (Note 10)

"Gunther Roehlig" Director   "Darien Lattanzi" Director

The accompanying notes are an integral part of these financial statements

JKS RESOURCES INC.
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
For the period from inception on November 9, 2020 to August 31, 2021
(Expressed in Canadian Dollars)

	Note	$
EXPENSES		
Consulting fees	**8**	12,230
Exploration costs		35,121
Filing and listing fees		5,250
Foreign exchange loss		868
Office expenses		818
Professional fees	**8**	37,304
		(91,591)
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD		(91,591)
NET LOSS PER SHARE – BASIC AND DILUTED		(0.01)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING		8,015,507

JKS RESOURCES INC.
STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian dollars, except for share figures)

	Number of Shares #	Share Capital $	Deficit $	Total $
Balance, Inception on November 9, 2020	-	-	-	-
Shares issued for cash	10,270,000	175,400	-	175,400
Net loss for the period	-	-	(91,591)	(91,591)
Balance, August 31, 2021	10,270,000	175,400	(91,591)	83,809

The accompanying notes are an integral part of these financial statements

JKS RESOURCES INC.
STATEMENT OF CASH FLOWS
For the period from inception on November 9, 2020 to August 31, 2021
(Expressed in Canadian Dollars)

	$
Operating activities:	
Net loss for the period	(91,591)
Changes in non-cash working capital related to operations:	
Accounts payable and accrued liabilities	28,398
Net cash used in operating activities	(63,193)
Investing activities:	
Exploration and evaluation assets acquisition cost	(31,714)
Reclamation bond	(10,267)
Net cash used in investing activities	(41,981)
Financing activities:	
Shares issued for cash	175,400
Prepaid expenses for initial public offering	(50,270)
Net cash provided by financing activities	125,130
Increase in cash during the period	19,956
Cash – beginning of the period	-
Cash – end of the period	19,956

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

JKS Resources Inc. ("the Company" or "JKS") was incorporated under the Business Corporations Act of British Columbia on November 9, 2020. The Company is engaged in the exploration and development of mineral properties in Canada. The Company's head office is located at 200 - 550 Denman Street, Vancouver, BC, Canada. The Company has elected to have August 31 as its year end.

These financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At August 31, 2021, the Company had accumulated losses of $91,591 since its inception and expects to incur further losses in the development of its business. The continuation of the Company is dependent upon obtaining necessary financing to meet its ongoing operational levels of exploration and corporate overhead. Additional funds will be required to enable the Company to continue its operations and there can be no assurance that financing will be available on terms which are acceptable to the Company.

In March 2020, there was a global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and specifically, the regional economies in which the Company operates. The pandemic could result in delays in the course of business and could have a negative impact on the stock market, including the Company's ability to raise new capital. These factors indicate material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to discharge its liabilities in the normal course of business. These financial statements do not give effect to any adjustments to the amounts and classifications of assets and liabilities which might be necessary should the Company be unable to continue its operations as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These financial statements have been presented in accordance with International Financial Reporting Standards ("IFRS") and related IFRS Interpretations Committee ("IFRIC's") as issued by the International Accounting Standards Board ("IASB").

These financial statements were approved by the board of directors for issue on August 31, 2022.

b) Basis of presentation

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

c) Foreign currencies

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

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. All gains and losses on translation of these foreign currency transactions are charged to profit or loss.

d) Financial instruments

Recognition and classification
The Company recognizes a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument.

The Company classifies its financial assets into one of three categories: fair value through profit and loss (“FVTPL”), fair value through other comprehensive income (loss) (“FVTOCI”) or amortized cost. The Company classifies its financial liabilities into one of two categories: FVTPL and amortized cost.

The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL. The Company classified cash as FVTPL and accounts payable and accrued liabilities as amortized cost.

Measurement
<u>Financial assets and liabilities at FVTPL</u>
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise.

<u>Financial assets at FVTOCI</u>
Investments in equity instruments designated as FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

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

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 if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the credit risk on 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.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

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

e) Exploration and evaluation assets

Once the legal right to explore a property has been acquired, costs directly related to the acquisition, exploration and evaluation of exploration and evaluation assets are capitalized by property. These direct expenditures include such costs as materials used, surveying, drilling, and payments made to contractors during the exploration phase. Costs not directly attributed to exploration and evaluation activities, including general administrative overhead costs, and cost incurred prior to legal right has been obtained are expensed in the period in which they occur.

Management of the Company periodically reviews the recoverability of the capitalized mineral properties. Management takes into consideration various information including, but not limited to, results of exploration activities conducted to date, estimated future metal prices, and reports and opinions of outside geologists, mine engineers and consultants. When it is determined that a project or property will be abandoned then the capitalized costs are written-off, or if its fair value has been impaired, then it is written down to fair value.

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

f) Impairment of long-lived assets

At each reporting date the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and the value in use. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the year. Impairment is normally assessed at the level of cash-generating units, which are identified as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

g) Provision for decommissioning and restoration

The Company recognizes provisions for statutory, contractual, constructive or legal obligations associated with the reclamation of mineral properties in the year in which it is probable that an outflow of resources will be required to settle the obligation and when a reliable estimate of the amount can be made. Initially, a provision for a decommissioning liability is recognized based on expected cash flows required to settle the obligation and discounted at a pre-tax rate specific to the liability. The capitalized amount is depreciated on the same basis as the related asset. Following the initial recognition of the decommissioning liability, the carrying amount of the liability is increased for the passage of time and adjusted for changes to the current market-based discount rate and the amount or timing of the underlying cash flows needed to settle the obligation. The increase in the provision due to passage of time is recognized as interest expense. Significant judgments and estimates are involved in forming expectations of the amounts and timing of future closure and reclamation cash flows. As at August 31, 2021, the Company has no known material restoration, rehabilitation or environmental liabilities related to its exploration and evaluation assets.

h) Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. The Company's common shares and warrants are classified as equity instruments.

Costs directly identifiable with the raising of share capital financing are charged against share capital. Share issuance costs incurred in advance of share subscriptions are recorded as deferred assets. Share issuance costs related to uncompleted share subscriptions are charged to operations.

Equity financing transactions may involve the issuance of units. Units comprise common shares and share purchase warrants. The Company accounts for unit offering proceeds between common shares and share purchase warrants using the residual value method, wherein the fair value of the common shares is based on the value ascribed to the placement and the balance, if any, is allocated to the attached warrants.

i) Loss per share

Basic loss per share represents the loss for the period, divided by the weighted average number of common shares outstanding during the period. Diluted loss per share represents the loss for the period, divided by the weighted average number of common shares outstanding during the period plus the weighted average number of dilutive shares resulting from the exercise of stock options, warrants and other similar instruments where the inclusion of these would not be anti-dilutive. Contingently releasable escrow common shares are excluded from the calculation of weighted average number of common shares outstanding.

j) Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

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 or loss over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss. 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 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, adjusted for any consideration paid.

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.

k) Income tax

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

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

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The Company does not provide for temporary differences relating to differences relating to investments in subsidiaries, associates, and joint ventures to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position reporting date applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is probable that future taxable income will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

l) Critical accounting estimates and judgments

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may materially differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Exploration and evaluation assets
The application of the Company's accounting policy for mineral properties requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available. Determination of whether an impairment has occurred requires highly subjective assumptions.

Deferred financing costs
Judgment is required to be exercised on the likely successful completion of equity financing to which deferred financing costs relate. These fees are carried at cost on the statement of financial position with the likelihood of the related equity financing being reviewed at the reporting date. If the related equity financing is unlikely to complete as contemplated, deferred financing costs are written off to profit or loss.

m) Accounting standards issued but not yet effective

A number of new standards, amendments to standards and interpretations are not yet effective for the period ended August 31, 2021 and have not been applied in preparing these financial statements. None of these pronouncements are expected to have material impact on the Company's financial statements.

(Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION ASSET

On January 8, 2021, as amended February 5, 2021, the Company entered into an option agreement (the "Option Agreement") with Dorval Exploration Inc. ("Dorval"), to acquire a 100% interest in the Sowchea property (the "Sowchea Property"). The Sowchea Property is located in Fort St James in the Omineca Mining Division in the Province of British Columbia.

To fully exercise the option and acquire a 100% right, title and interest in and to the Sowchea Property, the Company is required to:

- Pay $25,000 in cash within five business days of the execution of the Option Agreement (paid);
- Issue 200,000 common shares within five business days of the listing date;
- Pay $25,000, issue 500,000 common shares and incur exploration expenditures of $150,000 on or before 18 months after the listing date; and
- Issue 750,000 common shares and incur exploration expenditures of $500,000 on or before 28 months after the listing date.

Pursuant to the Option Agreement, Dorval reserved a 1% gross over-riding royalty interest payable ("GORR"). The Company has the option at any time to purchase up to 0.5% GORR, by paying $1,000,000 in cash to Dorval for the 0.5% GORR.

Below is a summary of the changes in the exploration and evaluation assets during the period from inception on November 9, 2020 to August 31, 2021:

Sowchea Property	**$**
Balance, November 9, 2020	**-**
Acquisition costs – cash	25,000
Exploration costs	6,714
Balance, August 31, 2021	**31,714**

4. SHARE CAPITAL

a) Authorized – Unlimited common shares without par value.

b) Issued and outstanding – 10,270,000 common shares

c) Financings

In November 2020, the Company issued 2,000,000 common shares at a price of $0.005 per share for gross proceeds of $10,000.

On January 27, 2021, the Company issued 8,270,000 common shares at a price of $0.02 per share for gross proceeds of $165,400.

d) Escrowed shares

As at August 31, 2021, 2,000,000 common shares of the Company were held in escrow. The Company entered into an escrow agreement, whereby 2,000,000 common shares will be held in escrow to be released pro-rata to the shareholders as to 10% on the listing date with the remaining escrow shares being released in six equal tranches of 15% every six months for a period of 36 months. The escrow shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities.

5. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

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 its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on the capital markets as its primary source of operating capital and the Company's capital resources are largely determined by its ability to compete for investor support of its projects.

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

6. FINANCIAL INSTRUMENTS

For financial instruments held by the Company, management classifies cash as FVTPL, and receivables and accounts payable and accrued liabilities as amortized cost.

a) Fair value of financial instruments

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

As at August, 2021, the Company believes that the carrying values of accounts payable and accrued liabilities approximate their fair values because of their nature and relatively short maturity dates or durations. The fair value of cash is based on level 1 inputs of the fair value hierarchy.

b) Management of risks arising from financial instruments

Discussions of risks associated with financial assets and liabilities are detailed below:

Credit risk
Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with a reputable Canadian bank. The credit risk related to cash is considered minimal.

Interest rate risk
Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize such a loss is limited because the Company has no interest-bearing financial instruments.

Liquidity risk
The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions as they come due. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained.

(Expressed in Canadian Dollars)

7. INCOME TAXES

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	From incorporation to August 31, 2021
Statutory tax rate	**27%**
	$
Loss before income taxes	(91,591)
Expected income tax recovery at statutory rate	(24,730)
Change in deferred tax asset not recognized	24,730
Income tax recovery	-

The significant components of the Company's deferred income tax assets as at August 31, 2021 are as follows:

	$
Non-capital loss carry forward	24,730
Exploration and evaluation assets	8,563
Unrecognized deferred income tax assets	(33,293)
Net deferred tax asset	-

As at August 31, 2021, the Company has non-capital losses carried forward for income tax purposes of $91,591 which can be applied against future years' taxable income. These losses will expire in 2041. Future tax benefits, which may arise as a result of these losses, have not been recognized in these financial statements.

(Expressed in Canadian Dollars)

8. RELATED PARTY TRANSACTIONS

Related party transactions have been measured at the exchange amount of consideration agreed between the related parties. Related party transactions not disclosed elsewhere in these financial statements are listed below.

The Company incurred charges to directors and officers, or to companies associated with these individuals during the period from inception on November 9, 2020 to August 31, 2021 as follows:

	$
Accounting fees	13,049
Consulting fees	12,230
	25,279

Accounts payable and accrued liabilities at August 31, 2021 includes $398 due to a company in which the CFO is a shareholder.

Key management of the Company includes the CEO, the CFO and the directors. During the period ended August 31, 2021, compensation paid to key management consisted of consulting fees of $12,230 paid to a company owned by a director, and accounting fees of $13,049 paid to a company in which the CFO is a shareholder.

During the period ended August 31, 2021, the Company entered into a consulting agreement with a company owned by a director for $1,130 per month plus a one-time signing bonus of $1,000.

9. SEGMENTED INFORMATION

The Company is operated in one segment being the mineral exploration and development activities. All of the Company's assets are located in Canada.

10. SUBSEQUENT EVENTS

Subsequent to August 31, 2021, the Company filed a preliminary prospectus to effect an Initial Public Offering ("IPO") of the Company's shares on the Canadian Securities Exchange. The IPO is expected to be for a minimum of 5,500,000 common shares of the Company at a price of $0.10 per share for minimum proceeds of $550,000 and up to 6,500,000 shares for maximum proceeds of $650,000. The shares from the IPO will be issued pursuant to an agency agreement between the Company and Research Capital Corporation (the "Agent").

As at August 31, 2021, deferred financing costs of $50,270 have been incurred with respect to the IPO.

Subsequent to August 31, 2021, the Company completed a financing of 4,650,000 units at a price of $0.05 per unit for gross proceeds of $232,500. Each unit is comprised of one common share and one share purchase warrant, with each share purchase warrant entitling the holder to acquire one additional share at a price of $0.10 per share until June 10, 2025.

JKS RESOURCES INC.

CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2022 AND THE PERIOD FROM INCEPTION ON NOVEMBER 9, 2020 TO MAY 31, 2021
(Unaudited – Expressed in Canadian Dollars)

JKS RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited – Expressed in Canadian Dollars)

	Note	May 31, 2022 $	August 31, 2021 (Audited) $
ASSETS			
Current assets			
Cash		43,074	19,956
Deferred financing costs	**8**	69,007	50,270
		112,081	70,226
Reclamation bond		10,267	10,267
Exploration and evaluation asset	**3**	36,904	31,714
Total assets		159,252	112,207
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	**6**	63,377	28,398
Loan payable	**4**	7,500	-
		70,877	28,398
SHAREHOLDERS' EQUITY			
Share capital	**5**	175,170	175,400
Subscriptions received	**8**	33,000	-
Deficit		(119,795)	(91,591)
		88,375	83,809
Total liabilities and shareholders’ equity		159,252	112,207

Nature of operations and going concern (Note 1)
Subsequent events (Note 8)

“Gunther Roehlig” Director

“Darien Lattanzi” Director

The accompanying notes are an integral part of these condensed interim financial statements

JKS RESOURCES INC.

CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

For the three and nine months ended May 31, 2022 and the
period from inception on November 9, 2020 to May 31, 2021
(Unaudited – Expressed in Canadian Dollars)

	Note	For the three months ended May 31, 2022 $	For the three months ended May 31, 2021 $	For the nine months ended May 31, 2022 $	For the period from inception on November 9, 2020 to May 31, 2021 $
EXPENSES					
Consulting fees	**6**	3,390	4,320	10,170	8,840
Exploration costs		-	-	-	35,121
Filing and listing fees		307	-	307	5,250
Foreign exchange (gain)/loss		-	371	(28)	1,196
Office expenses		309	318	954	532
Professional fees	**6**	5,641	12,819	16,801	15,671
		(9,647)	(17,828)	(28,204)	(66,610)
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD		(9,647)	(17,828)	(28,204)	(66,610)
NET LOSS PER SHARE – BASIC AND DILUTED		(0.00)	(0.00)	(0.00)	(0.00)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING		10,270,000	18,540,000	10,270,000	15,008,227

The accompanying notes are an integral part of these condensed interim financial statements

JKS RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited – Expressed in Canadian dollars, except for share figures)

	Number of Shares #	Share Capital $	Subscriptions received $	Deficit $	Total $
Balance, Inception on November 9, 2020	-	-	-	-	-
Shares issued for cash	10,270,000	175,400	-	-	175,400
Net loss for the period	-	-	-	(66,610)	(66,610)
Balance, May 31, 2021	10,270,000	175,400	-	(66,610)	108,790
Net loss for the period	-	-	-	(24,981)	(24,981)
Balance, August 31, 2021 (Audited)	10,270,000	175,400	-	(91,591)	83,809
Subscriptions received	-	-	33,000	-	33,000
Share issue costs	-	(230)	-	-	(230)
Net loss for the period	-	-	-	(28,204)	(28,204)
Balance, May 31, 2022	10,270,000	175,170	33,000	(119,795)	88,375

JKS RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
For the nine months ended May 31, 2022 and the
period from inception on November 9, 2020 to May 31, 2021
(Unaudited – Expressed in Canadian Dollars)

	For the nine months ended May 31, 2022 $	**For the period from inception on November 9, 2020 to May 31, 2021 $**
Operating activities:		
Net loss for the period	(28,204)	(66,610)
Changes in non-cash working capital related to operations:		
Accounts payable and accrued liabilities	34,979	35,742
Net cash used in operating activities	6,775	(30,868)
Investing activities:		
Exploration and evaluation assets acquisition cost	(5,190)	(30,974)
Net cash used in investing activities	(5,190)	(30,974)
Financing activity:		
Shares issued for cash	-	175,400
Prepaid expenses for initial public offering	(18,737)	(73,344)
Share subscriptions received in advance	33,000	-
Share issue costs	(230)	-
Loan payable	7,500	-
Net cash provided by financing activity	21,533	102,056
(Decrease) increase in cash during the period	23,118	40,214
Cash – beginning of the period	19,956	-
Cash – end of the period	43,074	40,214

The accompanying notes are an integral part of these condensed interim financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

JKS Resources Inc. ("the Company" or "JKS") was incorporated under the Business Corporations Act of British Columbia on November 9, 2020. The Company is engaged in the exploration and development of mineral properties in Canada. The Company's head office is located at 200 - 550 Denman Street, Vancouver, BC, Canada.

These condensed interim financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At May 31, 2022, the Company had accumulated losses of $119,795 since its inception and expects to incur further losses in the development of its business. The continuation of the Company is dependent upon obtaining necessary financing to meet its ongoing operational levels of exploration and corporate overhead. Additional funds will be required to enable the Company to continue its operations and there can be no assurance that financing will be available on terms which are acceptable to the Company.

In March 2020, there was a global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and specifically, the regional economies in which the Company operates. The pandemic could result in delays in the course of business and could have a negative impact on the stock market, including the Company's ability to raise new capital. These factors indicate material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to discharge its liabilities in the normal course of business. These financial statements do not give effect to any adjustments to the amounts and classifications of assets and liabilities which might be necessary should the Company be unable to continue its operations as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These condensed interim financial statements have been prepared in conformity with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company's audited financial statements for the period ended August 31, 2021. They do not include all the information required for complete annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") and therefore should be read together with the audited financial statements for the period from the inception on November 9, 2020 to August 31, 2021.

These condensed interim financial statements were approved by the board of directors for issue on August 31, 2022.

b) Basis of presentation

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

c) Foreign currencies

These condensed interim financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. All gains and losses on translation of these foreign currency transactions are charged to profit or loss.

d) Critical accounting estimates and judgments

The preparation of the condensed interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may materially differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Exploration and evaluation assets
The application of the Company's accounting policy for mineral properties requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be

based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available. Determination of whether an impairment has occurred requires highly subjective assumptions.

Deferred financing costs
Judgment is required to be exercised on the likely successful completion of equity financing to which deferred financing costs relate. These fees are carried at cost on the statement of financial position with the likelihood of the related equity financing being reviewed at the reporting date. If the related equity financing is unlikely to complete as contemplated, deferred financing costs are written off to profit or loss.

3. EXPLORATION AND EVALUATION ASSET

On January 8, 2021, as amended February 5, 2021, the Company entered into an option agreement (the “Option Agreement”) with Dorval Exploration Inc. (“Dorval”), to acquire a 100% interest in the Sowchea property (the “Sowchea Property”). The Sowchea Property is located in Fort St James in the Omineca Mining Division in the Province of British Columbia.

To fully exercise the option and acquire a 100% right, title and interest in and to the Sowchea Property, the Company is required to:

- Pay $25,000 in cash within five business days of the execution of the Option Agreement (paid);
- Issue 200,000 common shares within five business days of the listing date;
- Pay $25,000, issue 500,000 common shares and incur exploration expenditures of $150,000 on or before 18 months after the listing date; and
- Issue 750,000 common shares and incur exploration expenditures of $500,000 on or before 28 months after the listing date.

Pursuant to the Option Agreement, Dorval reserved a 1% gross over-riding royalty interest payable (“GORR”). The Company has the option at any time to purchase up to 0.5% GORR, by paying $1,000,000 in cash to Dorval for the 0.5% GORR.

Below is a summary of the changes in the exploration and evaluation assets during the period from inception on November 9, 2020 to August 31, 2021 and the nine months ended May 31, 2022:

(Unaudited – Expressed in Canadian Dollars)

Sowchea Property	**$**
Balance, November 9, 2020	**-**
Acquisition costs – cash	25,000
Exploration costs	6,714
Balance, August 31, 2021	31,714
Exploration costs	5,190
Balance, May 31, 2022	**36,904**

4. LOAN PAYABLE

During the nine months ended May 31, 2022, the Company received a loan of $7,500 with no interest bearing and due on demand. The loan has been repaid subsequently on June 22, 2022.

5. SHARE CAPITAL

a) **Authorized** – Unlimited common shares without par value.

b) **Issued and outstanding** – 10,270,000 common shares

c) **Financings**

In November 2020, the Company issued 2,000,000 common shares at a price of $0.005 per share for gross proceeds of $10,000.

On January 27, 2021, the Company issued 8,270,000 common shares at a price of $0.02 per share for gross proceeds of $165,400.

d) **Escrowed shares**

As at November 30, 2021, 2,000,000 common shares of the Company were held in escrow. The Company entered into an escrow agreement, whereby 2,000,000 common shares will be held in escrow to be released pro-rata to the shareholders as to 10% on the listing date with the remaining escrow shares being released in six equal tranches of 15% every six months for a period of 36 months. The escrow shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities.

(Unaudited – Expressed in Canadian Dollars)

6. RELATED PARTY TRANSACTIONS

Related party transactions have been measured at the exchange amount of consideration agreed between the related parties. Related party transactions not disclosed elsewhere in these financial statements are listed below.

The Company incurred charges to directors and officers, or to companies associated with these individuals during the three and nine months ended May 31, 2022 and the period from inception on November 9, 2020 to May 31, 2021 as follows:

	For the three months ended May 31, 2022 $	For the three months ended May 31, 2021 $	For the nine months ended May 31, 2022 $	For the period from inception on November 9, 2020 to May 31, 2021 $
Accounting fees	408	12,819	7,638	15,671
Consulting fees	3,390	4,320	10,170	8,840
	3,798	17,139	17,808	24,511

Accounts payable and accrued liabilities at May 31, 2022 includes $nil (August 31, 2021: $398) due to a company in which the former CFO is a shareholder.

Key management of the Company includes the CEO, the CFO and the directors. During the three and nine months ended May 31, 2022, compensation paid to key management consisted of consulting fees and accounting fees disclosed in above table. Consulting fees are paid to a company owned by a director, and accounting fees are paid to a company in which the former CFO is a shareholder.

During the period from inception on November 9, 2020 to August 31, 2021, the Company entered into a consulting agreement with a company owned by a director for $1,130 per month plus a one-time signing bonus of $1,000.

7. SEGMENTED INFORMATION

The Company is operated in one segment being the mineral exploration and development activities. All of the Company's assets are located in Canada.

8. SUBSEQUENT EVENTS

Subsequent to May 31, 2022, the Company filed a preliminary prospectus to effect an Initial Public Offering ("IPO") of the Company's shares on the Canadian Securities Exchange. The IPO is expected to be for a minimum of 5,500,000 common shares of the Company at a price of $0.10 per share for minimum proceeds of $550,000 and up to 6,500,000 shares for maximum proceeds of $650,000. The shares from the IPO will be issued pursuant to an agency agreement between the Company and Research Capital Corporation (the "Agent").

As at May 31, 2022, deferred financing costs of $69,007 (August 31, 2021 – $50,270) have been incurred with respect to the IPO.

Subsequent to May 31, 2022, the Company completed a financing of 4,650,000 units at a price of $0.05 per unit for gross proceeds of $232,500. Each unit is comprised of one common share and one share purchase warrant, with each share purchase warrant entitling the holder to acquire one additional share at a price of $0.10 per share until June 10, 2025. As at May 31, 2022, the Company had received subscriptions of $33,000 and incurred share issue costs of $230 related to this financing.

SCHEDULE "B"
AUDIT COMMITTEE DISCLOSURE

Pursuant to Form 52-110F2 *Disclosure by Venture Issuers* of National Instrument 52-110 – *Audit Committees*, the Corporation is required to and hereby discloses its audit committee practices as follows:

ITEM 1: THE AUDIT COMMITTEE'S CHARTER PURPOSE

The overall purpose of the Audit Committee (the "**Committee**") of JKS Resources Inc. (the "**Corporation**") is to ensure that the Corporation's management has designed and implemented an effective system of internal financial controls to review and report on the integrity of the financial statements and related financial disclosure of the Corporation and to review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the board of directors ("**Board**") that through the involvement of the Committee, the external audit will be conducted independently of the Corporation's Management to ensure that the independent auditors serve the interests of shareholders rather than the interests of Management of the Corporation. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will monitor the independence and performance of the Corporation's independent auditors.

COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board.

2. At least two (2) members of the Committee shall be independent and the Committee shall endeavour to appoint a majority of independent directors to the Committee who, in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Corporation. For the purposes of this Audit Committee Charter ("**Charter**"), an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may, at any time, remove or replace any member of the Committee and may fill any vacancy in the Committee.

4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.

5. The quorum for meetings shall be a majority of the members of the Committee, present in person, by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

6. The Committee shall have access to such officers and employees of the Corporation, to the Corporation's external auditors and to such information respecting the Corporation, as it considers

to be necessary or advisable in order to perform its duties and responsibilities.

7. Meetings of the Committee shall be conducted as follows:

   (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;

   (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and

   (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

8. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

ROLES AND RESPONSIBILITIES

9. The overall duties and responsibilities of the Committee shall be as follows:

   (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly financial statements and related financial disclosure;

   (b) to establish and maintain a direct line of communication with the Corporation's internal and external auditors and assess their performance;

   (c) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and

   (d) to report regularly to the Board on the fulfillment of its duties and responsibilities.

10. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

   (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;

   (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

   (c) to review the audit plan of the external auditors prior to the commencement of the audit;

   (d) to review and/ or discuss with the external auditors, upon completion of their audit:

      (i) the non-audit services provided by the external auditors;

      (ii) the quality and not just the acceptability of the Corporation's accounting principles; and

(iii) the implementation of structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

11. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:

(a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

(b) review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;

(c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and

(d) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

12. The Committee is also charged with the responsibility to:

(a) review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;

(b) review and approve the financial sections of:

(i) the annual report to shareholders;

(ii) the annual information form, if required;

(iii) annual and interim MD&A;

(iv) prospectuses;

(v) news releases discussing financial results of the Corporation; and

(vi) other public reports of a financial nature requiring approval by the Board,

(vii) and report to the Board with respect thereto;

(c) review regulatory filings and decisions as they relate to the Corporation's financial statements;

(d) review the appropriateness of the policies and procedures used in the preparation of the Corporation's financial statements and other required disclosure documents and consider recommendations for any material change to such policies;

(e) review and report on the integrity of the Corporation's financial statements;

(f) review the minutes of any audit committee meeting of subsidiary companies;

(g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the financial statements;

(h) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and

(i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.

13. The Committee shall have the authority:

(a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,

(b) to set and pay the compensation for any advisors employed by the Committee; and

(c) to communicate directly with the internal and external auditors.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Committee are Gunther Roehlig, CEO, Darien Lattanzi and Christian Maudet. Darien Lattanzi and Christian Maudet are independent and are financially literate. Gunther Roehlig is financially literate but is not independent. "Independent" and "financially literate" have the meaning used in National Instrument 52-110 – *Audit Committees* (the "**NI 52-110**") of the Canadian Securities Administrators.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

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

Gunther Roehlig

Over the last 20 years, Mr. Roehlig has held numerous senior corporation positions with CSE and TSXV listed resource companies. Currently, Mr. Roehlig is the Chief Financial Officer of Hello Pal International Inc., a company listed on the CSE, with its principal business in international livestreaming services. Accordingly, Mr. Roehlig has the ability to understand financial statements relating to junior resource companies.

Darien Lattanzi

Mr. Lattanzi has been a business associate working with a number of corporations with CSE and TSXV listed resource companies, which provided him with experience in financings, corporate filings and corporate governance. He has also completed his Canadian Securities Course. Accordingly, Mr. Lattanzi has the ability to understand financial statements relating to junior resource companies.

Christian Maudet

Mr. Maudet has experience in overseeing day-to-day operations of the mining projects and was a regional manager for 10 years at Energold Drilling Corp., a company listed on the TSXV and the Frankfurt Stock Exchange with its principal business in global drilling solutions that primarily services the mining industry in America, Africa and Europe. Accordingly, Mr. Maudet has the ability to understand financial statements relating to junior resource companies.

ITEM 4: AUDIT COMMITTEE OVERSIGHT

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

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

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

ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES

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

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The following table sets out, by category, the fees billed by the Corporation's current external auditor, Mao & Ying LLP, Chartered Professional Accountants, for the period from incorporation to August 31, 2021 is as follows.

Financial Year Ended	Audit Fees (1)	Audit Related Fees (2)	Tax Fees (3)	All Other Fees (4)
August 31, 2021	**$6,458**	**$Nil**	$**788**	$**Nil**

Notes:

(1) The aggregate fees billed by the Corporation's auditor for audit fees.

(2) The aggregate fees billed for assurance and related services by the Corporation's auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not disclosed in the "Audit Fees" column.

(3) The aggregate fees billed for professional services rendered by the Corporation's auditor for tax compliance, tax advice and tax planning.

(4) The aggregate fees billed for professional services other than those listed in the other three columns.

ITEM 8: EXEMPTION

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

SCHEDULE "C"
CORPORATE GOVERNANCE PRACTICES

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

ITEM 1: BOARD OF DIRECTORS

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

Each of Gunther Roehlig and Peter Born is not independent of the Corporation. Mr. Roehlig is the President and Chief Executive Officer of the Corporation and Mr. Born is the Vice President, Exploration of the Corporation.

Each of Darien Lattanzi and Christian Maudet is “independent” in that each is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director’s ability to act with the best interests of the Corporation, other than the interests and relationships arising from shareholdings.

ITEM 2: DIRECTORSHIPS

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

Name of Director	**Name of Reporting Issuer**
Gunther Roehlig	Hello Pal International Inc. (CSE) Snowline Gold Corp. (CSE) Silverton Metals Corp. (TSXV) Zinc One Resources Inc. (TSXV)
Peter Born	Academy Metals Inc. (TSXV) Arbor Metals Corp. (TSXV) CDN Maverick Capital Corp. (CSE) Kingman Minerals Ltd. (TSXV) Kiplin Metals Inc. (TSXV)
Darien Lattanzi	Scope Carbon Corp. (unlisted)
Christian Maudet	None

ITEM 3: ORIENTATION AND CONTINUING EDUCATION

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

ITEM 4: ETHICAL BUSINESS CONDUCT

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

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and disclose to the Board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Corporation or an affiliate of the Corporation, (ii) is for indemnity or insurance for the benefit of the director in connection with the Corporation, or (iii) is with an affiliate of the Corporation. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Corporation at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Corporation for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Corporation and the contract or transaction must be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

ITEM 5: NOMINATION OF DIRECTORS

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

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

ITEM 6: COMPENSATION

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

ITEM 7: OTHER BOARD COMMITTEES

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

ITEM 8: ASSESSMENTS

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

CERTIFICATE OF THE CORPORATION

DATE: August 31, 2022

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

"Gunther Roehlig"
Gunther Roehlig
Chief Executive Officer and Director

"Denitsa Doncheva"
Denitsa Doncheva
Chief Financial Officer and Corporate Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

"Peter Born"
Peter Born
Director

"Darien Lattanzi"
Darien Lattanzi
Director

CERTIFICATE OF THE PROMOTER

DATE: August 31, 2022

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

"Gunther Roehlig"

Gunther Roehlig
Promoter

CERTIFICATE OF THE AGENT

DATE: August 31, 2022

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

RESEARCH CAPITAL CORPORATION

Per: *"Jovan Stupar"*
Jovan Stupar
Managing Director

SCHEDULE "B"

ITEM 14. CAPITALIZATION

The following table sets out information regarding the Issuer's common shares as at the date of this Listing Statement:

Issued Capital

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**% of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)[1]	21,620,000	26,920,000	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)[2]	6,935,000	13,312,500	32.08%	49.45%
Total Public Float (A-B)[2]	14,685,000	13,607,500	67.92%	50.55%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	2,200,000	2,200,000	10.18%	8.17%
Total Tradeable Float (A-C)	19,420,000	24,720,000	89.82%	91.83%

Notes:

(1) Amount includes 200,000 Common Shares to be issued to the Optionor within five days of the Listing Date, pursuant to the Sowchea Option Agreement dated January 8, 2021.

Public Securityholders (Registered)

The following table sets out the breakdown of the registered public shareholders of the Issuer as of the date hereof, pursuant to the size of the shareholder's holding. For the purposes of this table, "public securityholders" are persons other than persons enumerated in section (B) of the Issued Capital table.

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	12	8,185,000
Total	12	8,185,000

Public Securityholders (Beneficial)

The following table sets out the breakdown of the beneficial public shareholders of the Issuer as of the date hereof, pursuant to the size of the shareholder's holding. For the purposes of this table, "public securityholders" are persons other than persons enumerated in section (B) of the Issued Capital table.

This table Includes (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings.

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities	8	8,000
2,000 – 2,999 securities	20	44,000
3,000 – 3,999 securities	13	39,000
4,000 – 4,999 securities		
5,000 or more securities	129	6,409,000
Total	170 shareholders holding a board lot to subscribe under Offering.	6,500,000

Non-Public Securityholders (Registered)

The following table sets out the number of holders and securities of non-public security holders of the Issuer as of the date hereof, pursuant to the size of the shareholders holding. For the purposes of this table, "non-public securityholders" are persons enumerated in section (B) of the Issued Capital Chart.

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	8	6,935,000
Total	8	6,935,000

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Warrant, each Warrant entitles the holder to purchase one Common Share at a price of $0.10 per Common Share until June 10, 2025.	4,650,000 Warrants	4,650,000 Common Shares
Agent's Options, each Agent's Option entitles the holder to purchase one Common Share at a price of $0.10 per Common Share until the date that that is 24 months from the date of issuance.	650,000 Agent's Options	650,000 Agent's Options

14.3 Pursuant to the Company's Option Agreement to acquire the Sowchea Property, the Company may issue up to an additional 1,250,000 Common Shares to the Optionors.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, **JKS RESOURCES INC.** hereby applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to **JKS RESOURCES INC.** It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this 25th day of November, 2022.

"Gunther Roehlig"
Gunther Roehlig
Chief Executive Officer, President and Director

"Denitsa Doncheva"
Denitsa Doncheva
Chief Financial Officer and Corporate Secretary

"Peter Born"
Peter Born
Vice President, Exploration and Director

"Darien Lattanzi"
Darien Lattanzi
Director

"Christian Maudet"
Christian Maudet
Director

"Gunther Roehlig"
Gunther Roehlig
Promoter