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

This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly in the United States of America, its territories or possessions. See "Plan of Distribution".

INITIAL PUBLIC OFFERING **October 25, 2022**

PRELIMINARY PROSPECTUS

CASCADE COPPER CORP.
(the "Corporation")
Suite 820 – 1130 West Pender Street
Vancouver, British Columbia V6E 4A4

OFFERING:
10,000,000 UNITS AT A PRICE OF $0.10 PER UNIT

The Corporation is offering (the "**Offering**"), and this prospectus (the "**Prospectus**") qualifies, the distribution of 10,000,000 units (the "**Units**") issuable at a price of $0.10 per Unit (the "**Offering Price**"), with each Unit consisting of one common share in the capital of the Corporation ("**Common Share**") and one common share purchase warrant ("**Warrant**"). Each Warrant shall entitle the holder thereof, to acquire one Common Share in the capital of the Corporation at an exercise price of $0.15 for a period of 18 months from Closing (as defined herein). See "**Plan of Distribution**". The Warrants will be created and issued pursuant to the terms of a warrant indenture ("**Warrant Indenture**") to be dated on or about the Closing Date (as defined herein) between the Corporation and TSX Trust Company, as warrant agent thereunder. This Offering is being made to investors resident in Alberta, British Columbia, Ontario and Saskatchewan. The Offering Price and terms of the Units offered pursuant to this Offering have been determined by negotiation between the Corporation and Leede Jones Gable Inc. (the "**Agent**"). The Units will be sold by the Agent on a commercially reasonable efforts basis pursuant to an agency agreement between the Corporation and the Agent dated ●, 2022 (the "**Agency Agreement**").

	Number of Units[5]	**Gross Proceeds**	**Agent's Commission**[2][3][6]	**Net Proceeds**[4]
Unit Offering	10,000,000	$1,000,000	$100,000	$900,000
Per Unit	1	$0.10[1]	$0.01	$0.09

(1) The Offering Price of the Units was determined by negotiation between the Corporation and the Agent, in accordance with the policies of the CSE (as defined herein).
(2) The Agent will receive a commission (the "**Agent's Commission**") equal to 10% of the proceeds from the sale of Units pursuant to this Offering. Pursuant to the Agency Agreement, the Agent will also be paid a non-refundable corporate finance fee equal to $35,000, plus applicable taxes (the "**Corporate Finance Fee**"), of which $18,375, including GST, has been paid, with the remaining $18,375 to be paid on the Closing Date (as defined herein). The Corporation will reimburse the Agent for all reasonable expenses, including legal expenses, of which a retainer in the amount of $15,000 (excluding GST) has been paid to the Agent.
(3) The Corporation will also grant non-transferable warrants to the Agent (the "**Agent's Warrants**") entitling the Agent to purchase that number of Common Shares ("**Agent's Shares**") equal to 10% of the number of Common Shares sold pursuant to the Offering. The Agent's Warrants may be exercised at a price of $0.10 for a period of eighteen (18) months from the Listing Date (as defined herein). See "Plan of Distribution". This Prospectus qualifies the distribution of the Agent's Warrants.
(4) Before deducting the expenses of the Offering, estimated at $60,000 (not including the Agent's Commission).
(5) This Prospectus also qualifies the distribution of 200,000 Common Shares to the Bendor Property Owner (as defined herein) and 200,000 Common Shares to the Fire Mountain Property Owner (as defined herein), to be issued on the Listing Date.
(6) An employee of the Agent owns 4,426 Common Shares of the Corporation.

THE OFFERING HEREUNDER IS SUBJECT TO A MINIMUM SUBSCRIPTION OF 10,000,000 UNITS ($1,000,000). IN THE EVENT SUCH SUBSCRIPTIONS ARE NOT ATTAINED WITHIN 90 DAYS OF THE ISSUANCE OF THE FINAL RECEIPT FOR THIS PROSPECTUS OR, IF AN AMENDMENT TO THE FINAL PROSPECTUS HAS BEEN FILED AND A RECEIPT HAS BEEN ISSUED FOR SUCH AMENDMENT, WITHIN 90 DAYS OF THE ISSUANCE OF A RECEIPT FOR AN AMENDMENT TO THE FINAL PROSPECTUS AND, IN ANY EVENT, NOT LATER THAN 180 DAYS AFTER THE ISSUANCE OF A RECEIPT FOR THE FINAL PROSPECTUS, ALL FUNDS RAISED HEREUNDER WILL BE RETAINED BY THE AGENT AND REFUNDED TO INVESTORS, OR AS DIRECTED BY THE INVESTORS, WITHOUT INTEREST OR DEDUCTION.

An investment in the Units should be considered highly speculative due to the nature of the Corporation's business and its early stage of development. Investments in natural resource companies involve a significant degree of risk and usually result in failure. The degree of risk increases substantially when the properties are in exploration as opposed to the development stage. The Corporation's core property, the Rogers Creek Property, is in the exploration stage and is without a known body of commercial ore. The proposed exploration program is an exploratory search for ore and may not be successful. Purchasers must rely on the ability, expertise, judgment, discretion, integrity and good faith of the management of the Corporation. There is no guarantee that the Corporation will be able to secure financing to meet its future needs on reasonable terms. For these reasons, the Offering is suitable only for those purchasers who are able to make long term investments and who are able to risk a loss of their entire investment. Potential purchasers should read this entire prospectus and consult their professional advisors before investing. See "Risk Factors".

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. The securities offered hereunder must be considered highly speculative due to the nature of the Corporation's business. See "Risk Factors".

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 Corporation has applied to list the securities offered under this Prospectus on the CSE. Listing will be subject to the Corporation fulfilling all the listing requirements of the CSE.

The Agent's position is as follows:

Agent's Position	Maximum Number of Securities Available[(1)]	Exercise Period or Acquisition Date	Exercise Price or Acquisition Price
Agent's Warrants	1,000,000 Agent's Warrants	Eighteen (18) months from the Listing Date	$0.10
Total securities issuable to the Agent:	**1,000,000 Agent's Warrants**		

(1) These securities are qualified for distribution by this Prospectus. See "Plan of Distribution".

The Agent, as exclusive agent of the Corporation for the purposes of this Offering, conditionally offers the Units 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", and subject to the approval of certain legal matters on behalf of the Corporation by Heighington Law, Calgary, Alberta, and on behalf of the Agent by Harper Grey LLP, Vancouver, British Columbia. The Agent may form a syndicate of registered dealers in connection with the Offering. 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.

Investors should rely only on the information contained in this Prospectus. The Corporation has not authorized anyone to provide investors with different information. The Corporation is not offering the Units in any jurisdiction in which the offer is not lawfully permitted. Investors should not assume that the information contained in this prospectus is accurate as of any date other than the date of this Prospectus. Subject to the Corporation's obligations under applicable securities laws, the information contained in this Prospectus is accurate only as of the date of this Prospectus regardless of the time of delivery of this Prospectus or of any sale of the Units.

No person is authorized to provide any information or to make any representations in connection with this Offering other than as contained in this Prospectus.

LEEDE JONES GABLE INC.
Suite 1800, 1140 West Pender Street
Vancouver, British Columbia V6E 4G1
Telephone: (604) 658-3000
Fax: (604) 658-3099

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained herein including, without limitation, financial and business prospects and financial outlooks may be forward-looking statements which reflect management's expectations regarding future plans and intentions, growth, results of operations, performance and business prospects and opportunities. The use of any of the words “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “should”, “believe” and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in, or incorporated by reference into, this Prospectus should not be unduly relied upon. These statements are current only as of the date of this Prospectus or as of the date specified in the documents incorporated by reference into this Prospectus, as the case may be. In particular, this Prospectus contains forward-looking statements pertaining to the following:

- proposed expenditures under “Use of Proceeds”;
- capital expenditure programs;
- projections of market prices and costs;
- expectations regarding the ability to raise capital; and
- treatment under governmental regulatory regimes.

Actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this Prospectus:

- liabilities inherent in the Corporation’s operations;
- uncertainties associated with estimated market demand and sector activity levels;
- competition for, among other things, capital, potential acquisitions and skilled personnel;
- the impacts of the COVID-19 pandemic on the Corporation and the global economy in general;
- fluctuations in foreign exchange or interest rates and stock market volatility; and
- the other factors discussed under “Risk Factors”.

Statements relating to “reserves” or “resources” are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions that the resources and reserves described can be profitably produced in the future.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this Prospectus are expressly qualified by this cautionary statement. Except as required under applicable securities laws, the Corporation does not undertake any obligation to publicly update or revise any forward-looking statements.

The forward-looking information contained in this Prospectus are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about general business and economic conditions, changes in financial markets generally, the Corporation’s ability to attract and retain skilled staff, and the Corporation’s planned exploration expenditure and capital expenditure programs. Although the Corporation has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Corporation does not assume the obligation to update forward-looking statements, except as required by applicable law

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

ABBREVIATIONS OF CHEMICAL ELEMENTS

Ag	Silver
Au	Gold
Bi	Bismuth
Cu	Copper
Hg	Mercury
Mo	Molybdenum
Pb	Lead
T1	Thallium
W	Tungsten
Zn	Zinc

CONVERSIONS

Imperial Measure	Metric Unit
2.47 acres	1 hectare
3.28 feet	1 metre
0.62 mile	1 kilometre
0.032 ounce	1 gram
0.029 short ton	1 gram
1.102 short ton	1 tonne
2.2046 pounds	1 kilogram

Metric Measure	Imperial Unit
0.4047 hectare	1 acre
0.3048 metre	1 foot
1.609 kilometres	1 mile
31.1 grams	1 troy ounce
34.28 gpt	troy ounce per ton
0.907 tonne	1 short ton
0.4536 kilogram	1 pound

ELIGIBILITY FOR INVESTMENT

In the opinion of Heighington law, counsel to the corporation**,** based on the current provisions of the Income Tax Act (Canada) (the "**Tax Act**"), the regulations thereunder in force as of the date hereof and all specific proposals to amend the Tax Act and the regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, provided that the Common Shares are listed on a designated stock exchange for the purposes of the Tax Act (which currently includes the Exchange) at the time of closing of the Offering, the Common Shares issued pursuant to the Offering will be "qualified investments" for a trust governed by a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), deferred profit sharing plan, registered education savings plan ("**RESP**"), registered disability savings plan ("**RDSP**") or a tax-free savings account ("**TFSA**").

Notwithstanding the foregoing, the holder of a TFSA or RDSP, the subscriber of an RESP or the annuitant under an RRSP or RRIF will be subject to a penalty tax in respect of Common Shares held in a TFSA, RDSP, RESP, RRSP or RRIF if such Common Shares are a "prohibited investment" for a TFSA, RDSP, RESP, RRSP or RRIF. Generally, the Common Shares would be considered to be a "prohibited investment" if the holder of a TFSA or RDSP, the subscriber of an RESP or the annuitant of an RRSP or RRIF, as the case may be: (i) does not deal at arm's length with the Corporation for the 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. A "significant interest" generally includes, but is not limited to, the ownership of 10% or more of any class of issued shares of a corporation. **Prospective purchasers who intend to hold Common Shares in their TFSA, RDSP, RESP, RRSP or RRIF should consult their own tax advisors having regard to their own particular circumstances.**

GLOSSARY

"**ABC Gold**" means ABC Gold Corp., a privately held company formed under the laws of the Province of Alberta which provides funding to junior mining companies.

"**Agency Agreement**" means the agency agreement dated ●, 2022 between the Agent and the Corporation.

"**Agent**" means Leede Jones Gable Inc.

"**Agent's Commission**" has the meaning ascribed to it on the face page of this Prospectus and under the heading "Plan of Distribution".

"**Agent's Shares**" has the meaning ascribed to it on the face page of this Prospectus and under the heading "Plan of Distribution."

"**Agent's Warrants**" means the share purchase warrants granted to the Agent as described on the face page of this Prospectus and under the heading "Plan of Distribution". Each Agent's Warrant is exercisable for $0.10 into an Agent Share for eighteen (18) months from the Listing Date.

"**Audit Committee**" means a committee established by and among the Board of the Corporation for the purpose of overseeing the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation.

"**Bendor Assignment Agreement**" means the assignment agreement dated May 2, 2022 between the Corporation, ABC Gold (as defined herein) and Torr Resources (as defined herein) pertaining to the assignment of the Bendor Option Agreement (as defined herein) relating to the Bendor Property to the Corporation.

"**Bendor Option Agreement**" means the property option agreement dated January 8, 2021, as amended, between ABC Gold and Torr Resources whereby ABC Gold acquired an option to purchase a 100% interest in the Bendor Property.

"**Bendor Property**" means four (4) claims totaling 3063.38 hectares, located in the Lillooet Mining District of southwest British Columbia, and registered with the Ministry of Energy, Mines, and Petroleum of British Columbia.

"**Bendor Property Owner**" or "**Torr Resources**" means Torr Resources Corp., a privately held mineral exploration company located in Canmore, Alberta and formed under the laws of the Province of Alberta. Torr Resources is legal and beneficial owner of certain mineral claims known as the Bendor Property.

"**Board**" means the Corporation's board of directors.

"**C3 Metals**" means C3 Metals Inc., a TSX Venture Exchange listed company located in Toronto, Ontario and formed under the laws of the Province of Ontario. Jeffrey S. Ackert, President, Chief Executive Officer and a Director of the Corporation is the former Vice-President of Business Development of C3 Metals and Shannon Baird, Vice President, Exploration, Corporate Secretary and a Director of the Corporation is the former Exploration Manager of C3 Metals.

"**Cascade**" or "**Corporation**" means Cascade Copper Corp.

"**Closing Date**" means such date that the Corporation and the Agent mutually determine to close the sale of the Common Shares of the Corporation offered pursuant to this Prospectus, in compliance with the regulatory requirements governing distribution of securities.

"**Common Share**" means a common share without par value in the capital of the Corporation.

"**Corporate Finance Fee**" has the meaning ascribed to it on the face page of this Prospectus.

"COVID-19" means the novel coronavirus outbreak which causes the disease COVID-19.

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

"**Designated Stock Exchange**" shall have the meaning attributed to such term in the Income Tax Act (Canada).

"**Escrow Agent**" means TSX Trust Company.

"**Escrow Agreement**" means the escrow agreement dated July 20, 2022 among the Corporation, the Escrow Agent and certain shareholders of the Corporation.

"**Escrow Policy**" has the meaning ascribed to it in the "Escrowed Shares" section of this Prospectus.

"**Escrowed Securities**" has the meaning ascribed to it in the "Escrowed Shares" section of this Prospectus.

"**Fire Mountain Assignment Agreement**" means the assignment agreement dated May 2, 2022 between the Corporation, Pan Pacific (as defined herein), and Torr Resources pertaining to the assignment of the Fire Mountain Option Agreement (as defined herein) to the Corporation.

"**Fire Mountain Option Agreement**" means the property option agreement dated November 13, 2020, as amended, between Pan Pacific and Torr Resources whereby Pan Pacific acquired an option to purchase a 100% interest in the Fire Mountain Property.

"**Fire Mountain Property**" means consisting of three (3) claims totaling 3769.84 hectares, located in the New Westminster Mining District of southwest British Columbia, and registered with the Ministry of Energy, Mines, and Petroleum of British Columbia.

"**Fire Mountain Property Owner**" or "**Torr Resources**" means Torr Resources Corp., a privately held mineral exploration company located in Canmore, Alberta and formed under the laws of the Province of Alberta. Torr Resources is the legal and beneficial owner of all mineral interests in and to certain mineral claims known as the Fire Mountain Property.

"**Liquidity Event**" means the completion of any transaction as a result of which all or substantially all of the outstanding Common Shares of the Corporation being listed on a Designated Stock Exchange.

"**Listing Date**" means the date the Common Shares commence trading on the CSE.

"**NI 41-101**" means National Instrument 41-101 – *General Prospectus Requirements*.

"**NI 43-101**" means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

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

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

"**Offering**" has the meaning ascribed to it on the face page of this Prospectus.

"**Offering Price**" means has the meaning ascribed to it on the face page of this Prospectus, being $0.10 per Unit.

"**Pan Pacific**" means Pan Pacific Resource Investments Ltd., a privately held non-reporting company that has approximately 50 shareholders and which was formed under the laws of the Province of Alberta, which provides funding to junior mining companies.

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

(i) directors and senior officers of the Corporation, as listed in this Prospectus;

(ii) promoters of the Corporation during the two years preceding this Offering;

(iii) those who own and/or control more than 10% of the Corporation's voting securities immediately after completion of this 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;

(iv) those who own and/or control more than 20% of the Corporation's voting securities immediately after completion of this Offering; and

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

being, in the case of the Corporation, Jeffrey S. Ackert, Shannon Baird, Darcy J. Christian, Yanika Silina and Alison M. Redford KC, ICD.D.

"**Private Placements**" means the five private placements and shares for debt settlements conducted by the Corporation from April 15, 2022 until August 3, 2022, at prices ranging from $0.005 to $0.10 (includes deemed proceeds) and which consisted of the issuance of 7,291,612 Common Shares, of which 1,766,000 Common Shares were issued on a flow-through basis under the Tax Act, and 2,273,312 warrants (the "**Private Placement Warrants**") for aggregate proceeds of $456,981.18. Each Warrant entitles the holder to acquire one Common Share for $0.10 or $0.12, with 1,500,000 Warrants exercisable until August 3, 2024, 773,312 Warrants exercisable until February 3, 2024. In connection with the Private Placements, the Corporation issued 166,600 finder warrants, of which, 150,000 finder warrants exercisable at $0.10 until August 3, 2024 and 16,600 finder warrants exercisable at $0.12 until February 3, 2024 (collectively, the "**Finder Warrants**").

"**Prospectus**" has the meaning ascribed to it on the face page of this Prospectus.

"**Qualified Person**" means an individual who is an engineer or geoscientist with a university degree, or equivalent accreditation, in an area of geoscience, or engineering, relating to mineral exploration or mining; has at least five years of experience in mineral exploration, mine development or operation, or mineral project assessment, or any combination of these, that is relevant to his or her professional degree or area of practice; has experience relevant to the subject matter of the mineral project and the technical report; and is in good standing with a professional association.

"**Rogers Creek Assignment Agreement**" means the assignment agreement dated April 22, 2022 between the Corporation, C3 Metals (as defined herein), and Tocvan (as defined herein) whereby Tocvan sold and transferred 100% of its legal and beneficial ownership in the Rogers Creek Property (as defined herein) to the Corporation.

"**Rogers Creek Copper-Gold Property**", "**Rogers Creek Property**" and "**Rogers Creek Project**" means the 23 contiguous mineral claims covering approximately 21,233 ha or about 212.33 square kilometres and straddles the Lower Lillooet River Valley, approximately 90 km northeast of Vancouver and 26 km south-southeast of Pemberton in southwestern British Columbia. The approximate geographic centroid of the Rogers Creek Project is 50°03'45"N and 122°23'40"W (UTM coordinates 543340mE and 5545755mN, NAD83, Zone 10). The Rogers Creek Project lies within National Topography System ("NTS") map sheets 092G/15-16 and 092J/01-02.

"**Rogers Creek Purchase and Sale Agreement**" means the purchase and sale agreement pertaining to the Rogers Creek Property dated September 29, 2021 between Tocvan and C3 Metals whereby Tocvan acquired from C3 Metals all of C3 Metals' right, title and interest in and to the claims relating to the Rogers Creek Property.

"**Rogers Creek Royalty**" means a net smelter return royalty payable by the Corporation to C3 Metals equal to 2% on the sale proceeds from commercial production for all minerals derived from the Rogers Creek Property.

"**Selling Jurisdictions**" means the provinces of Alberta, British Columbia, Ontario and Saskatchewan.

"**Stock Option Agreements**" mean the stock option agreements dated for reference August 15, 2022 between the Corporation and certain directors, officers and a consultant of the Corporation.

"**Stock Option Plan**" means a stock option plan dated December 1, 2020 providing for the granting of incentive stock options to the Corporation's directors, officers, employees and consultants in accordance with the policies of the CSE.

"**Technical Report**" means the NI 43-101 compliant technical report entitled "National Instrument 43-101 Technical Report for the Rogers Creek Copper-Gold Project, Southwestern British Columbia, Canada" dated effective March 21, 2022, with a report issue date of September 26, 2022, prepared by Caracle Creek International Consulting Inc., in Sudbury, Ontario, Canada and authorized by Dr. Scott Jobin-Bevans, PhD., PMP, P.Geo (the "**Author**"), Principal Geoscientist and an independent consultant of Caracle Creek International Consulting Inc. (Canada) and Mr. Stephen Wetherup (BSc., P.Geo) (the "**Co-Author**"), an independent consultant of Wetherup Geological Consulting (together, the "**Authors**"). The Authors are independent Qualified Persons for purposes of NI 43-101.

"**Tocvan Ventures**" means Tocvan Ventures Corp., a CSE listed exploration development company located in Vancouver, British Columbia and formed under the laws of the Province of Alberta.

"**Unit**" has the meaning ascribed to it on the face page of this Prospectus.

"**Warrant**" has the meaning ascribed to it on the face page of this Prospectus.

"**Warrant Indenture**" has the meaning ascribed to it on the face page of this Prospectus.

"**U.S.**" and "**United States**" means the United States of America.

GLOSSARY OF TECHNICAL TERMS

Allochthonous	A term applied to rocks that originated a great distance from their current position, generally related to over-thrusting.
Alteration	Change in mineral composition of rock brought about by hydrothermal solutions.
Anticline	A ridge-shaped fold of stratified rock in which the strata slope downward from the crest.
Antler Orogeny	A tectonic event that began in the late Devonian and continued to the early Pennsylvanian.
Autochthonous	A term applied to rocks that formed in situ.
Breccia	A coarse grained clastic rock composed of angular broken fragments which are held together by a fine grained matrix and mineral cement.
Calcareous	Describing rock that contains calcium carbonate.
Clastic	Denoting rocks that are composed of fragments, or clasts, of pre-existing rock.
Decalcification	A process of removal of limestone and dolomite by weak acidic solutions resulting in increased porosity and permeability.
Dilation	Deformation by a change in volume but not shape.
En Echelon	The parallel or subparallel alignment of separate structural features, such as tension fractures, which are arranged obliquely to a specific directional axis.
Footwall	The mass of rock beneath a fault, orebody or mine working.
Foreland Basin	A structural basin that develops adjacent and parallel to a mountain belt.
Hanging Wall	The mass of rock above a fault, orebody or mine working.
ICP-MS	Inductively Coupled Plasma Mass Spectroscopy, a laboratory analytical method that is capable of very low detection limits.
Igneous	Rock formed by solidification from a molten state.
Intrusion	A body of igneous rock that has invaded older rocks.
Lithology	The study of the general physical characteristics of rocks.
Nappe	A large body of rock that has moved forward a considerable distance from its original position by overthrusting or recumbent folding.
Orogeny	The process of forming mountains, by thrusting and folding.
Pathfinder	Elements that are commonly associated with the primary element of interest.
Pelitic	A term that describes clayey rocks, such as mudstones and shales.
Plunge	The vertical angle between a horizontal plane and a lineation. Commonly referred to as Pitch or Rake.
Pluton	A body of igneous rock that solidified deep below the earth’s surface.
Resistivity	A method of measuring how rock reduces the ability of electrical current to pass through it.

Sedimentary Rock	Formed by the erosion, transport, deposition and cementation of pre-existing rock.
Shearing	The lateral movement of one rock surface against another.
Shelf	The gently sloping zone of the ocean floor extending from the line of permanent immersion to the depth where there is a marked descent toward the great depths.
Skarn	Lime-bearing siliceous rocks produced by the metamorphic alteration of limestone or dolomite. Usually found at the contact between intrusive and carbonate rocks.
Slickensides	Polished and striated surface that results from friction along a fault plane.
Slope	The slope between the outer edge of the continental shelf and the deep ocean floor.
Stratigraphy	The branch of geology concerned with the order and relative position of strata and their relationship to the geological time scale.
Structural Geology	The study of the three-dimensional distribution of rock units with respect to their deformational histories.
Syncline	A trough or fold of stratified rock in which the strata slope upward from the axis.
Tectonic	Relating to the structure of the earth's crust and the large-scale processes that take place within it.
Thallium	A chemical element which has the symbol Tl and atomic number 81. It is often associated with Carlin-Type gold deposits.
Thrust Fault	A fault in which rocks of lower stratigraphic position are pushed up and over higher strata.
Unconformity	A surface of erosion or non-deposition that separates younger strata from older rocks.
Vergence	The direction in which a fold is inclined or overturned.

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. Prospective purchasers should read the entire Prospectus, including "Risk Factors", before making an investment decision with regard to the Common Shares.

The Corporation

Cascade Copper Corp. is an early-stage natural resource company engaged primarily in the acquisition, exploration and, if warranted, development of mineral properties in the natural resource sector. The Corporation's objective is to conduct an exploration program on its core exploration property, the Rogers Creek Property. See "Business of the Corporation" for details of the Rogers Creek Property and the recommended work program.

Management, Directors & Officers

- Jeffrey S. Ackert: *President, Chief Executive Officer, Director and Promoter*
- Shannon Baird: *Vice President, Exploration, Corporate Secretary and Director*
- Yanika Silina: *Chief Financial Officer*
- Darcy J. Christian: *Director*
- Alison M. Redford KC, ICD.D.: *Director*

See "Directors and Officers".

The Offering

Offering

10,000,000 Units at a price of $0.10 per Unit. Each Unit consists of one Common Share and one Warrant, with each Warrant entitling the holder to acquire one Common Share in the capital of the Corporation for $0.15 for a period of 18 months from Closing. See "Plan of Distribution" and "Description of Securities Distributed".

Additional Distribution

The Corporation is also qualifying the distribution of the Agent's Warrants, 200,000 Common Shares to be issued to the Bendor Property Owner and 200,000 Common Shares to be issued to the Fire Mountain Property Owner on the Listing Date. See "Plan of Distribution" and "Description of Securities Distributed".

Use of Proceeds

If all the Units offered pursuant to this Offering are sold, the net proceeds to the Corporation after deducting the Agent's Commission, will be $900,000, plus the sum of $150,000 representing the Corporation's working capital surplus estimated as of the date of this prospectus, for aggregate available funds of $1,050,000, which funds are intended to be spent by the Corporation, in order of priority, as follows:

		Funds to be Used
(a)	To pay the balance of the estimated costs of this Offering(1)	$60,000
(b)	To pay the estimated cost of the Rogers Creek Property Phase I work program(2)	$320,000
(c)	To provide funding sufficient to meet administrative costs for 12 months	$100,000
(d)	Payment to the Bendor Property Owner on the Listing Date	$10,000
(e)	Payment to the Fire Mountain Property Owner on the Listing Date	$20,000
(f)	To provide unallocated working capital	$540,000
	TOTAL:	**$1,050,000**

(1) Includes the balance of expenses related to this Offering, including the balance of the Corporate Finance Fee, Agent's expenses including legal fees, the Corporation's legal, printing, and audit expenses and other expenses of the Corporation.
(2) See "Rogers Creek Property – Recommendations".

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. For a more detailed discussion on the proposed expenditures, see "Use of Proceeds".

Risk Factors

An investment in the Units should be considered highly speculative due to the nature of the Corporation's business and its present stage of development. The Corporation faces various risks related to health epidemics, pandemics and similar outbreaks, including COVID-19, which may have material adverse effects on its business, financial position, results of operations and/or cash flows.

The current outbreak of COVID-19, and any future emergence and spread of similar pathogens, could have a material adverse effect on global and local economic and business conditions which may adversely impact the Corporation's business and results of operations and the operations of contractors and service providers. The outbreak has spread in Canada where the Corporation will conduct its principal business operations. The Corporation's plans to advance the exploration and development of its core Rogers Creek Property are dependent upon the acquisition of financing and operating permits, as well as its ability to continue the work required by its employees and contractors. In addition, the Corporation's personnel may be delayed in completing the required work that it is pursuing due to quarantine, self-isolation, social distancing, restrictions on travel, restrictions on meetings and work from home requirements. The extent to which the coronavirus impacts the Corporation's operations will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the duration of the outbreak, new information that may emerge concerning the severity of the coronavirus and the actions taken to contain the coronavirus or treat its impact, among others. Moreover, the spread of the coronavirus globally has and may continue to have a material adverse effect on global and regional economies and to continue to negatively impact markets, including the trading price of shares and mineral commodity prices. These adverse effects on the economy, commodity prices, the stock market and the Corporation's share price could adversely impact the Corporation's ability to raise capital, with the result that its ability to pursue its exploration and development plans on the Rogers Creek Property could be adversely impacted, both through delays and through increased costs. Any of these developments, and others, could have a material adverse effect on the Corporation's business and results of operations.

The Corporation was recently incorporated and has no history of operations and is still in an early stage of development. The exploration and development of minerals is highly speculative in nature and involves a high degree of financial and other risks over a significant period of time, during which even a combination of careful evaluation, experience and knowledge may not eliminate. The Corporation has no history of operations or revenues and it is unlikely that the Corporation will generate any revenues from operations in the foreseeable future. If the Corporation fails to keep the Rogers Creek Property in good standing, the Corporation may lose its interest in the Rogers Creek Property. The Corporation competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. All phases of the Corporation's operations are subject to extensive environmental regulations. There can be no assurance that the Corporation will obtain on reasonable terms or at all the permits and approvals, and the renewals thereof, which the Corporation may require for the conduct of the Corporation's current or future operations. While the Corporation has exercised the customary due diligence with respect to determining title to the Corporation's properties, there is no guarantee that title to such properties will not be challenged or impugned. The Rogers Creek Property, Bendor Property and the Fire Mountain Property may now or in the future be the subject of first nations land claims. Since inception, the Corporation has had negative operating cash flow, which is expected to continue for the foreseeable future. The price of the Corporation's securities, the Corporation's financial results and exploration, development and mining activities have previously been, or may in the future be, significantly adversely affected by declines in the price of precious or base metals. There is currently no market through which the Corporation's Common Shares can be sold and there can be no assurance that one will develop or be sustained after the Offering. The Corporation's success will be largely dependent, in part, on the services of the Corporation's senior management and directors, the loss of any member of which could have an adverse effect on the Corporation. Members of the Corporation's management team own a significant number of the outstanding Common Shares and could influence the outcome of certain matters involving shareholder approval, including the election of directors.

Some of the Corporation's directors are or will be directors of other companies, which could result in conflicts of interest. Investment in the Units will result in a significant and immediate dilution in an investor's investment after giving effect to the Offering. See "Risk Factors" for details of these and other risks relating to the Offering and the Corporation's business.

Summary of Financial Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Corporation and notes thereto appearing elsewhere in the Prospectus. The selected financial information is derived from the audited financial statements for the period from incorporation on December 1, 2020 to December 31, 2020 and for the year ended December 31, 2021 and the unaudited financial statements for the six-month period ended June 30, 2022. The Corporation has established December 31 as its financial year end. This summary financial data should be read together with "Selected Financial Information and Management Discussion and Analysis" and the financial statements of the Corporation and notes thereto, appearing elsewhere in this prospectus.

	Period from incorporation on December 1, 2020 to December 31, 2020 (audited)	Year-Ended December 31, 2021 (audited)	Interim period for the six-month ended June 30, 2022 (unaudited)
Total revenues	Nil	Nil	Nil
Expenses	$876	$167,439	$61,100
Net Loss	$876	$167,439	$61,100
Basic and diluted loss per common share	$8.76	$1,674.39	$0.01
Total assets	$1	$Nil	$502,287
Current liabilities	$876	$168,314	$66,378
Cash dividends per share	Nil	Nil	Nil

Currency

Unless otherwise indicated, all currency amounts herein are stated in Canadian Dollars.

CORPORATE STRUCTURE

The Corporation was incorporated pursuant to the *Business Corporations Act* (Alberta) on December 1, 2020 under the name "2305786 Alberta Ltd.". On August 18, 2021, the Corporation amended its Articles of Incorporation to change its name to "Cascade Copper Corp.". The Corporation amended its Articles of Incorporation on July 7, 2022 to remove certain restriction applicable to private issuers.

The Corporation's head office is located at Suite 820 - 1130 West Pender Street, Vancouver, British Columbia, V6E 4A4 and the registered office is located at Suite 1150, 707 – 7 Avenue SW, Calgary, Alberta T2P 3H6.

The Corporation has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Corporation

The Corporation is an exploration stage natural resource company engaged in the evaluation, acquisition and exploration of mineral resource properties with the intention, if warranted, of placing them into production. It was initially incorporated as a wholly owned subsidiary of Pan Pacific for the purposes of acquiring the Rogers Creek Property from Pan Pacific and raising additional capital for the further exploration and development of the Rogers Creek Property. See "Mineral Properties – History of the Rogers Creek Property" below. The Corporation is focused on exploration, development and acquisition of quality exploration properties. More specifically, the Corporation's objective is to conduct an exploration program on its flagship Rogers Creek Property located in the Coastal Mining Belt of British Columbia about 90 kilometres northwest of Vancouver, in the South-West Mining Division.

The Corporation currently has three projects, with its core project being the Rogers Creek Property. The Rogers Creek Property is comprised of 23 contiguous mineral claims covering approximately 21,233.88 hectares or about 212.33 square kilometres. See "Mineral Properties" below and "Rogers Creek Property". The Rogers Creek Property is currently being operated and explored by the Corporation.

Management of the Corporation intends to continue operating in the mining industry and has no intention of changing the current nature of the company's business.

The Offering is expected to provide the Corporation with sufficient financial resources to, among other things, fund the recommended Phase I exploration program on its core property, the Rogers Creek Property. See "Use of Proceeds" and "Rogers Creek Property". Additional financing will be required to meet long term capital requirements for continued exploration on the Rogers Creek Property and in order for the Corporation to be able to exercise the option. The Corporation's ability to finance its operations and exploration beyond the recommended Phase I program will depend on, among other things, the results of the Phase I exploration program and the availability of additional financing.

As at the date of this Prospectus, the Corporation has raised approximately $453,982.18 privately through the sale of Common Shares of the Corporation which has been and will be used for exploration activities and for general working capital. The Corporation had a working capital surplus of approximately $210,00 as of the date of this Prospectus.

Mineral Properties

History of the Rogers Creek Property

The Rogers Creek Property was acquired from Tocvan on April 22, 2022 pursuant to the terms and conditions of the Rogers Creek Assignment Agreement in consideration for the issuance of 5,000,000 Common Shares to Tocvan at a deemed issue price of $0.05 per Common Share. Tocvan has advised the Corporation that 100% of the 5,000,000 Common Shares received from the Corporation under the acquisition will be distributed to Tocvan shareholders of record as of the close of business on May 31, 2022 as a dividend in kind on a pro rata basis.

Prior thereto, Tocvan acquired the Rogers Creek Property from C3 Metals on September 29, 2021 pursuant to the terms and conditions of the Rogers Creek Purchase and Sale Agreement whereby Tocvan issued 500,000 common shares to C3 Metals as consideration of the purchase price for the Rogers Creek Property.

Pursuant to the terms of the Rogers Creek Purchase and Sale Agreement, which was assigned to the Corporation, the Corporation is obligated to pay the Rogers Creek Royalty to C3 on the commencement of commercial production. The Corporation shall have, at its sole discretion, the right and option to purchase 1% of the Rogers Creek Royalty such that the remaining Royalty shall be reduced to 1% of the sale proceeds from commercial production for a price equal to $1,000,000 (CDN).

In addition, pursuant to the terms of the Rogers Creek Purchase and Sale Agreement, the Corporation was obligated to issue $75,000 worth of Common Shares of the Corporation to C3 Metals prior to listing on the CSE. Accordingly, on September 30, 2022, the Corporation issued 625,000 Common Shares to C3 Metals to satisfy this obligation, at a deemed issue price of $0.12 per Common Share.

The Rogers Creek Property is also subject to a Royalty in favor of Poirier ("**Poirier Royalty**") equal to 2.5% of the sale proceeds from commercial production on the Rogers Creek Property. The Corporation has the right to acquire at any time 1.25% of the Poirier Royalty for consideration of $1,250,000 (CDN).

The Corporation's primary property is the 100% owned Rogers Creek Property. See "Rogers Creek Property" below for a complete description of the Rogers Creek Property.

A complete copy of the Rogers Creek Assignment Agreement is available for review under the Corporation's issuer profile on SEDAR at www.sedar.com.

Other Mining Properties

In addition to the Rogers Creek Property, the Corporation also holds interests in two additional junior exploration projects, the Bendor Project and the Fire Mountain Project.

Bendor Project

On May 2, 2022, the Corporation entered into the Bendor Assignment Agreement with ABC Gold and Torr Resources whereby the Corporation assumed all obligations of ABC Gold under the Bendor Option Agreement on the Bendor Property for the sum of one dollar.

Under the terms of the Bendor Option Agreement, the Corporation has an option to acquire 100% of Torr Resources' legal and beneficial ownership of all mineral interests in and to certain mineral claims consisting of 4 claims totaling 3063.38 hectares, located in the Lillooet Mining District of southwest British Columbia, and registered with the Ministry of Energy, Mines, and Petroleum of British Columbia.

As consideration for the option on the Bendor Property, ABC Gold originally paid $8,000 to Torr Resources upon execution of the Option Agreement and issued 100,000 common shares, for aggregate deemed consideration of $10,000 (CDN).

In the event that the Corporation fails to complete a Liquidity Event by December 30, 2022, or such other date as the parties may agree to in writing, the Bendor Option Agreement shall become null and void and the Bendor Property Owner would retain 100% interest in the Bendor Property.

In order to maintain in force the Bendor Option, and to exercise the Bendor Option and acquire 100% interest in the Bendor Property, the Corporation must issue the following cash payments, issue the following common shares and incur the following expenditures:

(i) Upon completion of the Listing Date, issue 200,000 common shares of the Corporation and pay $10,000 (CDN) to the Bendor Property Owner.

(ii) Within 15 months of completion of the Listing Date, issue 200,000 Common Shares and pay $10,000 (CDN) to the Bendor Property Owner, and complete $50,000 (CDN) of expenditures on the Bendor Property.

(iii) Within 24 months of completion of the Listing Date, issue 100,000 Common Shares and pay $10,000 (CDN) to the Bendor Property Owner, and complete $50,000 (CDN) of expenditures on the Bendor Property.

(iv) Within 36 months of completion of the Listing Date, issue 100,000 common shares and pay $20,000 (CDN) to the Bendor Property Owner, and complete $75,000 (CDN) of expenditures on the Bendor Property.

(v) Within 48 months of completion of Listing Date, issue 250,000 common shares and pay $40,000 (CDN) to the Bendor Property Owner, and complete $100,000 (CDN) of expenditures on the Bendor Property.

The following is a summary of certain material terms and conditions of the of the Bendor Option Agreement:

1. <u>Liquidity Event:</u> In the event the Corporation fails to complete a Liquidity Event by December 30, 2022, or such other date as the parties may agree to in writing, the Bendor Option Agreement will become null and void. The Bendor Property Owner would retain 100% interest in the Bendor Property.

2. <u>Operator of the Bendor Property:</u> The Corporation will be the operator of the Bendor Property and as such will have the responsibility to execute the work programs on the Bendor Property while the Bendor Option Agreement is in force and effect and as operator, the Corporation shall be responsible in its sole discretion for carrying out and administering exploration, development and mining work on the Bendor Property.

3. <u>Termination Rights:</u> The Corporation shall have the right, at its sole discretion, not to pay any further consideration to the Bendor Property Owner under Bendor Option Agreement, if the Corporation so determines, in its sole discretion, after assessing the results of the first $100,000 (CDN) of expenditures incurred on the Bendor Property. The Corporation is required to provide written termination notice to the Bendor Property Owner 30 days before the expiration of the one-year anniversary of the Listing Date that the Corporation will not proceed with any further expenditures under the Bendor Option Agreement. Upon receipt of the termination notice from the Corporation, the Corporation shall have no further right, title or interest in and to the Bendor Property.

4. <u>Transfer of Title to the Bendor Property:</u> Upon the Corporation satisfying all the necessary conditions to exercise the Bendor Option, the Bendor Property Owner will transfer the registered title of the Bendor Property to the Corporation and 100% of the Property Owner right, title and interest in and to the Bendor Property will immediately vest in the Corporation.

5. <u>Area of Common Interest:</u> The Bendor Option Agreement provides for the establishment of an area of common interest which covers all land within 2 kilometers of the boundary of the Bendor Property. In the event that the Corporation stakes any mining claims within the 2 kilometer boundary, the property will be subject to the Bendor NSR (as defined below). In the event that the Bendor Property Owner stake any mining claims within such 2 kilometer boundary, the Corporation will have the right to acquire the claims for a purchase price equal to the Bendor Property Owners' staking costs plus 20% and, if acquired by the Corporation, the claims would be governed by the terms of the Bendor Option Agreement.

6. <u>Net Smelter Return</u>: The Bendor Property is subject to an existing 2.0% net smelter royalty ("**Bendor NSR**") payable to the Bendor Property Owner, of which 1.0% can be bought back by the Corporation for $1,000,000 (CDN) at the time of a production decision.

Fire Mountain Project

On May 2, 2022, the Corporation entered into the Fire Mountain Assignment Agreement with Pan Pacific and Torr Resources whereby the Corporation assumed all obligations of Pan Pacific under the Fire Mountain Option Agreement on the Fire Mountain Property for the sum of one dollar.

Under the terms of the Fire Mountain Option Agreement the Corporation has an option to acquire 100% of Torr Resources' legal and beneficial ownership of all mineral interests in and to certain mineral claims known as the Fire Mountain Property consisting of 3 claims totaling 3769.84 hectares, located in the New Westminster Mining District of southwest British Columbia, and registered with the Ministry of Energy, Mines, and Petroleum of British Columbia.

As consideration for the option on the Fire Mountain Property, Pan Pacific originally paid $10,000 (CDN) to Torr Resources upon execution of the Fire Option Agreement and issued 100,000 common shares.

In the event that the Corporation fails to complete a Liquidity Event by December 30, 2022, or such other date as the parties may agree to in writing, the Fire Mountain Option Agreement shall become null and void and the Fire Mountain Property Owner would retain 100% interest in the Fire Mountain Property.

In order to maintain in force the Fire Mountain Option, and to exercise the Fire Mountain Option and acquire 100% interest in the Fire Mountain Property, the Corporation must issue the following cash payments, issue the following common shares and incur the following expenditures:

(i) Upon completion of the Listing Date, issue 200,000 common shares of the Corporation and pay $20,000 (CDN) to the Fire Mountain Property Owner.

(ii) Within 15 months of completion of the Listing Date, issue 200,000 Common Shares and pay $20,000 (CDN) to the Fire Mountain Property Owner, and complete $75,000 (CDN) of expenditures on the Fire Mountain Property.

(iii) Within 24 months of completion of the Listing Date, issue 100,000 Common Shares and pay $25,000 (CDN) to the Fire Mountain Property Owner, and complete $100,000 (CDN) of expenditures on the Fire Mountain Property.

(iv) Within 36 months of completion of the Listing Date, issue 100,000 common shares and pay $30,000 (CDN) to the Fire Mountain Property Owner, and complete $200,000 (CDN) of expenditures on the Fire Mountain Property.

(v) Within 48 months of completion of Listing Date, issue 250,000 common shares and pay $40,000 (CDN) to the Fire Mountain Property Owner, and complete $100,000 (CDN) of expenditures on the Fire Mountain Property.

The following is a summary of certain material terms and conditions of the of the Fire Mountain Option Agreement:

1. Liquidity Event: In the event the Corporation fails to complete a Liquidity Event by December 30, 2022, or such other date as the parties may agree to in writing, the Fire Mountain Option Agreement will become null and void. The Fire Mountain Property Owner would retain 100% interest in the Fire Mountain Property.

2. Operator of the Fire Mountain Property: The Corporation will be the operator of the Fire Mountain Property and as such will have the responsibility to execute the work programs on the Fire Mountain Property while the Fire Mountain Option Agreement is in force and effect and as operator, the Corporation shall be responsible in its sole discretion for carrying out and administering exploration, development and mining work on the Fire Mountain Property.

3. Termination Rights: The Corporation shall have the right, at its sole discretion, not to pay any further consideration to the Fire Mountain Property Owner under Fire Mountain Option Agreement, if the Corporation so determines, in its sole discretion, after assessing the results of the first $100,000 (CDN) of expenditures incurred on the Fire Mountain Property. The Corporation is required to provide written termination notice to the Fire Mountain Property Owner 30 days before the expiration of the one-year anniversary of the Listing Date that the Corporation will not proceed with any further expenditures under the Fire Mountain Option Agreement. Upon receipt of the termination notice from the Corporation, the Corporation shall have no further right, title or interest in and to the Fire Mountain Property.

4. Transfer of Title to the Fire Mountain Property: Upon the Corporation satisfying all the necessary conditions to exercise the Fire Mountain Option, the Fire Mountain Property Owner will transfer the registered title of the Fire Mountain Property to the Corporation and 100% of the Property Owner right, title and interest in and to the Fire Mountain Property will immediately vest in the Corporation.

5. <u>Area of Common Interest:</u> The Fire Mountain Option Agreement provides for the establishment of an area of common interest which covers all land within 1-kilometer of the boundary of the Fire Mountain Property. In the event that the Corporation stakes any mining claims within the 1-kilometer boundary, the property will be subject to the Fire Mountain NSR (as defined below). In the event that the Fire Mountain Property Owner stake any mining claims within such 1 kilometer boundary, the Corporation will have the right to acquire the claims for a purchase price equal to the Fire Mountain Property Owners' staking costs plus 10% and, if acquired by the Corporation, the claims would be governed by the terms of the Fire Mountain Option Agreement.

6. <u>Net Smelter Return</u>: The Fire Mountain Property is subject to an existing 2.0% net smelter royalty ("**Fire Mountain NSR**") payable to the Fire Mountain Property Owner, of which 1.0% can be bought back by the Corporation for $1,000,000 (CDN) at the time of a production decision.

In addition to the above noted properties, the Corporation may decide to acquire other properties in addition to the properties it currently holds.

Competitive Conditions

The mineral exploration industry is competitive, with many companies competing for the limited number of precious and base metals acquisition and exploration opportunities that are economic under current or foreseeable metals prices, as well as for available investment funds. With metal prices at their current levels, activity in the industry has increased dramatically, and competition is also high for the recruitment of qualified personnel and equipment.

Government Regulation

Mining operations and exploration activities in Canada are subject to various federal, provincial and local laws and regulations which govern prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters. The Corporation believes that it is and will continue to be in compliance in all material respects with applicable statutes and the regulations passed in Canada. There are no current orders or directions relating to the Corporation with respect to the foregoing laws and regulations.

Environmental Regulation

The Corporation's mineral exploration activities are subject to various federal, provincial and local laws and regulations governing protection of the environment. In general, these laws are amended often and are becoming more restrictive. The Corporation's policy is to conduct its business in a way that safeguards public health and the environment. The Corporation believes that its operations are conducted in material compliance with applicable environmental laws and regulations. Since its incorporation, the Corporation has not had any material environmental incidents or non-compliance with any applicable environmental laws or regulations. The Corporation estimates that it will not incur material capital expenditures for environmental control facilities during the current fiscal year and in the future unless the Corporation transitions from a mineral exploration company to a development and/or production company.

Other Property Interests and Mining Claims

The Corporation currently has no other interests other than as described in this Prospectus.

Trends

There are no current trends in the Corporation's business that are likely to impact on its business.

THE ROGERS CREEK PROPERTY

The information in this Prospectus with respect to the Rogers Creek Project is derived from the NI 43-101 compliant Technical Report prepared by Caracle Creek International Consulting Inc., in Sudbury, Ontario, Canada and authorized by Dr. Scott Jobin-Bevans, PhD., PMP, P.Geo, Principal Geoscientist and an independent consultant of Caracle Creek International Consulting Inc. (Canada) and Mr. Stephen Wetherup (BSc., P.Geo), an independent consultant of Wetherup Geological Consulting (together, the "**Authors**").

The Authors are independent Qualified Persons for purposes of NI 43-101. Note that certain figures and tables from the Technical Report are reproduced in and form part of this Prospectus. Any figures, tables and appendices referred to in the extract below but that are not included in this Prospectus are contained in the Technical Report, a complete copy of which is available for review on the System for Electronic Document Analysis and Retrieval (SEDAR) located at the following website: www.sedar.com. Alternatively, the Technical Report may be inspected during normal business hours at the Corporation's business office at Suite 820 – 1130 West Pender Street, Vancouver, British Columbia V6E 4A4.

The Technical Report was prepared as an NI 43-101 Technical Report in support of the listing requirement for the Corporation's "Going-Public" Transaction on the CSE. The Rogers Creek Project will be the Corporation's "Qualifying Property" for obtaining a listing on the CSE.

Assignment Agreement

On April 22, 2022, the Corporation entered into the Rogers Creek Assignment Agreement with Tocvan and C3 Metals whereby Tocvan assigned, with the consent of C3 Metals, 100% of Tocvan's legal and beneficial ownership of all mineral interests in and to the Rogers Creek Project to the Corporation. Prior thereto, the Rogers Creek Project was sold from C3 Metals to Tocvan pursuant to a purchase and sale agreement dated September 29, 2021. Subsequent to completion of the sale to Tocvan in 2021, C3 Metals was estopped from transferring legal title to the Rogers Creek Project to Tocvan because outstanding work assessments in the amount of $80,000 were not completed and the register of mines under the Minerals Tenure Act (RSBC 1996, chapter 292) was therefore legally restricted from approving and registering the transfer of the Rogers Creek Project into the name of Tocvan notwithstanding that Tocvan acquired 100% of all legal and beneficial interests in the Rogers Creek Project. Work is currently underway to update the assessments to allow the Rogers Creek Project to be registered in the name of the Corporation.

Pursuant to the terms of the Rogers Creek Purchase and Sale Agreement, the Corporation was obligated to issue $75,000 worth of Common Shares of the Corporation to C3 Metals prior to listing on the CSE. Accordingly, on September 30, 2022, the Corporation issued 625,000 Common Shares to C3 Metals to satisfy this obligation, at a deemed issue price of $0.12 per Common Share.

Pursuant to the Rogers Creek Assignment Agreement, C3 Metals, Tocvan, and the Corporation agreed to the assignment and transfer of 100% of Tocvan's interest in the Rogers Creek Project to the Corporation in consideration for the issuance of 5,000,000 common shares of the Corporation to Tocvan on the basis that C3 Metals shall take all necessary legal action under the Minerals Tenure Act to the transfer the Rogers Creek Project directly to the Corporation for the sum of $1.00 immediately after the outstanding work assessments on the Rogers Creek Project are current. C3 Metals has provided the Corporation and Tocvan with a written acknowledgement that is has no legal or beneficial interest in the Rogers Creek Project.

Previous NI 43-101 Technical Reports

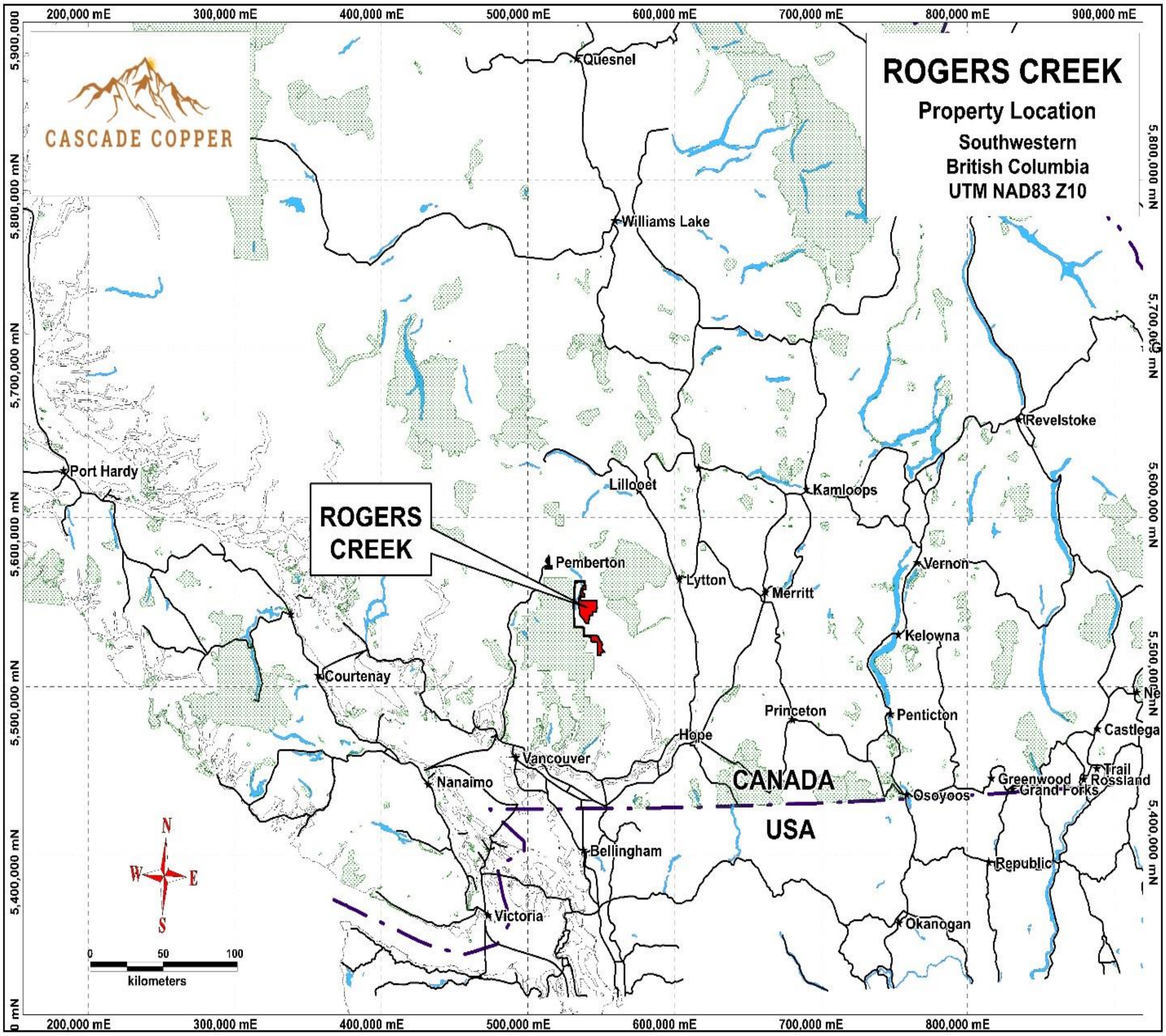
This Technical Report is the current NI 43-101 Technical Report on the Rogers Creek Property prepared for the Corporation.

PROPERTY DESCRIPTION AND LOCATION

The early-stage Rogers Creek Project straddles the Lower Lillooet River Valley, approximately 90 km northeast of Vancouver and 26 km south-southeast of Pemberton in southwestern British Columbia (Figure 4-1). The approximate geographic centroid of the Rogers Creek Project is 50°03'45"N and 122°23'40"W (UTM coordinates 543340mE and 5545755mN, NAD83, Zone 10). The Rogers Creek Project lies within National Topography System ("**NTS**") map sheets 092G/15-16 and 092J/01-02.

The Rogers Creek Project is currently being operated by the Corporation, with C3 Metals holding the titles in trust pending the re-registration of the Rogers Creek Project in the name of the Corporation.

FIGURE 4-1. ROGERS CREEK COPPER-GOLD PROJECT LOCATION MAP WITHIN SOUTHWESTERN BRITISH COLUMBIA, CANADA.

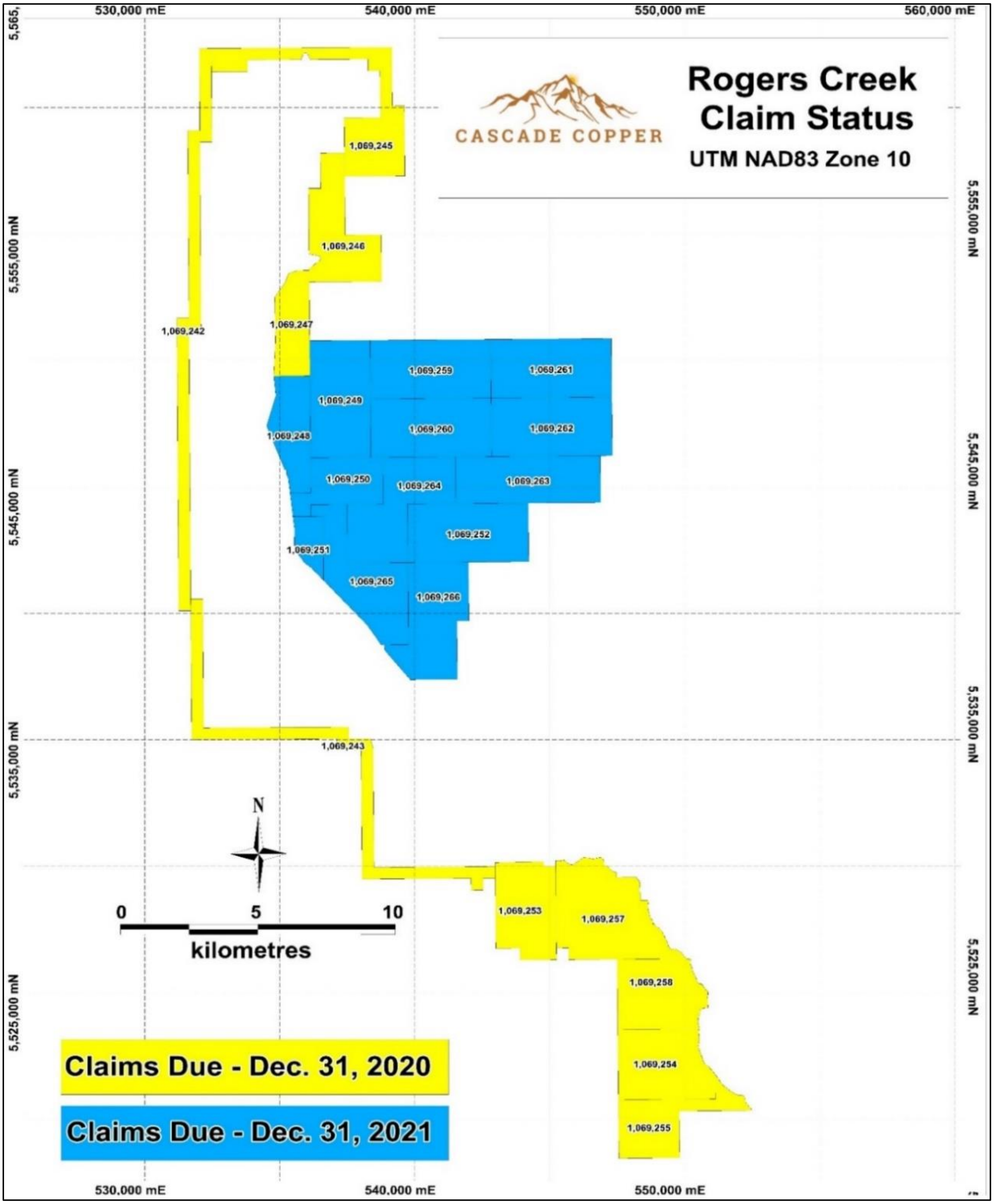


Land Tenure

The Rogers Creek Project comprise 23 contiguous mineral claims covering approximately 21,233 ha or about 212.33 square km (Figure 4-2). The Rogers Creek Project is currently held by C3 Metals and is being optioned and explored by the Corporation (Table 4-1) provides a description of the current mining claims that comprise the Rogers Creek Project and that are the subject of the Technical Report.

FIGURE 4-2. LOCATION OF THE OPTIONED ROGERS CREEK MINERAL CLAIMS.

**On August 11, 2021, a claim protection order extension was granted by the Chief Gold Commissioner pushing the claim protection expiry date of all the Rogers Creek mineral claims to December 31, 2022.*



Sufficient assessment work had been filed to keep the key parts of the Rogers Creek Project in good standing until December 31, 2021. On August 11, 2021, a claim protection order extension was granted by the Chief Gold Commissioner pushing the claim protection expiry date of all the Rogers Creek mineral claims to December 31, 2022.

TABLE 4-1. SUMMARY OF ACTIVE MINERAL CLAIMS ON THE ROGERS CREEK PROJECT.

Tenure Number	Claim Name	NTS	Area (hectares)	Claim Holder[1]	Recorded Date	Work Due Date*
1069242	RC-001	092J	1,036.04	C3 Metals Inc.	21-Jun-2019	31-Dec-2020
1069243	RC-002	092G	1,018.56	C3 Metals Inc.	21-Jun-2019	31-Dec-2020
1069245	RC-003	092J	1,034.25	C3 Metals Inc.	21-Jun-2019	31-Dec-2020
1069246	RC-004	092J	869.63	C3 Metals Inc.	21-Jun-2019	31-Dec-2020
1069247	RC-005	092J	538.73	C3 Metals Inc.	21-Jun-2019	31-Dec-2020
1069248	RC-006	092J	642.86	C3 Metals Inc.	21-Jun-2019	31-Dec-2021
1069249	RC-007	092J	1,036.58	C3 Metals Inc.	21-Jun-2019	31-Dec-2021
1069250	RC-008	092J	580.85	C3 Metals Inc.	21-Jun-2019	31-Dec-2021
1069251	RC-009	092J	290.55	C3 Metals Inc.	21-Jun-2019	31-Dec-2021
1069252	RC-010	092J	1,037.56	C3 Metals Inc.	21-Jun-2019	31-Dec-2021
1069253	RC-011	092G	873.94	C3 Metals Inc.	21-Jun-2019	31-Dec-2020
1069254	RC-012	092G	958.31	C3 Metals Inc.	21-Jun-2019	31-Dec-2020
1069255	RC-013	092G	729.44	C3 Metals Inc.	21-Jun-2019	31-Dec-2020
1069257	RC-014	092G	1,394.23	C3 Metals Inc.	21-Jun-2019	31-Dec-2020
1069258	RC-015	092G	957.80	C3 Metals Inc.	21-Jun-2019	31-Dec-2020
1069259	RC-016	092J	1,036.30	C3 Metals Inc.	21-Jun-2019	31-Dec-2021
1069260	RC-017	092J	1,036.80	C3 Metals Inc.	21-Jun-2019	31-Dec-2021
1069261	RC-018	092J	1,036.22	C3 Metals Inc.	21-Jun-2019	31-Dec-2021
1069262	RC-019	092J	1,036.73	C3 Metals Inc.	21-Jun-2019	31-Dec-2021
1069263	RC-020	092J	995.67	C3 Metals Inc.	21-Jun-2019	31-Dec-2021
1069264	RC-021	092J	1,016.66	C3 Metals Inc.	21-Jun-2019	31-Dec-2021
1069265	RC-022	092J	1,037.95	C3 Metals Inc.	21-Jun-2019	31-Dec-2021
1069266	RC-023	092G/J	1,038.22	C3 Metals Inc.	21-Jun-2019	31-Dec-2021
			21,233.88	**hectares**		

(1) C3 Metals holds the Rogers Creek Project in trust for the Corporation pending registration of the Rogers Creek Project in the name of the Corporation; *work due dates extended to December 31, 2022.

Mineral Claim Holding Costs

In British Columbia, a mineral claim holder is required to perform assessment work and document this work to maintain the title as outlined in the regulations of the British Columbia Ministry of Energy and Mines. The amount of work required is $5.00 per hectare for the first two years, $10.00 per hectare for the third and fourth years, $15.00 per hectare for the fifth and sixth, and $20.00 per hectare thereafter. Alternatively, the claim holder may pay twice the equivalent amount to the British Columbia Government as “Cash in Lieu” to maintain title to the claims.

Given that the claims were recorded June 21, 2019 and that they are under claim protection until December 31, 2022, the claims currently straddle years 2 ($5/ha) and 3 ($10/ha) for work commitments, the required expenditures are approximately:

- $125,000 - expenditures required to bring all claims current to June 30, 2022.
- $284,000 - expenditures required to bring all claims current to December 31, 2022.
- $496,000 - expenditures required to bring all claims current to December 31, 2023.

Current Permits

No current permits are issued for the Rogers Creek Project.

Royalties, Agreements and Encumbrances

Adhering to the Assignment Agreement, the Rogers Creek Project is subject to a 2.0% Net Smelter Return royalty ("**NSR**"), payable from production on the Rogers Creek Project to C3 Metals, of which 1.0% can be purchased back by the Corporation for $1,000,000 (CDN).

Additionally, the Rogers Creek Project "main block" claims are subject to an underlying 2.5% NSR ("**Poirier Royalty**") payable to the original Vendor (Mr. Gary Poirier), of which 1.25% of the NSR may be purchased by C3 Metals for $1,250,000 (CDN) at the time of a production decision. If commercial production is achieved on the Rogers Creek Project, the Corporation will assume rights to the Poirier Royalty terms.

Environmental Liabilities

To the Author's knowledge, there are no known environmental liabilities associated with the Rogers Creek Project. No significant factors or risks associated with the Rogers Creek Project that may affect access, title, or the ability to perform work are known to the Author, however, several actionable items should be followed to assure a smooth process moving forward (*see* Table 25-1 and Table 25-2).

ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

Accessibility

Access to the Rogers Creek Project can be easily achieved by first traveling from Vancouver, British Columbia via BC Provincial Highway 99 N approximately, 150 km (2 hours drive) to the town of Pemberton, British Columbia. From Pemberton, travel approximately 28 km east on Hwy 99 N toward Lillooet. After crossing the Birkenhead River turn right (south) onto the In-Shuck-ch Forest Service Road; the northern edge of the Rogers Creek Project is at km 15. Turning left at kilometre 42, the Rogers Creek Forest Service Road provides access to subsidiary logging roads and ATV trails in the Rogers Creek Valley where the current focus of exploration work is located. The In-Shuck-ch Forest Service Road is a well maintained gravel logging road, drivable by car, which provides access to several communities of the In-Shuck-ch and Sto:lo First Nation within the Lillooet River Valley. The Rogers Creek Forest Service Road requires the clearance of at least a half-ton pickup truck. Access to higher alpine elevations on the Rogers Creek Project is by helicopter based out of Whistler or Pemberton.

Climate

Temperatures in the Lillooet River valley average about 2°C in the winter and approximately 26°C in the summer, although temperatures are much colder on surrounding high-elevation mountain peaks; most rainfall occurs between October and March. Higher elevations in the Coast Mountains get heavy snowfall in the winter, which makes exploration difficult to impossible throughout the winter. The exploration season starts in April or May and in general, ceases by the end of October to mid-November.

Local Resources

The Village of Pemberton has a population of approximately 2,600; it has train and bus stations, a small airport, a small health unit, an elementary school, Post Office, and several lodges and motels. It primarily provides services for recreation and heavy industry. Agriculture and forestry play a minor role in the overall industrial output of the Village.

Infrastructure

A high-tension power line extends through the western side of the Rogers Creek Property following the Lower Lillooet River with a recently built substation located at the entrance to the Rogers Creek Project and could easily be extended to Target I. Rogers Creek is a large tributary that runs through the Rogers Creek Project and could be utilized for future exploration and development. Land uses on the Rogers Creek Project include recreational activities (hunting, fishing, and hiking), mineral exploration, and forestry.

No usable mining infrastructure currently exists within the Rogers Creek Project boundaries, nor is planned for the Rogers Creek Project's current stage, however, a wooden framed core shack was erected by Miocene near Target II in 2010. The Author is not qualified to assess on-site suitability for infrastructure development, however, there potentially exists sufficient surface area within the current claims to utilize in potential future tailings, waste disposal, heap leach pad areas, and processing plants.

Physiography

Regional topography surrounding the Rogers Creek Project is very rugged with elevations ranging from 200 m up to 2,500 m AMSL. Mountain slopes can be very steep (more than 45 degrees) restricting access to some parts of the Rogers Creek Project. Geological structures seem to have a major influence on topography as they form valleys within the homogenous igneous rocks found on the Rogers Creek Property. In areas with mafic meta-sedimentary lithologies, slopes are generally not as steep as in the Intrusive Complex. Valleys are filled with talus and fluvial sediments derived from erosion of adjacent ridges. Slopes are often covered by talus and vegetation. At lower elevations, vegetation consists of cedar and fir trees and undergrowth typical of the temperate rainforest in southwest British Columbia. Stunted spruce and pine can be found at higher elevations.

HISTORY

The Lower Lillooet River provided the first route into the interior of British Columbia during the gold rush of the mid-19th Century. Presumably, prospectors at that time would have panned many areas along the Lillooet River itself, as well as its tributaries, such as Rogers Creek.

Very little modern exploration work has ever been conducted on the Rogers Creek Project. Limited work was carried out by Placer Development, and Noranda Exploration on two small claim groups covering parts of the Rogers Creek Property in the mid-1980s. In Assessment Report Number 12079, Boyce (1984) describes minor geochemical work including the collection of 16 stream sediment samples, 25 soil samples and 10 rock outcrop (grab) samples. Several “modest” Au, Ag, As and Pb anomalies were identified, which, given the small area covered, is of only general relevance to the objectives of the current exploration program.

In Assessment Report 14119, Wilson (1986) describes the collection of 123 soil samples which defined an open-ended silver, zinc and lead anomaly and erratically distributed gold anomalies potentially indicating the presence of gold and base metal veining associated with a porphyry environment.

In 2007, Mr. Gary Poirier located a copper showing while excavating a logging road on the north side of the Rogers Creek Valley. He staked an initial claim group covering the showing and surrounding area. Wallbridge Mining Company Ltd. carried out an initial site visit in the fall of 2007 and subsequently acquired the project and expanded it via claim staking activities. Since then it has had a significant amount of modern exploration conducted via various operators.

There are not any significant historical mineral resource and/or mineral reserve estimates on the Rogers Creek Property and there hags been no production from the Rogers Creek Property.

Historical Exploration

A summary of all historical exploration work conducted on the Rogers Creek Project is presented in Table 6-1. Exploration work carried out on the Rogers Creek Project by previous operators (*e.g.*, Jago, 2008, 2009a, 2009b) includes:

- 1,786 line-km of helicopter-borne magnetic gradiometry and VLF-EM.
- 280 line-km of helicopter-borne radiometrics.
- Surveying, levelling, merging, and inversion modelling of 49.6 line-kilometres of Induced Polarization ground geophysics.
- 3D modelling of all geophysical and project data by Mira Geosciences Ltd. with proprietary Geoscience Analyst 3D software.
- Prospecting, mapping, and sampling, including the collection of 1,071 surface rock and channel samples, 3,298 soil samples, and 334 stream sediment samples.
- Soil sample geochemical vectoring study using “Porphyry Indicators”.
- 5,209 metres of diamond drilling including the analysis of 1,951 drill core samples.
- 5,200 m of drill core magnetic susceptibility readings totaling 1,164 readings.
- 329 resistivity/chargeability readings taken over 7 drill holes totaling ~4,055 metres.
- Limited surface and drill hole (4 holes) alteration mapping and logging.
- Collection of 626 TerraSpec Halo alteration readings on all available core (557 readings) and limited outcrop (69 readings). Analysis, interpretation, and modelling of data by an alteration specialist.

The sections that follow provide summaries of the significant historical exploration work programs conducted by previous operators.

TABLE 6-1. SUMMARY OF HISTORICAL EXPLORATION ACTIVITIES ON THE ROGERS CREEK PROJECT (1984- 2019).

Year	Operator	Work Performed	Description	Report Reference
1984	Placer Development Ltd.	Soil-Rock-Stream Sampling	Collection and analysis of 16 stream sediments, 25 soil samples, and 10 rock samples.	Boyce, R.A., 1984. Geochemical Report for Assessment Credit: Cloud Claims; Assessment Report No. 12079
1986	Noranda Exploration Ltd.	Soil Sampling	Collection and analysis of 123 soil samples.	Wilson, R.G., 1986. Report on the Geology and Geochemistry of the RC1 and RC2 Claims.
2008	Wallbridge Mining Company Ltd.	Soil-Rock Sampling	Phase 1 - Initial recon visit - sampling and assaying of discovery site (12 soils, 13 rocks)	Smyth, C.P., 2008. 2008 Report on the Rogers Creek Property, Southwestern British Columbia
2008	Wallbridge Mining Company Ltd.	Soil-Rock Sampling	Phase 2 - Follow-up sampling/mapping over the Mag high and low (346 soils, 76 rocks)	Smyth, C.P., 2008. 2008 Report on the Rogers Creek Property, Southwestern British Columbia
2008	Wallbridge Mining Company Ltd.	Airborne Geophysics	Phase 3 - 1506 L-km helicopter-borne magnetic gradiometry and VLF-EM survey by CMG Ltd.	CMG Airborne, 2008. Report on a Helicopter-Borne Magnetic Gradiometer & VLF-EM Survey, Rogers Creek, Project 2008-004
2009	Wallbridge Mining Company Ltd.	Soil-Rock-Silt-HMC Sampling	Collection and Analysis of 307 soils, 670 rocks, 150 stream sediments, and 73 heavy mineral concentrates	Jago, B.C., 2009a. 2009 Technical Report on the Rogers Creek Property, British Columbia
2009	Wallbridge Mining Company Ltd.	Line Cutting	A 41 km long grid was cut in preparation for an induced polarization survey	Jago, B.C., 2009a. 2009 Technical Report on the Rogers Creek Property, British Columbia
2009	Wallbridge Mining Company Ltd.	Soil-Rock-Silt Sampling	Collection and Analysis of 216 soils, 119 rocks, 14 stream sediments	Jago, B.C., 2009a. 2009 Technical Report on the Rogers Creek Property, British Columbia
2009	Wallbridge Mining Company Ltd.	Induced-Polarization Survey	IP-Survey over Target Areas I and II at resolutions of 25m and 50m over 41 L-km by Abitibi Geophysics	Berube, P., 2009. Resistivity-IP Survey - Abitibi Logistics and Interpretation Report for Wallbridge Mining Company Ltd, Rogers Creek Property, British Columbia
2009	Wallbridge Mining Company Ltd.	Magnetic Susceptibility	Collection of magnetic susceptibility data for surface rocks and drill core	Jago, B.C., 2009a. 2009 Technical Report on the Rogers Creek Property, British Columbia
2009	Wallbridge Mining Company Ltd.	Magnetic Inversion	Inversion of airborne magnetic data obtained by CMG Ltd. in 2008 by Mira Geosciences	Phillips, N., 2009. Unconstrained Magnetic Modelling, Rogers Creek Property, British Columbia, Mira Geoscience Project No. 3343
2009	Wallbridge Mining Company Ltd.	Diamond Drilling	Drilling of 2,122.75 metres to follow up on IP survey and surface sampling results	Jago, B.C., 2009a. 2009 Technical Report on the Rogers Creek Property, British Columbia
2010	Miocene Metals Ltd.	Prospecting with Soil-Rock-Silt Sampling & Assaying	Collection and Analysis of 1124 soils, 58 surface rocks, 43 stream sediments, structural mapping & prospecting	Garcia, J.S., 2012a. Report on the 2010 Geochem Survey and Mapping Activities for Rogers Creek Project, Southwestern British Columbia
2010	Miocene Metals Ltd.	Diamond Drilling	Drilling of 1,024.39 metres (2 holes) targeting a deep IP anomaly and an open-ended gold in soil anomaly	Garcia, J.S., 2011. 2010 Report on the Drilling Activities for Rogers Creek Project, Southwestern British Columbia
2010	Miocene Metals Ltd.	Airborne Geophysics	A 280 L-km helicopter-borne magnetic gradiometry and VLF-EM & radiometric survey by CMG Ltd. over Target IV	CMG Airborne, 2010. Report on a Helicopter-Borne Magnetic Gradiometer & VLF-EM and Radiometric Survey, Rogers Creek Property South, Project 2010-001
2011	Miocene Metals Ltd.	Prospecting with Soil-Rock-Silt Sampling & Assaying	Collection and Analysis of 580 soils, 65 rock channel samples, 47 surface rocks, 38 stream sediments, structural mapping & prospecting	Garcia, J.S., 2012b. Report on the 2011-2012 Geochem Survey and Mapping and 2011 Diamond Drilling Activities for Rogers Creek Project, Southwestern British Columbia

Year	Operator	Work Performed	Description	Report Reference
2011	Miocene Metals Ltd.	Diamond Drilling & Core Assaying	Drilling of 2,062 metres (3+2 holes, Targets II & I, respectively) targeting a disseminated copper mineralization & IP anomaly (702 Samples)	Garcia, J.S., 2012b. Report on the 2011-2012 Geochem Survey and Mapping and 2011 Diamond Drilling Activities for Rogers Creek Project, Southwestern British Columbia
2012	Miocene Metals Ltd.	Prospecting with Soil-Rock-Silt Sampling (un-assayed)	Collection and Analysis of 532 soils, 13 surface rocks, and 239 core samples. All 2012 samples are in storage in Pemberton awaiting assay	Garcia, J.S., 2012b. Report on the 2011-2012 Geochem Survey and Mapping and 2011 Diamond Drilling Activities for Rogers Creek Project, Southwestern British Columbia
2013	Miocene Metals Ltd.	Physical Property Measurements and Review of Drill Core	Magnetic susceptibility measurements, and chargeability and resistivity measurements were collected from drill core, and a review of the geological logging was carried out with particular emphasis on structure and alteration	Baird, S.J., 2014. Assessment Report on the 2013 Rogers Creek Exploration Activities - July 2014, Southwestern British Columbia
2015	Miocene Metals Ltd.	Alteration and Geological Mapping & Core Review	Caracle Creek International Consultants reviewed selected drill holes and field outcrops with Carube Copper Corp.	Baird, S.J., 2016. Assessment Report on the 2015 Rogers Creek Exploration Activities - Sept 2016, Southwestern British Columbia
2015	Miocene Metals Ltd.	Induced-Polarization Survey	6 L-km ground IP-Survey by SJ Geophysics on Target Area I at 25m resolution over 2 lines located north of the IP-Survey performed in 2009 by Abitibi Geophysics.	Baird, S.J., 2016. Assessment Report on the 2015 Rogers Creek Exploration Activities - Sept 2016, Southwestern British Columbia
2015	Miocene Metals Ltd.	Assaying of Soils Taken in 2012	169 Soil samples collected in 2012 from Target Areas I and IV were submitted for analysis with ALS Chemex.	Baird, S.J., 2016. Assessment Report on the 2015 Rogers Creek Exploration Activities - Sept 2016, Southwestern British Columbia
2016	Carube Copper Corp.	Mira Geosciences Data Compilation and Modelling	Compilation, merging, inversion, and modelling of all available data on the property with final integration into Geoscience Analyst for viewing.	Baird, S.J., 2017. Assessment Report on the 2016 Rogers Creek Exploration Activities - Dec 2017, Southwestern British Columbia
2016	Carube Copper Corp.	Geochemical Interpretation and Vectoring	Compilation and interpretation of all surface geochemical data for “porphyry cap indicators” by Rampton Resource Group to assist with vectoring towards hidden/buried porphyry deposits	Baird, S.J., 2017. Assessment Report on the 2016 Rogers Creek Exploration Activities - Dec 2017, Southwestern British Columbia
2016	Carube Copper Corp.	Recon & Soil Sampling	Reconnaissance along newly built logging roads and collection of 42 Soil samples (including 2 QA/QC) submitted for analysis.	Baird, S.J., 2017. Assessment Report on the 2 016 Rogers Creek Exploration Activities - Dec 2017, Southwestern British Columbia
2019	Tocvan Ventures Corp.	Induced-Polarization Survey	2.6 L-km ground IP-Survey by SJ Geophysics on Target Area I at 25m resolution over 1 line located 200m north of the IP-Survey performed in 2015 by SJ Geophysics. The 2015 and 2019 survey data were merged and inverted into a 3D model.	Malek, C. and Pandur, K., 2020. Assessment Report on the August-September 2019 Rogers Creek Exploration Activities - Feb 2019, Southwestern British Columbia
2019	Tocvan Ventures Corp.	TerraSpec Alteration Study	Collection of 626 TerraSpec Halo alteration readings on all available core (557 readings) and limited outcrop (69 readings) along logging roads. Analysis and modelling of data by an alteration specialist.	Malek, C. and Pandur, K., 2020. Assessment Report on the August-September 2019 Rogers Creek Exploration Activities – Feb 2019, Southwestern British Columbia

Wallbridge Mining (2007-2009)

Initial work on the Rogers Creek Project consisted of mapping and rock and soil sampling over the site of the original logging road discovery showing and the adjacent magnetic low seen on the regional magnetic maps. Rock grab samples of outcrop were collected along logging roads and B horizon soils were collected from upslope of the roads to avoid contamination (Jago, 2008 and 2009a).

After the initial due diligence work and realizing the high potential of the project, Wallbridge secured an option agreement on the Rogers Creek Project in early 2008 and commenced a major field program including ~1,506 line-km of airborne magnetic gradiometer and VLF-EM surveys flown over the northern two-thirds of the project by CMG Ltd. (CMG), of Rockwood, Ontario (Jago, 2009b).

Results of the airborne survey (Figure 6-1) provided definition of the magnetic feature evident on the regional magnetic maps and defined a circular 6 x 2 km ovoid magnetic feature “Caldera Structure” covering Target Areas I and II (Figure 6-2), which is centred on two ~1.6 km diameter magnetic lows, and which is the locus of the original discovery showing and anomalous silt, soil, and rock samples.

A 41 line-km DCIP survey was completed over Targets I and II during the summer of 2009 by ABITIBI Geophysics Ltd. of Val D’Or, Quebec. The survey defined several significant chargeability and resistivity features and helped to focus an initial 3 hole drilling program (Holes WRC-001-003) on the western margin of Target I that was completed in the fall of 2009.

Miocene Metals (2010-2014)

The 2010 summer exploration program consisted of surface mapping and prospecting conducted along roads, streams, grid lines, and slopes in selected areas. Collection and analysis of 1,217 soil, 43 stream sediment, and 58 surface rock samples was completed (McDonough, 2011).

The field areas were readily accessible using ATVs and 4-wheel drive trucks along a well- developed logging road network. A crew of 5 to 8 persons utilized a temporary three trailer camp with two semi-permanent wooden structures established on a private lot off-property in the Lillooet River valley near the Skookumchuck hot springs.

High-priority target testing in 2011 of previously identified mineralized areas with 3 drill holes in Target II and another 2 drill holes in Target I for a total of 5 drill holes totaling 2,062.0 metres.

Prospecting with mapping and sampling were also carried out in 2011 and 2012, targeting previously defined areas as follows; From June to November 2011, prospecting, geologic mapping, and sampling generated 65 rock channel samples, 47 rock grab samples, 38 silt samples, and 580 soil samples. From May to June 2012 and Aug 2012 prospecting, geologic mapping, and sampling generated 532 soils, 13 rock, and 239 core samples. All collected samples were stored in Pemberton, British Columbia, for future analysis.

FIGURE 6-1. TARGET AREAS FOR THE ROGERS CREEK PROJECT OVERLAIN ON TOTAL FIELD MAGNETICS.

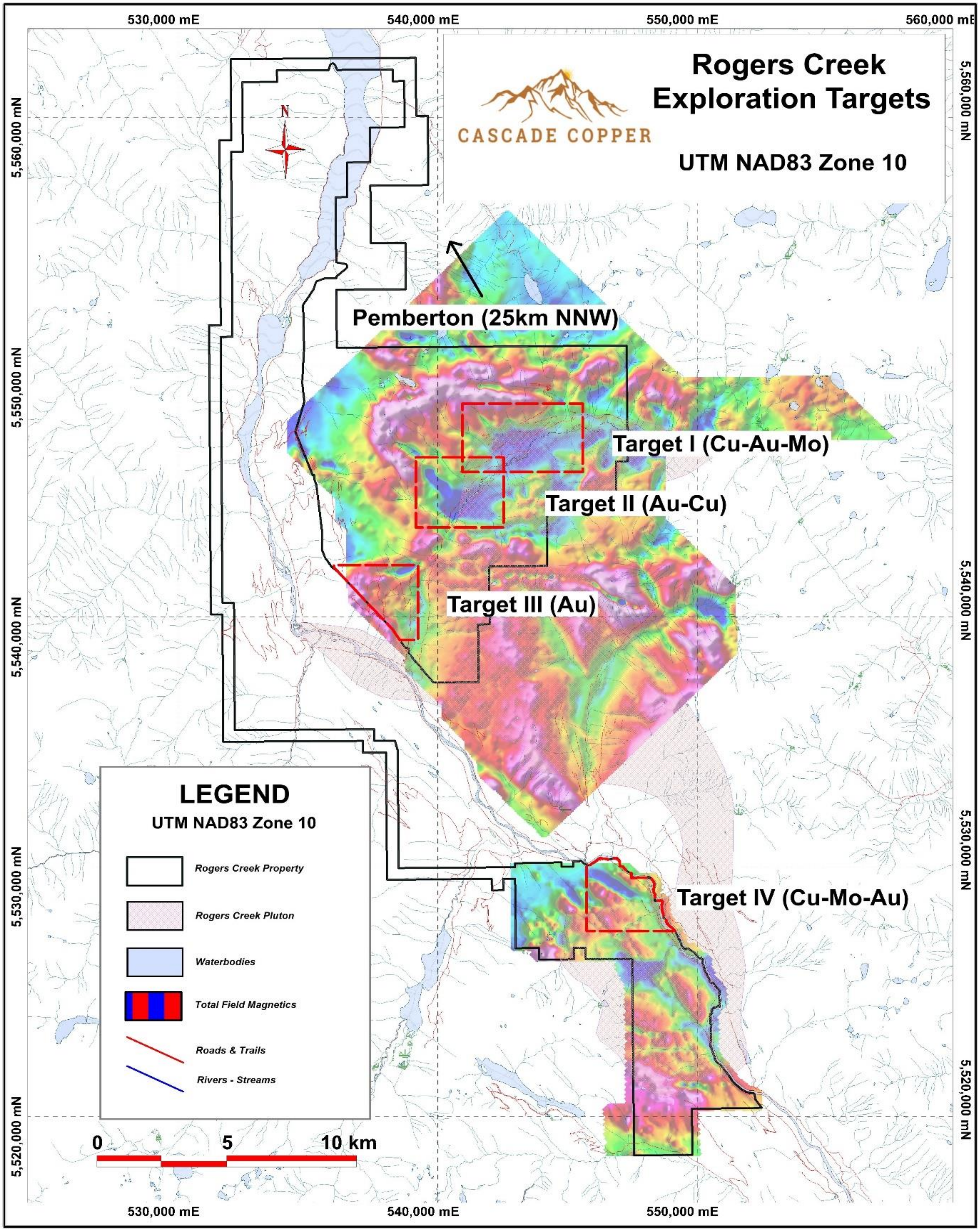
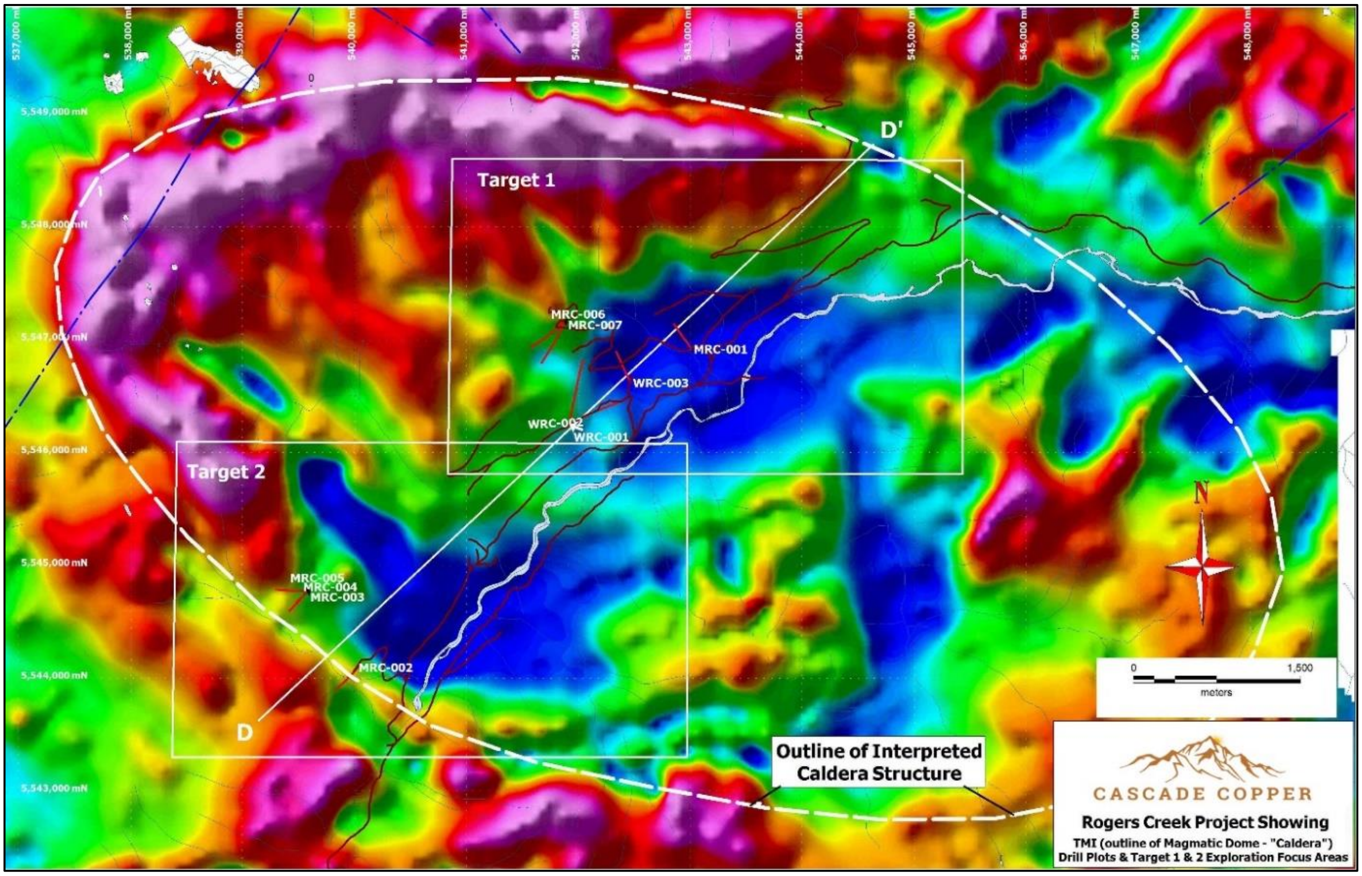


FIGURE 6-2. DRILL HOLE COLLAR TRACE LOCATIONS OVERLAIN ON TOTAL FIELD MAGNETICS AND THE OUTLINE OF THE INTERPRETED CALDERA.



Work conducted during 2013 consisted of a general review of all historical drill core and included collection of magnetic susceptibility readings and chargeability/resistivity readings from the core. A GDD SCIP portable drill core sample survey meter was used to collect chargeability and resistivity readings on all existing Rogers Creek drill core at an average interval of 10-12 metres. Magnetic susceptibility measurements were taken using a GDD handheld KT-9 magnetic susceptibility meter. A minimum of 4-5 readings were taken per box of core and then averaged internally within the instrument and entered into a database (McDonough, 2011).

Carube Copper (2015-2018)

During September 2015, SJ Geophysics Ltd. of Surrey, British Columbia was contracted by Carube to acquire 6 line-km of Volterra-2DIP data on the Target Area I of the Rogers Creek Project just northwest of the existing survey targeting a deep-seated copper-gold porphyry system.

During August and September 2015, Stephen Wetherup, working for Caracle Creek International Consulting, was contracted by Carube to conduct a 3-day study on the Rogers Creek Project focusing on alteration to help vector towards and target a deep-seated copper-gold porphyry system. The core review study was conducted over 2-days in August 2015 and an outcrop review was performed on September 15, 2015.

Of the 532 soils, 13 rock, and 239 core samples collected by Miocene in 2012 and put into storage, 169 soils Targets I and IV were prioritized in 2015 and submitted for 48-element ICP-MS and PGM-ICP23 gold analysis to ALS Laboratories of North Vancouver, British Columbia. Additionally, 19 pulps were selected from previously assayed samples with ALS Laboratories for reanalysis at AGAT Laboratories as a check and balance between laboratories.

Between January and April 2016, Mira Geosciences Ltd. (Mira) of Vancouver, British Columbia was contracted by Carube to level and merge the new 6 line-km of Volterra-2DIP data surveyed in 2015 with the existing 41 line-km DCIP survey data from 2009. Following successful merging, Mira was contracted to compile, clean up, and integrate all existing property data and merge it in to a single, usable 3-dimensional format that can be imported and manipulated within their Geoscience Analyst 3D software with capability of being exported to other GIS and 3D formats. The airborne magnetic and radiometric data was also modeled and input into the model. In addition, all surface sample data, downhole geochemical, geological, and geophysical data, and geographical data were also incorporated for easy comparison.

Following the review and interpretation of all geochemical surface data by consultant Vern Rampton from Rampton Resource Group between June and August 2016, prospecting along gaps in soil data and open anomalies took place in conjunction with collection and analysis of 42 soil samples (including QA/QC) in September and October 2016, respectively. The soil samples were submitted for 48-element ICP-MS and PGM-ICP23 gold analysis to ALS Laboratories of North Vancouver, British Columbia. No significant rock samples were encountered worthy of analysis.

Tocvan Ventures Corp. (2019-2021)

Work on the Rogers Creek Project was carried out by First Geolas Consulting on behalf of Tocvan Ventures Corp. in two phases from late August to early September 2019 and mid to late September 2019. The purpose of Phase 1 was to evaluate and interpret the alteration characteristics of historical drill core and limited surface exposures on the Project. A total of 626 TerraSpec Halo readings were collected (69 from outcrop and 557 from historical drill core). Phase 2 was a ground based induced polarization-resistivity survey (IP survey) conducted by SJ Geophysics. The one line, 2.6 line-km survey aimed to expand on the "open-ended" chargeability anomaly modeled from the 2015 IP survey. SJ Geophysics also performed leveling and inversion of the combined 2015 and 2019 surveys to better define the northern extent of the anomaly.

An ASD TerraSpec Halo VIS-NIR-SWIR spectrometer rented from Reflex in Vancouver was used to collect the alteration data. All the historical drill core other than two holes, MRC-001 and WRC-003 were systematically scanned box by box using the TerraSpec Halo and visually recording clay alteration and depth, describing the alteration and lithological features, and recording spectral data. Exposed outcrop in road cuts from various locations in Target I and II were also scanned with the TerraSpec. All the spectral data collected was supplied to Kim Heberlein to perform a more advanced interpretation of the spectral data.

Results

Work to date has identified four main "Target Areas" (Figure 6-1) within the Miocene aged Rogers Creek Pluton based on geophysics, geochemistry, and the presence of alteration and/or mineralization. Most work to date has focused on Target Areas I and II, centred by two magnetic lows within a circular magnetic feature (Figure 6-2) over the northwestern part of the intrusion. Structurally controlled zones of mineralizing retrograde sericite-chlorite after potassic alteration have been identified in several widespread areas. A-, B-, D-, veins have been verified throughout Targets I and II. Multiple, large mono- to polymictic breccia pipes (syn- to post mineral) have been mapped with crosscutting late base metal veins. Porphyritic dykes have been mapped in structurally controlled fault zones adjacent to fragmental breccias flows.

Surface Sampling

To date, at least 1,071 surface rock grab and channel samples, 3,398 soil samples, and 334 silt and heavy mineral stream sediment samples (Figure 6-3) have been collected and assayed for multi-element ICP and gold within the Rogers Creek Project by various operators. Some of these samples returned highly elevated copper, molybdenum, and gold values associated with porphyry-related veining that warrant the continued systematic exploration for a potentially buried "porphyry centre".

Targets I and II

Streams draining Targets I and II (Figure 6-4) returned silt samples containing up to 464 ppb gold, 835 ppb silver and 73 ppm copper versus background values of approximately 2.5 ppb gold, 20 ppb silver, and 15 ppm copper. Quartz-sulphide veins on the periphery and cutting Target I breccia returned gold and silver values up to 23.1 g/t gold, 232 g/t silver, 0.69% copper, and 81.4 ppm molybdenum. The strong stream and rock geochemistry is reflected in the broad distribution of gold (>25 ppb Au) and copper (>100 ppm Cu) soil anomalies within the 6 x 2 km area encompassing Targets I and II and to a lesser extent Target III, with a dominant gold signature.

Soil sampling has defined multiple gold- and copper-in-soil geochemical anomalies (> 25 ppb Au and >100 ppm Cu, respectively) particularly along the western (up to 0.242 g/t Au) and northern margins (up to 0.542 g/t Au) of the magnetic low, which also is flanked on the northern margin by several chalcopyrite occurrences. Soil sampling in Target II delineated an open-ended, north-northwest trending soil anomaly over a 200 x 1,200 m area, defined by gold-in-soil values of between 25 and 542 ppb gold and copper-in-soil values between 100 and 1,115 ppm copper (Figure 6-4).

Mapping, prospecting, and surface sampling within the Target II soil geochemical anomaly located gold/copper mineralization within an 80 x 100 m area. The mineralization, hosted by silica-sericite-chlorite altered biotite+/-hornblende granodiorite, consisted of up to several percent disseminated chalcopyrite and lesser pyrite with rare chalcopyrite and pyrite veins up to 1 cm wide.

FIGURE 6-3. OVERVIEW LOCATION MAP OF ALL ASSAYED HISTORICAL SURFACE SAMPLES.

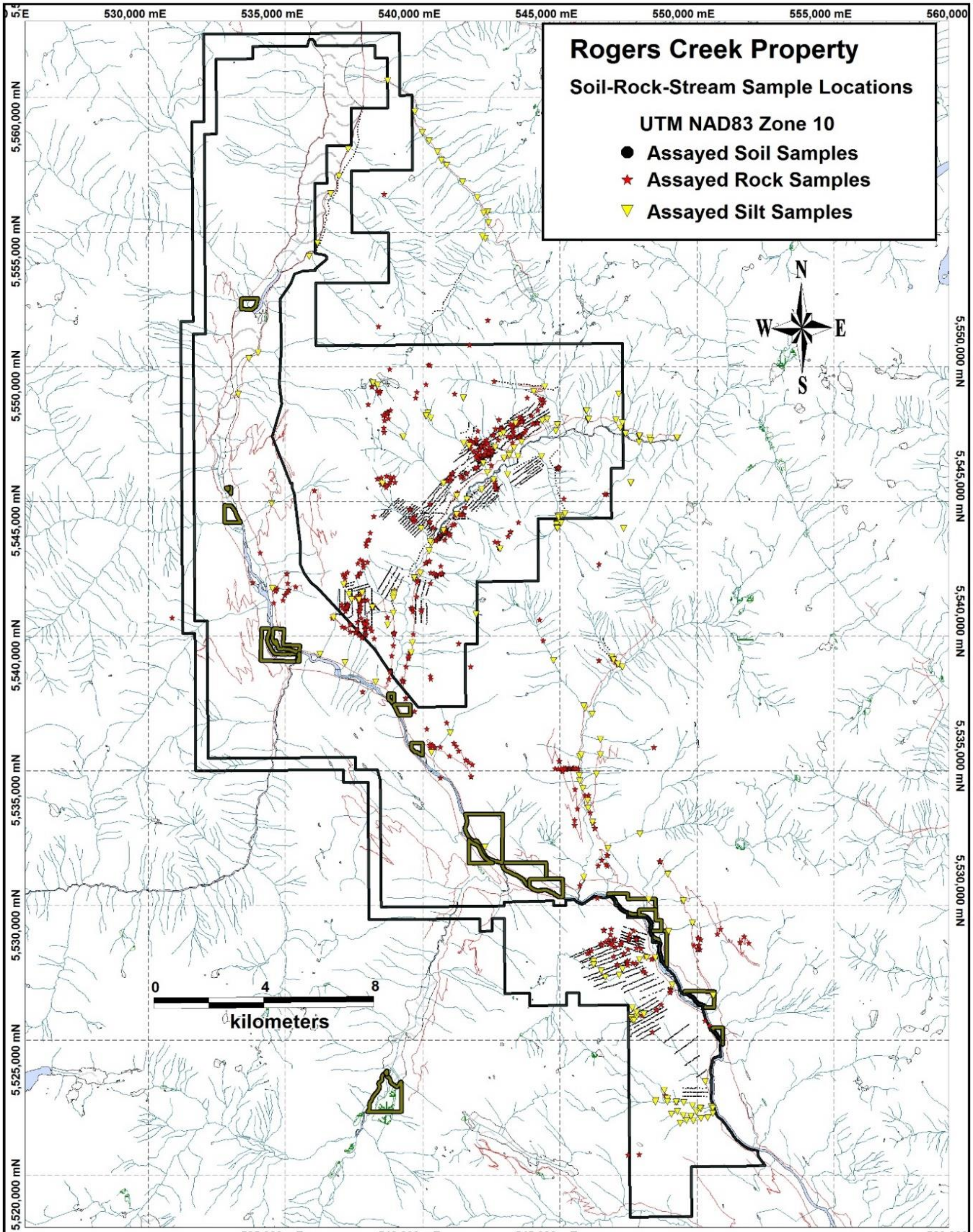
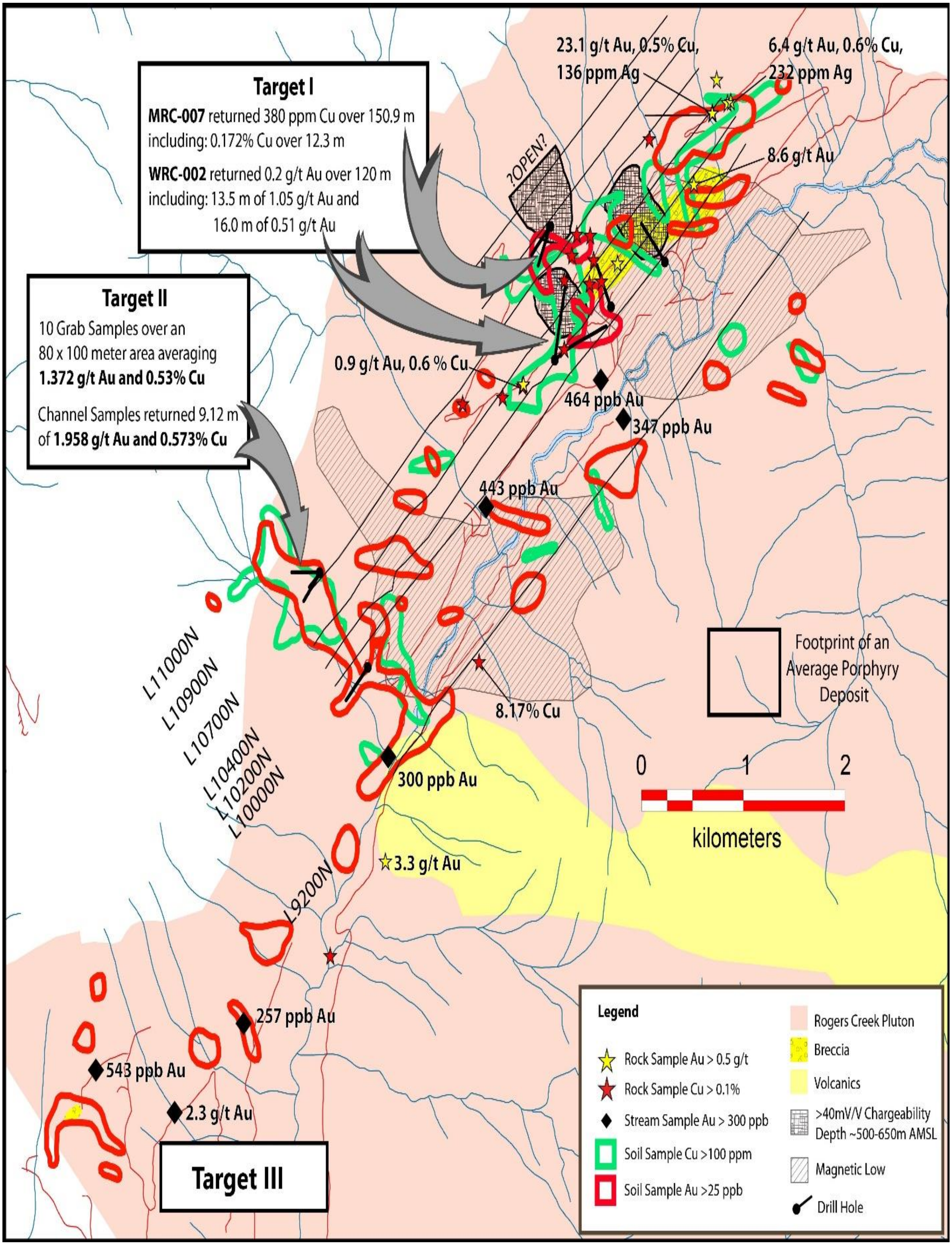


FIGURE 6-4. MINERALIZED ZONES OVER TARGET AREAS I, II, AND III.



An initial 10 rock grab samples, excluding one crosscut by a pyrite-chalcopyrite vein which returned 3.72% Cu, 15.75 g/t Au, and 91.9 g/t Ag, averaged 1.372 g/t Au, 0.53% Cu, and 11.97 g/t Ag. Target II highlight samples included:

- Sample K881055: 3.72% Cu, 15.75 g/t Au and 91.9 g/t Ag.
- Sample K881054: 0.72% Cu, 4.91 g/t Au and 25.8 g/t Ag.
- Sample K881053: 0.79% Cu, 2.19 g/t Au and 21.6 g/t Ag.
- Sample K880323: 0.82% Cu, 0.836 g/t Au and 8.95 g/t Ag.

Channel sampling of the Target II surface mineralization returned 9.12 m of 1.958 g/t Au, 0.573% Cu and 13.7 g/t Ag, confirming the results of the rock grab samples.

Occurrences of copper and gold mineralization have also been found along a logging road between Targets I and II, where chalcopyrite and bornite mineralization is exposed in narrow "A" and "D" vein assemblages, along fault planes, within chloritic hydro-fractures, and a fluid exsolution pipe. Selective rock grab samples returned up to 6,850 ppm copper with weakly to moderately anomalous gold and silver values.

Target III

At Target III, a 200 m diameter zone of hematite and clay/sericite/tourmaline-altered breccia was located in an area of anomalous Au-in-silt values (up to 2.3 g/t Au) and zones of intense silica and potassic alteration. Stream sediment samples with anomalous gold (*see* Figure 6-4) were recovered from streams that drain roughly east-west and north-northeast trending structures. These host zones of intense quartz-sericite-pyrite alteration up to 5 m wide that have returned up to 0.82 g/t Au. This target has not been drill-tested.

Target IV

Target IV, located about 18 km south of the original discovery area in Target I (*see* Figure 6-1) and consists of surface showings of copper-molybdenum mineralization found during prospecting along new logging roads, as well as soil geochemical anomalies defined by limited follow-up work. Molybdenite and chalcopyrite are observed on fractures and joint planes with values up to 0.34% Cu, 3.84 g/t Au, 75 g/t Ag, and 241 ppm Mo in rock grab samples.

Geophysical Surveys

Airborne Geophysics

2009 Wallbridge Airborne Magnetics Survey

Results of the airborne magnetics survey directed over the northern "main block" of Rogers Creek (*see* Figure 6-1) by Wallbridge provided definition of the magnetic feature evident on the regional magnetic maps and defined a circular 6 x 2 km ovoid magnetic feature "Caldera Structure" covering Target Areas I and II (*see* Figure 6-2), which is centred on two ~1.6 km diameter magnetic lows, which is the locus of the original discovery showing and anomalous silt, soil, and rock samples (Jago, 2009b).

2010 Miocene Airborne Magnetics Survey

Results of the airborne magnetics survey conducted by Miocene in 2010 (*see* Figure 6-1) covering Rogers Creek South block where Target IV is located provided definition of interesting NW-SE "arc parallel" structures being intersected by NNE-SSW "transpressional" structures creating large zones of magnetic lows at the intersections. These zones were interpreted be possible zones of magnetite destruction or phyllic alteration related to a porphyry system and follow-up inversion and 3D modelling was recommended (Garcia, 2011a).

Ground Geophysics

Induced polarization-resistivity surveys are particularly suited for exploration of porphyry systems by the detection of disseminated sulphide mineralization. Under ideal circumstances, high chargeability anomalies correspond to disseminated metallic sulfides (pyrite+/-chalcopyrite) halos typically surrounding porphyry centres.

2009 Wallbridge IP Survey and Inversion

The survey revealed the start of a large "open ended" chargeable body >30mV/V and corresponding low resistivity in the centre of the survey lines that comes near surface. It also shows that the IP bodies likely extend further into the hill and additional lines should be surveyed farther uphill and the data merged to test this theory.

2015 Carube IP Survey

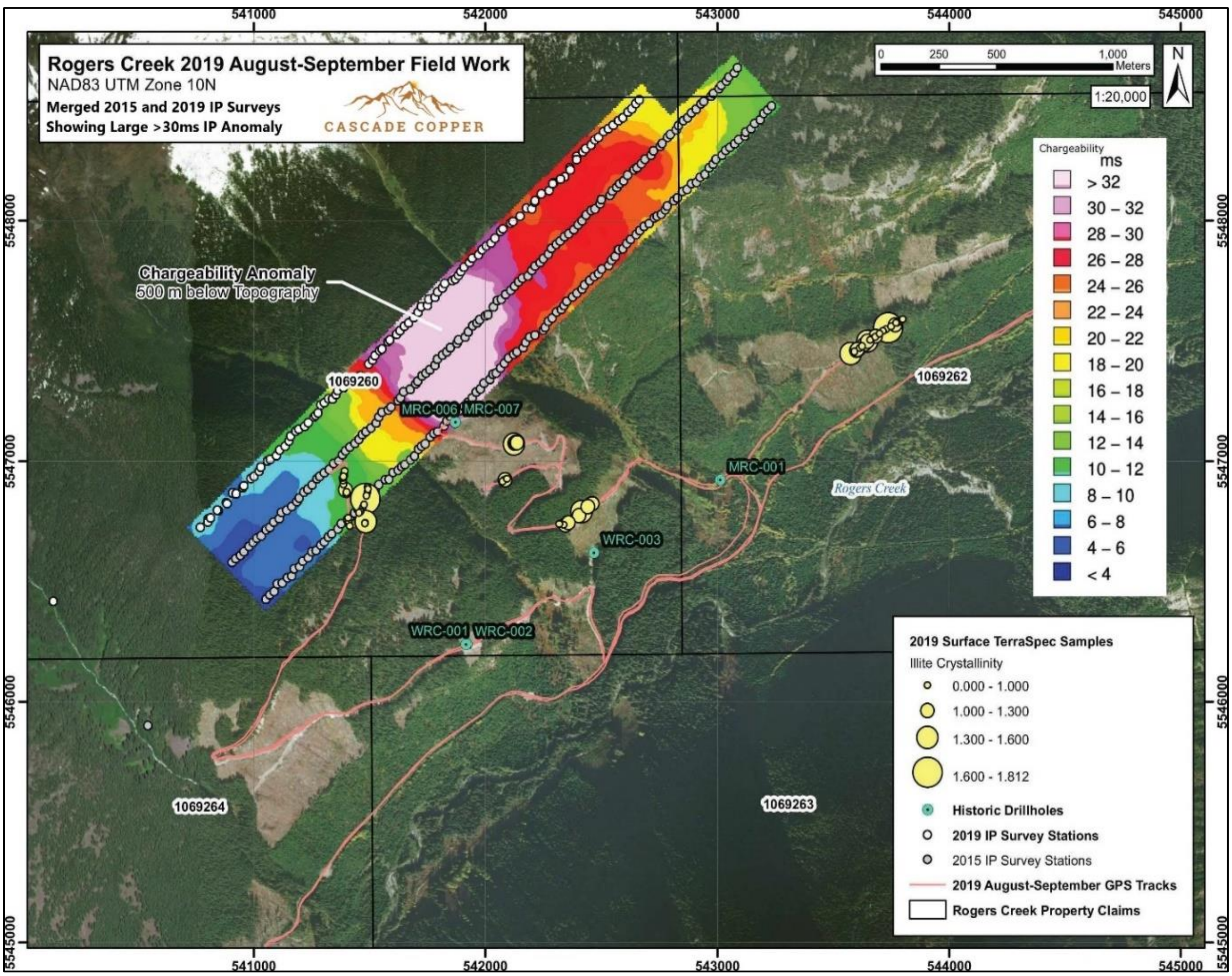
Two 3 line-km Volterra-2DIP survey lines totaling 6 line-km (L10900N and L11100N) were added to the northwest above the existing 2009 survey in the Target I area of the Rogers Creek Property targeting a deep-seated copper-gold porphyry system represented by the large chargeable anomaly found in 2009. The new lines confirmed and expanded on the uphill (inward and deeper), "open- ended" IP anomaly from the 2009 survey above Line L10700N as well as cover a promising large anomalous copper-gold geochemical zone.

The survey revealed a new, large "open ended" chargeable body of 30 to >40 ms (Figure 6-5) and corresponding low resistivity in the centre of the survey lines that comes near surface. It also shows that the 2009 IP bodies did extend uphill. This data has been combined with the 2009 raw survey data, levelled, and then modelled as a single unit confirming the target IP body in 3-dimensions.

2019 Tocvan IP Survey and Inversion

In 2019, Tocvan aimed to expand on the large and significant high chargeability anomaly detected in 2009 and 2015 IP surveys over Target I by adding an additional IP line 200 m to the northwest. The 2019 survey data was combined with the 2015 survey data and SJ Geophysics completed a geophysical inversion to estimate the 3D distribution of the subsurface physical properties (density, resistivity, chargeability, and magnetic susceptibility). The 2019 survey data and the resulting 3D model show a strong high chargeability anomaly approximately 1,000 x 500 m in horizontal dimensions and between approximately 300 m and 600 m below topography (Figure 6-5). Notably, there has been no drilling to test of this anomaly since it was first detected in 2015.

FIGURE 6-5. MERGED 2015 AND 2019 IP GEOPHYSICAL DATA SHOWING LARGE CHARGEABILITY ANOMALY.



Alteration and Vectoring Studies

Caracle Creek Alteration Study

The 2015 Caracle Creek alteration study of outcrop throughout Targets I and II and all available drill core confirmed previous interpretations of an early potassic event being overprinted by a retrograde mineralizing chlorite-sericite event. It has also revealed several new insights into possible origins, relative heat and timing of the “breccias” and other features as well as several new observations such as a possible “pebble dyke” system within drill hole WRC-003.

Rampton Group 2016 Geochemical Vectoring Study

The 2016 Rampton Resources Group geochemical vectoring study was undertaken to assist in delineating drill targets. Contoured plots were created for a total of 40 elements to determine the location and area of anomalous (>90th and 95th percentiles) enhanced (>75th percentile) and depleted (<25th percentile) zones for each element. These plots, when compared, could determine the relationships between elements and what these relationships might mean relative to rock lithologies, alteration, and hosted mineralization.

A total of 8 geochemical (soil) zones, with each zone having unique association between elements, were determined. The three main zones of interest residing over the chargeability and soil anomalies were Zone 4, correlating to Target I, Zone 2, correlating to Target II, and Zones 7/8, located on the south side of the Rogers Creek Valley.

Element associations in Zone 2 (Target II) are suggestion of a vein or stockwork system trending NNW. The Cu and Au plots suggest a vein system containing meaningful values of Cu and Au. At the northern end of Zone 2, plots for numerous porphyry indicators, including Se, Sn, and W suggest the possible presence of a subsurface porphyry there or to the north of the sampled ground. This zone merits exploration to test for economic grade Au and Cu vein-type mineralization.

Zone 4 (Target I) appears to be highly mineralized demonstrated by numerous plots. Broad NNW trending bands of high values for Zn, Pb, and Ag suggest silver-rich base metal mineralization within most of Zone 4. The presence of high values for elements with affinity for porphyries such as In, W, Sn, Bi, and Tl are present as broad bands showing high values. The extent and location of highs for certain porphyry indicators suggest the presence of Ag- rich base metal veining being replaced by porphyry dyke and other porphyry bodies as one moves northward and to depth in this Zone. The element association also suggest the possibility of Cu-Au porphyries at depth in various locations at the north end of Zone 4 or even to the north beyond the zone’s present definition. The presence of base metals here indicates the porphyries may be at depth.

The soil geochemistry of Zones 7 and 8 dramatically differ from those north of the river. Porphyry indicators such as W, Sn, Bi, Se, Tl, and In all suggest the presence of a subsurface porphyry under a portion of Zones 7 and 8, the configuration of other elements such as Hg and As also point to a subsurface porphyry. The high soil values for Mo indicate a Mo rich porphyry in contrast to those north of the river where higher Au values are expected to complement Cu.

Tocvan TerraSpec Halo Clay Alteration Study

The systematic collection of spectral data from the historical drill core successfully characterized the alteration features observed on the Rogers Creek Project. The limited surface spectral data from outcrop were constrained to Target I and highlight specific areas of anomalous alteration features. Alteration associated with porphyry style mineralization is reasonably well understood and quantifying the alteration, particularly the illite-muscovite-sericite seen on the Rogers Creek Project can aid and vector future exploration. Measured white mica on the Rogers Creek Project is predominantly muscovitic to low Al composition (phengitic). High Al (paragonitic) illite is rare and associated with gypsum and/or Fe carbonate. Illite crystallinity ranges from illite-smectite to highly crystalline illite. The white mica crystallization index, calculated by Kim Heberlein, is the ratio of depths of the 2200 nm AlOH feature over the 1900 nm water feature where values increase with crystallinity and thus are indicative of temperature of formation. The outcrop spectral data shows highly crystalline illite in outcrop throughout Target I (*see* Figure 6-5).

Highly crystalline illite was detected only in drill holes MRC-006, MRC-007, and WRC-002 near the chargeability anomaly. Within the drill holes, particularly at depth in drill hole WRC-002, the highly crystalline illite is spatially associated with the chargeability anomaly.

The white mica crystallization index and smectite content detected by the spectral analysis show perhaps the most attractive relationship with the chargeability anomaly. The degree of crystallization in white mica is related to temperature of formation, with higher crystallinity associated with higher temperature. Drillholes MRC-006 and MRC-007 have consistently higher white mica crystallinity (temperature) near the chargeability anomaly and the bottom ~200 m of the drill holes record lower white mica crystallinity values suggesting a move away from the source.

Increased smectite was detected in the drill holes surrounding the zone of highly crystalline white mica. Smectite typically occurs in zones peripheral to an illite/sericite zone in porphyry systems. Such zonation of the illite-smectite series is indicative of a decreasing temperature with increasing distance from the centre of a hydrothermal system. The distribution of smectite content in the historical drill holes and outcrop samples shows an intriguing relationship with the chargeability anomaly and provide an intriguing vector a potential “porphyry centre”.

Data Compilation/Interpretation and 3D modelling

The magnetic low defining Target I was shown by field work to largely coincide with a recessively weathering, 1.6 km diameter magnetic low centred immediately to the north of Rogers Creek at the intersection of a number of regional and local fault sets. Based on outcrop exposures along logging road networks, the magnetic low was shown to be occupied by a polymictic breccia pipe similar to other porphyry deposits world-wide. The breccia pipe is largely clast-supported with a marginal phase of in-situ brecciated Rogers Creek granodiorite that is transitional into a hydrothermally altered clast- and locally matrix-supported breccia dominated by feldspar-phyric rock clasts and rock flour matrix with rare malachite-stained (i.e. Cu mineralized) rock clasts. Zones of intense argillic (clay) alteration are centred on vertical faults.

Propylitic (pyrite-carbonate-epidote) alteration extends up to 1,000 m beyond the margins of the magnetic low and breccia pipe and may contain up to several percent pyrite ± chalcopyrite mineralization. Intense phyllic (quartz-sericite-pyrite) alteration is confined to the extent of the magnetic low and overprints an earlier phase of potassic (K-feldspar-biotite) alteration, which has largely only been seen in drill core but is exposed along “Copper Road” within a Cu-mineralized fluid exsolution pipe.

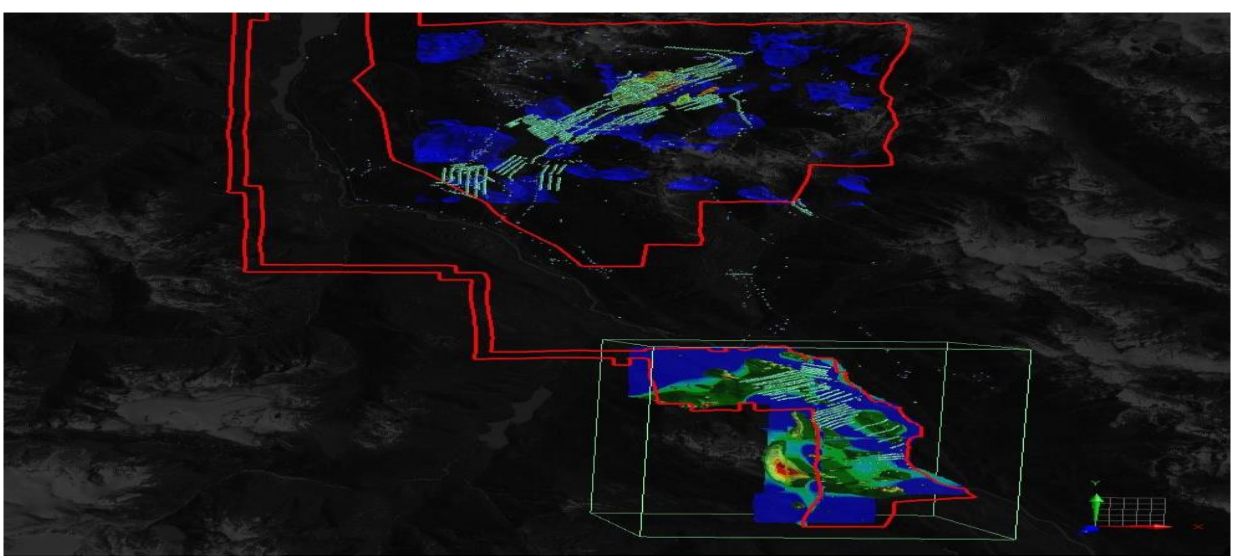
Structurally controlled zones of mineralizing retrograde sericite-chlorite after potassic alteration have been identified in several widespread areas. A-, B-, and D-veins have been verified throughout Targets I and II. Multiple, large mono- to polymictic breccia pipes (syn- to post-mineral) have been mapped with crosscutting late base metal veins. Porphyritic dykes have been mapped in structurally controlled fault zones adjacent to fragmental breccia flows. Coeval andesitic volcanic and volcaniclastic rocks have been discovered at high elevations, most likely emplaced during intrusion of the main stage Rogers Creek pluton or a slightly later cupola phase.

Mapping and prospecting within Target II revealed that it is cored by a second magnetic low (~1.5 km diameter) and located about 2 km south-west of Target I. Outcrop is very scarce within the margins of the magnetic low with only a few scattered hornblende granodiorite outcrops exposed north of Rogers Creek.

Mira Geosciences 2016 Compilation and 3D Modelling

The 2009 and 2015 IP survey data merging and re-evaluation revealed a new, large “open ended” chargeable body of >30ms and a corresponding low resistivity in the centre of the survey lines and crossing several survey lines that comes near surface. The IP data integrated with all other available Project data with modeled, however, Geoscience Analyst only provides snapshots of the viewer screen of the exported 3D model. Figure 6-6, shows a snapshot of the modeled data including moderate chargeability (30 mV/V) and low to moderate resistivity (30 milli SI) isosurfaces, airborne magnetics modelled isosurfaces, and all surface rock/soil/stream samples on a 20m DEM surface. A full integrated database was generated and packaged for easy viewing in Analyst or individual file export to other 3D software packages.

FIGURE 6-6. MIRA GEOSCIENCES INTEGRATED ROGERS CREEK PROJECT DATA COMPILED IN 3D MODEL



Historical Drilling

There are records of two (2) operators in the Rogers Creek database that have carried out diamond drilling programs focused within Targets I and II (*see* Figure 6-2). The results of each drilling program are recorded and extracted from various historical reports. A total of 10 holes have been drilled on the project by past operators Wallbridge Mining (Jago, 2009a; 2,122.75 m in 3 holes) and Miocene Metals (Garcia 2011b; Garcia, 2012b; 3,086.4 m in 7 holes) (Table 6-2).

TABLE 6-2. HISTORICAL DRILLING BY PREVIOUS OPERATORS ON THE ROGERS CREEK CU-AU PROJECT.

Drill Hole	Easting (m) UTMNAD83	Northing (m) UTMNAD83	Elevation (m)	Total Depth (m)	Azimuth	Dip	Operator
WRC-001	541,922	5,546,242	785	849.8	50	-50	Wallbridge
WRC-002	541,917	5,546,239	785	851	10.5	-45	Wallbridge
WRC-003	542,469	5,546,621	758	422	331	-45	Wallbridge
MRC-001	543,011	5,546,922	721	582.3	315	-60	Miocene
MRC-002	540,053	5,544,116	717	442.1	225	-45	Miocene
MRC-003	539,574	5,544,765	1,212	344.4	220	-50	Miocene
MRC-004	539,574	5,544,764	1,212	196.6	225	-50	Miocene
MRC-005	539,561	5,544,773	1,212	393.3	270	-50	Miocene
MRC-006	541,868	5,547,161	1,117	515	224	-50	Miocene
MRC-007	541,870	5,547,162	1,117	612.7	200	-50	Miocene
				5,209.10			

Drilling Results – Wallbridge (2009)

In 2009, Wallbridge Mining drilled 3 NQ holes (WRC-001 to -003) for a total of 2,122.75 m on Target I at Rogers Creek, targeting IP responses and mineralization observed in surface outcrop on the western edge of the breccia pipe. In 2010, Miocene Metals drilled 2 holes in Targets I and II for a total of 1,024 m and an additional five holes totaling 2,062 m drilled in 2011 (Table 6-3).

WRC-001

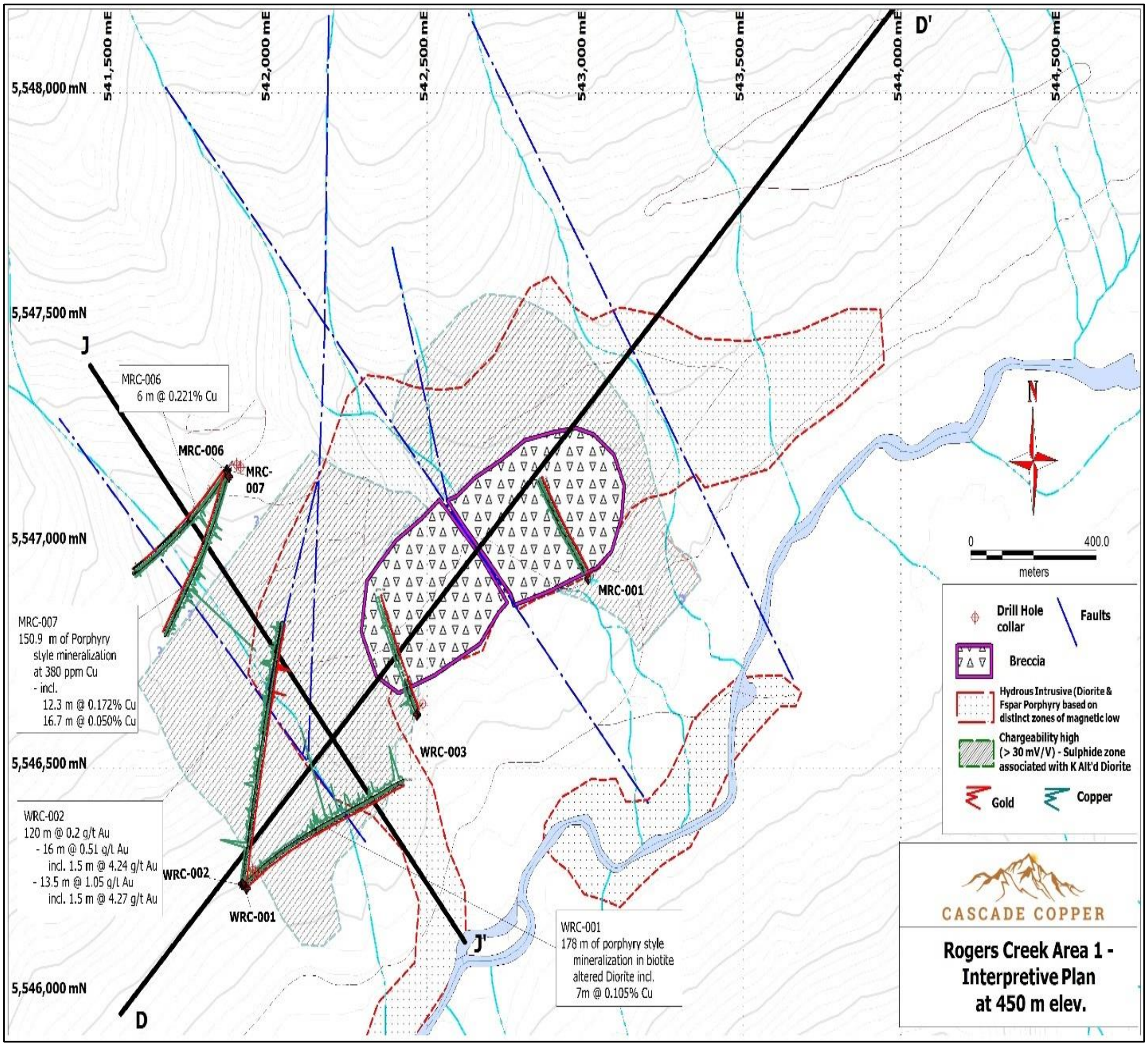
WRC-001, was drilled to test copper anomalies identified in soil samples from 2008 as well as a zone of potassic alteration with associated copper mineralization found in bedrock mapping in 2009 and a strong chargeability anomaly at depth identified by the 2009 IP Survey. The drill hole intersected a fault at 430 m down-hole depth. Mineralization was encountered from 390 m to 430 m and was characterized by disseminated pyrite and minor chalcopyrite. With increasing depth, alteration selvages around quartz-sulphide veins become wider and more intense. The alteration assemblages were characterized by carbonate, chlorite, and minor amounts of sericite.

Mineralization between 408 m and 415 m returned assay values of 0.105% Cu. Between 422 m and 424 m, the core graded 0.107% Cu and 131 ppm Mo. Other anomalous zones were intersected between 461.69 m and 462.55 m (0.20% Cu) and 505.76 m and 508 m (191 ppm Mo) (Figure 6-6).

WRC-002

WRC-002 targeted the same structure as WRC-001 as well as a different portion of the buried IP-response. The weakly mineralized structure identified at approximately 400 m depth in WRC-001 was intersected at approximately 600 m depth at a low angle. It contained an interval of 120 m of 0.2 g/t Au between 598.0 m and 718.0 m down-hole depth. Values within this zone include 0.53 g/t Au over 16 m from 613 m to 629 m, including 4.24 g/t Au over 1.5 m from 627.5 m to 629 m, and 1.53 g/t Au, 0.130% Cu, and 11.2 g/t Ag over 7.5 m from 704.5 m to 712 m, including 4.37 g/t Au, 0.130% Cu, and 20.0 g/t Ag over 1.5 m from 710.5 m to 712 m (Figure 6-6). Veins show increasingly intense alteration ranging from propylitic alteration near surface to intense phyllic alteration, which appears to be associated with dense sets of quartz-sulphide veins just below the intersection with the fault tested by WRC-001. The mineralization occurs in widely spaced quartz-sulphide-anhydrite veins which carry copper and molybdenum.

FIGURE 6-6. ROGERS CREEK TARGET I DRILL HOLE PROFILE RESULTS.



WRC-003

WRC-003 was drilled to establish a spatial and temporal relationship between the granodiorite host rock, breccia formation, and vein-related mineralization observed in outcrop. The hole was expected to collar in Target I propylitic-altered breccia but instead intersected strongly phyllic-altered granodiorite. The breccia often contains barren pyrite mineralization and, along the margins of the breccia pipe, late quartz-sulphide veins that carry significant amounts of silver and lead at surface. In general, mineralization is restricted to anomalous copper and gold values over a core length of ~90 m, but largely outside the contact between the Rogers Creek granodiorite and Target I breccia pipe. Maximum values include 0.16% Cu over a 1.5 m (53.0 m to 54.50 m downhole depth) and 0.202 g/t Au over 1.5 m (30.5 m to 32.0 m downhole depth).

Drilling Results – Miocene Metals (2010)

In summer 2010, Miocene Metals Limited completed two diamond drill holes (MRC-001 and -002) on the Rogers Creek Project that totalled 1,024.39 m (Garcia, 2011b).

MRC-001

MRC-001 was drilled in Target I area and collared approximately 600 m to the northeast of WRC-003 to test the breccia body along strike. Argillic altered phreatomagmatic breccia was encountered. Sporadically distributed "D" veins provided minor, narrow, mineralized intersections with elevated copper and silver concentrations further down hole.

MRC-002

MRC-002 drill tested the southern end of the Cu-Au soil geochemical anomaly as it was defined in 2010. Unfortunately, MRC-002 was terminated early due to a fire-related ban on drilling that year. The hole intersected 35 m of granodiorite followed by quartz diorite to the end of the hole at 442 metres. The quartz diorite is intruded by granodiorite, feldspar porphyry, and mafic dikes.

Mineralization consists of late stage stockworks with associated quartz-epidote veins that contain variable amounts (0.5 to 1.0%) of pyrite, chalcopyrite, and molybdenite. Sulphides are disseminated throughout the host rock. Alteration grades down hole from phyllic to propylitic suggesting that the hole is on the edge of the porphyry system.

Drilling Results – Miocene Metals (2011)

In October-November 2011, Miocene Metals Limited completed five diamond drill holes (MRC-003 to -007) on the Rogers Creek Project that totalled 2,062.0 m (Garcia, 2012b).

MRC-003-004-005

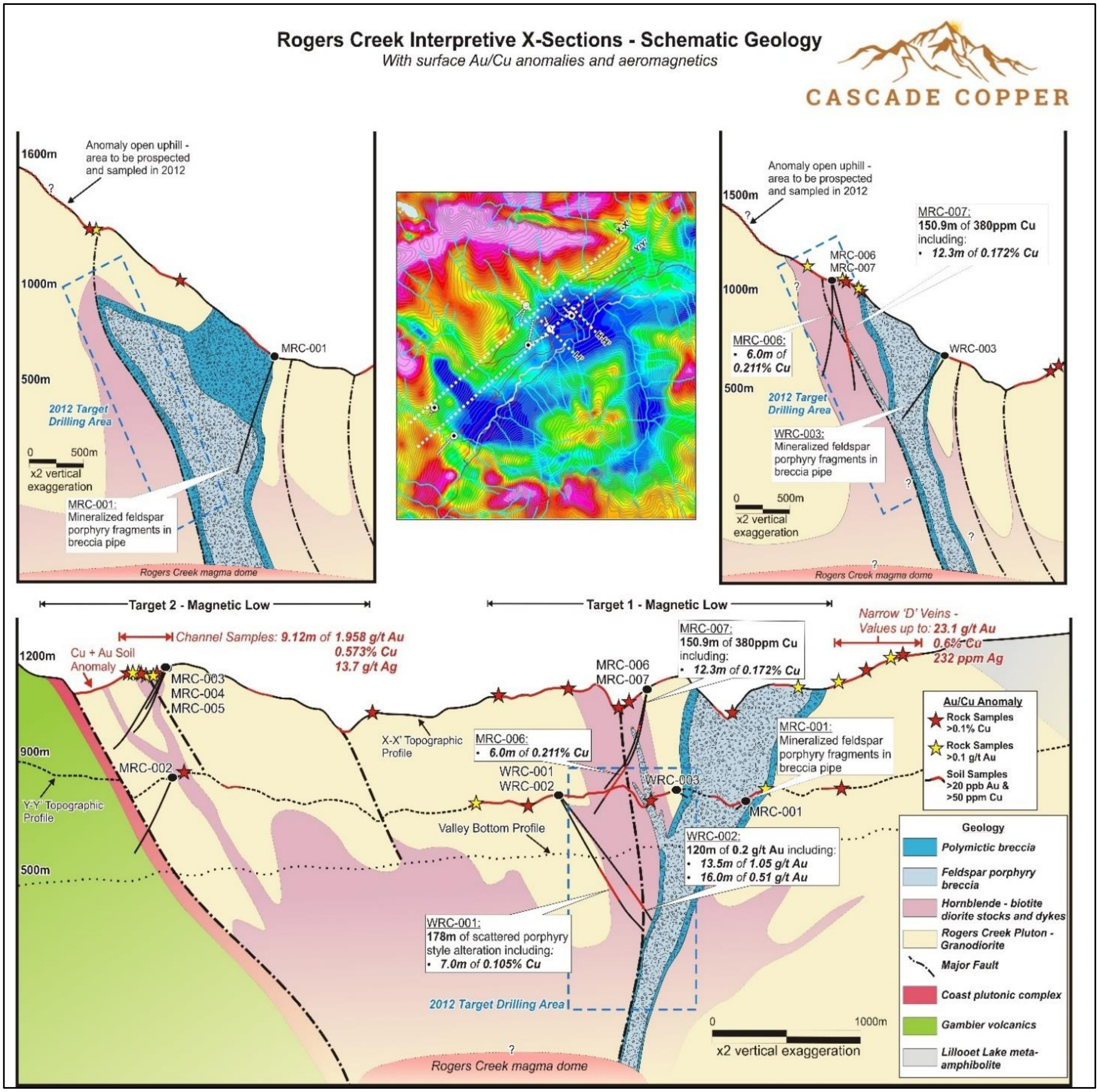
Shallow drilling at Target II with holes MRC-003, 004, and 005 (totaling 933.4 m) was designed to test for continuity below the surface mineralization that is discovered in 2011 and exposed at surface (330° trending body of hornblende-diorite 80m by ~100 m wide), mineralized with disseminated and veinlet chalcopyrite across 13 m width and averaging 0.49% Cu and 1.42 g/t Au. These holes intersected only weakly anomalous gold and copper values but demonstrate that altered and mineralized host rock of the surface showing, and related structures continues to the north beneath the northern extent of the copper and gold soil geochemical anomaly (Figure 6-7).

MRC-006 and -007

At Target I, drill holes MRC-006 and MRC-007 were drilled to test IP anomalies in the area north of the mineralization encountered in drill holes WRC-001 (scattered copper mineralization over 178.45 m, including 0.105% Cu over 7.0 m) and WRC-002 (0.2 g/t Au over 120 m including 1.05 g/t Au over 13.5 m and 0.51 g/t Au over 16.0 m) drilled by Wallbridge in 2009 (Figure 9). The mineralization in these holes is interpreted as being part of an outer pyritic shell that typically occurs on the margins of a buried porphyry system.

Both MRC-006 and MRC-007 intersected elevated copper and gold concentrations within sparsely disseminated pyrite-chalcopyrite mineralization and porphyry-style alteration (propylitic and chloritic/argillic) assemblages along substantial core lengths (up to 150 m). As in holes WRC-001 and WRC-002, alteration assemblages and the intensity of Cu-Au mineralization are consistent with intersections in the outer pyritic halo of a buried porphyry system. Interestingly, it was noted that the intensity of the mineralized stockwork and alteration in MRC-006 appeared to be increasing in the last two core boxes of the drill hole (Figure 6-8).

FIGURE 6-7. INTERPRETIVE DRILL HOLE AND GEOLOGICAL CROSS-SECTION, ROGERS CREEK PROJECT.



The most significant mineralization was observed in Hole MRC-007 (the last hole in the 2011 program), which intersected 380 ppm Cu over 150.9 m from 345.60 to 496.50 m, including:

1. 0.071% Cu over 3.0 m from 200.4 to 203.7 m.
2. 0.089% Cu over 8.0 m from 222.0 to 230.0 m.
3. 0.05% Cu over 16.7 m from 363.0 to 379.7 m.
4. 0.172% Cu over 12.3 m from 422.2 to 434.2 m.
5. 0.067% Cu over 6.0 m from 447.0 to 453.0 m.

As in hole MRC-006 (Figure 6-8), the abundance of mineralized fractures with altered selvages appeared to be increasing from 432 m to the end of the hole.

IGURE 6-8. STOCKWORK-BOXWORK VEINING AT THE END OF DRILL HOLE MRC-006 (GARCIA, 2012B).

TABLE 6-3. SUMMARY OF HISTORICAL DIAMOND DRILL HOLE CORE ASSAY RESULTS, ROGERS CREEK PROJECT.

Drill Hole	From (m)	To (m)	Length (m)*	Cu (%)	Au (g/t)	Mo (ppm)	Ag (g/t)
WRC-001	**408**	**415**	**7**	**0.105**	**0.011**	**95**	**1.4**
	422	424	2	0.107	0.011	131	1.2
	461.69	462.55	0.86	0.202	0.042	10	3.8
WRC-002	**598**	**718**	**120**	**0.027**	**0.204**	**13.37**	**2.14**
incl.	613	629	16	0.021	0.528	15.25	1.38
	627.5	629	1.5	0.028	4.24	3.08	3.28
	704.5	712	7.5	0.13	1.535	96.54	11.23
WRC-003	**11**	**90.5**	**79.5**	**0.023**	**0.009**	**5.05**	**1.32**
incl.	30.5	32	1.5	0.014	0.202	15.55	0.73
	53	54.5	1.5	0.158	0.012	20.2	1.94
	104	105.5	1.5	0.021	0.136	7.49	2.73
MRC-001	**415**	**417**	**2**	**0.016**	**0.061**	**5.97**	**125**
	420.78	421.78	1	0.079	0.05	4.6	52.6
MRC-002	**152.5**	**156.5**	**4**	**0.01**	**0.071**	**1.19**	**0.32**
MRC-003	**61**	**73.5**	**12.5**	**0.041**	**0.03**	**58.27**	**0.6**
incl.	61	69.1	8.1	0.054	0.034	88.84	0.8
incl.	68.2	69.1	0.9	0.347	0.011	791	5.65
MRC-004	**60**	**73.5**	**13.5**	**0.03**	**0.051**	**1.37**	**0.3**
MRC-005	**291.8**	**300.5**	**8.7**	**0.052**	**0.074**	**17.93**	**0.67**
MRC-006	**175.5**	**233.5**	**58**	**0.034**	**0.023**	**5.3**	**4.3**
incl.	189	216	27	0.062	0.008	7.9	2.1
incl.	192	201	9	0.155	0.016	1.6	5
MRC-007	**200.4**	**203.7**	**3.3**	**0.071**	**0.022**	**4.36**	**4.27**
	222	230	8	0.089	0.01	2.04	1.49
MRC-007	**345.6**	**496.5**	**150.9**	**0.038**	**0.009**	**2.73**	**0.93**
incl.	363	379.7	16.7	0.045	0.008	2.17	0.75
	422.2	434.3	12.1	0.172	0.017	5.61	2.82
	447	453	6	0.067	0.01	3.4	1.84

*drill hole lengths are interpreted as core intervals and are not true widths.

GEOLOGICAL SETTING AND MINERALIZATION

The Canadian Cordillera comprises five morpho-geological belts that record Mesozoic accretion of the allochthonous Insular and Intermontane superterranes to North America. From west to east these are the Insular, Coastal, Intermontane, Omineca, and Foreland belts. The Rogers Creek Project is located within the Coastal Mountain Belt of British Columbia (Figure 7-1).

The Coast Belt includes the Coast and Cascade Mountains and extends from south of the British Columbia – Washington State border, some 1,500 km northward up to the southern border of the Yukon Territory and beyond. The Coastal Mountain Belt is made up mostly of 185- to 50-million-year-old granitoid rocks, plus scattered remnants of older, deformed sedimentary and volcanic rock into which the granitic bodies have intruded. The last 40 million years, however, have been shaped by magmatism related to development of the Cascade Magmatic Arc (Figure 7-2), formed by subduction of the Juan de Fuca Plate beneath the North American Plate (Monger and Journeay, 1994).

FIGURE 7-1. GEOLOGICAL SUBDIVISIONS OF THE CORDILLERAN BELT IN BRITISH COLUMBIA, CANADA AND THE LOCATION OF THE ROGERS CREEK PROJECT.

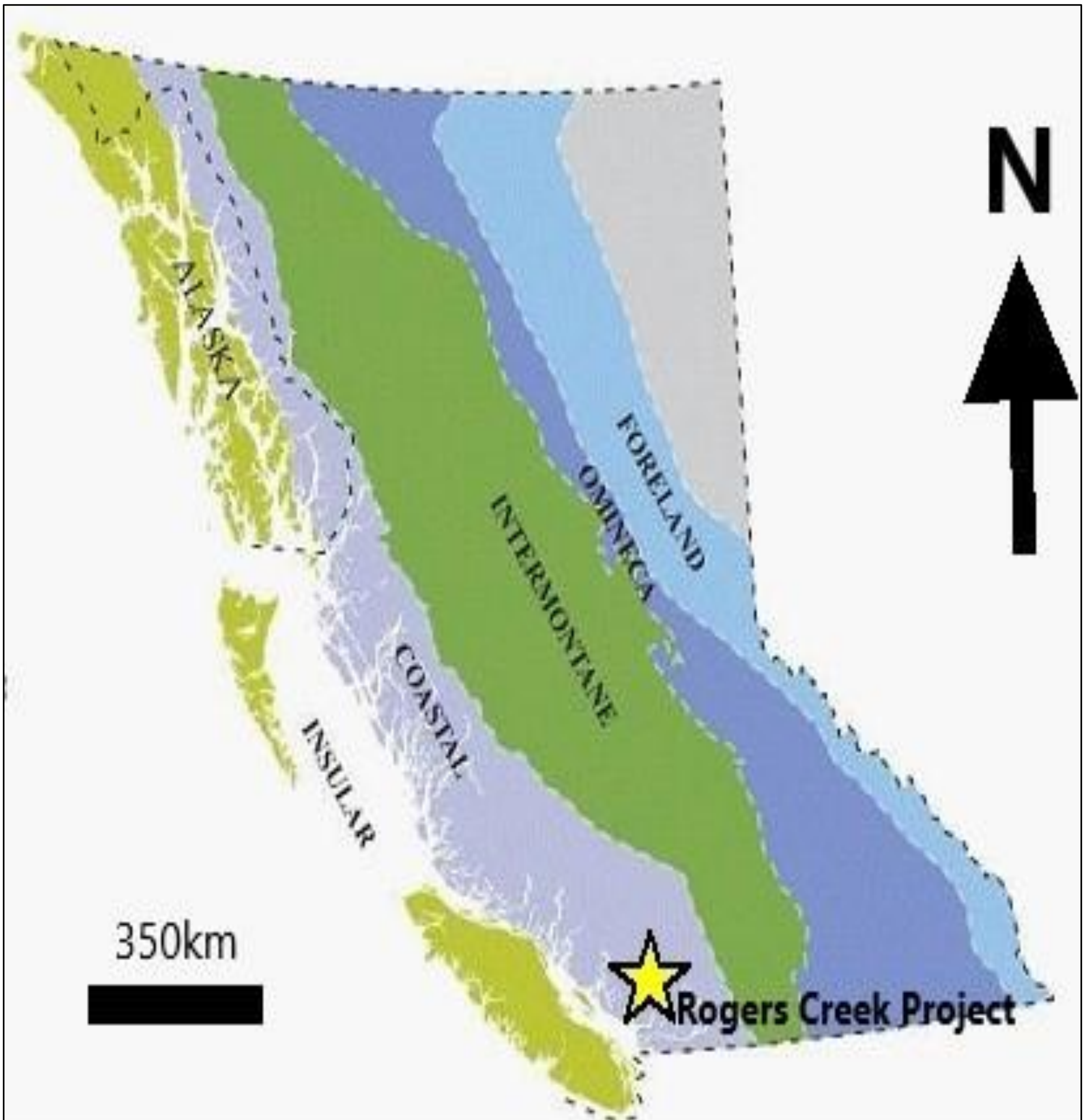
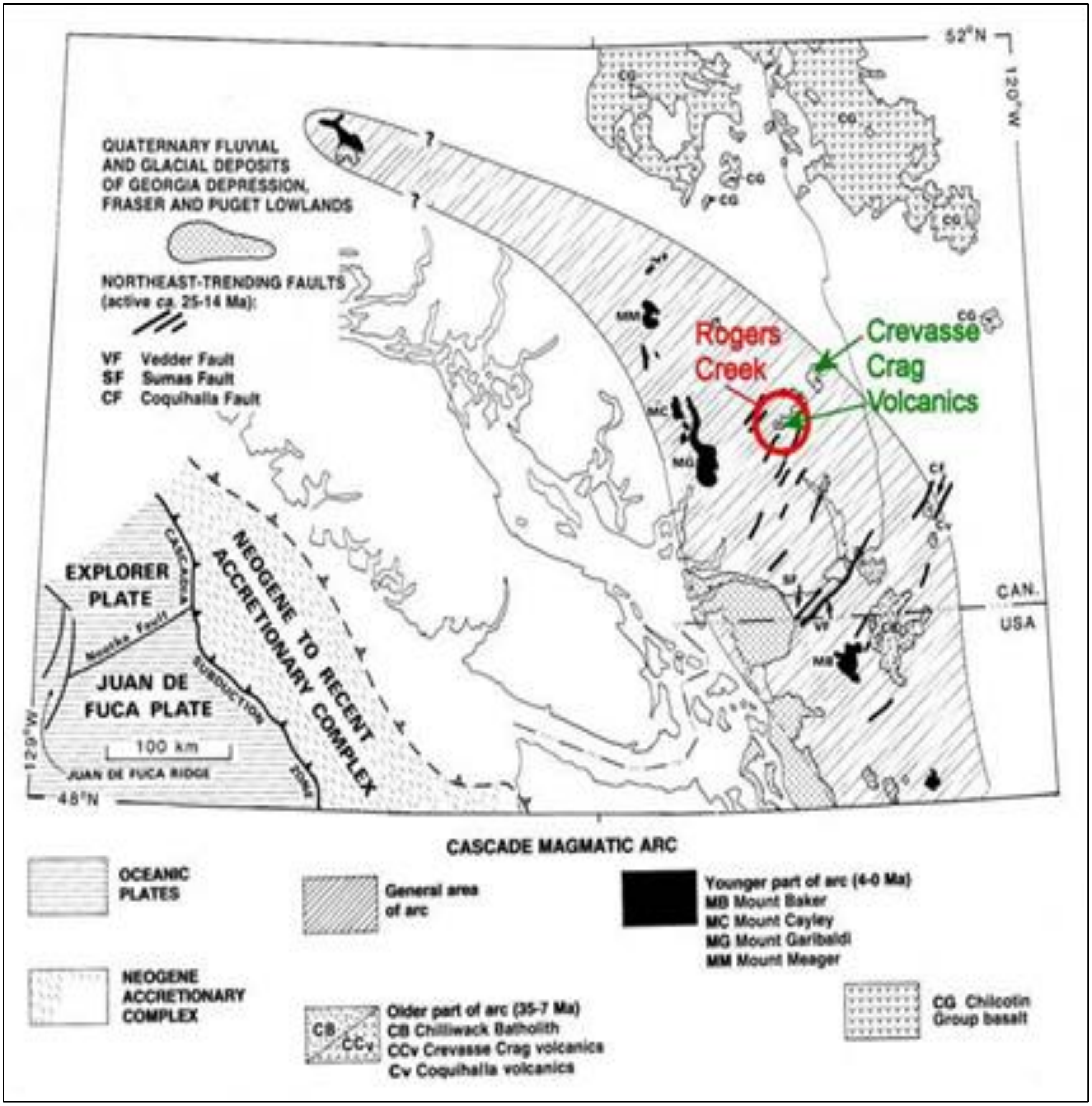


FIGURE 7-2. TERTIARY TO RECENT FEATURES FORMED DURING CASCADE MAGMATIC ARC DEVELOPMENT (MONGER AND JOURNEAY, 1994).

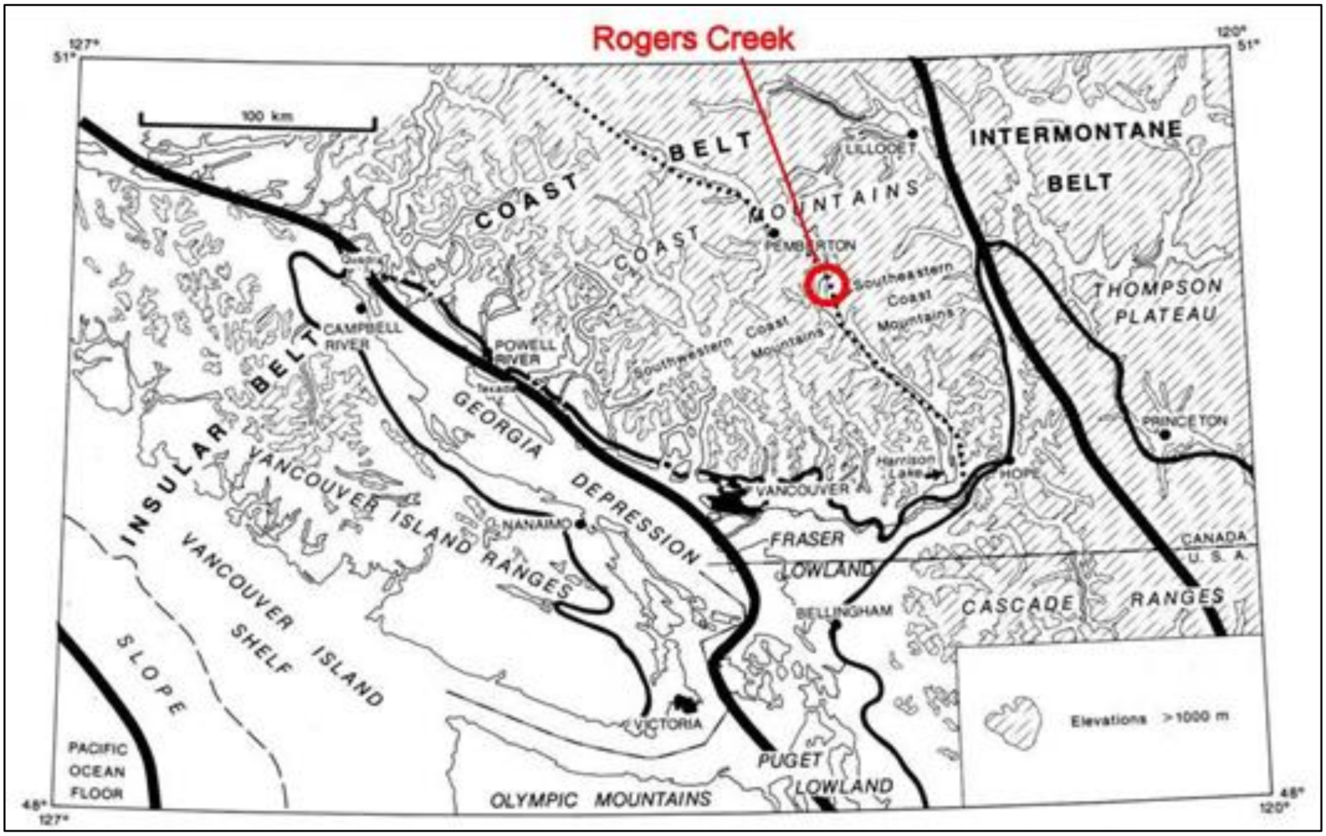


Regional Geology

The Coast Belt in southern BC is divided into southwestern and southeastern parts (Figure 7-3) based on the distribution of plutonic rocks, terranes and structures (Crickmay, 1930). The Rogers Creek Property is located along the border between the two parts of the Coast Belt (Figure 7-3).

The southwestern Coast Mountains feature mainly Middle Jurassic to mid-Cretaceous plutons (ca. 165–91 Ma) which intrude supracrustal sequences of the Middle Triassic to Middle Jurassic Wrangellia and Harrison Lake terranes and the overlapping Jurassic- Cretaceous volcanic and sedimentary rocks. The western boundary is the western limit of Middle Jurassic intrusions that possibly were localized along pre-and syn-plutonic faults. The eastern boundary is delineated by the high-grade, internal, metamorphic thrust nappes of the Coast Belt Thrust System that are derived in large part from basinal strata (Bridge River terrane) characteristic of the south-eastern Coast Mountains.

FIGURE 7-3. ROGERS CREEK PROJECT AND MORPHOLOGICAL BELTS IN SOUTHERN BC AND NORTHWEST USA (MONGER AND JOURNEAY, 1994).



Rocks (Harrison terrane and Gambier Group) characteristic of the eastern part of south-western Coast Mountains are also internally imbricated along west-directed thrust faults of the external part of the Coast Thrust Belt System, below nappes featuring high-grade metamorphism to the east. Thus, the south- western Coast Mountains occupy a plutonic-dominated crustal block that acted as a foreland buttress during early Late Cretaceous (91–97 Ma) west-directed thrusting centred in the south-eastern Coast Mountains (Crickmay, 1930; Monger and Journeay 1994).

The southeastern Coast Mountains feature mid-Cretaceous through early Tertiary (103–47 Ma) plutonic rocks, emplaced within (mainly) Bridge River, Cadwallader, and Methow Terranes. This part of the Coast Mountains was the site of the most intense deformation and highest-grade metamorphism in Late Cretaceous to early Tertiary time. All three terranes in the south-eastern Coast Mountains appear to be founded on oceanic crust.

During the last 40 million years the Coast Range has been affected by magmatism related to development of the Cascade Magmatic Arc, formed by subduction of the Juan de Fuca Plate beneath the North American Plate (Monger and Journeay, 1994).

Post-accretionary plutonism in southwest British Columbia can be divided into an early and a late phase, with the late phase being the current focus of economic interest. During Late Cretaceous through Middle Eocene, there was extensive plutonism related to subduction of the Farallon Plate beneath North America. Plutons were emplaced along active, crustal-scale, strike-slip structures along the length of the northwest Cordillera, dominantly along the eastern margin of the Coastal Belt overprinting the Intermontane Superterrane.

Late Eocene through Pliocene (and present) plutonism of the Cascade Magmatic Arc is related to subduction of broken remnants of the Farallon Plate, including the Juan de Fuca Plate, beneath North America. Cascade plutons were emplaced along the older, crustal scale, Eocene structures and in particular the intersection of these with much younger arrays of steep northeast trending cross-structures (*see* Figure 7-2).

The Cascade Magmatic Arc, which includes Cu-Mo mineralized Miocene-age, calc-alkalic intrusions, is best understood from its exposure in the Cascade Mountains of Washington where it intrudes volcanic and sedimentary rocks and is easier to identify than where it intrudes similar older (Cretaceous) crystalline rocks in the Coast Mountains of British Columbia.

Property Geology

The Rogers Creek Project is centred on the Miocene-aged (16.7±2.7 Ma; (Armstrong, unpublished)) Rogers Creek Intrusive Complex, (Figure 7-4) which intrudes through the older metamorphosed Jurassic and Cretaceous rocks typical of the Coastal Belt into overlying and coeval Miocene Crevasse Crag volcanic flows and pyroclastic rocks (Journeay and Monger, 1997). The Rogers Creek Intrusive Complex and the coeval Crevasse Crag volcanic rocks are phases of recent volcanic and plutonic activity of the Cascade Magmatic Arc.

The Rogers Creek Intrusive Complex and the coeval Crevasse Crag volcanic rocks are phases of recent volcanic and plutonic activity of the Cascade Magmatic Arc. Reconnaissance and detailed mapping suggest the Rogers Creek Pluton to be more complex than the single, homogenous granodiorite body overlain by a narrow sliver of coeval pyroclastic rock as illustrated on most BC Geological Survey ("BCGS") maps (Figure 7-4; Table 7-1). Although the pluton is dominantly granodiorite, there is variation between biotite and more hornblende-rich phases. Traverses along the western slope of the Rogers Creek valley near the western contact of the pluton mapped a porphyritic andesitic contact phase, and discrete feldspar-, biotite-, or hornblende-phyric syenitic bodies. Syenite, diorite, porphyritic granodiorite, and monzonite phases have also been mapped.

FIGURE 7-4. ROGERS CREEK PROPERTY BOUNDARY OVERLAIN ON THE LOCAL GEOLOGY.

See Table 7-1 for a lithological description of rock units (Cascade Copper, 2022; base map geology: BCGS).

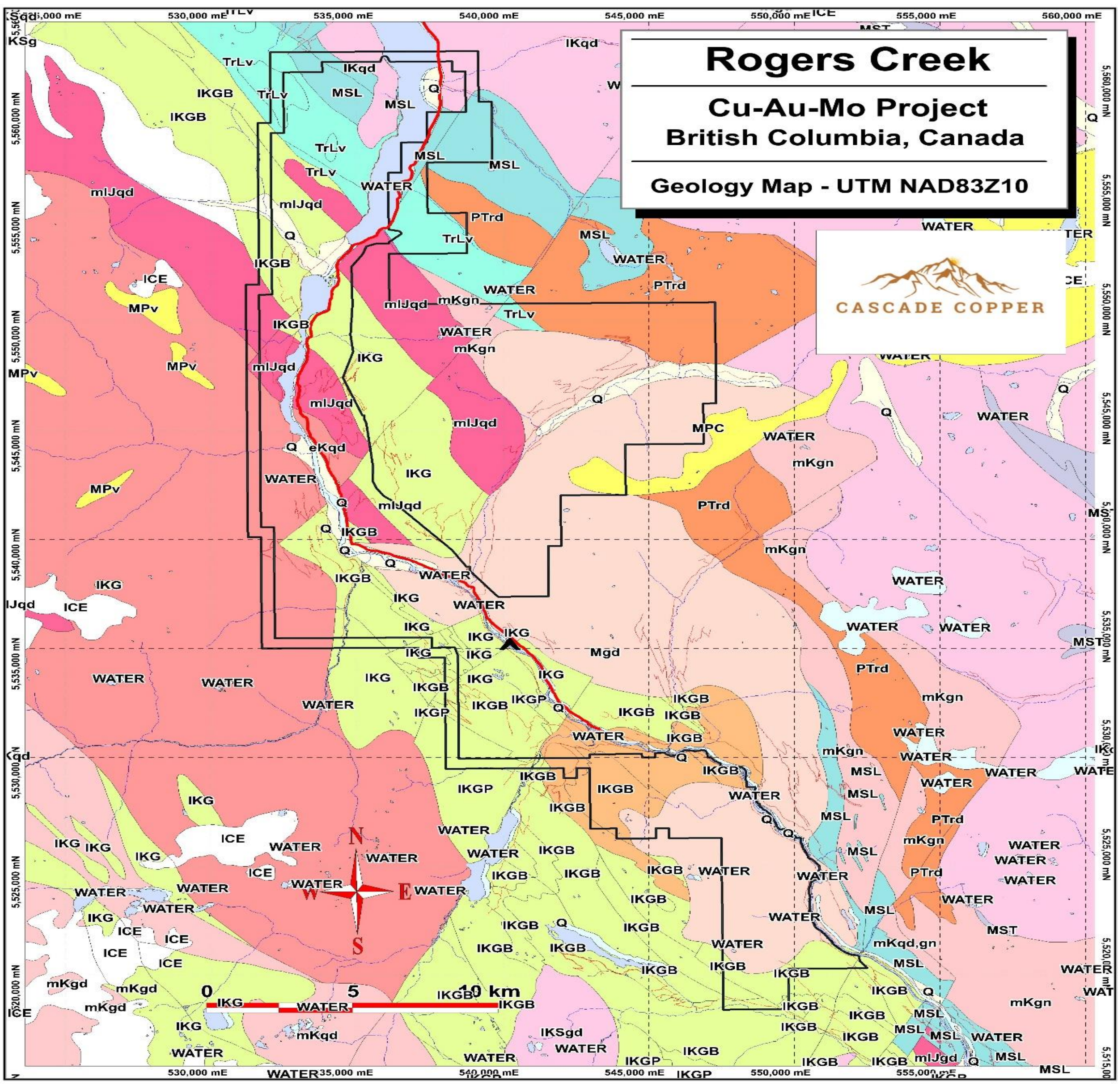


TABLE 7-1. LITHOLOGICAL DESCRIPTION OF ROCK UNITS WITHIN THE ROGERS CREEK PROJECT (*SEE* FIGURE 7-4).

Unit	Rock_class	Rock_type	Tectonic Environment	Comments
eK	plutonic	quartz-diorite, diorite	arc-related plutons	Spatially associated with Upper Jurassic-Lower Cretaceous arc volcanics of the Gambier Group; interpreted as sub-volcanic roots to a west-facing arc; linked to subduction of Farallon Plate along the outboard margin of Wrangellia
ICE		icefield/glacier		
IKG	volcanic / sedimentary	crystal tuff, volcaniclastic sandstone, phyllite, lapilli tuff, flow-banded rhyolite, quartz and feldspar-phyric rhyolite, andesite, volcanic breccia	continental arc volcanics and clastics	Valanginian-Hauterivian arc-related volcanics; comprises both lower sub-alkaline and upper calc-alkaline suites; part of a west(?)-facing arc sequence formed in an extensional or transtensional setting; host to important base-metal deposits
IKS	plutonic	hornblende- and biotite-hornblende quartz-diorite	arc-related plutons	Post-kinematic plutons; locally contain magmatic epidote; part of a NW-trending, eastward-younging continental arc; related to subduction of the Farallon Plate; deeper level equivalents include foliated metaplutonic suites of the Cascade Metamorphic Cor
M	plutonic	hornblende-biotite granodiorite	arc-related plutons	RODGER'S CREEK PLUTON: calc-alkaline plutons; part of a NW-trending, eastward-younging post-accretionary arc; related to subduction of Farallon Plate; emplacement locally controlled by NE-trending Miocene faults; source to calc-alkaline arc volcanics of the Pemberton Belt
MCC	metamorphic	pelitic schist, amphibolite, quartzite, phyllite, minor chert, limestone and ultramafic rock	metamorphosed accretionary wedge	Poly-metamorphic core of Coast Belt Thrust System; derived from oceanic rocks of Bridge River Complex and overlying Cayoosh Assemblage; tectonically buried and metamorphosed in early Late Cretaceous(105-90 Ma) and Late Cretaceous (90-84 Ma) time
mK	metamorphic	biotite-hornblende granodiorite gneiss, biotite-hornblende-quartz diorite gneiss	arc-related plutons	Deformed and metamorphosed pre- and syn-orogenic I-type plutons of the southeastern Coast Belt; intruded during thrust imbrication and eastward underplating of paleocontinental margin; high-pressure phases record 35-40 km of crustal thickening
mIJ	plutonic	biotite-hornblende quartz-diorite	arc-related plutons	Terrane-stitching calc-alkaline/alkaline I-type plutons; intruded across boundaries of previously amalgamated terranes of the Coast and Intermontane belts; exhumed roots to coeval arc volcanics of the Harrison Lake and Bowen Island groups
MPv	volcanic	basaltic andesite, andesite, dacite flows, volcanic breccia, tuff, plagioclase-phyric flows	continental arc volcanics	CREVASSE CRAG COMPLEX: non-marine calc-alkaline continental arc volcanics; part of Pemberton Volcanic Belt; related to eastward subduction of the Farallon Plate; ascent of magmas and eruption of volcanic centers controlled by NE-trending, Miocene faults
MSL	metamorphic	mafic-intermediate-felsic meta-volcanic schist and gneiss, pelite, conglomerate	metamorphosed island arc assemblage	Thrust nappes in imbricate zone of Coast Belt Thrust System; protolith wholly or in part derived from Peninsula and Billhook Creek formations; metamorphosed in early Late Cretaceous (84-105 Ma).
MST	metamorphic	pelite, garnet-biotite, staurolite, kyanite and sillimanite schist, amphibolite, meta-pillow basalt, siliceous schist, phyllite, meta-sandstone	metamorphosed accretionary wedge	Poly-metamorphic core of Coast Belt Thrust System; derived from oceanic rocks of Bridge River Complex and overlying Cayoosh Assemblage; tectonically buried and metamorphosed in early Late Cretaceous(105-90 Ma) and Late Cretaceous (90-84 Ma) time
PTr	plutonic / metamorphic	diorite, amphibolite	island arc	Undivided Permian-Triassic plutons and metamorphosed equivalents; spatially associated with (possibly basement to) Late Triassic plutons and volcanics of the Mount Lytton Complex-Nicola arc, and Late Triassic volcanics of the Lillooet Lake Assemblage
Q	sedimentary	sand, silt, gravel, till	glacial/fluvial/lacustrine	Undivided surficial deposits including; glacial drift, alluvium, glaciofluvial-lacustrine sediments, till, colluvium, landslide deposits
TrL	volcanic	basalt-andesite flows, breccia, tuff, carbonate	island arc	Island arc tholeiites; green to purple, commonly amygdaloidal, pillowed and massive volcanic flows, flow breccia and tuff; may include lenses of Carboniferous limestone; stratigraphically overlain by Late Triassic clastics; basement to Harrison Lake arc

The central portion of the Rogers Creek Pluton is overlain, at the current erosional level, by a slightly younger, flat-lying suite of potentially coeval flows and pyroclastic rocks. Little mapping has been carried out on the volcanics and field relationships are poorly known. The Miocene age volcanic rocks include sub-aerial basalt and andesite, with andesitic flows overlying volcanic breccia at its base. Samples of volcanic breccia float demonstrate that Rogers Creek granodiorite intruded these breccias consistent with the Rogers Creek Pluton intruding its overlying volcanic equivalent. The northern and western contact of the Rogers Creek Pluton with Jurassic and Cretaceous metavolcanic, metasedimentary, and intrusive rocks is complex and poorly characterized due to relatively little mapping.

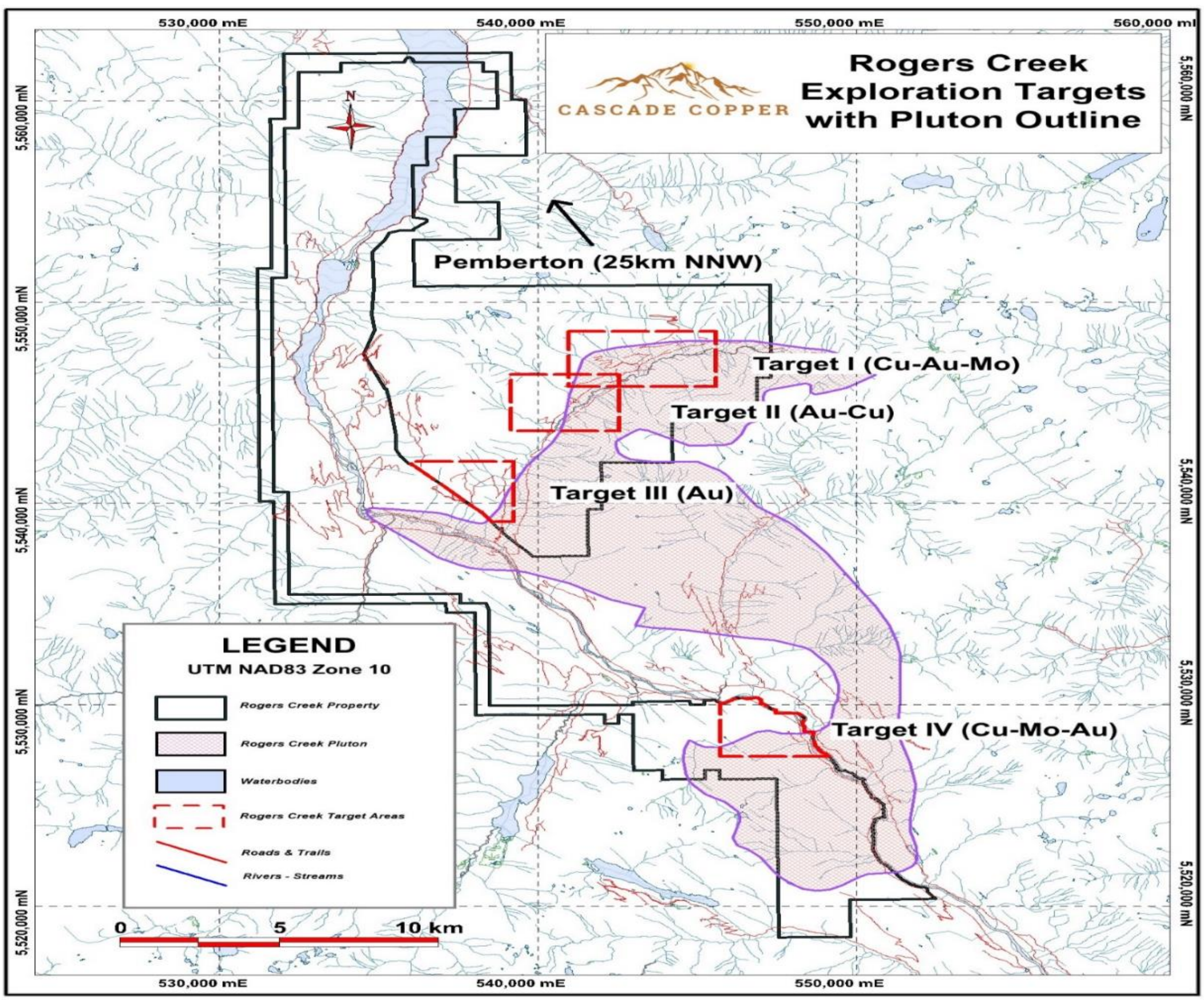
In the northern lobe of the Rogers Creek Pluton, a 1.6 km diameter polymictic breccia pipe, is exposed in outcrop and has been intersected by drilling. It is also delineated by a strong magnetic low in the airborne data. Two pipes may be indicated, but this is uncertain. The northeast trending pipe consists of in situ brecciated Rogers Creek granodiorite, whereas the western one consists of mostly clast-supported mono-to polymictic breccia locally cut by quartz-sulphide and quartz-malachite veins and containing rare fragments with Cu-staining. The unit is also cut by a late set of mafic dikes. The breccia matrix usually is chloritic but shows in some places weak to moderate clay, hematite, tourmaline, and sericite alteration. Propylitic to phyllic alteration extends up to 100 m beyond the margins of the breccia pipe and may contain up to several percent of pyrite ± chalcopyrite mineralization.

Initial mapping and interpretation suggest that a younger mineralizing hornblende-diorite phase had intruded the Rogers Creek pluton and generally coincided with large geochemical halos and metal showings. However, subsequent work including site visits and consultation with BCGS personnel followed by reanalysis of the core, thin sections, and geochemistry, indicates the darker rock previously identified as a distinct hornblende-diorite phase is merely a darker, slightly more hornblende rich variety of the main intrusive affected by a mineralizing event associated with the retrograde chlorite-sericite alteration of the mostly biotite +/- hornblende granodiorite that was previously altered in a pro-grade event introducing excess biotite. These alteration zones, which are associated with the copper-gold mineralization on the Project seem to be mainly focused around the major arc-parallel structural corridors with trans-tensional splays.

Mineralization

Porphyry related alteration and mineralization has been identified in four major areas or "Targets" on the Rogers Creek Project (Figure 7-5). The following occurrences have been explored by previous workers on the Project.

FIGURE 7-5. TARGET MINERALIZATION ON THE ROGERS CREEK CU-AU PROPERTY, RELATIVE TO THE ROGERS CREEK INTRUSIVE COMPLEX



Targets I and II

The most extensive zone of coincident alteration and mineralization potentially associated with a large hydrothermal system on the Project has been identified within Targets I and II covering a 6 x 2 km zone exhibiting widespread propylitic (pyrite-carbonate-chlorite-epidote) alteration with more localized prograde potassic and retrograde chlorite-sericite alterations. Several stages and styles of mineralization typical of porphyry systems are present within this zone and have been observed both in surface outcrop and in drill core.

The mineralization found within Target I is cut by a large post mineral breccia pipe which overprints earlier mineralization which at surface consists of A, B and D veins associated with weak potassic alteration. Late-stage gold and silver-rich poly-metallic (quartz-sulphide; pyrite, chalcopyrite, galena, sphalerite, and tetrahedrite) and sulphide-sulphate vein assemblages that are present within the breccia pipe.

The breccia pipe is largely clast-supported with a marginal phase of in-situ brecciated Rogers Creek granodiorite that is transitional into a hydrothermally altered clast- and locally matrix-supported breccia dominated by feldspar-phyric rock clasts and rock flour matrix with rare malachite-stained (i.e. Cu mineralized) rock clasts. Alteration within the breccias is zoned from weak to moderately developed chlorite-pyrite +/- carbonate assemblages in contact breccias inward to strong pervasive clay-carbonate +/- silica alteration toward the pipe interior. Zones of intense argillic (clay) alteration are centred on vertical faults. Earlier stage mineralization observed outside the breccia pipe consists of:

1. Wide spaced quartz-pyrite-chalcopyrite +/- bornite bearing B and D-veins observed at surface in the northeastern part of Target I.

2. Quartz-pyrite-chalcopyrite bearing A and B-veins observed in the southern part of Target I near the collar of WRC-001; Mineralization intersected in drill holes WRC-001 and -002 consists of fracture-controlled quartz-pyrite ± anhydrite ± calcite assemblages with accessory to major amounts of chalcopyrite and $MoS2$. Phyllic alteration halos are typical and where vein densities are high (WRC-002), particularly in the vicinity of 020° and 340° oriented faults, the host rock has pervasive phyllic alteration and can be enriched in gold and copper. Molybdenite mineralization occurs on the fringe of the phyllic alteration zone (WRC-001) and typically is associated with quartz-anhydrite rather than quartz-pyrite assemblages.

3. Disseminated quartz-pyrite-chalcopyrite and quartz-pyrite-chalcopyrite veins and veinlets associated with zones of pervasive chlorite-sericite mineralization in the northwestern part of Target I, near the collars of MRC-006 and MRC-007. MRC-006 and MRC-007 both intersected elevated copper and gold values along substantial core lengths (up to 150 m) within sparsely disseminated, porphyry-style pyrite-chalcopyrite mineralization and alteration (propylitic and chlorite/sericite). As with WRC-001 and WRC-002, alteration assemblages and the intensity of Cu-Au mineralization are consistent with intersections in the outer pyritic halo of a buried porphyry system.

4. Mineralization hosted by silica-chlorite-sericite altered hornblende diorite consists of up to several percent disseminated chalcopyrite and lesser pyrite with rare chalcopyrite and pyrite veins up to 1 cm wide, associated with a 340o trending structural zone in the southwestern part of Target II.

The mineralization in all cases appears to be primarily controlled by northwest (320-340Az) trending structures, particularly near their intersection with 020Az “transpressional” structures. Further work is needed to better understand the detailed structural controls on mineralization.

Target III

Only limited work has been carried out on Target III located approximately 4 km to the southwest of Target II. Target III is defined by stream sediment samples containing highly anomalous values in gold and silver, quartz-pyrite stockworks exposed along road cuts, and talus boulders of a highly clay-altered sericite/tourmaline-altered breccia. Anomalous silt samples in streams draining Target III contain up to 2.3 g/t gold and 436 ppb silver versus background values of 2.5 ppb Au and 20 ppb Ag. Limited rock sampling returned values up to 0.445 g/t Au and 436 ppm Cu in grab samples.

Target IV

Target IV is located about 18 km south of the original discovery area in Target I and consists of surface showings of copper-molybdenum mineralization found during prospecting along new logging roads, as well as soil geochemical anomalies defined by limited follow-up work. Molybdenite +/- chalcopyrite are observed on fractures and joint planes with values up to 0.34% Cu, 3.84 g/t Au, 75 g/t Ag, and 241 ppm Mo in rock grab samples.

DEPOSIT TYPES

Exploration in southwestern British Columbia has traditionally focused on mesothermal gold, polymetallic vein, and skarn type deposit models and has given little consideration to systematic regional evaluation of Tertiary intrusions for potential large-scale porphyry or epithermal deposits.

The Rogers Creek Project is being explored for porphyry-style copper, gold, and molybdenum mineralization associated with intrusive activity that is part of the post-accretionary Tertiary age Cascade Magmatic Arc.

Several very large porphyry deposits occur within the Cascade Magmatic Arc in neighbouring southeast Alaska and Washington and in similar age magmatic belts around the world.

McMillan et al. (1995), classified porphyry deposits in the Canadian Cordillera as pre-accretion or post-accretion. Pre-accretion deposits are Late Triassic through Middle Jurassic deposits formed within island arc rocks of the allochthonous Insular and Intermontane superterranes. Post-accretion deposits are Late Cretaceous through Miocene and are formed within the subsequent continental arc during the period of intracontinental dextral transpression. Lasmanis (1995), described another category of younger post-accretion porphyry deposits occurring within the Oligocene through Miocene Cascade Magmatic Arc.

The importance of the Cascade Magmatic Arc to gold mineralization within the 130 km long belt in the Harrison Lake-Chilliwack area was documented by Ray (1991). Nockelberg et al. (2005), referred to the Cascade-related porphyry and epithermal deposits in southwestern British Columbia as the Owl Creek Metallogenic Belt.

The Rogers Creek Project is being explored for porphyry style Cu-Au-Mo mineralization associated with Miocene aged intrusive rocks within the Cascade Magmatic Arc. Sinclair (2007), provides a thorough review of geological settings within which economic porphyry- class deposits, or deposits associated with porphyry-class deposits, may be expected to occur and these are summarized in Figure 8-1 and Figure 8-2.

The geology and tectonic setting of the Rogers Creek Project bears a compelling similarity to the continental arc environment presented by Sinclair (2007) for giant porphyry style and associated deposits. Exploration requires identifying alteration and mineralization zonation patterns and syn-magmatic structures that may have controlled emplacement of the intrusive bodies and focused migration of mineralizing fluids. Porphyry deposits are large low-grade deposits characterized by disseminated sulphides within pervasively altered host rock making them an excellent target for IP geophysical surveys.

FIGURE 8-1. SCHEMATIC MODEL SHOWING THE TECTONIC SETTING OF PORPHYRY DEPOSITS (SINCLAIR, 2007).

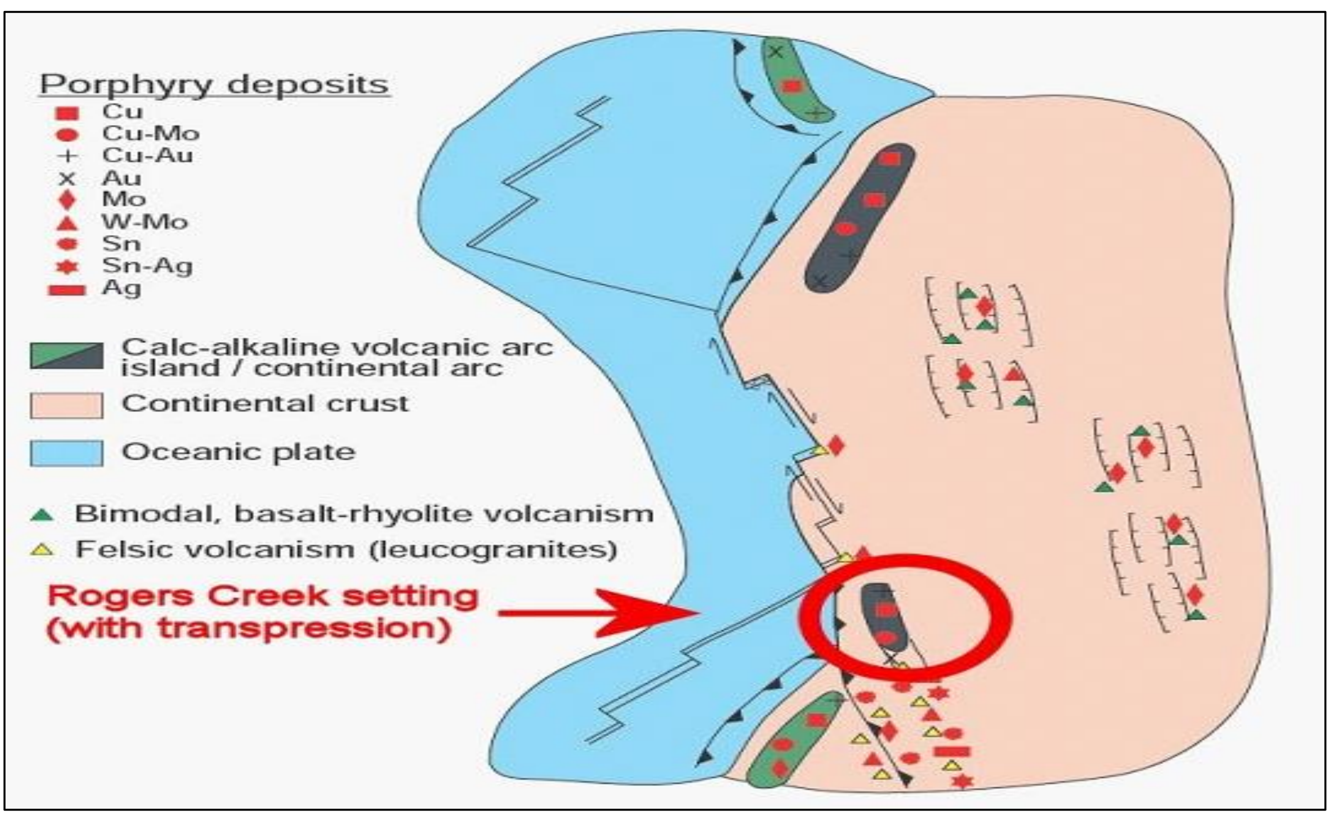
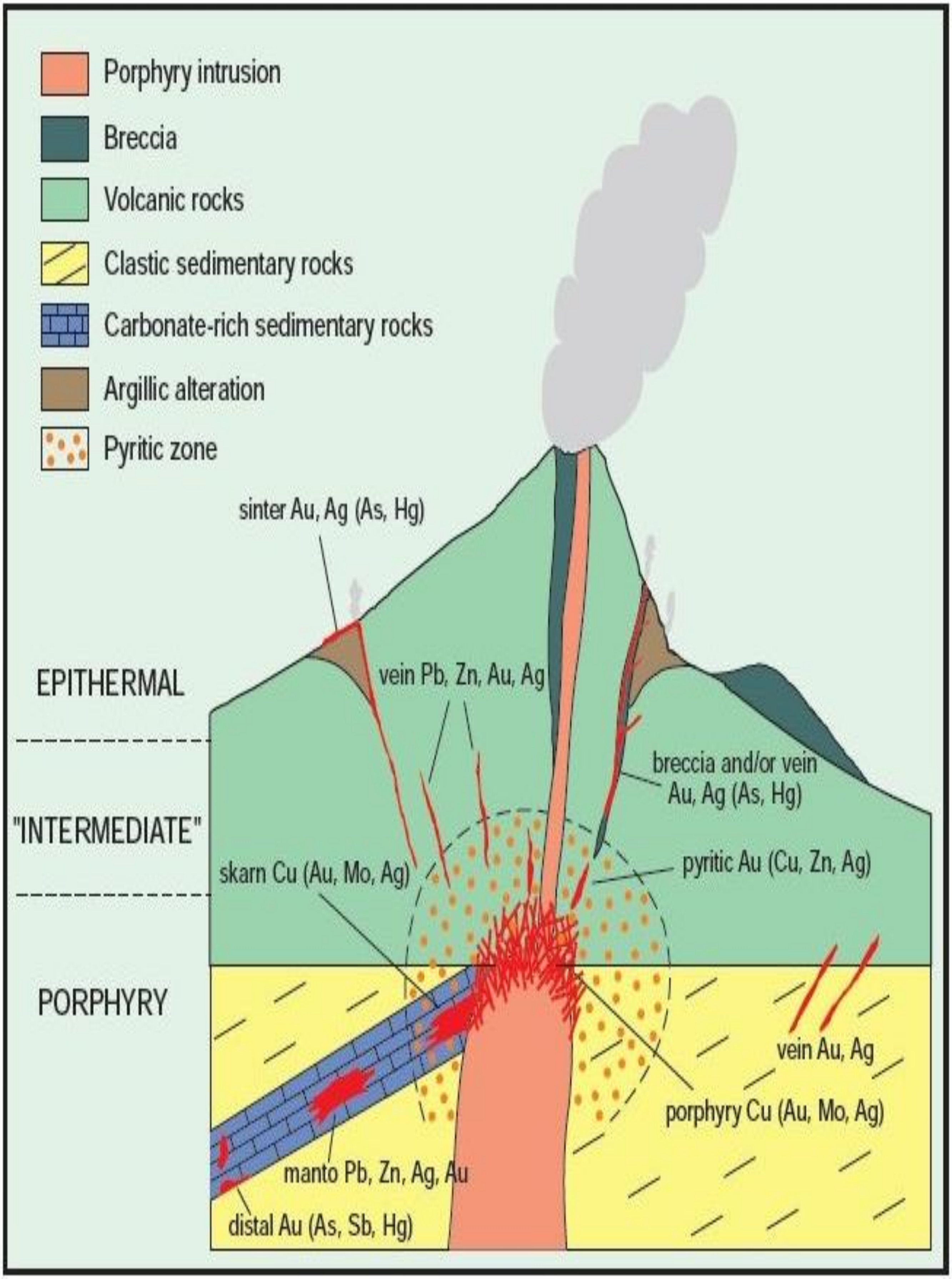


FIGURE 8-2. SCHEMATIC SECTION THROUGH A PORPHYRY SYSTEM AND ASSOCIATED MINERALIZATION (SINCLAIR, 2007).



Deposit Type Examples

The Author has not been able to verify the following information, data and mineralization presented below and it is not necessarily indicative of the mineralization on the Property that is the subject of the Technical Report.

Several examples of Cascade Magmatic Arc deposits are listed in Table 8-1 and shown on Figure 8-3. It should be noted for the most part these are historical resources and pre-date the standards and guidelines defined in NI 43-101. These are not to be relied upon except to illustrate the potential of this deposit type.

FIGURE 8-3. PORPHYRY RELATED DEPOSITS IN THE CASCADE MAGMATIC ARC (*SEE* TABLE 8-1).

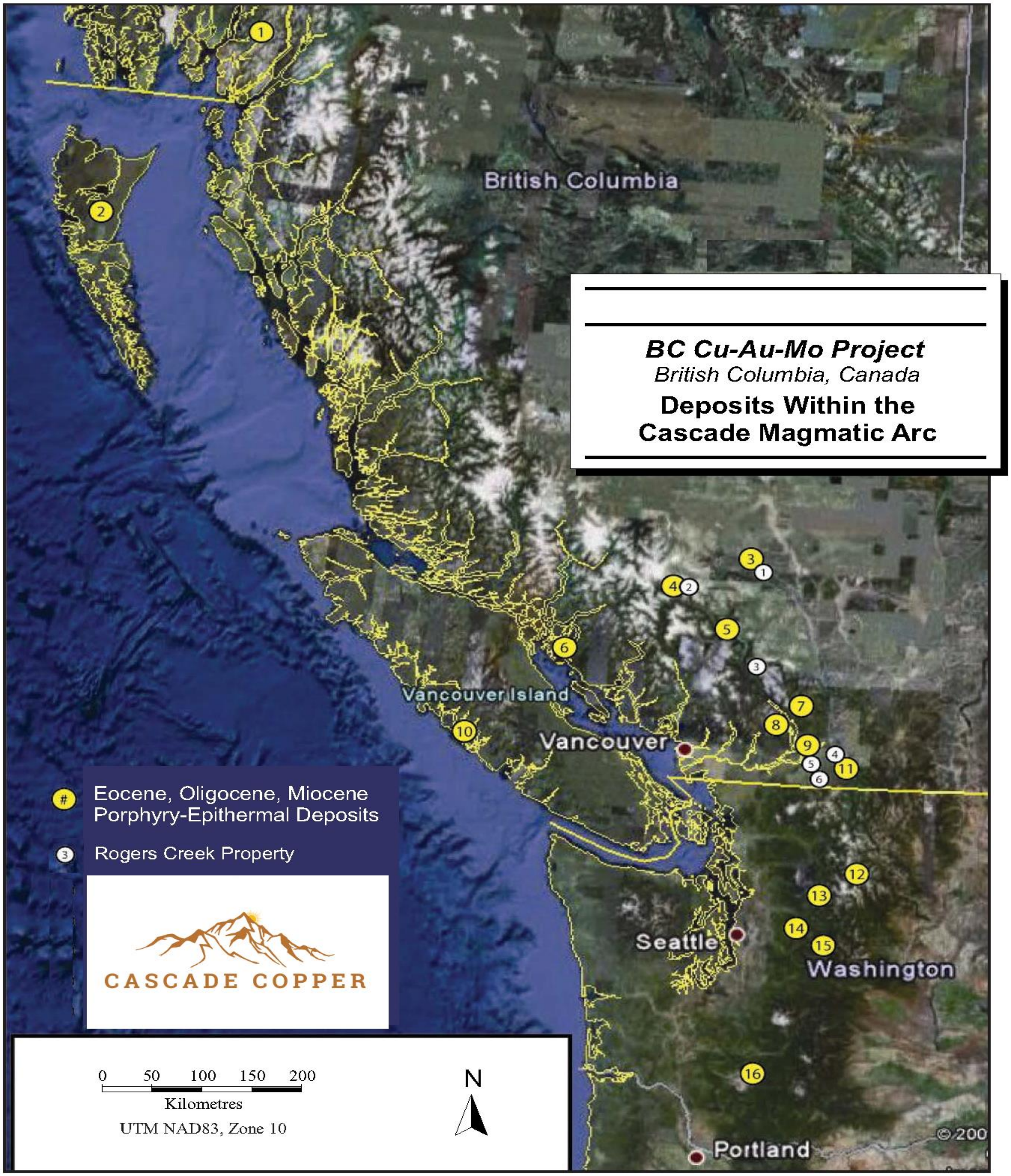


TABLE 8-1. PORPHYRY RELATED DEPOSITS OF THE CASCADE MAGMATIC ARC (SEE FIGURE 8-3).

Map #	Name	Resource	Age	Type	Reference
1	**Quartz Hill**	probably: 210 million tonnes @ 0.22 % MoS2	Miocene	Porphyry	Wolfe, 1995
		possible: 1.1 billion tonnes @ 0.12 % MoS2			
2	**Harmony**	measured and indicated: 64 million tonnes @ 1.35 g/t gold (0.6 g/t gold cut-off)	Miocene	Epithermal	BC Minfile; Christie, 1988
3	**Poison Mountain**	Copper Creek: 280 million tonnes @ 0.261 % copper, 0.007 % Mo, 0.142 g/t gold, 0.514 g/t gold	Paleocene	Epithermal	BC Minfile; Schiarizza et al., 1997
		Fenton Creek: 18.3 million tonnes @ 0.31 % copper, 0.128 g/t gold			
4	**Salal Creek**	Poor access, no estimate, widespread Mo over 5-6 kilometer area	Miocene	Porphyry	BC Minfile; Nockleberg et al., 2005
5	**Owl Creek**	unsubstantiated: 10-20 million tonnes @ 0.3-0.4 % copper, 0.03 % MoS2	Tertiary	Porphyry	BC Minfile; Nockleberg et al., 2005
6	**Okeover**	86.8 million tonnes @ 0.31 % copper, 0.008 % molybdenum (cut-off 0.2 % copper)	Tertiary	Porphyry	BC Minfile; Carter, 2006
7	**Gem**	15.9 million tonnes @ 0.125 % MoS2 (0.10 % MoS2 cut-off)	Oligocene	Porphyry	BC Minfile; Shearer, 2006
8	**Doctors Point**	113,600 tonnes @ 2.16 g/t gold	Oligocene	Epithermal	BC Minfile; Ray, 1991
9	**Harrison Gold**	Indicated: 1.845 million tonnes @ 2.79 g/t gold	Oligocene	Epithermal	BC Minfile; Ray, 1991
		Inferred: 600,000 tonnes @ 2.8 g/t gold			
10	**Catface**	Indicated: 56.9 million tonnes @ 0.4 % copper	Eocene	Porphyry	BC Minfile; Simpson and Chapman, 2009
		Inferred: 262.4 million tonnes @ 0.38 % copper (plus ~0.014 % MoS2)			
11	**Giant Copper**	45.373 million tonnes @ 0.47 % copper, 0.38 g/t gold, 11.19 g/t silver	Oligocene	Porphyry	BC Minfile; Robertson, 2006
12	**Glacier Peak**	1.7 billion tonnes @ 0.334 % copper, <0.015 % MoS2, +tungsten	Miocene	Porphyry	Lasmanis, 1995; Hollister, 1979
13	**Sunrise**	64.5 million tonnes @ 0.219 % copper and 0.071 % MoS2	Oligocene	Porphyry	Lasmanis, 1995; Hollister, 1979
14	**North Fork**	78 million tonnes @ 0.41 % copper, 0.013 % MoS2, 0.1 g/t gold, 1.4 g/t silver	Oligocene	Porphyry	Lasmanis, 1995; Hollister, 1979
15	**Middle Fork**	100 million tonnes @ 0.4 % copper, 0.2 % MoS2	Miocene	Porphyry	Lasmanis, 1995; Hollister, 1979
16	**Margaret**	to 244 metres depth: 523 million tonnes @ 0.434 % copper, 0.0175 % MoS2, 0.24 g/t gold, 1.92 g/t silver	Miocene	Porphyry	Lasmanis, 1995; Hollister, 1979
		to 305 metres depth: 680 million tonnes @ 0.6 % copper equivalent			

The Miocene-age, Quartz Hill porphyry molybdenum deposit in southeastern Alaska panhandle was estimated in 1983 and is quoted in Wolfe (1995). The resource was estimated with a cut-off grade of 0.08% Mo. The Glacier Peak porphyry is also Miocene in age and has an estimated "mineral inventory" of 1,000 Mt grading 0.5% Cu with no stated cut-off grade. When the entire "mineralized envelope" is estimated the "mineral inventory" increases to 1,700 Mt grading 0.334% Cu and 0.015% MoS2 with no stated cut-off grade (Lasmanis, 1995). The Margaret Deposit in Washington was estimated to contain 200 Mt (unclassified), to a depth of 244 m grading 0.434% Cu, 0.0175% MoS2, 0.27 g/t Au, and 1.92 g/t Ag or 680 Mt to a depth of 305 m, grading 0.6% CuEq (based on 1979 metal prices).

EXPLORATION

As of the Effective Date of the Technical Report, Cascade has not performed any exploration work on the Rogers Creek Project. Historical exploration work completed on the Rogers Creek Property is further described under “History”.

DRILLING

As of the effective date of the Technical Report, Cascade has not performed any drilling on the Rogers Creek Project. Historical drilling completed on the Rogers Creek Property is further described under *“History”*.

SAMPLE PREPARATION, ANALYSIS AND SECURITY

The surface and core sampling procedures in this section were extracted from historical report summaries for work completed on the Rogers Creek Property by past operators (ARIS Database, 2022). The surface and drill core sample acquisition and handling procedures in the Technical Report were extracted from McDonough (2011) and directly verified with the previous Exploration Manager of the Rogers Creek Project (from 2010 to 2020), Mr. Shannon Baird, a Qualified Person as defined by NI 43-101.

Based on the Author’s examination of the sampling and assay methods, and the QA/QC protocols implemented by recent explorers, the Author is of the opinion that the historical data and information collected is of good quality, adequate for this stage of exploration on the Rogers Creek Property and for the purposes of the Technical Report.

Sampling Methods

According to McDonough (2011), all gossanous and sulphide-bearing rocks were sampled for analysis. Veins and stringers with and without pyrite or Cu-mineralization were sampled for geochemical analysis and mineralogical characterization of vein and alteration-halo mineralogy to develop exploration vectors. Soil samples have been acquired every 50 m along many slopes where possible.

Stream sediment and heavy mineral concentrate samples were taken initially as a reconnaissance exploration tool to determine which streams required follow-up sampling and prospecting. Reconnaissance samples generally were taken 25-50 m up-stream from the confluence of 1st and 2nd order streams whereas follow-up samples were taken at intervals of 50-200 m up-stream depending on suitable sample location sites. For stream sediments that had been washed at the sample site, 2 kg of a minimum screen (-20 mesh) fraction was submitted for analysis. Samples were dried in the laboratory at ~80°C, dry sieved at -80 and -150 mesh prior to analysis.

Samples and representatives (rocks only) were numbered and bagged in the field, sample locations were recorded using a Garmin GPSMAP 60Cx GPS, and a flag, with the sample number written on the flag that was left at the sample site.

Drill core sampling was based on visual estimates of sulphide content and sample lengths typically ranged from 0.5 to 1.0 m in well mineralized material. Shoulder samples and weakly mineralized material were sampled at up to 1.5 m intervals. Samples did not cross geological contacts. Core sample intervals were clearly marked on the core and 2 tags were placed at the end of each sample run (the third tag remained in the sample book with a record of hole number and sample interval). One tag was placed in the sample bag with the drill core sample and the other tag stayed with the remaining core after splitting. At this stage the core was then photographed in batches of 3 NQ boxes at a time for the complete drill hole (Figure 11-1).

Drill core samples delineated by the logging geologist were cut in half longitudinally along the core axis using a gas-powered diamond saw. One half of the sample was returned to the core box for reference and the other half sent to the laboratory for analyses. The reference core was cross stacked at the camp site. The core shack and storage area were considered to be secure as no road access was available while the camp was unattended and the entrance to the access road is gated.

FIGURE 11-1. EXAMPLE OF PHOTOGRAPHED CORE FROM DRILL HOLE MRC-007, BOXES 40 TO 41 (SHANNON BAIRD, 2022).

Sample Analyses

All half drill core samples were sealed (stapled) in individual, labelled plastic bags with a unique sample tag. If a thin section was requested, a portion of the sample was retained for that purpose. A barren, granitic field blank was submitted with at least every twentieth sample, or as the last samples submitted in a batch of field samples. The sample book used to track the samples has 4 partitions with the sample number on each tag. One tag stays with the geological reference, 1 with the laboratory sample, 1 with the thin section, and the remaining part of the tag book is stored at the Cascade storage unit in Pemberton, BC.

Sample chain of custody was maintained from the sample collection point until delivery to a representative from the analytical laboratory. Samples were packed into large rice sacks and tightly sealed using nylon tie wraps. The sacks were stored at the secured core shack until transported directly to the ALS Chemex Ltd. (ALS) laboratory by a company employee. ALS is an ISO 9001:2000 and 17025 certified service provider located in Vancouver, British Columbia. At ALS, samples were checked against requisition documents prior to being dried, weighed, crushed, and split into 200g fractions using a Jones riffler and milled to 90%-95% passing 200 mesh.

Samples were analyzed for gold by standard lead collection fire assay fusion (FA) followed by a combination of inductively coupled plasma mass spectrometry (ICP-MS) and atomic emission spectrometry (ICP-AES). Samples were also analyzed for 47 base metals and trace elements using a 4 acid (HNO3-HCIO4-HF and HCI) near total digestion and a combination of ICP-MS and ICP-AES. ICP over-limits are re-analyzed using sodium peroxide fusion acid dissolution followed by ICP-AES. On request, samples were analyzed for major element oxides and rare earth elements using lithium metaborate fusion followed by ICP-AES. ALS has a rigorous internal security and client confidentiality policy.

Assay results are downloaded from the ALS website by the Database Manager and emailed to the Exploration Manager. In 2011, ALS was not able to cope with standard assay results turnaround times required (2-3 weeks) and after a lab inspection SGS Mineral (SGS) (www.sgs.com) facilities in North Vancouver was engaged to compensate. SGS analyzed drill core samples from 5 holes at Rogers Creek (MRC-003 to MRC- 007, inclusive).

At SGS drill core samples were dried, crushed to 75% passing 2 mm, after which a 250 gram split was taken and pulverized to 85% passing 75 microns. A 20-gram pulp from each sample was then analyzed for 49 elements using SGS's ICM40B method, which utilizes Inductively-Coupled Plasma Mass Spectrometry (ICP-MS) and Inductively-Coupled Plasma Optical Emission Spectrometry (ICP-OES) and a near-total, 4 acid digestion. A 30 gram pulp split was assayed for gold by standard lead collection/fire assay fusion (FAA313). The doré bead was acid digested and analyzed for gold content using Atomic Absorption Spectrometry (AAS). Over-limit values for Ag and Cu were reconciled using SGS methods AAS42E and ICP90Q, respectively.

Quality Assurance and Quality Control Program

Quality Control measures are required to ensure the reliability and trustworthiness of exploration data. This includes written field procedures and independent verifications of aspects such as drilling, surveying, sampling, assaying, data management and database integrity.

Appropriate implementation and documentation of Quality Control measures and regular analysis of Quality Control data are required to ensure accuracy and precision of analytical and project data and forms the basis for the quality assurance program implemented during exploration.

In order to standardize field procedures geologists were provided with a field handbook. For field specimens, blank samples were included with approximately every 19 rock samples sent to ALS. The blank was obtained from an un-mineralized, homogenous granodiorite located close to the field camp at Rogers Creek. At the beginning of the field survey, more than 12 blanks were submitted, with the first batch of rock samples to ensure the statistical validity of the geochemical analysis of the blank. Stream samples and heavy mineral concentrate samples were submitted using field blanks as the last sample in each submission.

A rigorous QA/QC program was implemented for diamond drill core samples consisting of the insertion of blanks, certified reference standards, and sample (quarter-core) duplicates. Duplicates, field blanks (a local unmineralized granodiorite of known composition), and 1 of 3 commercial certified reference material (CRM) to samples (low, medium and high grade) were inserted into the core samples at a rate of one in every 20 samples. Two groups of certified reference materials were utilized and purchased from CDN Resource Laboratories Ltd., B.C., Canada:

1. The first group comprised CDN-BLK-8 , CDN-CM-11A and -12.

2. The second group comprised CDN-BLK-9 and CDN-CM-13,-15 and -16.

The QA/QC data was subject to statistical analysis upon receipt of results. All analyzed elements were checked to ensure that the measured results were within a 2 sigma margin of error of the reported values for the standard. If there was a discrepancy between the measured and reported values, then the laboratory was contacted. The results from the quality control analyses were stored in the field sample database.

DATA VERIFICATION

The Author has reviewed historical data and information regarding past exploration, development work, and historical mining on the Rogers Creek Property as provided by Cascade and available in the public domain. The Author was provided a comprehensive historical digital geological database from Cascade for the purpose of reviewing the Rogers Creek Project and preparing the Technical Report. The Rogers Creek digital database included technical and assessment reports, maps, figures, assay data, assay certificates and location data detailing the historical work conducted on the Rogers Creek Project by previous companies and geological consultants. Cascade was entirely cooperative in supplying the Author with all the information and data requested and there were no limitations or failures to conduct the verification.

Mr. Stephen Wetherup (P.Geo., APEGBC #27770) conducted a personal inspection (site visit) of the Rogers Creek Property on March 8, 2022, in order to satisfy the requirements of the Technical Report and confirm access and historical infrastructure on the Property. Mr. Wetherup visited the Rogers Creek Property on September 12, 2015 and May 26 and 27, 2012 for a previous operator/owner.

On the current site visit for Cascade, Stephen Wetherup, accompanied by Steve Orange a local outdoorsman in the area, travelled from Squamish, British Columbia and drove to the Rogers Creek Property. Total access was impaired by a wash-out on the Rogers Creek Forestry Road and the site visit was terminated at 5.5 kilometres. During the site visit, the base camp area at the beginning of the Rogers Creek Road was visited where some of the historical drill core is stored, as well as a small trailer and a pile of split but unsampled core dating back to the drilling prior to 2012.

The drill core and split but un-assayed drill core were there at that time of Mr. Wetherup's 2012 visit to the Rogers Creek Property. The condition of the road has improved since 2012 and 2015 with very little brush on the road. The washout which stopped progress on the current site visit was considerably worse and clearly was repaired recently before being washed out again last fall. Steve Orange took photos of the core shack, located further up the road, earlier in February 2022 (*see* Figure 2-2 and Figure 2-3), which shows the core shack to be in reasonable condition and the core to be accessible and protected below tarps.

It does not appear that any work, other than some clean up of most exploration equipment, has occurred on the Rogers Creek Property since 2015.

It is the Author's opinion that the information and data that has been made available and reviewed by the Author is adequate for the purposes of the Technical Report.

MINERAL PROCESSING AND METALLURGICAL TESTING

As of the effective date of the Technical Report, Cascade has not performed any mineral processing or metallurgical test work with respect to the Rogers Creek Project.

MINERAL RESOURCE ESTIMATES

There are no current mineral resource estimates on the Rogers Creek Property.

MINERAL RESERVE ESTIMATES

There are no current mineral reserve estimates on the Rogers Creek Property.

MINING METHODS

Not applicable to the Rogers Creek Project at its current stage.

RECOVERY METHODS

Not applicable to the Rogers Creek Project at its current stage.

PROJECT INFRASTRUCTURE

Not applicable to the Rogers Creek Project at its current stage.

MARKET STUDIES AND CONTRACTS

Not applicable to the Rogers Creek Project at its current stage.

ENVIRONMENTAL STUDIES, PERMITTING AND SOCIAL OR COMMUNITY IMPACT

Not applicable to the Rogers Creek Project at its current stage.

CAPITAL AND OPERATING COSTS

Not applicable to the Rogers Creek Project at its current stage.

ECONOMIC ANALYSIS

Not applicable to the Rogers Creek Project at its current stage.

ADJACENT PROPERTIES

The Author has been unable to verify the following information, data, and mineralization presented below, and it is not necessarily indicative of the mineralization on the Rogers Creek Property that is the subject of the Technical Report.

There are no significant, active claims adjacent to the Rogers Creek Project. Torr Resources Corporation holds the Inferno, Inferno South and Red Mountain claims near the southwest corner of the Rogers Creek Project, near Target IV.

OTHER RELEVANT DATA AND INFORMATION

The Author is not aware of any additional information or explanations necessary to make the Technical Report understandable and not misleading.

Interpretation and Conclusions

The objective of the Technical Report was to prepare an independent NI 43-101 Technical Report, capturing historical information and data available about the current Property that comprises the Rogers Creek Cu-Au Project, and making recommendations for future work.

Exploration in southwestern British Columbia over the last hundred years has largely focused on mesothermal gold, polymetallic vein, and skarn type deposit models. The documented work history around these intrusions is usually restricted to limited programs following up, re-visiting, re-sampling, and, in some cases, upgrading known occurrences that were already identified by previous workers. Additionally, there is little record of any significant, systematic, regional evaluation of these Tertiary intrusions for their large-scale porphyry or epithermal potential.

The Rogers Creek Cu-Au Project is being explored for porphyry-style Cu-Au-Mo mineralization associated with intrusions within the post-accretionary Tertiary-age Cascade Magmatic Arc. This represents a significantly younger environment than typical porphyry exploration targets in British Columbia. However, there are several very large porphyry deposits which occur in this belt in neighbouring southeast Alaska and Washington State and similar age magmatic belts worldwide that contain very large (>1 billion tonnes) copper and molybdenum deposits. Historical porphyry exploration in British Columbia has focused on older rocks of the Intermontane Belt rather than the metamorphosed and structurally imbricated, dominantly Triassic to Cretaceous age, Coast Belt. Past exploration models suggest that the Coast Belt is at too deep an erosional level to be prospective for porphyry-style mineralization. Instead, previous work in the area has targeted volcanogenic massive sulphide-style or epithermal- style gold mineralization. Work carried out in the 1990s has recognized very young Miocene intrusions within the Coast Belt rocks, forming part of the Cascade Magmatic Arc. This geological setting for porphyry-style mineralization, coupled with the discovery of Cu, Au, and Mo mineralization within these intrusions, provides a compelling geological model for exploration.

Since the initial discovery at Rogers Creek, Wallbridge Mining, Miocene Metals, Carube Copper, and Tocvan Ventures have been able to acquire and maintain a dominant land position which covers a significant extent of this prospective Miocene-aged magmatic complex.

To date, historical airborne geophysical surveys, regional stream sediment sampling, soil sampling, mapping, and prospecting have been completed which were successful in narrowing attention to three priority exploration targets, Targets I, II, and III, within the Rogers Creek Valley where drilling has confirmed the presence of porphyry style alteration and mineralization. Prospecting and mapping along roads on the southwest part of the Property have identified an additional mineralized target, Target IV.

Target I

At Target I, a 2.2 km diameter polymictic breccia pipe that is well exposed in outcrop and delineated by a strong magnetic low in the airborne data was identified. In places this pipe shows intense argillic alteration and is cross-cut by poly-metallic Au, Cu, Ag and Pb veins.

Drilling and sampling indicate a strong association of pervasively and strongly mineralized rocks in the vicinity of high order structures trending north to north-west at Target I. Cascade believes that fault-zones identified along roads act as cross links between the higher order faults and thus provided a much larger surface to impregnate the surrounding rock. While these fault zones are poorly exposed, the sparse outcrop seen is extremely leached and fractured at surface as well as having developed limonitic gossans. The range of anomalous soil samples in this area as well as numerous low-resistivity and high chargeability features further suggests that the granodiorite host is intensely altered and impregnated with sulphides at depth. Identification of lower or equal order structures associated with the faults identified is essential in defining high grade portions of this mineralized system for drill testing.

Target II

At Target II, southwest of Target I, quartz-malachite veining has been identified within another strong magnetic low that is surrounded in part by elevated gold values in soil samples. The trend of the samples indicates a north-west striking fault zone that dips to the south-west. Surrounding outcrops of chlorite-sericite altered granodiorite are cut by poorly defined zones of copper-mineralized chloritic stringers, similar to those found on the northwestern margin of the breccia pipe at Target I. The magnetic low in this area may be related to an unroofed breccia pipe or alteration system, similar to that exposed at Target I.

Target III

At Target III, a 200 m diameter zone of hematite and clay/sericite/tourmaline-altered breccia has been identified in an area of anomalous Au-in-silt values and multi-generational silicification and potassic alteration events observed both within fault zones and within pervasively altered host granodiorite. Silicification may represent a cap overlying a mineralized porphyry or epithermal system at depth. Arsenic-in-soil values may give an indication for the gold potential of the area; other pathfinder elements such as bismuth as well as field observations indicate the existence of an east-west trending structure, that is responsible for the gold anomalies found in stream and rock samples from the area. Several small to moderate sized magnetic lows were indicated by the 3D magnetic inversion that seem to follow structural trends and thus may highlight zones of more intense alteration.

INTERPRETATION

The review of drill core and outcrop alteration along with associated thin section work has improved the understanding of the geology and alteration patterns within this large mineralized system. The darker phase of the granodiorite previously identified as hornblende diorite, rather than being a distinct intrusive phase is now interpreted to be biotite +/- hornblende granodiorite that has been potassically altered in a prograde event and subsequently retrograde altered to a sericite-chlorite-sulphide-magnetite assemblage during the mineralizing event. Most of these altered zones can be seen to be proximal to large scale arc-parallel and transpression faults within the valley that would have significantly focused fluid flow. It is believed that these zones are gradational into lower “high-grade” potassic cores beneath.

Work to date has advanced the Rogers Creek Property from a small showing discovered on a logging road in 2007 to an advanced exploration stage project, with evidence for a large mineralized system. This has validated the initial working hypothesis that there is considerable potential to discover significant mineralization within the Miocene age intrusions of the Cascade Magmatic Arc in southwestern BC, which have seen very little modern exploration.

Merging and modelling of the 2009, 2015, and 2019 IP surveys with all other existing data into a 3D model has served to further strengthen the model of a buried porphyry at Rogers Creek. The initial review showed a large, open-ended, high chargeability and low resistivity anomaly present between two of the mineralizing arc-parallel structures within Target I which roughly correlate with drill holes WRC-001, WRC-002, MRC-006, and MRC-007 which, apparently just “skimmed” the edge of the large chargeability anomaly. Where the drill holes came closest and touched the edge of the anomaly appears to be where the highest copper-gold values occur along with intensified chlorite-sericite alteration zones possibly overprinting potassic prograde alteration. Target I remains the most promising and highest priority area, however, Target IV also shows significant potential, especially at the intersection of two major structures forming a large magnetic low and geochemical anomaly with “porphyry indicator” geochemistry. A more detailed manipulation and study of the new model is required to qualify the next exploration approach.

Most work to date has been focused on Target I. The last hole drilled in Target I, MRC-007, was drilled north of the limit of the IP (subsequently extended an additional 400 m north by the 2015 IP survey and another 200 m farther north in 2019) and soil geochemical coverage and intersected 158 m of 380 ppm Cu in MRC-007, including 12.3 m of 0.172% Cu, confirming that the mineralized system is open to the north beyond the limits of current geophysical and geochemical coverage. To date the mineralization intersected by drilling is consistent with that from the periphery of a porphyry mineralized system. Interpretation is complicated by the presence of a large post-mineral breccia pipe. Mineralized clasts noted within this pipe indicate it has passed through porphyry-style mineralization at depth. Further work is required to fully define the extent and geometry of what appears to be a very large mineralized system, in order to define the location of the potassic core of the system which would be expected to produce higher grade intercepts.

Work in Area II has identified copper-gold mineralization associated with a chlorite-sericite altered biotite granodiorite. Mineralization hosted by silica-chlorite-sericite altered hornblende diorite consists of up to several percent disseminated chalcopyrite and lesser pyrite with rare chalcopyrite and pyrite veins up to 1 cm wide, associated with a 340o trending structural zone in the southwestern part of Target II. The large magnetic low at the centre of Area II remains unexplained. The mineralization in all cases appears to be primarily controlled by northwest (320-340o) trending structures, particularly near their intersection with 020° “transpressional” structures. Further work is needed to better understand the detailed structural controls on mineralization.

Conclusions

Little work has been carried out in Targets III and IV. Potential in Target III appears to be for high level epithermal gold mineralization, while Target IV is a copper-molybdenum target. Both Targets are currently ranked to be of lower priority to Targets I and II, however Target IV presents a very intriguing area for future exploration.

Despite being sporadically worked on for the last 15 years, most of the Rogers Creek Project is still at a relatively early stage of exploration. Given the geology and alteration, there exists potential for porphyry, epithermal, and skarn copper-molybdenum-gold deposits on the Project. The presence of a multitude of intrusive dikes of varying phases and composition suggests that extensional structures and associated hydrothermal activity is relatively widespread on the Project. Previous exploration programs captured a significant amount of information and insight into the geology, alteration, and mineralization and can be used as a base to model and expand upon.

The Rogers Creek Project's strong copper-gold potential is supported by exploration drilling. Drill intersections suggest a potential exists for expansion on known intercepts laterally and at depth and that there are multiple copper-gold intercepts within many drill holes suggesting a widespread system that can probably be used to vector towards a higher-grade "porphyry centre".

After conducting a detailed review of all pertinent information, the Author concludes that:

1. The historical database is adequately complete, valid and up to date, however, there is new data that can still be compiled into a 3D model;
2. There exists the likelihood of a large, buried porphyry system at depth, and at several locations;
3. Additional exploration drilling would likely confirm and potentially expand the known zones, in particular at Targets I and II; and
4. The Project is underexplored outside the known mineralized zones, especially at depth.

Significant opportunities that could improve the Project's advancement are presented in Table 25-1.

TABLE 25-1. OPPORTUNITIES FOR THE ADVANCEMENT OF THE ROGERS CREEK CU-AU PROJECT.

Opportunity	Description	Potential Benefit
Exploration potential	Potential for additional discoveries at depth and between the known occurrences by geophysics, 3D modelling, and drilling.	Potential to expand on the known zones and to discover new zones between and at depth, especially a higher-grade "porphyry centre". Demonstrating potential of the Targets, the multiple mineralizing styles, and the overall size of the system.
Generate a 3D model	Integrate all geological, geophysical, and structural information into an updated 3D model that can be used for future exploration planning.	Potential to vector towards and discover trends or clusters of mineralization that currently remain hidden or "buried". Better understanding of relationships to alteration and mineralization styles and their timing. Serve as predictive guide for other zones.
Independent hydroelectric power production	The Rogers Creek waterway proper is a high-volume water source with numerous large tributaries that flows all year long into the Lillooet River.	The Rogers Creek waterway could potentially be utilized as a source of "on-site" power production independent of provincial grid systems.

Risks and Uncertainties

Risks and uncertainties which may reasonably affect reliability or confidence in future work on the Project relate mainly to the reproducibility of exploration results (*i.e.*, exploration risk) in a future production environment. Exploration risk is inherently high when exploring in porphyry and epithermal vein systems, however these risks are mitigated through the completion of surface geological and structural mapping, trenching, and sampling programs, and high density (closely spaced drill holes) drilling programs, and mineral processing and metallurgical test work.

Table 25-2 identifies the significant internal risks, potential impacts, and possible risk mitigation measures that could affect the economic outcome of the Project. The list does not include the external risks that apply to all exploration projects (e.g., market fluctuations, changes in metal prices, exchange rates, availability of investment capital, change in government regulations, etc.).

Table 25-2. Potential risks and uncertainties for the Rogers Creek Cu-Au Project.

Risk	Potential Impact	Possible Risk Mitigation
Geological Model	Geological complexity: the mineralized system shows good lateral extent over several Targets, but porphyries may lay at extreme depths. Shearing and faulting may decrease the continuity of mineralization.	Detailed structural mapping, LiDAR, and modelling of all available data in 3D. Careful review of the model before drilling to improve confidence in the vector and possible location of a higher-grade core.
Social acceptability/Community support	Delay of the Project's social acceptance or acceptance by First Nations.	Continue a proactive and transparent strategy to identify all stakeholders and develop a communication plan, especially with First Nations interests. Develop and sign MOU agreements and employ locals when possible. Organize information sessions, provide information on the Project, and meet with host communities.
Project area drains directly into major waterways	Potentially longer reviews by the ministry, and thus a delay in production permitting.	Early discussion with the ministry on possible mitigation measures which could include water testing, environmental meetings, and ecological reviews.

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

RECOMMENDATIONS

It is the Authors' opinion that additional exploration expenditures are warranted on the Rogers Creek Cu-Au Project. The Author has prepared a cost estimate for a recommended two-phase work program to serve as a guideline for the Rogers Creek Project. A budget estimate for the recommended work programs is provided in Table 26-1. These recommendations total approximately CDN$900,000 (including 10% contingencies).

The recommended Phase 1 program (CDN$320,000), which includes a high-density LiDAR and Orthophoto survey, in-depth structural analysis and modelling, ground prospecting/mapping, and deep drilling of the Target I IP anomaly (Figure 26-1), is expected to be completed within about a 3-4 month period. The recommended Phase 2 program (CDN$500,000) is contingent on the results from the Phase 1 program.

It is the Author's opinion that the recommended work programs and proposed expenditures are appropriate for the stage of the Property and that the proposed budget reasonably reflects the type and amount of contemplated exploration activities.

TABLE 26-1. RECOMMENDED PHASE 1 AND PHASE 2 EXPLORATION WORK PROGRAMS AND BUDGET, ROGERS CREEK CU-AU PROJECT.

Work Program	Cost Estimate (CAD$)
PHASE 1	
High-Density LiDAR and Orthophoto Survey on Targets I, II (~40 km^2)	$40,000
In-Depth Structural Analysis and Modeling by Specialist	$15,000
Conversion of all Available Data into ArcGIS and a Leapfrog 3D Model	$35,000
Ground Prospecting/Mapping (South of Target I)	$20,000
Deep Drilling of Target I IP Anomaly (1,000 m @~$210/m all-in)	$210,000
PHASE 1 Subtotal:	**$320,000**
PHASE 2	
Ground Prospecting/Mapping (Target IV)	$10,000
8 line-km IP Survey South of Target I (inc. line cutting & ancillary costs)	$80,000
5 line-km IP Survey at Target IV (inc. line cutting & ancillary costs)	$50,000
Merging and Inversion of all data/information into 3D Model	$20,000
Drilling of new Target I IP Anomalies (800 m @~$210/m all-in)	$170,000
Drilling of Target IV IP Anomaly (800 m @~$210/m all-in)	$170,000
PHASE 2 Subtotal:	**$500,000**
Contingency (~10%):	$80,000
EXPLORATION TOTAL (Phase 2 contingent on success of Phase 1):	**$900,000**

Understanding the structural geology is critical to the success of the Project. A high-resolution LiDAR survey is proposed to better distinguish the near-surface structural patterns and outline potential unknown structures. In addition to improving the structural understanding, this survey could better constrain the width, extent, and characteristics of the mineralized zones and structures.

The Phase 2 recommendations, contingent on the success of Phase 1, include prospecting and mapping over the area of Target IV, IP geophysical surveys south of Target I and over Target IV, and the merging and modelling of the geophysical and geological data and information to develop drill targets. Phase 2 drilling (~1,600 m) could include testing new geophysical targets developed over Target I and Target IV areas.

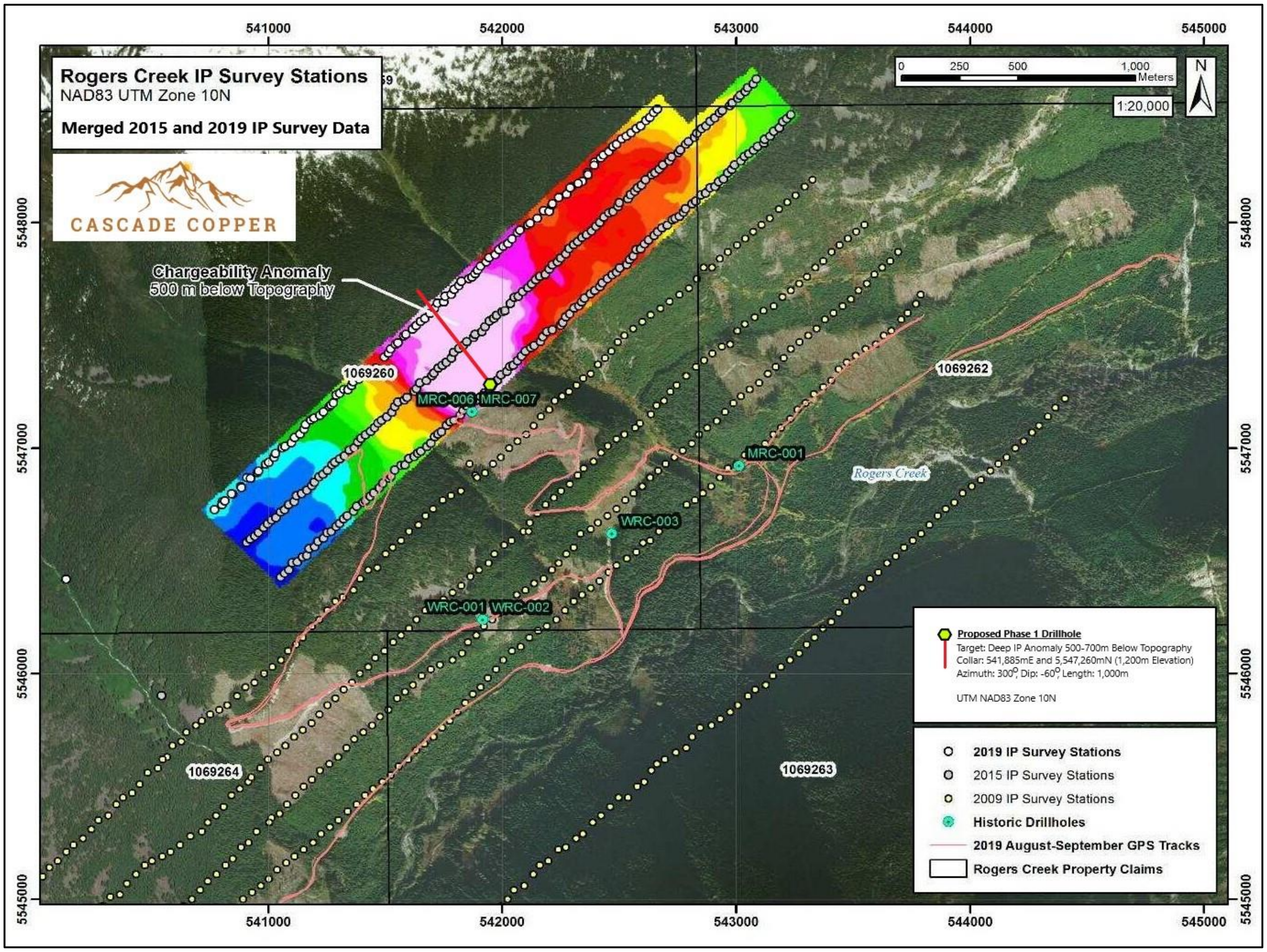
Drilling

The historical diamond drilling programs on the Rogers Creek Project have served, in apart, to outline areas that merit further drill testing. Specifically, further diamond drilling should focus on stepping out and deeper from drill holes MRC-006 and -007 and WRC-001 and -002 to target a potential hydrothermal source at depth.

Drillholes MRC-006 and MRC-007, completed in 2011, were collared nearly on top of the chargeability anomaly (Figure 26-1) but were drilled away from it to the southwest. Drillhole WRC-002, completed in 2009, was collared to the south of the anomaly and drilled toward and below the anomaly but ended approximately 600 m away from the bottom of the anomaly (Figure 26-1). Anomalous copper assays of the historical drill holes are spatially associated with the chargeability anomaly. Drilling should be completed to test continuity of known mineralized Targets in terms of lateral and depth extensions, to potentially discover new occurrences and the high grade "porphyry centre" of the hydrothermal system.

Figure 26-1 shows the location for a Phase 1 deep diamond drill hole planned to be oriented at 300Az, -40 dip and drilled for about 1,000 metres.

FIGURE 26-1. LOCATION OF PLANNED PHASE ONE DRILL HOLE (RED TRACE ACROSS IP PLAN) TARGETING A HISTORICAL IP ANOMALY IN TARGET I AREA.



Summary

In summary, the Author recommends the following based on available historical data, field observations, and current deposit model understandings:

1. High-density LiDAR and high-resolution orthophoto survey (Targets I and II).
2. On-site and an in-depth structural analysis of all existing data by a specialist with extensive knowledge of Tertiary porphyry systems. This should be completed after the LiDAR so the structural geologist can incorporate it and produce a detailed lineament analysis.
3. Data compilation and integration (Phase 2). The geophysical and surface sampling data should be geospatially analyzed using modern techniques to confirm targets for future drilling.
4. Prospecting and mapping could be performed on Target I south-side of Rogers Creek and on the Target IV “mag destructive” zone where the IP is complete.
5. Further ground geophysics (IP) could be performed on Targets I and IV and merged.
6. Merging and Inversion off all project data into a 3D model project database.
7. An initial Phase 1 drilling program should be completed to test the deeper chargeability anomaly located at Target I to test the viability of newly modeled data interpretations.

A Phase 2 drilling program could follow depending on Phase 1 results and interpretations.

USE OF PROCEEDS

Proceeds

THE OFFERING HEREUNDER IS SUBJECT TO A MINIMUM SUBSCRIPTION OF 10,000,000 UNITS ($1,000,000). IN THE EVENT SUCH SUBSCRIPTIONS ARE NOT ATTAINED WITHIN 90 DAYS OF THE ISSUANCE OF THE FINAL RECEIPT FOR THIS PROSPECTUS OR, IF AN AMENDMENT TO THE FINAL PROSPECTUS HAS BEEN FILED AND A RECEIPT HAS BEEN ISSUED FOR SUCH AMENDMENT, WITHIN 90 DAYS OF THE ISSUANCE OF A RECEIPT FOR AN AMENDMENT TO THE FINAL PROSPECTUS AND, IN ANY EVENT, NOT LATER THAN 180 DAYS AFTER THE ISSUANCE OF A RECEIPT FOR THE FINAL PROSPECTUS, ALL FUNDS RAISED HEREUNDER WILL BE RETAINED BY THE AGENT AND REFUNDED TO INVESTORS, OR AS INSTRUCTED BY THE INVESTOR, WITHOUT INTEREST OR DEDUCTION.

Funds Available

If all the Units offered pursuant to this Offering are sold, the net proceeds to the Corporation after paying the Agent's Commission will be $900,000. In addition, the Corporation's working capital surplus estimated to be $150,000 as at the date of this Prospectus which combined with the net proceeds that will be raised from the Offering, the Corporation will have an aggregate $1,050,000 in available capital.

Principal Purposes

The total funds available to the Corporation upon completion of the Offering will be used to fund, in order of priority, the Corporation's estimated business expenses during the 12 months following the Offering, which the Corporation has budgeted for as follows:

	Funds to be Used
(a) To pay the balance of the estimated costs of this Offering[(1)]	$60,000
(b) To pay the estimated cost of the Rogers Creek Property Phase I work program[(2)]	$320,000
(c) To provide funding sufficient to meet administrative costs for 12 months	$100,000
(d) Payment to the Bendor Property Owners on the Listing Date	$10,000
(e) Payment to the Fire Mountain Property Owners on the Listing Date	$20,000
(f) To provide unallocated working capital	$540,000
TOTAL:	**$1,050,000**

(1) Includes the balance of expenses related to this Offering, including the balance of the Corporate Finance Fee, Agent's expenses including legal fees, the Corporation's legal, printing, and audit expenses and other expenses of the Corporation.
(2) See "Rogers Creek Property – Recommendations".

Upon completion of the Offering, the working capital available to fund the Corporation's ongoing operations will be sufficient to meet all budgeted administrative costs and exploration expenditures for 12 months following the Offering.

Estimated administrative expenditures for the 12 months following the Offering are comprised of the following:

Audit Expense	$12,000
Accounting and Bookkeeping	$12,000
Office Rent	$12,000
Executive Compensation – Management Fee[(1)]	$24,000
Legal	$6,000
Miscellaneous office and supplies.	$6,000
Transfer Agent and Regulatory Filing Fees	$6,000
Travel and Accommodation	$22,000
TOTAL:	**$100,000**

(1) To be allocated between the Chief Executive Officer and the Chief Financial Officer based on the total hours of services rendered to the Corporation.

The Corporation intends to spend the funds available to it as stated in this Prospectus. **Notwithstanding the foregoing, there may be situations where, due to change of circumstance, outlook, research results and or business judgment, reallocation of funds is necessary in order for the Corporation to achieve its overall business objectives.**

Unless otherwise deemed advantageous and approved by the Board, the proceeds will be invested only in securities of, or those guaranteed by, the Government of Canada or any province of Canada, in certificates of deposit or interest-bearing accounts of Canadian chartered banks or trust companies or in prime commercial paper. The Corporation's Chief Financial Officer will be responsible for the investment of all unallocated funds.

The Corporation's future development and operating results may be different from those expected as at the date of this Prospectus.

The current outbreak of COVID-19, and any future emergence and spread of similar pathogens, could have a material adverse effect on global and local economic and business conditions which may adversely impact the Corporation's business and results of operations and the operations of contractors and service providers. The outbreak has spread in Canada where the Corporation will conduct its principal business operations. The Corporation's plans to advance the exploration and development of the Rogers Creek Property are dependent upon the acquisition of financing and operating permits, as well as its ability to continue the work required by its employees and contractors. In addition, the Corporation's personnel may be delayed in completing the required work that it is pursuing due to quarantine, self-isolation, social distancing, restrictions on travel, restrictions on meetings and work from home requirements. The extent to which the coronavirus impacts the Corporation's operations will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the duration of the outbreak, new information that may emerge concerning the severity of the coronavirus and the actions taken to contain the coronavirus or treat its impact, among others. Moreover, the spread of the coronavirus globally has and may continue to have a material adverse effect on global and regional economies and to continue to negatively impact markets, including the trading price of shares and mineral commodity prices. These adverse effects on the economy, commodity prices, the stock market and the Corporation's share price could adversely impact the Corporation's ability to raise capital, with the result that its ability to pursue its exploration and development plans could be adversely impacted, both through delays and through increased costs. Any of these developments, and others, could have a material adverse effect on the Corporation's business and results of operations.

The business of the Corporation will not be cash flow positive until the Corporation begins generating revenue. As a result, the Corporation may decide to raise additional equity financing in the next 12 months, if the Board believes it is in the best interests of the Corporation to do so.

The Corporation has historically generated negative cash flows and there is no assurance that the Corporation will not experience negative cash flow from operations in the future. For the year ended December 31, 2021, the Corporation sustained net losses from operations of $167,439. All funds available to the Corporation will be used to fund future and anticipated negative cash flow from its operating activities.

STATED BUSINESS OBJECTIVES AND MILESTONES

The principal business carried on and intended to be carried on by the Corporation is the acquisition, exploration and development of natural resource properties. The Corporation intends on expending existing working capital and net proceeds raised from this Offering to complete the following business objectives:

Business Objective	Cost of Objective	Timing to Complete Objective
To pay the balance of the estimated costs of the Offering, list on the CSE, and pay other accrued expenses	$60,000	Upon closing the Offering
To carry out the Phase I exploration program on the Rogers Creek Property	$320,000	Within 12 Months of completion of the Offering
To pay administrative costs	$100,000	Within 12 months following completion of the Offering
Payment to the Bendor Property Owners	$10,000	Upon completion of the Offering
Payment to the Fire Mountain Property Owners	$20,000	Upon completion of the Offering
Unallocated working capital	$540,000	Available for the 12-month period following completion of the Offering

The Corporation may decide to acquire other properties in addition to the properties it currently holds.

See *"Recommendations"* for a detailed summary of the costs related to the Phase I exploration program.

These objectives reflect the Corporation's current expectations and are subject to a number of known and unknown risks, uncertainties and other factors which may cause the Corporation's actual results, performance or achievements to be materially different from the above short-term objectives listed above. The Corporation will require additional funding to complete the Phase II exploration program and the Phase II funding depends on the results from the Phase I exploration program, and there is no guarantee the Corporation will be able to raise such additional funding.

The Corporation may from time to time revise its business plan and objectives, which revisions may include synergistic acquisitions. Such activities will also likely require that the Corporation raise additional capital.

There can be no assurance that the Corporation can raise such additional capital if and when required. The Corporation's future development and operating results may be different from those expected as at the date of this Prospectus. The Corporation faces various risks related to health epidemics, pandemics and similar outbreaks, including COVID-19, which may have material adverse effects on its business, financial position, results of operations and/or cash flows.

The current outbreak of COVID-19, and any future emergence and spread of similar pathogens, including the Omicron variant, could have a material adverse effect on global and local economic and business conditions which may adversely impact the Corporation's business objectives summarized above and results of operations and the operations of contractors and service providers. The outbreak has spread in Canada where the Corporation will conduct its principal business operations. The Corporation's plans to advance the exploration and development of each of the Rogers Creek Property are dependent upon the acquisition of financing and operating permits, as well as its ability to continue the work required by its employees and contractors. In addition, the Corporation's personnel may be delayed in completing the required work that it is pursuing due to quarantine, self-isolation, social distancing, restrictions on travel, restrictions on meetings and work from home requirements. The extent to which the coronavirus impacts the Corporation's operations will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the duration of the outbreak, new information that may emerge concerning the severity of the coronavirus and the actions taken to contain the coronavirus or treat its impact, among others. Moreover, the spread of the coronavirus globally has and may continue to have a material adverse effect on global and regional economies and to continue to negatively impact markets, including the trading price of shares and mineral commodity prices. These adverse effects on the economy, commodity prices, the stock market and the Corporation's share price could adversely impact the Corporation's ability to raise capital, with the result that its ability to pursue its exploration and development plans could be adversely impacted, both through delays and through increased costs. Any of these developments, and others, could have a material adverse effect on the Corporation's business and results of operations. See "*Risk Factors*."

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Annual Information

The following table sets forth summary financial information of the Corporation for the financial period from incorporation on December 1, 2020 to December 31, 2020 and for the year ended December 31, 2021 and the six month interim period ended June 30, 2022. This summary financial information should only be read in conjunction with the Corporation's audited financial statements included as Schedule "B" including the notes thereto.

	Period from incorporation on December 1, 2020 to December 31, 2020 (audited)	**Year-Ended December 31, 2021 (audited)**	**Interim period for the six-month ended June 30, 2022 (unaudited)**
Total revenues	Nil	Nil	Nil
Expenses	$876	$167,439	$61,100
Net Loss	$876	$167,439	$61,100
Basic and diluted loss per common share	$8.76	$1,674.39	$0.01
Total assets	$1	$Nil	$502,287
Current liabilities	$876	$168,314	$66,378
Cash dividends per share	Nil	Nil	Nil

Dividends

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

Management's Discussion and Analysis

Management's Discussion and Analysis of the Corporation for the period from incorporation on December 1, 2020 to December 31, 2021 and the six month period ended June 30, 2022, is included as Schedule "C" and should be read in conjunction with the Corporation's audited annual financial statements for the year ended December 31, 2021 and unaudited financial statements for the interim period ending June 30, 2022.

DESCRIPTION OF SECURITIES DISTRIBUTED

This Prospectus qualifies the distribution of 10,000,000 Units, with each Unit consisting of one Common Share and one Warrant. This Prospectus also qualifies the distribution of 400,000 Common Shares to be issued to the Bendor Property Owner (as to 200 000 Common Shares) and Fire Mountain Property Owner (as to 200,000 Common Shares) on the Listing Date. The Corporation will also grant the non-transferable Agent's Warrants to the Agent, which entitles the Agent to purchase that number of Agent's Shares equal to 10% of the number of Units sold pursuant to the Offering.

Authorized and Issued Share Capital

The authorized share capital of the Corporation consists of unlimited common shares without par value and unlimited preferred shares. As of the date of this Prospectus, 16,305,607 Common Shares were issued and outstanding as fully paid and non-assessable shares.

Common Shares

The holders of the 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.

Preferred Shares

The Corporation is also authorized to issue an unlimited number of preferred shares without nominal or par value, of which, as at the date hereof, none have been issued. The preferred shares of the Corporation may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series. The preferred shares of the Corporation rank on a parity with the preferred shares of every other series and are entitled to a priority over the Common Shares, and any other class of shares ranking junior to the preferred shares of the Corporation with respect to the payment of dividends and the distribution of assets upon the liquidation of the Corporation.

Units

Each Unit is comprised of one Common Share and Warrant. Each Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of $0.15 for a period of 18 months from the Closing Date.

Warrants

Each Warrant will entitle the holder to acquire one Common Share at the exercise price of $0.15 for a period of 18 months from the Closing Date.

Until exercised by the holder, the Warrants do not entitle the holder to dividend rights, rights of liquidation, dissolution or winding-up, or voting rights with respect to election of the Board or other matters generally brought before the shareholder of the Corporation. The Warrants are transferable and will not be listed on any stock exchange. Holders of the Warrants will not, as such, have any voting right or other right attaching to the Common Shares until the Warrants are properly exercised and Common Shares issued upon such exercise. No fractional Common Shares will be issued upon the exercise of the Warrants. If any fraction of a Common Share would otherwise be issuable, the number of Common Shares so issued shall be rounded down to the nearest whole Common Share without compensation therefor.

The Warrants will be issued pursuant to the terms of the Warrant Indenture with TSX Trust Company, as warrant agent thereunder, which will provide that the number of Common Shares issuable upon exercise of the Warrants and exercise price of the Warrants will be subject to adjustment in the event of, among other things, a subdivision or consolidation of the Common Shares. The Warrant Indenture will also provide for other customary adjustments, including, without limitation, if there is (a) any reclassification or change of the Common Shares, (b) any consolidation, amalgamation, arrangement or other business combination of Cascade resulting in any reclassification or change of the Common Shares into other shares, or (c) any sale, lease, exchange or transfer of the Corporation's assets as an entirety or substantially as an entirety to another entity, in which case each holder of a Warrant which is thereafter exercised shall receive, in lieu of Common Shares, the kind and number or amount of other securities or property which such holder would have been entitled to receive as a result of such event if such holder had exercised the Warrants prior to the event. The Corporation will also covenant in the Warrant Indenture that, during the period in which the Warrants are exercisable, it will give notice to holders of Warrants of certain stated events, including events that would result in an adjustment to the exercise price for the Warrants or the number of Common Shares issuable upon exercise of the Warrants, at least 14 days prior to the record date or effective date, as the case may be, of such events.

Agent's Warrants

Each Agent's Warrant will be non-transferable and will entitle the holder to purchase that number of Common Shares equal to 10% of the number of Units sold pursuant to the Offering, at a price of $0.10 per Agent's Warrant for a period of 18 months from the Listing Date. The Agent's Warrant will entitle the Agent to purchase 1,000,000 Common Shares. The Agent's Warrants may be surrendered for exercise, transfer or exchange at the offices of the Corporation.

CONSOLIDATED CAPITALIZATION

The following table summarizes changes in the Corporation's capitalization as at June 30, 2022, as at the date of this Prospectus, and after giving effect to this Offering.

Description	Authorized	Outstanding as at June 30, 2022 (unaudited)	Outstanding at the date of this Prospectus (Unaudited)	Outstanding after giving effect to this Offering (Unaudited)(1)
Common Shares	Unlimited	13,607,295 ($624,593)	16,305,607(2)(4)(5) ($699,593)	26,705,607(3) ($1,699,593)
Long Term Debt	Nil	Nil	Nil	Nil

(1) As partial consideration for the sale of Units pursuant to this Prospectus, the Corporation has agreed to grant the Agent non-transferable Agent's Warrants entitling the Agent to purchase up to that amount of Units as is equal to 10% of the number of Units sold pursuant to this Offering. The Agent's Warrants may be exercised at a price of $0.10 per Agent's Warrants for a period of 18 months from the Listing Date. This Prospectus qualifies the distribution of the Agent's Warrants. The Common Shares to be issued on exercise of the Corporation's stock options are not reflected in these figures.
(2) On an undiluted basis. Does not include any Common Shares issuable upon exercise of the Warrants, Agent's Warrants, Finder Warrants, Private Placement Warrants, or incentive stock options of the Corporation issued to directors and officers of the Corporation. On a fully diluted basis, the Corporation will have 41,295,519 Common Shares issued and outstanding.
(3) Prior to giving effect to the cost of the Offering.
(4) Includes 3,388,895 Common Shares issued to settle the $169,444.76 loan from Pan Pacific, at $0.05 per Common Share.
(5) Pursuant to the terms of the Rogers Creek Purchase and Sale Agreement, the Corporation issued 625,000 Common Shares to C3 Metals, at a deemed issue price of $0.12 per Common Share.

Fully Diluted Share Capital

Common Shares	Number of Common Shares after giving effect to the Offering	Percentage
Issued and outstanding as at the date of this Prospectus	16,305,607	39.49%
Common Shares forming part of the Units issued pursuant to the Offering	10,000,000	24.22%
Common Shares reserved for issuance upon exercise of the Warrants	10,000,000	24.22%
Agent Shares reserved for issuance upon exercise of the Agent's Warrants	1,000,000	2.42%
Common Shares reserved for issuance upon exercise of the Private Placement Warrants	2,273,312	5.51%
Common Shares reserved for issuance upon exercise of the Finder Warrants	166,600	0.40%
Common Shares reserved for issuance to the Bendor Property Owner on the Listing Date	200,000	0.48%
Common Shares reserved for issuance to the Fire Mountain Property Owner on the Listing Date	200,000	0.48%
Common Shares reserved for issuance on exercise of the stock options held by the directors, officers and a consultant of the Corporation	1,150,000	2.78%
TOTAL:	**41,295,519**	**100%**

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Stock Option Plan was approved by the Corporation's shareholders and directors on December 1, 2020.

The purpose of the Stock Option Plan is to encourage ownership of the Common Shares by persons who are directors, senior officers and key employees of, as well as consultants, advisory board members and employees of management companies providing services to the Corporation. Management believes that the Stock Option Plan will advance the interests of the Corporation by providing incentive compensation to all eligible recipients through participation in the Corporation's growth and development.

The following summary is a brief description of the Stock Option Plan:

1. The maximum number of Common Shares that may be issued upon the exercise of the Corporation's stock options previously granted and those granted under the Stock Option Plan will be a maximum of 10% of the issued and outstanding Common Shares at the time of the grant.

2. Stock options can be issued to persons who are directors, senior officers, employees, advisory board members and consultants of, or employees of management companies providing services to, the Corporation or its subsidiaries, if any.

3. The option price of any Common Share in respect of which an option may be granted under the Stock Option Plan shall be fixed by the board of directors but shall be not less than the minimum price permitted by the CSE.

4. The number of options granted to any one individual may not exceed 5% of the outstanding listed Common Shares in any 12 month period unless the Corporation has obtained disinterested shareholder approval to exceed such limit.

5. The number of options granted to any one consultant may not exceed 2% of the Corporation's outstanding listed Common Shares in any 12 month period.

6. All options granted under the Stock Option Plan may be exercisable for a maximum of ten years from the date they are granted.

7. If the optionee ceases to be (other than by reason of death) an eligible recipient of stock options, then the stock options granted shall expire on the 90th day following the date that the option holder ceases to be eligible, subject to the terms and conditions set out in the Stock Option Plan.

8. If an optionee ceases to be an eligible recipient of stock options by reason of death, an optionee's heirs or administrators shall have until the earlier of: (a) one year from the death of the option holder; and (b) the expiry date of the stock options in which to exercise any portion of stock options outstanding at the time of death of the optionee.

9. The stock options shall expire on the 30th day after the optionee who is engaged in Investor Relations Activities for the Corporation ceases to be employed to provide Investor Relations Activities.

10. The stock options shall expire on the date on which the optionee ceases to be an eligible person by reason or termination of the optionee as an employee or consultant of the Corporation for cause (which, in the case of a consultant, includes any breach of an agreement between the Corporation and the consultant).

11. The Stock Option Plan will be administered by the Board who will have the full authority and sole discretion to grant options under the Stock Option Plan to any eligible recipient, including themselves.

12. The stock options are not assignable or transferable by an optionee.

13. The Board may, from time to time, subject to regulatory approval, amend or revise the terms of the Stock Option Plan.

On August 15, 2022, stock options to purchase up to 1,150,000 Common Shares were granted to the Corporation's directors, officers, employees, and consultants as set forth below, exercisable at $0.10 per Common Share for a five-year term, pursuant to the Stock Option Agreements.

Optionee	Number of Common Shares Optioned	Expiry Date
Executive Officers (3; as a group)	675,000	August 15, 2027
Non-Executive (2)	350,000	August 15, 2027
Employees and Consultants (1)	125,000	August 15, 2027
TOTAL:	**1,150,000**	

PRIOR SALES

The following table summarizes the sales of Common Shares or securities convertible into Common Shares that the Corporation has issued from the date of incorporation to the date of this Prospectus.

Issue Date	Type of Security	Price Per Security	Number of Securities	Aggregate Proceeds Received
December 1, 2020	Common Shares	$0.01	100(1)	$1.00
April 15, 2022	Common Shares	$0.005	2,100,000(2)	$10,500.00
April 20, 2022	Common Shares	$0.005	600,000(3)	$3,000.00
April 25, 2022	Common Shares	$0.02	100,000(2)	$2,000.00
April 30, 2022	Common Shares	$0.05 *(deemed)*	5,000,000(4)	$250,000.00 *(deemed)*
May 3, 2022	Common Shares	$0.10	2,018,300(2)	$201,830.00
May 25, 2022	Common Shares	$0.02	400,000(2)	$8,000.00
June 1, 2022	Common Shares	$0.05	3,388,895(5)	$169,444.75
August 3, 2022	Common Shares	$0.10 and $0.12	2,273,312(6)	$232,651.18
August 3, 2022	Finder Warrants	$0.10 *(exercise price)* $0.12 *(exercise price)*	150,000(6(d)) 16,600	N/A
August 15, 2022	Stock Options	$0.10 *(exercise price)*	1,150,000(7)	N/A
September 30, 2022	Common Shares	$0.12 *(deemed)*	625,000(8)	$75,0000 *(deemed)*

(1) Issued pursuant to seed capital private placement on incorporation.

(2) Issued pursuant to a private placement of Common Shares, of which, 200,000 Common Shares were cancelled on July 19, 2022.

(3) Issued pursuant to a shares for debt transaction to David D. Heighington Professional Corporation for legal services rendered.

(4) Issued pursuant to Rogers Creek Assignment Agreement dated April 22, 2022.

(5) Issued pursuant to a loan conversion into Common Shares of the Corporation, at a conversion price of $0.05 per Common Share and in connection with the Corporation’s indebtedness to Pan Pacific. These Common Shares were then issued to shareholders of Pan Pacific and paid to the holders of the Common Shares of Pan Pacific through a dividend in the sum of $84,722.38, being 50% of the total loan.

(6) Issued pursuant to a private placement of 2,273,312 units which consisted of the issuance of:
   (a) 1,500,000 flow-through units priced at $0.10 and comprised of one flow-through common shares designated as a flow-through basis under the *Income Tax Act* (Canada) and one non-flow through Private Placement Warrant. Each full Private Placement Warrant exercisable for one non-flow through common share at an exercise price of $0.15 until August 3, 2024;
   (b) 266,000 flow-through units priced at $0.12 and comprised of one flow-through common shares designated as a flow-through basis under the *Income Tax Act* (Canada) and one non-flow through Private Placement Warrant. Each full Private Placement Warrant exercisable for one non-flow through common share at an exercise price of $0.15 until February 3, 2024; and
   (c) 507,312 non-flow through units priced at $0.10 and comprised of one common share and one Private Placement Warrant. Each full Private Placement Warrant exercisable into common shares at a price of $0.15 until February 3, 2024.
   (d) In connection with the private placement, the Corporation issued 166,600 Finder Warrants consisting of 150,000 Finder Warrants at an exercise price of $0.10 exercisable until August 3, 2024 and 16,600 Finder Warrants at an exercise price of $0.12 per Finder Warrant exercisable until February 3, 2024.

(7) These stock options expire on August 15, 2027. See “*Options to Purchase Securities*” above.

(8) Pursuant to the terms of the Rogers Creek Purchase and Sale Agreement, the Corporation issued 625,000 Common Shares to C3 Metals, at a deemed issue price of $0.12 per Common Share.

ESCROWED SHARES

Escrowed Securities

Under National Policy 46-201 "Escrow for Initial Public Offerings" (the "**Escrow Policy**"), 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, including Common Shares, owned or controlled by the Principals of the Corporation are subject to the escrow requirements.

Pursuant to the Escrow Agreement, the Principals agreed to deposit in escrow their Common Shares (the "**Escrowed Securities**") with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon receipt of notice from the CSE confirming the listing of the Corporation's Common Shares on the CSE. The remaining ninety (90%) percent of the Escrowed Securities will be released from escrow in fifteen percent (15%) tranches at six month intervals over a 36 month period following receipt of such notice.

The Corporation is an "emerging issuer" as defined in the Escrow Policy. If, within 18 months of the Listing Date, the Corporation meets the "established issuer" criteria (as defined in the Escrow Policy), that number of Escrowed Securities that would to that date have been eligible for release from escrow if the Corporation had been an "established issuer" on the Listing Date will be immediately released from escrow. After 18 months from the Listing Date, if the Corporation meets the "established issuer" criteria, all the Escrowed Securities will be immediately released from escrow.

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;

4. pledges to a financial institution as collateral for a bona fide loan, provided that upon a realization the securities remain subject to escrow; and

5. tenders of Escrowed Securities to a take-over bid, provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation's escrow classification.

The following table sets forth details of the Escrowed Securities that are subject to the Escrow Agreement as of the date of this Prospectus:

Name	**No. of Escrowed Common Shares(1)**	**Offering Percentage (After Giving Effect to the Offering)(2)**
Pan Pacific Resource Investments Ltd.	1,694,547	6.35%
Jeffrey S. Ackert	500,000	1.87%
Shannon Baird	500,000	1.87%
Alison M. Redford KC, ICD.D.	222,129	0.83%
Darcy J. Christian	508,852	1.91%
Yanika Silina	200,000	0.75%
TOTAL:	**3,625,528**	**13.58%**

(1) These shares have been deposited in escrow with the Escrow Agent.
(2) These figures assume that the Agent's Warrants, the Warrants, the Finder Warrants, the Private Placement Warrants and the Stock Option Agreements have not been exercised. The aggregate number of issued and outstanding Common Shares before dilution would total 26,705,607 Common Shares.

Shares Subject to Resale Restrictions

Canadian securities legislation generally requires that shares issued by a company during its private stage may not be resold without a prospectus or an applicable prospectus exemption until the expiration of certain hold periods. This legislation generally provides that, except for the Escrowed Securities, all of the Corporation's currently issued and outstanding Common Shares will no longer be subject to a hold period if they were issued during the time that the Corporation was a private company, so long as the Corporation becomes a reporting issuer by filing a prospectus in certain Canadian jurisdictions (including the Selling Jurisdictions).

PRINCIPAL SHAREHOLDERS

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 Corporation's Common Shares except for the following:

	Prior to the Offering		**Offering After Giving Effect to the Offering(1)(2)(4)(5)**	
Name	**Number of Common Shares Beneficially Owned Directly or Indirectly**	**Percentage of Common Shares Held**	**Number of Common Shares Beneficially Owned Directly or Indirectly(3)**	**Percentage of Common Shares Held**
Pan Pacific Resource Investments Ltd.	1,694,547	10.39%	1,694,547	4.10%
TOTAL:	**1,694,547**	**10.39%**	**1,694,547**	**4.10%**

(1) These figures assume that the Agent's Warrants, the Warrants and the Stock Option Agreements have not been exercised.
(2) On a fully-diluted basis, there will be 41,295,519 Common Shares outstanding, assuming completion of the Offering, the exercise of all Agents Warrants, Warrants, Finder Warrants, Private Placement Warrants and Stock Option Agreements.
(3) Assuming no securities are purchased under the Offering.
(4) On a fully diluted basis, the holdings of Pan Pacific will be 4.10%. See "Consolidated Capitalization".
(5) Tocvan, as defined herein, is currently the registered holder of 5,000,000 Common Shares of the Corporation, however, these Common Shares will be distributed to Tocvan shareholders on a pro rata basis as a dividend in kind prior to completion of the Offering. No Tocvan shareholders will hold more than 10% of the Corporation's common shares after giving effect to the distribution.

DIRECTORS AND OFFICERS

The following table provides the names, provinces of residence, position, principal occupations 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 over, as of the date hereof:

Name and Province of Residence and Position with the Corporation(4)	**Director/ Officer Since**	**Principal Occupation for the Past Five Years**	**Common Shares Beneficially Owned (at the date of this Prospectus)**
Jeffrey S. Ackert(1) President, Chief Executive Officer and Director North Gower, Ontario	May 6, 2022	Self Employed Consultant. From June 2014 until September 2022, Vice President Business Development of C3 Metals Inc. From 2015 until 2018, President and Chief Executive Officer of C3 Metals Inc.	500,000 – Common Shares 225,000 – Stock Options
Shannon Baird Vice President, Exploration, Corporate Secretary and Director Sudbury, Ontario	May 5, 2022	Since October 2020, President and Chief Executive Officer of PrometheX Ltd. From 2016 until 2020, Exploration Manager of C3 Metals Inc.	500,000 – Common Shares 225,000 – Stock Options
Darcy J. Christian(1) Director Calgary, Alberta	Director: May 5, 2022	Since 2017, President of Braidplain Consulting Ltd. Since November 2021 an Exempt Market Dealer Representative for Sentinel Financial Group. From July 2019 until March 2020, Principal Consultant with Upstream Oil and Gas Consulting. From April 2018 until June 2019, contact Geoscience Technical Advisor. Since May 2022, Vice President Operations, Corporate Secretary and a Director of Ashley Gold Corp, a CSE listed company. Associate with Conduit Capital Advisors Corp. from April 2020 to November 2021.	508,852 – Common Shares 225,000 – Stock Options
Yanika Silina Chief Financial Officer Langley, British Columbia	May 5, 2022	Since 2008, Senior Accountant with Da Costa Management Corp.	200,000 – Common Shares 225,000 – Stock Options
Alison M. Redford KC, ICD.D.(1)(2) Director Calgary, Alberta	Dec 1, 2020	Since 2014, Ms. Redford has been a self-employed consultant.	222,129 – Common Shares 125,000 – Stock Options

(1) Member of the Audit Committee of the Corporation.
(2) Chairman of the Audit Committee.
(3) On August 15, 2022, the Corporation granted incentive stock options to its directors and officers at an exercise price of $0.10 per stock option, which expire on August 15, 2027.
(4) Prior to April 13, 2022, certain of the directors and officers of the Corporation were common directors and officers of Pan Pacific as the Corporation was initially incorporated as a wholly owned subsidiary of Pan Pacific to facilitate the acquisition, financing and further development of the Rogers Creek Property. See "General Development of the Business – Business of the Corporation" herein.

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. The Corporation has one committee, the audit committee, whose members are Alison M. Redford KC, ICD.D., Jeffrey S. Ackert and Darcy J. Christian, two of whom are considered independent directors under National Instrument 52-110. The directors and officers of the Corporation own collectively, 1,930,981 Common Shares which represents 7.23% of the issued and outstanding shares after giving effect to the Offering, or 4.68% on a fully-diluted basis.

Biographies

The following is a brief description of the background of the key management, directors and promoters of the Corporation.

Jeffrey S. Ackert, *President, Chief Executive Officer, Director and Promoter*

Mr. Ackert is 64 years of age. Mr. Ackert is the President, Chief Executive Officer, director and promoter of the Corporation and provides his services to the Corporation on a part time basis. He has served the Corporation as its President, Chief Executive Officer and as a director since May 6, 2022. He will devote approximately 50% of his time to the affairs of the Corporation.

Mr. Ackert began his career as a regional geologist with St. Joe Minerals, Bond Gold Canada and LAC Minerals in the 1980s, each a mineral resources company. In 1990, Mr. Ackert became a mining geologist at LAC Minerals' Golden Patricia Mine (Barrick Gold Corp after 1994) where he specialized in production and exploration. In 1996, Mr. Ackert was appointed Vice-President, Exploration for Orezone Resources Inc. focusing on West Africa. Mr. Ackert served as a senior officer of publicly listed C3 Metals from June 2014 until September 2022, a Canadian-based exploration company focused on the discovery and development of large copper-gold deposits with properties in Peru, Jamaica and Canada. Mr. Ackert has served on the audit committees of numerous public and private companies in the mineral exploration industry.

Mr. Ackert received a Bachelors of Science in Geology from the University of Toronto, in Toronto, Ontario.

Mr. Ackert has not entered into a non-competition or non-disclosure agreement with the Corporation.

Shannon Baird, *Vice President, Exploration, Corporate Secretary and Director*

Mr. Baird is 40 years of age. Mr. Baird is Vice President, Exploration, Corporate Secretary and a Director of the Corporation and provides his services to the Corporation on a part time basis. He has served the Corporation as Vice President, Operations, Corporate Secretary and a Director since May 5, 2022. He will devote approximately 50% of his time to the affairs of the Corporation.

Mr. Baird holds a Bachelor (2007) and Masters (2011) of Science (Geology) degrees from the University of Laurentian in Sudbury, Ontario and a professional designation with the Association of Professional Engineers and Geoscientists of British Columbia (EGBC) (2011) and a professional designation with the Association of Professional Geoscientists of Ontario (PGO) (2011).

Mr. Baird has over 17 years of technical, management, leadership and evaluation experience in Cu-Au, Au-Ag, and Ni-Cu-PGE base metals exploration and mine geology across the Americas and Caribbean. Mr. Baird is a highly experienced exploration geologist and manager with a proven track record of identifying, discovering and exploring high-quality projects from the ground up.

Since 2020, President and Chief Executive Officer of PromethеX Ltd., a privately owned consulting company experienced in a wide range of commodities and deposit types with specialty in efficient project management, project evaluation and technical report (NI 43-101). From 2016 until 2020, Mr. Baird was an Exploration Manager for C3 Metals Inc., a Canadian-based exploration company focused on the discovery and development of large copper-gold deposits with properties in Peru, Jamaica and Canada. Prior thereto, from 2008 until 2018, President, CEO and a Director of BM Property Investments Inc.

Mr. Baird has not entered into a non-competition or non-disclosure agreement with the Corporation.

Yanika Silina, *Chief Financial Officer*

Ms. Silina is 44 years of age. Ms. Silina is the Chief Financial Officer of the Corporation and provides her services to the Corporation on a part time basis. She has served as Chief Financial Officer of the Corporation since May 5, 2022. Ms. Silina will devote approximately 40% of her time to the affairs of the Corporation.

Ms. Silina is an experienced Accountant with a demonstrated history of working in the accounting industry. Since 2008, Ms. Silina has been a Senior Accountant with Da Costa Management Corp., a Vancouver-based company that provides management services to private and public companies. Since 2014, Ms. Silina has been the CFO, Secretary, Treasurer and a Director of Cell MedX Corp., an OTC Pink listed company, since 2017, CFO of Stuhini Exploration Ltd., a TSXV listed company, since 2014, a Director of Kesselrun Resources Ltd., a TSXV listed company and since July 2022, CFO of Tocvan Ventures Corp, a CSE listed company.

Ms. Silina received a Diploma in Management Studies from the University of Thompson Rivers from Kamloops, British Columbia (2011) and her CPA, CMA designation in 2015.

Ms. Silina has not entered into a non-competition or non-disclosure agreement with the Corporation.

Darcy J. Christian, *Director*

Mr. Christian is 40 years of age. Mr. Christian is a director of the Corporation and provides his services to the Corporation on a part time basis. He has served as a director of the Corporation since May 5, 2022. He will devote approximately 30% of his time to the affairs of the Corporation.

Mr. Christian has been the President of Braidplain Consulting Ltd., a privately owned consulting company since 2017 and since April 1, 2021, Vice President, Operations, Corporate Secretary and a Director of Ashley Gold Corp, a CSE listed junior mining company. From 2018 until 2020, Principal Geoscientist with HIS Markit and from 2015 until 2016, Business Development Manager with Finder Exploration Canada.

Mr. Christian holds a Bachelor of Science (Geoscientist) degree from the University of Alberta and a professional designation with the Association of Professional Engineers and Geoscientists of Alberta (APEGA). Mr. Christian also holds a Master of Science in Geoscience from the University of London.

Mr. Christian has not entered into a non-competition or non-disclosure agreement with the Corporation.

Alison M. Redford KC, ICD.D., *Director*

Ms. Redford is 57 years of age. Ms. Redford is a director of the Corporation and provides her services to the Corporation on a part time basis. She has served as a director of the Corporation since December 1, 2020. She will devote approximately 30% of her time to the affairs of the Corporation.

Ms. Redford is a Canadian Lawyer. Ms. Redford serves as an advisor to national governments and ministries in emerging economies on regulatory reform to promote transparency and investor confidence. She provides independent advice on the creation of regulatory regimes related to climate, social and governance sustainability most recently in Pakistan, Afghanistan, South Sudan and Guyana. Separately, Ms. Redford also serves as a strategic advisor to public companies operating in volatile political climates to assess risk and ensure regulatory compliance, particularly as it relates to Extractive Industries Transparency Initiatives and Community Benefits Agreements for affected Indigenous people.

Previously, Ms. Redford served as Premier of Alberta from 2011 to 2014 and as Minister of Justice and Attorney General from 2008. She graduated from the College of Law at the University of Saskatchewan (1988) and also obtained a Master of Arts degree from the School of Oriental and African Studies at the University of London (2021). Ms. Redford was appointed Queens Counsel in 2008. Ms. Redford is a holder of the Institute of Corporate Directors Director designation.

Ms. Redford brings more than 25 years of experience from most recently serving as an advisor to national governments and ministries in emerging economies on regulatory reform to promote transparency and investor confidence. As well as serving as Premier of Alberta, Minister of Justice and Attorney General to private practice as a lawyer, Ms. Redford provides significant value to the board of directors of the Corporation.

Ms. Redford has not entered into a non-competition or non-disclosure agreement with the Corporation.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, to the best of the Corporation's knowledge, no existing or proposed director, officer, promoter or other member of management of the Corporation is, or within the ten years prior to the date hereof has been, a director, officer, promoter or other member of management of any other Corporation that, while that person was acting in the capacity of a director, officer, promoter or other member of management of that Corporation, was the subject of a cease trade order or similar order or an order that denied the Corporation access to any statutory exemptions for a period of more than 30 consecutive days, was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or appointed to hold the assets of that director, officer or promoter.

Penalties or Sanctions

To the Corporation's knowledge, no existing or proposed director, officer, promoter or other member of management of the Corporation has, during the ten years prior to the date hereof, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion, formation or management of a publicly traded company, or involving fraud or theft.

Personal Bankruptcies

To the Corporation's knowledge, no existing or proposed director, officer, promoter or other member of management of the Corporation has, during the ten years prior to the date hereof, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Conflicts of Interest

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.

To the best of the Corporation's knowledge, and other than disclosed herein, 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.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

NI 52-110 requires the Corporation, as a venture issuer, to disclose certain information relating to the Corporation's Audit Committee and its relationship with the Corporation's independent auditors.

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule “A”.

Composition of Audit Committee

The members of the Corporation's Audit Committee are:

Alison M. Redford KC, ICD.D. (1)	Independent(2)	Financially literate(3)
Jeffrey S. Ackert	Not Independent(2)	Financially literate(3)
Darcy J. Christian	Independent(2)	Financially literate(3)

(1) Chairman of the audit committee.

(2) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Corporation, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

(3) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Relevant Education and Experience

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

(a) an understanding of the accounting principles used by the Corporation to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

(b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements or experience actively supervising individuals engaged in such activities; and

(c) an understanding of internal controls and procedures for financial reporting.

Jeffrey S. Ackert - Mr. Ackert began his career as a regional geologist with St. Joe Minerals, Bond Gold Canada and LAC Minerals in the 1980s, each a mineral resources company. In 1990, Mr. Ackert became a mining geologist at LAC Minerals' Golden Patricia Mine (Barrick Gold Corp after 1994) where he specialized in production and exploration. In 1996, Mr. Ackert was appointed Vice-President, Exploration for Orezone Resources Inc. focusing on West Africa. Mr. Ackert served as a senior officer of publicly listed C3 Metals from June 2014 until September 2022, a Canadian-based exploration company focused on the discovery and development of large copper-gold deposits with properties in Peru, Jamaica and Canada. Mr. Ackert has served on the audit committees of numerous public and private companies in the mineral exploration industry.

Alison M. Redford KC, ICD.D. - Ms. Redford is a Canadian Lawyer. Ms. Redford serves as an advisor to national governments and ministries in emerging economies on regulatory reform to promote transparency and investor confidence. She provides independent advice on the creation of regulatory regimes related to climate, social and governance sustainability most recently in Pakistan, Afghanistan, South Sudan and Guyana. Separately, Ms. Redford also serves as a strategic advisor to public companies operating in volatile political climates to assess risk and ensure regulatory compliance, particularly as it relates to Extractive Industries Transparency Initiatives and Community Benefits Agreements for affected Indigenous people. Previously, Ms. Redford served as Premier of Alberta from 2011 to 2014 and as Minister of Justice and Attorney General from 2008. She graduated from the College of Law at the University of Saskatchewan (1988) and also obtained a Master of Arts degree from the School of Oriental and African Studies at the University of London (2021). Ms. Redford was appointed Queens Counsel in 2008. Ms. Redford is a holder of the Institute of Corporate Directors Director designation. Ms. Redford brings more than 25 years of experience from most recently serving as an advisor to national governments and ministries in emerging economies on regulatory reform to promote transparency and investor confidence. As well as serving as Premier of Alberta, Minister of Justice and Attorney General to private practice as a lawyer, Ms. Redford provides significant value to the board of directors of the Corporation.

Darcy J. Christian - Since 2017, President of Braidplain Consulting Ltd., a privately owned consulting company and since April 1, 2021, Vice President, Operations, Corporate Secretary and a Director of Ashley Gold Corp, a CSE listed junior mining company. From 2018 until 2020, Principal Geoscientist with HIS Markit and from 2015 until 2016, Business Development Manager with Finder Exploration Canada. Mr. Christian holds a Bachelor of Science (Geoscientist) degree from the University of Alberta and a professional designation with the Association of Professional Engineers and Geoscientists of Alberta (APEGA). Mr. Christian also holds a Master of Science in Geoscience from the University of London.

In addition to the foregoing, the Corporation also makes third party experts available to its audit committee members, including representatives of the Corporation’s auditors, to address any questions the committee members may have regarding the preparation of the Corporation’s financial statements.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial period has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The fees billed by the Corporation's external auditors for the period from incorporation on December 1, 2020 to June 30, 2022 for audit and non-audit related services provided to the Corporation are as follows:

Period from Incorporation on December 1, 2020 to June 30, 2022	Audit Fees	Audit Related Fees(1)	Tax Fees(2)	All other Fees(3)
2022	$19,000	Nil	Nil	Nil

(1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
(2) Fees charged for tax compliance, tax advice and tax planning services.
(3) Fees for services other than disclosed in any other column.

Exemption

The Corporation has relied upon the exemption provided by section 6.1 of NI 52-110, which exempts a venture issuer from the requirement to comply with the restrictions on the composition of its Audit Committee and the disclosure requirements of its Audit Committee in an annual information form as prescribed by NI 52-110.

Corporate Governance

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - Corporate Governance Guidelines provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Corporation.

In addition, NI 58-101 prescribes certain disclosure by the Corporation of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board facilitates its exercise of independent oversight of the Corporation's management through frequent meetings of the Board that often involve members of the management team.

The Board is comprised of four (4) directors, of whom, Darcy J. Christian and Alison M. Redford KC, ICD.D. are independent for the purposes of NI 58-101. Jeffrey S. Ackert is not independent as he serves as President and Chief Executive Officer and Shannon Baird is not independent as he is the Vice President, Exploration and Corporate Secretary.

Directorships

Certain directors are presently directors or officers of or have, within the past five years, been directors or officers of one or more other reporting issuers as follows:

Name	Name of Reporting Issuer	
Jeffrey S. Ackert	Advance Lithium Corp.	June 2008 – Present
	Altai Resources Inc.	July 2013 – Present
	C3 Metals Inc.	June 2014 – September 2022
	Mayo Lake Minerals	December 2021 - Present
Darcy J. Christian	Ashley Gold Corp.	April 2021 - Present
Alison M. Redford KC, ICD.D.	Gran Tierra Energy	September 2021 – Present
	Golden Shield Resources	January 2022 – Present

Orientation and Continuing Education

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

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.

Nomination of Directors

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

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

Compensation

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

Other Board Committees

The Board has no committee other than the Audit Committee.

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

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Corporation was not a reporting issuer at any time during the most recently completed financial period. It is expected that in the future the directors and officers of the Corporation, including the Named Executive Officers (as defined below), will be granted, from time to time, incentive stock options in accordance with the Stock Option Plan. See "*Options to Purchase Securities – Stock Option Plan*" for a summary of the terms of the Corporation's Stock Option Plan. Given the Corporation's size and its stage of development, the Corporation has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. It is anticipated that once the Corporation becomes a reporting issuer, the Board will consider appointing such a committee and adopting such guidelines. The Corporation currently relies solely on Board discussion without any formal objectives, criteria and analysis to determine the amount of compensation payable to directors and all officers of the Corporation.

As an "IPO Venture Issuer" in accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to NEOs of the Corporation, once the Corporation becomes a reporting issuer, to the extent this compensation has been determined.

For the purposes set out below a "**Named Executive Officer**" or "**NEO**" means each of the following individuals:

a) the chief executive officer of the Corporation ("**CEO**") during any part of the most recently completed financial year;

b) the chief financial officer of the Corporation ("**CFO**") during any part of the most recently completed financial year;

c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000 for that financial year; and

d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, and was not acting in a similar capacity, at the end of that financial year.

As at the end of each of the Corporation's most recently completed financial year ended December 31, 2021, the Corporation had three NEOs, whose names and positions held within the Corporation are set out in the summary compensation table below.

Director and Named Executive Officer Compensation

The following table is a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation, or a subsidiary of the Corporation, to each NEO and director for services provided and for services to be provided, directly or indirectly, to the Corporation or a subsidiary of the Corporation, for the Corporation's most recently completed financial year ended December 31, 2021.

Table of compensation excluding compensation securities							
Name and position	**Year Ended December 31, 2021**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Jeffrey S. Ackert(1) President, CEO and Director	Dec 31, 2021	Nil	Nil	Nil	Nil	Nil	Nil
Shannon Baird(2) Vice President, Exploration, Corporate Secretary and Director	Dec 31, 2021	Nil	Nil	Nil	Nil	Nil	Nil
Darcy J. Christian(3) Director	Dec 31, 2021	Nil	Nil	Nil	Nil	Nil	Nil
Yanika Silina(4) Chief Financial Officer	Dec 31, 2021	Nil	Nil	Nil	Nil	Nil	Nil
Alison M. Redford KC, ICD.D.(5) Director	Dec 31, 2021	Nil	Nil	Nil	Nil	Nil	Nil

(1) Mr. Ackert was appointed the President, CEO and a Director of the Corporation on May 6, 2022 and was granted 225,000 Options on August 15, 2022, exercisable at $0.10 and expiring on August 15, 2027.
(2) Mr. Baird was appointed the Vice President, Exploration, Corporate Secretary and a Director of the Corporation on May 5, 2022 and was granted 225,000 Options on August 15, 2022, exercisable at $0.10 and expiring on August 15, 2027.
(3) Mr. Christian was appointed a Director of the Corporation on May 5, 2022 and was granted 225,000 Options on August 15, 2022, exercisable at $0.10 and expiring on August 15, 2027.
(4) Ms. Silina was appointed CFO of the Corporation on May 5, 2022 and was granted 225,000 Options on August 15, 2022, exercisable at $0.10 and expiring on August 15, 2027.
(5) Ms. Redford was appointed a Director of the Corporation on December 1, 2020 and was granted 125,000 Options on August 15, 2022, exercisable at $0.10 and expiring on August 15, 2027.

Stock Options and Other Compensation Securities

The Corporation adopted the Stock Option Plan to assist the Corporation in attracting, retaining and motivating directors, officers, employees consultants and contractors of the Corporation and to closely align the interests of such service providers with the interests of the Corporation. As at the Corporation's most recently completed financial year ended December 31, 2021, there were no outstanding compensation securities and none had been granted or issued to the directors and NEOs by the Corporation or its subsidiaries for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries. For information about the Corporation's Stock Option Plan, refer to the heading "*Options to Purchase Securities*" above.

Stock Option Plans and Other Incentive Plans

See "*Options to Purchase Securities"*

Employment, Consulting and Management Agreements

The Corporation is not party to any agreement or arrangement under which compensation was provided during the Corporation's most recently completed financial year or is payable in respect of services provided to the Corporation or any of its subsidiaries that were performed by a director or NEO, or performed by any other party but are services typically provided by a director or a NEO or a person performing services of a similar capacity.

Oversight and Description of Director and Named Executive Officer Compensation

The Corporation, at its present stage, does not have any formal objectives, criteria and analysis for determining the compensation of its NEOs and primarily relies on the discussions and determinations of the Board. When determining individual compensation levels for the Corporation's NEOs, a variety of factors will be considered including: the overall financial and operating performance of the Corporation, each NEO's individual performance and contribution towards meeting corporate objectives and each NEO's level of responsibility and length of service.

The Corporation's executive compensation is intended to be consistent with the Corporation's business plans, strategies and goals, including the preservation of working capital as the Corporation seeks to complete its listing on the CSE. The Corporation's executive compensation program is intended to provide appropriate compensation that permits the Corporation to attract and retain highly qualified and experienced senior executives and to encourage superior performance by the Corporation. The Corporation's compensation policies are intended to motivate individuals to achieve and to award compensation based on corporate and individual results.

The Corporation does not have any arrangements, standard or otherwise, pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts. As with the NEOs, the Board intends to compensate directors primarily through the grant of stock options and reimbursement of expenses incurred by such persons acting as directors of the Corporation.

Pension Plan Benefits

The Corporation does not have in place any pension plans that provide for payments or benefits at, following, or in connection with retirement.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than routine indebtedness for travel and other expense advances, no existing or proposed director, executive officer or senior officer of the Corporation or any associate of any of them, was indebted to the Corporation as at June 30, 2022, or is currently indebted to the Corporation.

PLAN OF DISTRIBUTION

Common Shares

The Offering consists of 10,000,000 Units to raise gross proceeds of $1,000,000.

Pursuant to the Agency Agreement, the Corporation engaged the Agent as its exclusive agent for the purposes of the Offering, and the Corporation, through the Agent, hereby offers for sale to the public under this Prospectus, on a commercially reasonable efforts basis, the Units to be issued and sold under the Offering at the Offering Price, subject to prior sale if, as and when issued. The Offering Price and terms of the Offering were established through negotiation between the Corporation and the Agent, in accordance with the policies of the CSE. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Units offered pursuant to the Offering in the provinces of Alberta, British Columbia, Ontario and Saskatchewan (the "**Selling Jurisdictions**"). This Prospectus qualifies the distribution of the Common Shares and Warrants to investors in those jurisdictions. The Agent reserves the right, at no additional cost to the Corporation, to offer selling group participation in the normal course of the brokerage business to selling groups of other licensed dealers, brokers, and investment dealers who may or may not be offered part of the commission or Agent's Warrants derived from this Offering. The Agent is not obligated to purchase Units in connection with this Offering. The obligations of the Agent under this Offering may be terminated at any time in the Agent's discretion on the basis of its assessment of the state of the financial markets and may also be terminated upon the occurrence of certain other stated events as set forth in the Agency Agreement.

The Corporation has agreed to pay to the Agent a commission equal to 10% of the aggregate Offering Price of the Units sold under the Offering. The Agent will also be paid the Corporate Finance Fee of $35,000, of which $18,375, including GST, has been paid, with the remaining $18,375 to be paid on the Closing Date. The Corporation will reimburse the Agent for all reasonable expenses, including legal expenses, of which a retainer in the amount of $15,000 (excluding GST) has been paid to the Agent. In addition, the Agent is entitled to receive upon successful completion of the Offering, as part of its remuneration, Agent's Warrants entitling the Agent to purchase that number of Agent's Shares equal to 10% of the number of Units sold pursuant to this Offering. The Agent's Warrants will be exercisable at a price of $0.10 per Agent's Share for a period of eighteen (18) months from the Listing Date. This Prospectus qualifies the distribution of the Agent's Warrants.

The obligations of the Agent under the Agency Agreement may be terminated at any time before closing at their discretion on the basis of their assessment of the state of the financial markets and may also be terminated at any time on the occurrence of certain stated events. The Agent is not obligated, directly or indirectly, to advance their own funds to purchase any Units.

The Corporation has agreed in the Agency Agreement to indemnify the Agent and its affiliates and its directors, officers and employees against certain liabilities and expenses and will contribute to payments that the Agent may be required to make in respect thereof.

Closing of this Offering is conditional upon 10,000,000 Units being sold.

Subscriptions will be received for the Units offered hereby subject to rejection or allotment 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 time required, the subscription price and the subscription will be returned to the Subscriber, or as directed by the subscriber, forthwith without interest or deduction.

On the Closing Date, should the Agent elect for book entry delivery, the Common Shares and Warrants underlying the Units will be available for delivery in book entry form through CDS or its nominee and will be deposited with CDS. If delivered in book entry form, purchasers of Common Shares and Warrants underlying the Units will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares underlying the Units were purchased.

Listing Application

The Corporation has applied to list its Common Shares, including the Common Shares forming part of the Units distributed pursuant to this Prospectus and any Common Shares issued upon exercise of the Warrants and Agent's Warrants, on the CSE. Listing of the Corporation's Common Shares will be subject to the Corporation meeting all of the listing requirements prescribed by the CSE.

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, Aequits 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.

RISK FACTORS

An investment in the Units offered hereunder is highly speculative and involves a number of significant risk factors. These securities are suitable only for those purchasers who are willing to rely upon the ability, judgement and integrity of the management and directors of the Corporation and who can afford a total loss of their investment. Each purchaser should carefully consider the following risk factors, many of which are inherent in the ownership of securities of a junior resource corporation:

Risks Related to the COVID-19 Pandemic:

The current outbreak of the novel coronavirus (COVID-19) that was first reported from Wuhan, China in December 2019, and the spread of this virus could continue to have a material adverse effect on global economic conditions which may adversely impact the Corporation's business. The World Health Organization declared a global emergency on January 30, 2020 with respect to the outbreak and characterized it as a pandemic on March 11, 2020. Cases of COVID-19 have been reported in 219 countries, areas or territories as of March 31, 2022, including China, the United States, Canada, and countries in the European Union. The extent to which the outbreak impacts the Corporation's business will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the outbreak and the actions to contain the outbreak or treat its impact, among others. Moreover, the actual and threatened spread of the coronavirus globally could also have a material adverse effect on the regional economies in which the Corporation intends to operate, continue to negatively impact stock markets, adversely impact the Corporation's ability to raise capital, and cause continued interest rate volatility. In particular, the outbreak in Canada, which has resulted in restrictions including quarantines, closures, cancellations and travel restrictions, may have a material adverse effect on the Corporation's business including operating, drilling programs, manufacturing supply chain, regulatory submissions and mining project development delays and disruptions, labour shortages, travel and shipping disruption and shutdowns, interruptions in product supply or restrictions on the export or shipment of the Corporation's products and reduced customer demand. The Corporation may incur expenses or delays relating to such events outside of the Corporation's control, which could have a material adverse impact on the Corporation's business, business prospects, operating results and financial condition. Any of these developments, and others, could have a material adverse effect on the Corporation's business. Although the threat of the virus has subsided in recent months, there is no certainty it will remain contained or that it will not mutate into a deadlier pathogen that could potentially result in the deaths of billions of people.

Exploration Stage Company: The Corporation has no history of operations and is still in an early stage of development. The Corporation is engaged in the business of acquiring and exploring mineral properties in the hope of locating economic deposits of minerals. The Rogers Creek Property is in the early stages of exploration and is without a known deposit of commercial ore. Development of the Rogers Creek Property will only follow upon obtaining satisfactory exploration results. There can be no assurance that the Corporation's existing or future exploration programs will result in the discovery of commercially viable mineral deposits. Further, there can be no assurance that even if a deposit of minerals is located, that it can be commercially mined.

Mineral Exploration and Development: The exploration and development of minerals is highly speculative in nature and involves a high degree of financial and other risks over a significant period of time, during which even a combination of careful evaluation, experience and knowledge may not eliminate. The proposed program on the Rogers Creek Property is an exploratory search for mineral deposits. While discovery of an ore body may result in significant rewards, few properties which are explored are ultimately developed into producing mines. Substantial expenses are required to establish ore reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit, financing costs, the cyclical nature of commodity prices, and government regulations (including those related to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of mineral products, and environmental protection). The effect of these factors or a combination thereof, cannot be accurately predicted but could have an adverse impact on the Corporation. The Corporation's operations are also subject to all of the hazards and risks normally encountered in mineral exploration and development. These risks include unusual and unexpected geological formations, seismic activity, rock bursts, cave-ins, water inflows and other conditions involved in the drilling and removal of material, environmental hazards, industrial accidents, periodic interruptions due to adverse weather conditions, labour disputes, political unrest aboriginal band claims and theft. The occurrence of any of the foregoing could result in damage to, or destruction of, mineral properties or interests, production facilities, personal injury, damage to life or property, environmental damage, delays or interruption of operations, increases in costs, monetary losses, legal liability and adverse government action. The Corporation does not currently carry insurance against these risks and there is no assurance that such insurance will be available in the future, or if available, at economically feasible premiums or upon acceptable terms. The potential costs associated with losses or liabilities not covered by insurance coverage may have a material adverse effect upon the Corporation's financial condition.

Operating History and Financial Resources: The Corporation has no history of operations or revenues and it is unlikely that the Corporation will generate any revenues from operations in the foreseeable future. The Corporation anticipates that its existing cash resources, together with the net proceeds of the Offering, will be sufficient to cover the Corporation's projected funding requirements for the ensuing year. If the Corporation's exploration program is successful, additional funds will be required for further exploration and development to determine if any deposits are economic and, if economic, to possibly bring such deposits to production. Additional funds will also be required for the Corporation to acquire and explore other mineral interests. The Corporation has limited financial resources and there is no assurance that sufficient additional funding will be available to enable it to fulfill the Corporation's existing obligations or for further exploration and development on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Corporation to forfeit its interests in some or all of the Corporation's properties or to reduce or terminate the Corporation's operations. Additional funds raised by the Corporation from treasury share issuances may result in further dilution to its shareholders or result in a change of control.

Negative Operating Cash Flow: The Corporation reported negative operating cash flows for the year ended December 31, 2021. It is anticipated that the Corporation will continue to report negative operating cash flows in future periods. It is expected that a portion of the net proceeds from the Offering will be used for working capital to fund negative operating cash flows. See "*Use of Proceeds*".

Possible Loss of Interest in the Rogers Creek Property, the Bendor Property and the Fire Mountain Property: The Corporation's ability to maintain an interest in the Rogers Creek Property, the Bendor Property and the Fire Mountain Property will be dependent on its ability to raise additional funds by equity financing. If the Corporation fails to meet its required exploration expenditure, cash payments, or share issuances described within the Bendor Option Agreement or Fire Mountain Option Agreement, the agreements will become null and void and the Fire Mountain Property Owner and Bendor Property Owner will retain full rights to the Fire Mountain Property and the Bendor Property. In addition, all historical payments and share issuances to the Fire Mountain Property Owner and Bendor Property Owner will be irrevocable.

Competition: The mineral exploration business is competitive in all of its phases. The Corporation competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. The Corporation's ability to acquire properties in the future will depend not only on the Corporation's ability to develop the Rogers Creek Property, but also on the Corporation's ability to select and acquire suitable prospects for mineral exploration or development. In addition, the mining industry periodically faces a shortage of equipment and skilled personnel and there can be intense competition for experienced geologists, engineers, field personnel and other contractors. There is no assurance that the Corporation will be able to compete successfully with others in acquiring prospective properties, equipment or personnel.

Dilution: Dilution per Common Share represents the amount by which the price per Common Share to be paid by a new investor will exceed the net tangible book value per Common Share immediately after the Offering is completed. The issue price of $0.10 paid for each Common Share exceeds by $0.04738 per Common Share the net tangible book value per Common Share after giving effect to the Offering. As a result, investors will incur a significant and immediate dilution of their investment.

Environmental Risks and Hazards: All phases of the Corporation's operations are subject to extensive environmental regulations. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation, provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry activities and operations. They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. A breach of these regulations may result in the imposition of fines and penalties. In addition, certain types of mining operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the viability or profitability of operations. Environmental hazards may exist on the properties in which the Corporation holds its interests or on properties that will be acquired which are unknown to the Corporation at present and which have been caused by previous or existing owners or operators of those properties.

Government Regulations: The Corporation's current or future operations, including exploration and development activities and the commencement and continuation of commercial production, require licenses, permits or other approvals from various federal, provincial, territorial and/or local governmental authorities. Such operations are or will be governed by laws and regulations relating to prospecting, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, toxic substances, land use, water use, environmental protection, aboriginal land claims and other matters. The Corporation believes that it is in substantial compliance with all material laws and regulations which currently apply to the Corporation's activities. There can be no assurance, however, that the Corporation will obtain on reasonable terms or at all the permits and approvals, and the renewals thereof, which the Corporation may require for the conduct of the Corporation's current or future operations or that compliance with applicable laws, regulations, permits and approvals will not have an adverse effect on any mining project which the Corporation may undertake. Possible changes to mineral tax legislation and, regulations could cause additional expenses, capital expenditures, restrictions and delay on the Corporation's planned exploration and operations, the extent of which cannot be predicted. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

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 Rogers Creek Property or other properties optioned by the Corporation may now or in the future be the subject of First Nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Corporation's ownership interest in the properties optioned by the Corporation cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the properties optioned by the Corporation are 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 First Nations and seek the approval of holders of aboriginal interests in order to facilitate exploration and development work on the Rogers Creek Property by the Corporation. 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 Rogers Creek Property.

Negative Operating Cash Flow: Since inception, the Corporation has had negative operating cash flow. The negative operating cash flow is expected to continue for the foreseeable future as funds are expended on the exploration program on the Rogers Creek Property and administrative costs. The Corporation cannot predict when it will reach positive operating cash flow.

Commodity Prices: The price of the Corporation's securities, the Corporation's financial results and exploration, development and mining activities have previously been, and may in the future be, significantly adversely affected by declines in the price of precious or base metals. Precious or base metal prices fluctuate widely and are affected by numerous factors beyond the Corporation's control such as the sale or purchase of precious or base metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection, the degree to which a dominant producer uses its market strength to bring supply into equilibrium with demand, and international political and economic trends, conditions and events. The prices of precious or base metals have fluctuated widely in recent years, and future price declines could cause continued development of the Corporation's properties to be impracticable.

Price Volatility and Lack of Active Market: In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies, particularly resource issuers, have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Corporation's securities will be subject to such market trends and that the value of such securities may be affected accordingly. There is currently no market through which the Corporation's Common Shares can be sold and there can be no assurance that one will develop or be sustained after the Offering. If an active market does not develop, the liquidity of a shareholder's investment may be limited and the market price of the Common Shares forming part of the Units may decline below the Offering Price.

Reliance on Management and Experts: The Corporation's success will be largely dependent, in part, on the services of the Corporation's senior management and directors. The Corporation has not purchased any "key man" insurance, nor has the Corporation entered into any non-competition or non-disclosure agreements with any of the Corporation's directors, officers or key employees and has no current plans to do so. The Corporation may hire consultants and others for geological and technical expertise but there is no guarantee that the Corporation will be able to retain personnel with sufficient technical expertise to carry out the future development of the Corporation's properties.

Concentration of Ownership: Immediately following the completion of the Offering, the Corporation's directors, major shareholders, executive officers and their respective associates will beneficially own 3,625,528 Common Shares representing approximately 13.58% of the Corporation's outstanding share capital assuming none of the foregoing persons participate in the Offering. These shareholders could significantly influence the outcome of actions taken by management that require shareholder approval. For example, these shareholders could significantly influence the election of the Corporation's directors and control changes in management.

Conflicts of Interest: Certain of the Corporation's directors, officers and other members of management do, and may in the future, serve as directors, officers, promoters and members of management of other companies and, therefore, it is possible that a conflict may arise between their duties as a director, officer, promoter or member of the Corporation's management team and their duties as a director, officer, promoter or member of management of such other companies. The Corporation's directors and officers are aware of the laws governing accountability of directors and officers for corporate opportunity and the requirement of directors to disclose conflicts of interest. The Corporation will rely upon these laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

Risk Factors Relating to This Offering

The Corporation's shares are not currently traded on any stock market and there is no assurance that Common Shares purchased pursuant to this Offering can be resold and, if resold, at prices at or above the Offering Price.

The Offering Price was determined by negotiation with the Agent and bears no relationship to the Corporation's earnings, book value, or any other recognized criteria of value. At the present time there is no public market for the Common Shares and the Corporation cannot predict the extent to which investor interest in the Corporation will lead to the development of an active, liquid trading market. Investors should not consider investing in this Offering unless they can afford the complete loss of their investment.

Shareholders may suffer dilution in the future.

The Corporation may make future acquisitions or enter into financings or other transactions involving the issuance of securities of the Corporation which may be dilutive to existing securityholders.

The Corporation will incur significant costs as a result of operating as a reporting company, and management will be required to devote substantial time to compliance initiatives.

The Corporation will incur significant legal, accounting and other expenses as a fully-reporting public company. The Corporation's management will need to devote a substantial amount of time to these new compliance initiatives. Moreover, these rules and regulations will increase the Corporation's legal and financial compliance costs and will make some activities more time-consuming and costly.

The Corporation does not plan to pay dividends in the foreseeable future, and, as a result, stockholders will need to sell shares to realize a return on their investment.

The Corporation has not declared or paid any cash dividends on its capital stock since inception. The Corporation intends to retain any future earnings to finance the operation and expansion of its business and does not anticipate paying any cash dividends in the foreseeable future. As a result, stockholders will need to sell shares of common stock in order to realize a return on their investment, if any. If no market develops for the common shares in the future investors would lose their entire investment.

Investors may not be able to sell the Common Shares.

There is no public market for the Common Shares. In the absence of being listed, no market is available for investors to sell their Common Shares. Although the Corporation has applied for listing on the CSE, there is no guarantee that any such listing will occur. Even if a CSE listing is achieved, there is no guarantee that a market will develop for the Common Shares and therefore, investors in this Offering may find it difficult or impossible to sell their Common Shares. Furthermore, the stock market may experience extreme price and volume fluctuations, which, without a direct relationship to the Corporation's operating performance, may affect the market price of the Common Shares.

The Corporation may, in the future, issue additional Common Shares which would reduce investors' percentage ownership and may dilute the value of the Common Shares.

The Corporation's Articles of Incorporation authorize the issuance of unlimited Common Shares. There are no other classes of securities authorized other than preferred shares. The Corporation may value any securities issued in the future on an arbitrary basis. The issuance of additional securities for future services or acquisitions or other corporate actions may also have the effect of diluting the value of the Common Shares held by the Corporation's investors and might have an adverse effect on the trading market for the Common 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 be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Corporation will be successful in obtaining such additional financing; failure to do so could result in failure of the Corporation and total loss of a shareholder’s investment.

Financing Risks

The Corporation has no history of significant 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 its 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 and there is no assurance that any such funds will be available on terms acceptable to the Corporation, or at all. 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.

Limited Operating History

The Corporation has no history of earnings. The purpose of this Offering is to raise funds to carry out its business objectives.

Resale of Common 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 Common Shares purchased would be vastly diminished.

These risk factors, individually or occurring together, would likely have a substantial negative effect on the Corporation's business and would likely cause it to fail.

PROMOTER

Jeffrey S. Ackert is considered to be the promoter of the Corporation. See “Directors and Officers”.

Jeffrey S. Ackert acquired 500,000 Common Shares at a price of $0.005 per Common Share on April 15, 2022 pursuant to a private placement, representing 3.07% of the Common Shares issued by the Corporation prior to the Offering. All of these Common Shares are held in escrow. See “Escrowed Securities”.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Corporation is not a party to any legal proceedings or regulatory actions and is not aware of any such proceedings known to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors, senior officers and principal shareholders of the Corporation or any associate or affiliate of the foregoing have had no material interest, direct or indirect, in any transactions in which the Corporation has participated within the three year period prior to the date of this Prospectus, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND AGENT

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

AUDITORS

The auditor of the Corporation is MNP LLP, Chartered Professional Accountants of Vancouver, British Columbia.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Corporation is TSX Trust Company, of 2110, 685 Centre Street SW, Calgary, Alberta T2G 1S5.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Corporation within two years prior to the date hereof which are currently in effect and considered to be currently material:

1. Rogers Creek Assignment Agreement dated April 22, 2022, referred to under "General Development of the Business".

2. Bendor Assignment Agreement dated May 2, 2022, referred to under "General Development of the Business".

3. Fire Mountain Assignment Agreement dated May 2, 2022, referred to under "General Development of the Business".

4. Stock Option Plan dated December 1, 2020, referred to under "Options to Purchase Securities".

5. Escrow Agreement dated July 20, 2022, referred to under "Escrowed Shares".

6. Agency Agreement dated for reference ●, 2022, referred to under "Plan of Distribution".

7. Warrant Indenture dated as of the Closing Date between the Corporation and TSX Trust Company, as warrant agent.

A copy of any material contract may be inspected during distribution of the Common Shares and Warrants being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Corporation's offices at Suite 1150, 707 – 7 Avenue SW, Calgary, Alberta T2P 3H6.

As well, the material contracts are available for viewing on SEDAR located at the following website: www.sedar.com.

EXPERTS

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

1. The information in this Prospectus under the headings "Eligibility for Investment" has been included in reliance upon the opinion of Heighington Law;

2. The audited financial statements of the Corporation included with this Prospectus have been subject to audit by MNP LLP, Chartered Professional Accountants and their audit report is included herein; and

3. The information in this Prospectus with respect to the Rogers Creek Property is derived from the NI 43-101 compliant Technical Report prepared by Caracle Creek International Consulting Inc., in Sudbury, Ontario, Canada and authorized by Dr. Scott Jobin-Bevans, PhD., PMP, P.Geo, Principal Geoscientist and an independent consultant of Caracle Creek International Consulting Inc. (Canada) and Mr. Stephen Wetherup (BSc., P.Geo), an independent consultant of Wetherup Geological Consulting

Based on information provided by the relevant persons listed above, other than as noted below, none of such persons or companies have received or will receive any direct or indirect interests in the property of the Corporation. None of the aforementioned persons or companies, nor any of the directors, officers, employees and partners thereof, beneficially own, directly or indirectly, any securities of the Corporation or its associates and affiliates, other than Heighington Law, which provides legal services to the Corporation, owns and controls 600,000 Common Shares of the Corporation.

MNP LLP, Chartered Professional Accountants are the auditors of the Corporation. MNP LLP, Chartered Professional Accountants has informed the Corporation that it is independent of the Corporation within the meaning of the rules of professional conduct of the Institute of Chartered Accountants of Alberta (ICAA).

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of Alberta, British Columbia, Ontario and Saskatchewan provides subscribers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the subscriber, provided that the remedies for rescission or damages are exercised by the subscriber within the time limit prescribed by the securities legislation of the subscriber's province or territory. The subscriber 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.

In an offering of Units, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in a prospectus is limited, in certain provincial securities legislation, to the price at which the Warrant is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon exercise the Warrant, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal adviser.

FINANCIAL STATEMENTS

Attached to and forming a part of this Prospectus are the audited financial statements of the Corporation for the period from incorporation on December 1, 2020 to December 31, 2021 and for the six-month interim period ended June 30, 2022 (unaudited).

SCHEDULE "A"
CASCADE COPPER CORP.
(the "Company")

AUDIT COMMITTEE CHARTER

1.0 Purpose of the Committee

1.1 The purpose of the Audit Committee is to assist the Board in its oversight of the integrity of the Company's financial statements and other relevant public disclosures, the Company's compliance with legal and regulatory requirements relating to financial reporting, the external auditors' qualifications and independence and the performance of the internal audit function and the external auditors.

2.0 Members of the Audit Committee

2.1 At least one Member must be "financially literate" as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

2.2 The Audit Committee shall consist of no less than three Directors.

2.3 At least one Member of the Audit Committee shall be "independent" as defined under NI 52-110, and the majority of the Members shall not be executive officers, employees, or control persons of the Corporation.

3.0 Relationship with External Auditors

3.1 The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board of Directors and the Audit Committee.

3.2 The external auditors must be able to complete their audit procedures and reviews with professional independence, free from any undue interference from the management or directors.

3.3 The Audit Committee must direct and ensure that the management fully co-operates with the external auditors in the course of carrying out their professional duties.

3.4 The Audit Committee will have direct communications access at all times with the external auditors.

4.0 Non-Audit Services

4.1 The external auditors are prohibited from providing any non-audit services to the Company, without the express written consent of the Audit Committee. In determining whether the external auditors will be granted permission to provide non-audit services to the Company, the Audit Committee must consider that the benefits to the Company from the provision of such services, outweighs the risk of any compromise to or loss of the independence of the external auditors in carrying out their auditing mandate.

4.2 Notwithstanding section 4.1, the external auditors are prohibited at all times from carrying out any of the following services, while they are appointed the external auditors of the Company:

(i) acting as an agent of the Company for the sale of all or substantially all of the undertaking of the Company; and

(ii) performing any non-audit consulting work for any director or senior officer of the Company in their personal capacity, but not as a director, officer or insider of any other entity not associated or related to the Company.

5.0 Appointment of Auditors

5.1 The external auditors will be appointed each year by the shareholders of the Company at the annual general meeting of the shareholders.

5.2 The Audit Committee will nominate the external auditors for appointment, such nomination to be approved by the Board of Directors.

6.0 Evaluation of Auditors

6.1 The Audit Committee will review the performance of the external auditors on at least an annual basis, and notify the Board and the external auditors in writing of any concerns in regards to the performance of the external auditors, or the accounting or auditing methods, procedures, standards, or principles applied by the external auditors, or any other accounting or auditing issues which come to the attention of the Audit Committee.

7.0 Remuneration of the Auditors

7.1 The remuneration of the external auditors will be determined by the Board of Directors, upon the annual authorization of the shareholders at each general meeting of the shareholders.

7.2 The remuneration of the external auditors will be determined based on the time required to complete the audit and preparation of the audited financial statements, and the difficulty of the audit and performance of the standard auditing procedures under generally accepted auditing standards and generally accepted accounting principles of Canada.

8.0 Termination of the Auditors

8.1 The Audit Committee has the power to terminate the services of the external auditors, with or without the approval of the Board of Directors, acting reasonably.

9.0 Funding of Auditing and Consulting Services

9.1 Auditing expenses will be funded by the Company. The auditors must not perform any other consulting services for the Company, which could impair or interfere with their role as the independent auditors of the Company.

10.0 Role and Responsibilities of the Internal Auditor

10.1 At this time, due to the Company's size and limited financial resources, the Chief Financial Officer of the Company shall be responsible for implementing internal controls and performing the role as the internal auditor to ensure that such controls are adequate.

11.0 Oversight of Internal Controls

11.1 The Audit Committee will have the oversight responsibility for ensuring that the internal controls are implemented and monitored, and that such internal controls are effective.

12.0 Continuous Disclosure Requirements

12.1 At this time, due to the Company's size and limited financial resources, the Chief Financial Officer of the Company is responsible for ensuring that the Company's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

13.0 Other Auditing Matters

13.1 The Audit Committee may meet with the external auditors independently of the management of the Company at any time, acting reasonably.

13.2 The Auditors are authorized and directed to respond to all enquiries from the Audit Committee in a thorough and timely fashion, without reporting these enquiries or actions to the Board of Directors or the management of the Company.

14.0 Annual Review

14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Audit Committee to assess the adequacy of this Charter.

15.0 Independent Advisers

15.1 The Audit Committee shall have the power to retain legal, accounting or other advisors to assist the Committee.

SCHEDULE "B"

FINANCIAL STATEMENTS

Audited Financial Statements of the Corporation for the period from incorporation on December 1, 2020 to December 31, 2021 and Unaudited Financial Statements for the six-month interim period ended June 30, 2022 are attached.

CASCADE COPPER CORP.

FINANCIAL STATEMENTS

For the Year ended December 31, 2021 and for the period

from inception on December 1, 2020 to December 31, 2020

(Expressed in Canadian Dollars)

Independent Auditors' Report

To the Shareholders of Cascade Copper Corp.:

Opinion

We have audited the financial statements of Cascade Copper Corp. (the "Company"), which comprise the statements of financial position as at December 31, 2021 and December 31, 2020, and the statements of operations and comprehensive loss, changes in shareholders' deficit and cash flows for the year ended December 31, 2021 and for the period from inception on December 1, 2020 to December 31, 2020, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2021 and December 31, 2020, and its financial performance and its cash flows for the year ended December 31, 2021 and for the period from inception on December 1, 2020 to December 31, 2020 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits 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 indicates that the Company had a working capital deficiency of and an accumulated deficit. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the 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 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 audits of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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.

ACCOUNTING › CONSULTING › TAX
SUITE 2200, MNP TOWER, 1021 WEST HASTINGS STREET, VANCOUVER B.C., V6E 0C3
1.877.688.8408 T: 604.685.8408 F: 604.685.8594 MNP.ca

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 audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

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

Vancouver, British Columbia

October ●, 2022

Chartered Professional Accountants

MNP LLP

CASCADE COPPER CORP.
Statements of Financial Position
(Expressed in Canadian Dollars)

As at	**December 31, 2021**	**December 31, 2020**
Assets	$	$
Current assets		
Due from a related party (Note 6)	-	1
Total Assets	-	1
Liabilities and Shareholder's Deficit		
Current liabilities		
Accounts payable and accrued liabilities	132,315	876
Due to a related party (Note 6)	35,999	-
	168,314	876
Shareholder's equity (deficit)		
Share capital (Note 5b)	1	1
Deficit	(168,315)	(876)
Total shareholder's (deficit)	(168,314)	(875)
Total liabilities and shareholder's deficit	-	1

Nature of Operations and Going Concern (Note 1)

Subsequent Events (Note 10)

On behalf of the Board of Directors:

Director (signed by) "*Jeff Ackert*"

Director (signed by) "*Darcy Christian*"

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

CASCADE COPPER CORP.
Statements of Operations and Comprehensive Loss
(Expressed in Canadian Dollars)

	Year ended December 31, 2021	**For the period from inception on December 1, 2020 to December 31, 2020**
	$	$
Expenses		
Audit and accounting fees	15,000	-
Legal fees	-	876
Project investigation costs (Note 4)	152,439	-
	(167,439)	(876)
Net loss and comprehensive loss	(167,439)	(876)
Loss per common shares – basic and diluted	(1,674.39)	(8.76)
Weighted average number of common shares outstanding – basic and diluted	100	100

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

CASCADE COPPER CORP.
Statements of Changes in Shareholder's (Deficit)
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Accumulated Deficit	Total
		$	$	$
Opening Balance at December 1, 2020	-	-	-	-
Issuance of seed capital for cash $0.01 per share	100	1	-	1
Net loss for the period	-	-	(876)	(876)
Balance at December 31, 2020	100	1	(876)	(875)
Net loss for the year	-	-	(167,439)	(167,439)
Balance at December 31, 2021	100	1	(168,315)	(168,314)

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

CASCADE COPPER CORP.
Statements of Cash Flows
(Expressed in Canadian Dollars)

	For the year ended December 31, 2021	**For the period from inception on December 1, 2020 to December 31, 2020**
	$	$
Cash flows used in Operating Activities		
Net loss for the period	(167,439)	(876)
Changes in non-cash operating working capital:		
Increase in accounts payable and accrued liabilities	131,439	876
Net cash used in operating activities	**(36,000)**	**-**
Cash flows from financing activities		
Proceeds from a related party	36,000	**-**
Net cash provided by financing activities	**36,000**	-
Changes in cash during the period	-	-
Cash, beginning of period	-	-
Cash, end of period	**-**	**-**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Cascade Copper Corp. ("Cascade" or the "Company") was incorporated under the Business Corporations Act (Alberta) on December 1, 2020. The Company's registered office is at Suite 1150, 707 – 7th Avenue SW, Calgary, Alberta, T2P 3H6 and operating office is at 820 – 1130 West Pender Street, Vancouver, BC, V6E 4A4.

The Company's principal business activity is the acquisition and exploration of mineral properties in the natural resource sector with the long-term goal of divesting its investment assets at a profit. Cascade's mandate is to acquire mining natural resource opportunities, and trade metal from mining natural resource primarily in the Americas. As at December 31, 2021, the Company has not yet achieved profitable operations and has accumulated deficit of $168,315 (December 31, 2020: $875). For the year ended December 31, 2021, the Company incurred $167,439 of net loss (for the period from incorporation December 1, 2020 to December 31, 2020: $876).

These financial statements have been prepared on the assumption that the Company will continue as a going concern. The proposed business of the Company involves a high degree of risk and there is no assurance that the Company will be successful in acquiring or divesting investment assets. The Company's ability to continue its operations is not assured and is dependent upon the ability of the Company to obtain necessary financing to meet the Company's liabilities and commitments as they become due and the ability to identify and finance additional investments, generate future returns on investments, and achieve future profitable operations or obtain sufficient proceeds from the disposition of its investments. The outcome of these matters cannot be predicted at this time. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

Since February 2020, the coronavirus ("COVID-19") has threatened a slowdown in the global economy as well as caused volatility in the global financial markets. While the full impact of COVID-19 on the global economy is uncertain, rapid spread of COVID-19 may have an adverse effect on the Company's investments. The extent to which COVID-19 may impact the Company's business will depend on future developments such as the geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing, business closures or business disruptions, and the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease. As of December 31, 2021, the Company has an accumulated deficit and expects to incur further loss in the development of its business. As a result, there is a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

These financial statements were authorized for issue by the Board of Directors of the Company on September 30, 2022.

2. BASIS OF PRESENTATION

These financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and International Accounting Standards ("IAS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments to fair value. In addition, these financial statements have been prepared using accrual basis of accounting, except for cash flow information. Furthermore, these financial statements are presented in Canadian dollars which is the functional currency of the Company and all values are rounded to the nearest dollar.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand, cash held in trust, deposits in banks and highly liquid investments with an original maturity of three months or less. As at December 31, 2021, there were no cash or cash equivalents.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

b) Exploration and evaluation assets

The Company is in the exploration stage with respect to its investment in mineral interests. Accordingly, once a right to explore an area has been obtained, the Company follows the practice of capitalizing all costs relating to the acquisition of, exploration for and development of exploration and evaluation assets. Such costs, include, but are not limited to, geological and geophysical studies, exploratory drilling and sampling. At such time as commercial production commences, these costs will be charged to operations on a unit-of-production method based on proven and probable resources. The aggregate costs, related to abandoned exploration and evaluation assets are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a permanent impairment.

c) Financial Instruments

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 of principal and interest ("SPPI"). Financial assets are initially measured at fair value and are subsequently measured at either (i) amortized cost; (ii) fair value through other comprehensive income, or (iii) fair value through profit or loss.

- Financial assets at amortized cost

Financial assets classified and measured at amortized cost are those assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of the financial asset give rise to cash flows that are SPPI. Financial assets classified at amortized cost are measured using the effective interest method.

- Financial assets at fair value through other comprehensive income ("FVTOCI")

Financial assets classified and measured at FVTOCI are those assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise to cash flows that are SPPI. This classification includes certain equity instruments where IFRS 9 allows an entity to make an irrevocable election to classify the equity instruments, on an instrument-by-instrument basis, that would otherwise be measured at fair value through profit or loss ("FVTPL") to present subsequent changes in FVTOCI.

- Financial assets at fair value through profit or loss ("FVTPL")

Financial assets classified and measured at FVTPL are those assets that do not meet the criteria to be classified at amortized cost or at FVTOCI. This category includes debt instruments whose cash flow characteristics are not SPPI or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell the financial asset.

- Financial liabilities at fair value through profit or loss ("FVTPL")

This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statements of loss and comprehensive loss.

- Financial liabilities at amortized cost

Financial liabilities are generally classified and measured at fair value at initial recognition and subsequently measured at amortized cost using effective interest method.

The following table summarizes the classification of the Company's financial instruments:

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

c) Financial Instruments (Cont'd)

	IFRS 9 Classification
Financial Assets	
Due from a related party	Amortized cost
Financial Liabilities	
Accounts payable and accrued liabilities	Amortized cost
Due to a related party	Amortized cost

Financial assets

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Subsequent to initial recognition, all financial assets are classified and subsequently measured at amortized cost. Interest income is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss.

The Company reclassifies debt instruments only when its business model for managing those financial assets has changed. Reclassifications are applied prospectively from the reclassification date and any previously recognized gains, losses or interest are not restated.

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

Financial liabilities

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss. Financial liabilities measured at amortized cost are comprised of accounts payable and accrued liabilities and due to related parties.

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

d) Share Capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects.

e) Share Based Payments

Equity-settled share-based payment transactions with non-employees are measured at the fair value of the goods or services received. However, if the fair value cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

Share-based payments for employees and others providing similar services are determined based on the grant date fair value. Share-based payments for non-employees are determined based on the fair value of the goods/services received or fair value of the share-based payment measured at the date on which the Company obtains such goods/services. Compensation expense is recognized over each tranche's vesting period, in earnings or capitalized as appropriate, based on the number of awards expected to vest.

f) Income Taxes

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

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

Deferred tax is recognized 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. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss). In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

g) Loss per Share

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

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

h) Comprehensive Loss

Comprehensive loss is the overall change in the net assets of the Company for a period, other than changes attributable to transactions with shareholders. It is made up of net loss and other comprehensive loss. The historical make up of net loss has not changed. Other comprehensive loss includes gains or losses, which generally accepted accounting principles require to be recognizing in a period, but which are excluded from net loss for that period. The Company has no other comprehensive loss during the year ended December 31, 2021 and for the period from inception on December 1, 2020 to December 31, 2020.

i) Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

j) Significant Accounting Judgments, Estimates and Assumptions

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Judgment is used mainly in determining how a balance or transaction should be recognized in the carve-out financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. Actual results may differ from these estimates.

Significant Estimates

- Assessing whether deferred tax assets and liabilities are recognized in accordance with IAS 12, Income taxes.

Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.

Significant Judgments

- Going Concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year as they fall due, and to fund planned and contractual exploration programs, involves judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

k) New and Revised IFRS Issued but Not Effective

The new standards or amendments are either not applicable or not expected to have a significant impact on the Company's financial statements.

(Expressed in Canadian Dollars - Audited)

4. PROJECT INVESTIGATION COSTS

During the year ended December 31, 2021, the Company incurred exploration cost related to the Bendor, Rogers Creek and Fire Mountain Properties. Given these exploration expenditures incurred before the Company has obtained the legal rights to explore, all of these expenditures have been expensed as project investigation costs (Note 10):

	For the period from inception on December 1, 2020 to December 31, 2020	Year ended December 31, 2021
	$	$
Exploration costs		
Rogers Creek Property	-	
Lidar mapping	-	40,810
Others	-	1,852
Sub-total	-	42,662
Bendor Property		
Airborne Magnetic & Radiometric	-	61,050
Sub-total	-	61,050
Fire Mountain Property		
Airborne Magnetic & Radiometric	-	48,727
Sub-total	-	48,727
Balance	**-**	**152,439**

5. SHARE CAPITAL

a) Authorized: Unlimited number of common shares with no par value
Unlimited number of preferred shares

b) Shares issued and outstanding as of December 31, 2021 and December 31, 2020: 100 common shares and no preferred shares.

On December 1, 2020, the Company issued 100 common shares of the Company at a price of $0.01 per share to Pan Pacific Investment Resource Ltd. (“Pan Pacific”), for aggregate gross proceeds of $1 through seed share issuance.

6. RELATED PARTY TRANSACTIONS

Key management personnel consist of the officers and directors of the Company and companies owned or controlled by the officers and directors of the Company.

As of December 31, 2021, the Company had an aggregate of $35,999 (December 31, 2020 - $1 due from Pan Pacific) due to the sole shareholder of the Company, Pan Pacific Resource Investments Ltd., on account of exploration expenditures. The term of the due from related party is unsecured, non-interest bearing and due on demand.

All related party transactions were entered into in the normal course of business and are recorded at the exchange amount established and agreed to between the related parties.

(Expressed in Canadian Dollars - Audited)

7. INCOME TAXES

The following table reconciles the expected income tax expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the statement of operations and comprehensive loss for the year ended December 31, 2021 and for the period from inception to December 31, 2020:

	2021	**2020**
	$	**$**
Net loss before tax	(167,439)	(876)
Statutory tax rate	27%	27%
Expected income tax (recovery)	(45,209)	(236)
Change in deferred tax asset not recognized	45,209	236
Total income tax expense (recovery)	-	-

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values. Deferred tax assets and liabilities at December 31, 2021 and 2020 are comprised of the following:

	2021	**2020**
	$	$
Non-capital loss carryforwards	168,315	876
Net deferred tax assets (liabilities)	168,315	876

The Company has non-capital loss carryforwards of approximately $168,315 (2020 - $876) which may be carried forward to apply against future income for Canadian income for tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

EXPIRY	**Total**
	$
2040	876
2041	167,439
TOTAL	**168,315**

8. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral property interests. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company considers capital to consist of shareholder's equity.

The property in which the Company currently has an interest is in the exploration stage; as such the Company will rely on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended December 31, 2021 and for the period from inception on December 1, 2020 to December 31, 2020.

9. FINANCIAL INSTRUMENTS

a. Fair value

The fair value of the Company's due from a related party, due to a related party and accounts payable and accrued liabilities approximate their carrying value due to their short-term nature.

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.

For the year ended December 31, 2021 and for the period from inception on December 1, 2020 to December 31, 2020, there is no asset that was measured at fair value and classified as Level 1 financial instrument.

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes, inclusive of counterparty limits, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

b. Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2021 and 2020, the Company had no cash to settle the total current liabilities of $168,314 (December 31, 2020 - $876). As at December 31, 2021, the total working capital deficiency of the Company was $168,314 (December 31, 2020 – working capital deficiency of $875). The Company believes that these sources will be sufficient to cover the expected short and long term cash requirements, by raising funds from private placements.

c. Credit risk

Credit risk is the risk of a loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is limited to its cash and due from related parties. The Company limits its exposure to credit risk by holding its cash in deposits with high credit quality Canadian financial institutions.

d. Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Management does not believe that the Company is exposed to any material market risk.

10. SUBSEQUENT EVENTS

On April 15, 2022, the Company closed a private placement and issued 2,100,000 founders common shares of the Company at a price of $0.005 per share for gross proceeds of $10,500. On July 19, 2022, 200,000 common shares were canceled to treasury as consideration for the Shares $1,000 was not received.

On April 20, 2022, the Company issued 600,000 common shares of the Company at a price of $0.005 per share for a debt conversion of legal fees.

(Expressed in Canadian Dollars - Audited)

10. SUBSEQUENT EVENTS (Cont'd)

On April 25, 2022 and May 25, 2022, the Company closed private placements and issued 100,000 and 400,000 common shares of the Company, respectively at a price of $0.02 per share for gross proceeds of $10,000 for operating expenses.

Rogers Creek Property Option Assignment: On April 22, 2022, the Company entered into an assignment and assumption agreement (the "Assignment Agreement (A)") by and between Tocvan Ventures Corp., an entity organized under the laws of the Province of Ontario (the "Assignor (A)"), C3 Metals Inc., an entity organized under the laws of the Province of Ontario (the "Consenting Party (A)"), and Cascade Copper, (the "Assignee" or the "Company"), an entity organized under the laws of the Province of Alberta. The Assignor (A) agreed to purchase from the Consenting Party (A) 100% of the legal and beneficial ownership of all mineral interest in an to certain mineral claims known as the Rogers Creek consisting of 23 claims totaling 21,233.88 hectares, located in the Coast Mountain Belt of British Columbia about 90 kilometers northeast of Vancouver, in the South-West Mining division and registered with the British Columbia Ministry of Energy, Mines, and Petroleum Resources Offices, pursuant to the purchase and sale agreement ("P&S Agreement) dated September 29, 2021. Subject to the condition of the Assignment Agreement (A), the Assignor (A) and Consenting Party (A) agreed to assign and transfer all right, title and interest of the Consenting Party (A) and the Assignor (A) in and to the P&S Agreement, and all right benefits and advantages. The Assignee agreed to issue 5,000,000 common shares of the Company to the Assignor (A) at a deemed issue price of $0.05 per share, for aggregate deemed consideration of $250,000, as fully paid and non-assessable capital of the Assignee. On April 30, 2022, the Company issued 5,000,000 common shares of the Company at a price of $0.05 for property acquisition, valued at $250,000.

Bendor Property Option Assignment: On May 2, 2022, the Company entered into an assignment and assumption agreement (the "Assignment Agreement (B)") by and between ABC Gold Corp., (the "Assignor (B)"), Torr Resources Corp., (the "Consenting Party (B)"), and Cascade Copper (the "Assignee"), all entities incorporated under the laws of the Province of Alberta. Assignee paid (1) one dollar to the Assignor (B) to assume the obligations of the Assignor (B) under option agreement signed between Consenting Party (B) and Assignor (B) dated January 8, 2021 and the first amendment dated May 2, 2022 and subject to the terms and conditions set forth therein to acquire 100% of the Consenting Party (B)'s legal and beneficial ownership of all mineral interest in and to certain mineral claims known as the Bendor Property consisting of 4 claims (the "Claims") totaling 3,063.38 hectares, located in the Lillooet Mining District of southwest British Columbia and registered with the Ministry of Energy, Mines and Petroleum of British Columbia.

Pursuant to the Assignment Agreement (B) and Option Agreement, if the Company failed to complete a Liquidity Event, as defined as all or substantially all of the outstanding common shares of the Company is listed on a Designated Stock Exchange, by December 30, 2022, Option Agreement will become null and void.

In order to maintain in force the option granted, the Assignee must issue the following common shares and incur the following expenditures:

	Cash (CAD)	Exploration Expenditures	Common Share
	$	$	
Upon completion of listing, payment to the Property Owner	10,000	-	200,000
Within 15 months of completion of listing	10,000	50,000	200,000
Within 24 months of completion of listing	10,000	50,000	100,000
Within 36 months of completion of listing	20,000	75,000	100,000
Within 48 months of completion of listing	40,000	100,000	250,000
	90,000	275,000	850,000

(Expressed in Canadian Dollars - Audited)

10. SUBSEQUENT EVENTS (Cont'd)

Fire Mountain Property Option Assignment: On May 2, 2022, the Company entered into an assignment and assumption agreement (the "Assignment Agreement (C)") by and between Pan Pacific Resource Investments Ltd., (the "Assignor (C)"), Torr Resources Corp., (the "Consenting Party (C)"), and Cascade Copper (the "Assignee"), all entities incorporated under the laws of the Province of Alberta. Assignee paid (1) one dollar to the Assignor (C) to assume the obligations of the Assignor (C) under option agreement signed between Consenting Party (C) and Assignor (C) dated November 13, 2020 and the first amendment dated May 2, 2022 and subject to the terms and conditions set forth therein to acquire 100% of the Consenting Party (C)'s legal and beneficial ownership of all mineral interest in and to certain mineral claims known as the Fire Mountain Property consisting of 3 claims (the "Claims") totaling 3,769.84 hectares, located in the New Westminster Mining District of southwest British Columbia and registered with the Ministry of Energy, Mines and Petroleum of British Columbia.

Pursuant to the Assignment Agreement (C) and Option Agreement, if the Company failed to complete a Liquidity Event, as defined as all or substantially all of the outstanding common shares of the Company is listed on a Designated Stock Exchange, by December 30, 2022, Option Agreement will become null and void.

In order to maintain in force the option granted, the Assignee must issue the following common shares and incur the following expenditures:

	Cash (CAD)	Exploration Expenditures	Common Share
	$	$	
Upon completion of listing, payment to the Property Owner	20,000	-	200,000
Within 15 months of completion of listing	20,000	75,000	200,000
Within 24 months of completion of listing	25,000	100,000	100,000
Within 36 months of completion of listing	30,000	100,000	100,000
Within 48 months of completion of listing	40,000	100,000	250,000
	135,000	375,000	850,000

On May 3, 2022, the Company closed a private placement and issued 2,018,300 common shares of the Company at a price of $0.10 per share for gross proceeds of $201,830. In connection with the offering, the Company agreed 10% finder's fee in cash on a portion of the proceeds raised for a total of $20,183. The net proceeds of the private placement was approximately $181,647 for operating expenses.

On June 1, 2022, the Company issued 3,388,895 common shares of the Company to settle the $169,445 loan payable owing to its parent company, Pan Pacific Resource Investments Ltd. ("Pan Pacific") at $0.05 per share. These shares were then issued to shareholders of Pan Pacific, be paid to the holders of the common shares of Pan Pacific through a dividend in sum of $84,723, being 50% of the total loan.

On July 19, 2022, 200,000 common shares were canceled to treasury as consideration for the common shares, $1,000, was not received.

On July 20, 2022, the Company entered an escrow agreement (the "Agreement") between the Company, TSX Trust Company and the security holders. There were 3,625,528 common shares of the Company held in escrow. In the simplest case, where there are no changes to the escrow securities initially deposited and no additional escrow securities, then the escrowed securities shall be released in equal tranches of 15% after completion of the initial release of 10% on the listing date.

10. SUBSEQUENT EVENTS (Cont'd)

On August 3, 2022, the Company closed a non-brokered private placement consisting of 2,273,312 units ("Units") for gross proceeds of $232,651. The offering consisted of 1,766,000 flow-through units ("Flow-Through Units"), for gross proceeds of $181,920 and 507,312 non-flow through units, for gross proceeds of $50,731 (the "Non-Flow Through Units). The units were issued as follows:

> 1,500,000 flow-through units priced at $0.10 comprised of one flow-through common share and one non-flow through share purchase warrant at an exercise price of $0.15 for a period of 24 months;
>
> 266,000 flow-through units priced at $0.12 comprise of one flow-through common share and one non-flow through share purchase warrant at an exercise price of $0.15 for a period of 18 months;
>
> 507,312 non-flow through units priced at $0.10 comprised of one non-flow through common share and one non-flow through share purchase warrant at an exercise price of $0.15 for a period of 18 months.

In connection with the non-brokered private placement, the Company paid a cash commission of 10% of the partial gross proceeds of the offering totaling $16,992 plus $750 in GST, and issued 166,600 finder's warrants consisting of 150,000 finder's warrants at an exercise price of $0.10 per finder's warrant for a period of 24 months from the closing of the offering and 16,600 finder's warrants at an exercise price of $0.12 per finder's warrant for a period of 18 months from closing date of the offering.

On August 15, 2022, the Company granted incentive stock options to directors, officers and consultants of the Company to purchase an aggregate of 1,150,000 commons shares at an exercise price of $0.10 per share, pursuant to the Company's Incentive Stock Option Plan (the "Plan") dated December 1, 2020. The options are vested immediately and exercisable at a period of five years from the date of grant until August 15, 2027.

On September 30, 2022, pursuant to the terms of the Rogers Creek Purchase and Sale Agreement, the Corporation was obligated to issue $75,000 worth of Common Shares of the Corporation to C3 Metals prior to listing on the CSE. Accordingly, the Corporation issued 625,000 Common Shares to C3 Metals to satisfy this obligation, at a deemed issue price of $0.12 per Common Share.

CASCADE COPPER CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

Three and Six Months Ended June 30, 2022 and 2021

(Expressed in Canadian Dollars)

(Unaudited)

CASCADE COPPER CORP.
Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

As at	**June 30, 2022**	**December 31, 2021**
Assets	$	$
Current assets		
Cash	73,034	-
HST/GST receivable	2,231	-
Deferred financing cost (Note 1)	33,375	-
Other receivables	4,500	-
	113,140	-
Exploration and evaluation assets (Note 3)	389,147	-
Total Assets	502,287	-
Liabilities and Shareholders' Equity (Deficit)		
Current liabilities		
Accounts payable and accrued liabilities	66,378	132,315
Due to related party (Note 5)	-	35,999
	66,378	168,314
Shareholder's equity (deficit)		
Share capital (Note 4)	624,593	1
Shares to be issued	40,731	-
Deficit	(229,415)	(168,315)
Total shareholder's equity (deficit)	435,909	(168,314)
Total liabilities and shareholder's equity	502,287	-

Nature of Operations and Going Concern (Note 1)

Subsequent Events (Note 8)

On behalf of the Board of Directors:

Director (signed by) “Jeff Ackert”

Director (signed by) “Darcy Christian”

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

CASCADE COPPER CORP.
Condensed Interim Statement of Operations and Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	Three Months ended June 30, 2022	Three Months ended June 30, 2021	Six Months ended June 30, 2022	Six Months ended June 30, 2021
		$		$
Expense				
Audit and accounting fee	13,320	-	17,320	-
Bank charges	103	-	121	-
Consulting fees	3,500	-	3,500	-
Exploration research expenses	-	-	15,248	-
Legal fees	23,654	-	23,654	-
Office and administration fees	1,257	-	1,257	-
Loss and comprehensive loss	(41,834)	-	(61,100)	-
Loss per common shares – basic and diluted	(0.01)	0.00	(0.01)	0.00
Weighted average number of common shares outstanding – basic and diluted	8,170,862	100	4,108,052	100

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

CASCADE COPPER CORP.
Condensed Interim Statement of Changes in Shareholder's Equity (Deficit)
(Expressed in Canadian Dollars)
(Unaudited)

	Number of Shares	Share Capital	Share Issuance Liability	Accumulated Deficit	Total
		$	$	$	$
Balance at December 31, 2020	100	1	-	(876)	(875)
Net loss for the period				-	-
Balance at June 30, 2021	100	1	-	(876)	(875)
Net loss for the period				(167,439)	(167,439)
Balance at December 31, 2021	100	1	-	(168,315)	(168,314)
Share issuance for cash at $0.005	2,100,000	10,500	-	-	10,500
Share issuance for debt settlement at $0.005	600,000	3,000	-	-	3,000
Share issuance for cash at $0.02	500,000	10,000	-	-	10,000
Share issuance for acquisitions at $0.05	5,000,000	250,000	-	-	250,000
Share issuance for cash at $0.10	2,018,300	201,830	-	-	201,830
Share issuance for debt settlement at $0.05	3,388,895	169,445	-	-	169,445
Share issuance liability	-	-	40,731	-	40,731
Share issuance cost	-	(20,183)	-	-	(20,183)
Net loss for the period	-	-	-	(61,100)	(61,100)
Balance at June 30, 2022	**13,607,295**	**624,593**	**40,731**	**(229,415)**	**435,909**

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

CASCADE COPPER CORP.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	Six Months ended June 30, 2022	Six Months ended June 30, 2021
	$	$
Cash flows used in Operating Activities		
Net loss for the period	(61,100)	-
Changes in non-cash operating working capital:		
HST/GST receivable	(2,231)	-
Other receivables	(4,500)	-
Deferred financing cost	(33,375)	-
Accounts payable and accrued liabilities	70,509	-
Net cash used in operating activities	**(30,697)**	**-**
Cash flows used in Investing Activities		
Acquisitions of exploration and evaluation assets	(139,147)	-
Net cash used in investing activities	**(139,147)**	**-**
Cash flows from financing activities		
Proceeds from shares issuance	202,147	-
Share issuance advanced	40,731	-
Net cash provided by financing activities	**242,878**	**-**
Increase in cash during the period	73,034	-
Cash, beginning of period	-	-
Cash, end of period	**73,034**	**-**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Cascade Copper Corp. ("Cascade" or the "Company") was incorporated under the Business Corporations Act (*Alberta*) on December 1, 2020. The Company's registered office is at Suite 1150, 707 – 7th Avenue SW, Calgary, Alberta, T2P 3H6 and operating office is at 820 – 1130 West Pender Street, Vancouver, BC, V6E 4A4.

On May 24, 2022, the Company entered into an engagement with Leede Jones Gable Inc. (the "Agent") relating to an offering of 10,000,000 units at a price of $0.10 per unit (the "Offering Price"). Pursuant to the agency agreement. The Company paid 50% of a non-refundable work fee of $33,375.

The Company's principal business activity is the acquisition and exploration of mineral properties in the natural resource sector with the long-term goal of divesting its investment assets at a profit. Cascade's mandate is to acquire in mining natural resource opportunities, primarily in the Americas and in metal deliveries. As at June 30, 2022, the Company has not yet achieve profitable operations and has accumulated deficit of $229,415. For three and six months ended June 30, 2022, the company incurred $41,834 and $61,100 net loss, respectively.

These condensed interim financial statements have been prepared on the assumption that the Company will continue as a going concern. The proposed business of the Company involves a high degree of risk and there is no assurance that the Company be successful in acquiring or divesting investment assets. The Company's ability to continue operations is not assured and is dependent upon the ability of the Company to obtain necessary financing to meet the Company's liabilities and commitments as they become due and the ability to identify and finance additional investments, generate future returns on investments, and achieve future profitable operations or obtain sufficient proceeds from the disposition of its investments. The outcome of these matters cannot be predicted at this time. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. These factors together raise substantial doubt about the Company's ability to continue as a going concern.

Since February 2020, the coronavirus("COVID-19") has threatened a slowdown in the global economy as well as caused volatility in the global financial markets. While the full impact of COVID-19 on the global economy is uncertain, rapid spread of COVID-19 may have an adverse effect on the Company's investments. The extent to which COVID-19 may impact the Company's business will depend on future developments such as the geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing, business closures or business disruptions, and the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease. As of June 30, 2022, the Company has an accumulated deficit and expects to incur further loss in the development of its business. As a result, there is a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

These condensed interim financial statements were authorized for issue by the Board of Directors of the Company on September 30, 2022.

2. BASIS OF PRESENTATION

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting and they do not include all of the information required for full annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board.

Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been omitted or condensed, and therefore these condensed interim financial statements should be read in conjunction with the Company's December 31, 2021 audited annual financial statements and the notes to such financial statements. These condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

2. BASIS OF PRESENTATION (Cont'd)

Furthermore, these financial statements are presented in Canadian dollars which is the functional currency of the Company and all values are rounded to the nearest dollar.
These financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments to fair value.

Accounting standards issued but not yet adopted

The new standards or amendments issued but not yet effective are either not applicable or not expected to have a significant impact on the Company's condensed interim financial statements.

3. EXPLORATION AND EVALUATION ASSETS

a) Rogers Creek Property Option Assignment:

On April 22, 2022, the Company entered into an assignment and assumption agreement (the "Assignment Agreement (A)") by and between Tocvan Ventures Corp., an entity organized under the laws of the Province of Ontario (the "Assignor (A)"), C3 Metals Inc., an entity organized under the laws of the Province of Ontario (the "Consenting Party (A)"), and Cascade Copper, (the "Assignee" or the "Company"), an entity organized under the laws of the Province of Alberta. The Assignor (A) agreed to purchase from the Consenting Party (A) 100% of the legal and beneficial ownership of all mineral interest in an to certain mineral claims known as the Rogers Creek consisting of 23 claims totaling 21,233.88 hectares, located in the Coast Mountain Belt of British Columbia about 90 kilometers northeast of Vancouver, in the South-West Mining division and registered with the British Columbia Ministry of Energy, Mines, and Petroleum Resources Offices, pursuant to the purchase and sale agreement ("P&S Agreement) dated September 29, 2021.

Subject to the condition of the Assignment Agreement (A), the Assignor (A) and Consenting Party (A) agreed to assign and transfer of all right, title and interest of the Consenting Party (A) and the Assignor (A) in and to the P&S Agreement, an all right benefits Party (A) and the Assignor (A) in and to the P&S Agreement, an all right benefits and advantages. The assignee agreed to issue 5,000,000 common shares of the Company to the Assignor (A) at a deemed issue price of $0.05 per share, for aggregate deemed consideration of $250,000, as fully paid and non-assessable capital of the Assignee. On April 30, 2022, the Company issued 5,000,000 common shares of the Company at a price of $0.05 for property acquisition, valued at $250,000.

b) Bendor Property Option Assignment:

On May 2, 2022, the Company entered into an assignment and assumption agreement (the "Assignment Agreement (B)") by and between ABC Gold Corp., (the "Assignor (B)"), Torr Resources Corp., (the "Consenting Party (B)"), and Cascade Copper (the "Assignee"), all entities incorporated under the laws of the Province of Albert. Assignee paid (1) one dollar to the Assignor (B) to assume the obligations of the Assignor (B) under option agreement signed between Consenting Party (B) and Assignor (B) dated January 8, 2021 and the first amendment dated May 2, 2022 and subject to the terms and conditions set forth therein to acquire 100% of the Consenting Parties legal and beneficial ownership of all mineral interest in and to certain minerals claims known as the Bendor Property consisting of 4 claims (the "Claims") totaling 3,063.38 hectares, located in the Lillooet Mining District of southwest British Columbia and registered with the Ministry of Energy, Mines and Petroleum of British Columbia.

Pursuant to the Assignment Agreement (B) and Option Agreement, if the Company failed to complete a Liquidity Event, as defined as all or substantially all of the outstanding common shares of the Company is listed on a Designated Stock Exchange, by December 30, 2022, Option Agreement will become null and void. In order to maintain in force the option granted, Assignor (B) must issue the following common shares and incur the following expenditures:

(Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION ASSETS (Cont'd)

	Cash (CAD)	Exploration Expenditures	Common Share
	$	$	
Upon completion of listing, payment to the Property Owner	10,000	-	200,000
Within 15 months of completion of listing	10,000	50,000	200,000
Within 24 months of completion of listing	10,000	50,000	100,000
Within 36 months of completion of listing	20,000	75,000	100,000
Within 48 months of completion of listing	40,000	100,000	250,000
	90,000	275,000	850,000

c) Fire Mountain Property Option Assignment:

On May 2, 2022, the Company entered into an assignment and assumption agreement (the "Assignment Agreement (C)") by and between Pan Pacific Resource Investments Ltd., (the "Assignor (C)"), Torr Resources Corp., (the "Consenting Party (C)"), and Cascade Copper (the "Assignee"), all entities incorporated under the laws of the Province of Albert. Assignee paid (1) one dollar to the Assignor (C) to assume the obligations of the Assignor (C) under option agreement signed between Consenting Party (C) and Assignor (C) dated November 13, 2020 and the first amendment dated May 2, 2022 and subject to the terms and conditions set forth therein to acquire 100% of the Consenting Parties legal and beneficial ownership of all mineral interest in and to certain minerals claims known as the Fire Mountain Property consisting of 3 claims (the "Claims") totaling 3,769.84 hectares, located in the New Westminster Mining District of southwest British Columbia and registered with the Ministry of Energy, Mines and Petroleum of British Columbia.

Pursuant to the Assignment Agreement (C) and Option Agreement, if the Company failed to complete a Liquidity Event, as defined as all or substantially all of the outstanding common shares of the Company is listed on a Designated Stock Exchange, by December 30, 2022, Option Agreement will become null and void.

In order to maintain in force the option granted, Assignor (C) must issue the following common shares and incur the following expenditures:

	Cash (CAD)	Exploration Expenditures	Common Share
	$	$	
Upon completion of listing, payment to the Property Owner	20,000	-	200,000
Within 15 months of completion of listing	20,000	75,000	200,000
Within 24 months of completion of listing	25,000	100,000	100,000
Within 36 months of completion of listing	30,000	100,000	100,000
Within 48 months of completion of listing	40,000	100,000	250,000
	135,000	375,000	850,000

(Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION ASSETS (Cont'd)

The Company's exploration and evaluation assets consist of the following:

	December 31, 2021	Additions	June 30, 2022
	$	$	$
Roger Creek Property			
Acquisition cost			
Shares	-	250,000	250,000
Exploration costs			
Exploration administration	-	4,000	4,000
43-101 report	-	360	360
Equipment storage	-	1,342	1,342
Sub-total	-	5,702	5,702
Bendor Property			
Acquisition cost			
Cash	-	8,000	8,000
Exploration costs			
Lidar mapping		29,867	29,867
Geology management fees	-	9,600	9,600
Equipment storage fees		866	866
Travel expenses		4,465	4,465
Others		2,960	2,960
Sub-total	-	47,758	47,758
Fire Mountain Property			
Acquisition cost			
Cash	-	20,000	20,000
Exploration costs			
Lidar mapping	-	40,867	48,867
Geology management fees	-	6,078	6,078
Equipment storage fees	-	433	433
Travel	-	5,944	5,944
Others	-	4,365	4,365
Sub-total	-	57,687	57,687
Total Acquisition and Exploration costs			
Shares	**-**	**250,000**	**250,000**
Cash	**-**	**28,000**	**28,000**
Exploration costs	**-**	**111,147**	**111,147**
Balance	**-**	**389,317**	**389,317**

4. SHARE CAPITAL

a) Authorized: Unlimited number of common shares with no par value
Unlimited number of preferred shares

b) Shares issued and outstanding as of June 30, 2022: 13,607,295 common shares and no preferred shares.

On December 1, 2020, the Company issued 100 common shares of the Company at a price of $0.01 per share to Pan Pacific Investment Resource Ltd. ("Pan Pacific"), for aggregate gross proceeds of $1 through seed share issuances.

On April 15, 2022, the Company closed a private placement and issued 2,100,000 founders common shares of the Company at a price of $0.005 per share for gross proceeds of $10,500. On July 19, 2022, 200,000 common shares were canceled to treasury as consideration for the Shares of $1,000 was not received.

On April 20, 2022, the Company issued 600,000 common shares of the Company at a price of $0.005 per share for a debt conversion of legal fee.

On April 25, 2022 and on May 25, 2022, the Company closed private placements and issued 100,000 and 400,000 common shares of the Company, respectively at a price of $0.02 per share for total gross proceeds of $10,000 for operating expenses.

On April 30, 2022, the Company issued 5,000,000 common shares of the Company at a price of $0.05 for property acquisition, valued at $250,000.

On May 3, 2022, the Company closed a private placement and issued 2,018,300 common shares of the Company at a price of $0.10 per share for gross proceeds of $201,830. In connection with the offering, the Company agreed 10% finder's fee in cash on a portion of the proceeds raised for a total of $20,183. The net proceeds of the private placement was approximately $181,647 for operating expenses.

On June 1, 2022, the Company issued 3,388,895 common shares of the Company to settle the $169,445 loan payable owing to its initial parent company, Pan Pacific Resource Investments Ltd. ("Pan Pacific") at $0.05 per share. These shares were then issued to shareholders of Pan Pacific, be paid to the holders of the common shares of Pan Pacific through a dividend in sum of $84,723, being 50% of the total loan.

5. RELATED PARTY TRANSACTIONS

Key management personnel consist of the officers and directors of the Company and companies owned or controlled by the officers and directors of the Company.

During the six months ended June 30, 2022, an entity controlled by a director of the Company (Shannon Baird) charged $21,678 (June 30, 2021 - $Nil) in project investigation costs.

As of June 30, 2022, the Company had an aggregate of $3,499 (December 31, 2021 - $35,999) due to its initial parent company, Pan Pacific Resource Investments Ltd ("Pan Pacific") in exploration expenditure. The term of the due from shareholder is unsecured, non-interest bearing and due on demand. Pan Pacific was a related party during the year ended December 31, 2021, but is no longer considered a related party as at June 30, 2022 due to its loss of control in the Company. The aggregate of $3,499 due to Pan Pacific has been included into accounts payable and accrued liabilities for the period ended June 30, 2022.

All related party transactions were entered into in the normal course of business and are recorded at the exchange amount established and agreed to between the related parties.

6. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral property interests. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company considers capital to consist of shareholder's equity.

The property in which the Company currently has an interest is in the exploration stage; as such the Company will rely on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period ended June 30, 2022 and December 31, 2021.

7. FINANCIAL INSTRUMENTS

(a) Fair value

The fair value of the Company's cash, other receivables, due to related party and accounts payable and accrued liabilities approximate their carrying value due to their short-term nature.

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.

For the six months ended June 30, 2022 and year ended December 31, 2021, there is no asset that was measured at fair value

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes, inclusive of counterparty limits, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(b) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2022, the Company had cash of $73,034 (December 31, 2021 - $Nil) to settle the total current liabilities of $66,378 (December 31, 2020 - $168,314). As at June 30, 2022, the total working capital of the Company was $46,762 (December 31, 2021 – working capital deficiency $168,314). The Company believes that these sources will be sufficient to cover the expected short and long term cash requirements, by raising funds from private placements.

7. FINANCIAL INSTRUMENTS (Cont'd)

(c) Credit risk

Credit risk is the risk of a loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is limited to its cash and due from related parties. The Company limits its exposure to credit risk by holding its cash in deposits with high credit quality Canadian financial institutions.

(d) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Management does not believe that the Company is exposed to any material market risk.

8. SUBSEQUENT EVENTS

On July 19, 2022, 200,000 common shares were canceled to treasury as consideration for the common shares, $1,000, was not received.

On July 20, 2022, the Company entered an escrow agreement (the "Agreement") between the Company, TSX Trust Company and the security holders. There were 3,625,528 common shares of the Company held in escrow. In the simplest case, where there are no changes to the escrow securities initially deposited and no additional escrow securities, then the escrowed securities shall be released in equal tranches of 15% after completion of the initial release of 10% on the listing date.

On August 3, 2022, the Company closed a non-brokered private placement consisting of 2,273,312 units ("Units") for gross proceeds of $232,651.18. The offering consisted of 1,766,000 flow through units ("Flow-Through Units"), for gross proceeds of $181,920 and 507,312 non-flow through units, for gross proceeds of $50,731.18 (the "Non-Flow Through Units). The units were issued as follows:

1,500,000 flow-through units price at $0.10 comprised of one flow-through common share and one non-flow through share purchase warrant at an exercise price of $0.15 for a period of 24 months;

266,000 flow-through units priced at $0.12 comprise of one flow-through common share and one non-flow through share purchase warrant at an exercise price of $0.15 for a period of 18 months;

507,312 non-flow through units priced at $0.10 comprised of one non-flow through common share and one non-flow through share purchase warrant at an exercise price of $0.15 for a period of 18 months.

In connection with the non-brokered private placement, was subject to a cash commission to 10% of the partial gross proceeds of the offering in cash amount of $16,992 plus $750 in GST, and issued finder warrants of 166,600, consisted of 150,000 finder warrants at an exercise price of $0.10 per finder warrant for a period of 24 months from the closing of the offering and 16,600 finder warrants at an exercise price of $0.12 per finder warrant for a period of 18 months from closing date of the offering.

On August 15, 2022, the Company granted incentive stock options to directors, officers and consultants of the Company to purchase an aggregate of 1,150,000 commons shares at an exercise price of $0.10 per share, pursuant to the Company's Incentive Stock Option Plan (the "Plan") dated December 1, 2020. The options are vested immediately and exercisable at a period of five years from the date of grant until August 15, 2027.

On September 30, 2022, the Company issued 625,000 common shares of the Company at a price of $0.12 for property acquisition, valued at $75,000 pursuant to assignment and assumption agreement dated April 22, 2022 (See note 3a).

SCHEDULE "C"

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's Discussion and Analysis of the Corporation for the period from incorporation on December 1, 2020 to December 31, 2021 and the six-month period ended June 30, 2022, are attached.

CASCADE COPPER CORP.

Management Discussion and Analysis
For the Year Ended December 31, 2021

Background

The following Management's Discussion and Analysis ("MD&A") of Cascade Copper Corp. (the "**Company**" or "**Cascade**") is prepared as at September 30, 2022, and should be read in conjunction with the audited financial statements and the accompanying notes for the audited financial statements of the Company for the year ended December 31, 2021. Additional information regarding the Company is available on SEDAR at www.sedar.com.

As of December 1, 2020, date of inception, the Company adopted International Financial Reporting Standards ("IFRS"). All dollar figures included herein and in the following MD&A are quoted in Canadian dollars unless otherwise stated. The audited financial statements for the year ended December 31, 2021 have been prepared in accordance with International Financial Reporting Standard ("IFRS"), as issued by the International Accounting Standards Board.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of focused common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A may contain forward looking statements based on assumption and judgments of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond its control. Actual results may differ materially from the expected results. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward Looking Statements

Certain information in this management discussion and analysis ("MD&A") is forward-looking within the meaning of certain securities laws, and is subject to important risks, uncertainties and assumptions. The forward-looking information is based on certain assumptions, which could change materially in the future. The forward-looking information in this MD&A describes the Company's expectations as of the date of this MD&A. The results or events anticipated or predicted in such forward-looking information may differ materially from actual results or events. The forward-looking information contained in this MD&A represents the expectations of the Company as of the date of this MD&A and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date.

Company Overview

Cascade Copper Corp. ("Cascade" or the "Company") was incorporated under the Business Corporations Act (Alberta) on December 1, 2020. The Company's registered office is at Suite 1150, 707 – 7th Avenue SW, Calgary, Alberta, T2P 3H6 and operating office is at 820 – 1130 West Pender Street, Vancouver, BC, V6E 4A4.

The Company's principal business activity is the acquisition and exploration of mineral properties in the natural resource sector with the long-term goal of divesting its investment assets at a profit. Cascade's mandate is to acquire in mining natural resource opportunities, primarily in the Americas. As at December 31, 2021, the Company has not yet achieve profitable operations and has accumulated deficit of $168,314. For the year ended December 31, 2021, the company incurred $167,439 net loss.

The Company is seeking for a new business opportunity which would be in the best interest and benefit to shareholders. Any such new business would be approved by independent share holders through a special shareholder meeting.

Since February 2020, the coronavirus ("COVID-19") has threatened a slowdown in the global economy as well as caused volatility in the global financial markets. While the full impact of COVID-19 on the global economy is uncertain, rapid spread of COVID-19 may have an adverse effect on the Company's investments. The extent to which COVID-19 may impact the Company's business will depend on future developments such as the geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing, business closures or business disruptions, and the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease. As of December 31, 2021, the Company has an accumulated deficit and expects to incur further loss in the development of its business. As a result, there is a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Overall Performance

The following is a summary of significant events and transactions that occurred during the period from inception on December 1, 2020 to December 31, 2021 and as of the filing date of this report:

1. On December 1, 2020, the Company issued 100 common shares of the Company at a price of $0.01 per share to Pan Pacific Investment Resource Ltd. ("Pan Pacific"), for aggregate gross proceeds of $1 through seed share issuances.

2. Performances subsequent to December 31, 2021 and as of the filing date of this report, see subsequent events.

Selected Annual Information

The following financial data, which has been prepared in accordance with IFRS, is derived from the Company's audited financial information for the period from December 1, 2020 (the Date of Inception) to December 31, 2021.

	Year ended December 31, 2021	Period from December 1, 2020 to December 31, 2020
	$	$
Revenue	-	-
Expenses	167,439	876
Other Items:		
Other interest income	-	-
Net income (loss)	(167,439)	(876)
Basic and diluted earnings (loss) per share	(1,674.39)	(8.76)
Cash	-	-
Total assets	-	1
Shareholders'(deficit)	(168,314)	(875)

Results of Operations

The Company has not earned any revenues since inception.

Disclosure for Venture Issuers without Revenue

The Company did not have revenue from operations since inception. The components of the Company's expenses are as follows:

		Year Ended December 31, 2021
Operating Expenses		
Audit and accounting fees	$	15,000
Project investigation cost		152,439
Total Operating Expenses	$	(167,439)

The Fourth Quarter ended December 31, 2021

For the three months ended December 31, 2021, the Company recorded a net loss and comprehensive loss of $167,439.

The major expenses incurred during the period for the three months ended December 31, 2021, consisted of $15,000 in audit and accounting fees and $152,439 in project investigation costs.

Cash Flow for the year ended December 31, 2021 and 2020

	Year ended December 31, 2021	Year ended from inception on December 1, 2020 to December 31, 2020
Net cash used in operating activities	(36,000)	-
Net cash provided from financing activities	36,000	-
Net cash used in investing activities	-	-
Cash increase in cash during the period	-	-

Cash Flow from Operating Activities

The Company recorded a net loss and comprehensive loss for the years ended December 31, 2021 of $167,439, which when adjusted for working capital items totalling $131,439, resulted in cash usage of $36,000 in general operating activities.

Expenses incurred during the year ended December 31, 2021 were primarily due to $15,000 in audit and accounting fees for the annual audit and quarterly review and $152,439 in project investigation cost in connection with the mining exploration expenditure.

Cash Flow from Financing Activities

During the year ended December 31, 2021, the Company received funds of $36,000 advanced for operating expenses.

Cash Flow from Investing Activities

During the year ended December 31, 2021, no investment activities occurred.

Summary of Quarterly Results

A summary of quarterly results is included in the table below. The financial information is derived from the Company's condensed interim unaudited financial statements.

	Three Months ended December 31, 2021	Three Months ended September 30, 2021	Three Months ended June 30, 2021	Three Months ended March 31, 2021
Revenue ($)	-	-	-	-
Expenses ($)	167,439	-	-	-
Other Items:				
Net loss and comprehensive loss ($)	(167,439)	-	-	-
Net loss per share -basic & diluted ($)	(1,674.39)	0.00	0.00	0.00
Weighted avg. common shares -basic & diluted	100	100	100	100

	Inception from December 1, 2020 to December 31, 2020
Revenue ($)	-
Expenses ($)	876
Other Items:	
Net loss and comprehensive loss($)	(876)
Net loss per share -basic & diluted ($)	(8.76)
Weighted avg. common shares -basic & diluted	100

Fluctuations in reported earnings/losses during the periods noted above are primarily due to changes in administration and office expenses, audit and accounting fees, legal fees and project investigation costs. The Company had incurred an accumulated deficit of $168,315 from its incorporation to December 31, 2021.

Financing Activities and Liquidity

As of December 31, 2021, the Company had working capital deficit of $168,314, including $Nil in cash against the total current liabilities of $168,314.

The Company has cash and sales tax receivables. The Company has not pledged any of its assets as security for meeting the entire requirement of the option transaction. Management believes that the Company has sufficient working capital to satisfy the recommended exploration expenditure on the Rogers Creek Property which the Company is planning to acquire and the Company's office and administrative expenses for the next twelve-month period. However, the Company will require additional funds to complete obligations under the Option Agreements the Company entered into, and to identify and acquire other mineral property opportunities.

Capital Resources

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at December 31, 2021, the Company's shareholders' deficit was $168,314 (December 31, 2020 - $875 deficit) and it had no outstanding long-term debt. The capital was mostly from proceeds from the issuance of common shares advanced. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses, and maintain, satisfy and implement the first year's work commitments on the Rogers Creek Property. Additional funds may be required to finance the Company's further exploration of the the Rogers Creek Property and other mineral assets acquisition.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at December 31, 2021 and the year ended from inception on December 1, 2020 to December 31, 2020 or as of the filing date of this report.

Transactions with Related Parties

Key management personnel consist of the officers and directors of the Company and companies owned or controlled by the officers and directors of the Company.

As of December 31, 2021, the Company had an aggregate of $35,999 (December 31, 2020 - $1 due from Pan Pacific) due to the sole shareholder of the Company, Pan Pacific Resource Investments Ltd. in exploration expenditure. The amount due to the related party is unsecured, non-interest bearing and due on demand.

All related party transactions were entered into in the normal course of business and are recorded at the exchange amount established and agreed to between the related parties.

Proposed Transactions

There were no proposed transactions during the period except for those that are disclosed in "Material Events" section. All current transactions are fully disclosed in the audited financial statements for the year ended December 31, 2021.

Financial Instruments and Financial Risk Management

(b) Fair value

The fair value of the Company's due from related parties, due to related party and accounts payable and accrued liabilities approximate their carrying value due to their short-term nature.

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.

For the year ended December 31, 2021 and from inception on December 1, 2020 to December 31, 2020, there is no asset that was measured at fair value.

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes, inclusive of counterparty limits, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(b) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2022, the Company had cash of $73,034 (December 31, 2021 - $Nil) to settle the total current liabilities of $66,378 (December 31, 2020 - $168,314). As at June 30, 2022, the total working capital of the Company was $46,762 (December 31, 2021 – working capital deficiency $168,314). The Company believes that these sources will be sufficient to cover the expected short and long term cash requirements, by raising funds from the private placements.

(c) Credit risk

Credit risk is the risk of a loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is limited to its cash. The Company limits its exposure to credit risk by holding its cash in deposits with high credit quality Canadian financial institutions.

(d) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Management does not believe that the Company is exposed to any material market risk.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral property interests. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company considers capital to consist of shareholders' equity.

The property in which the Company currently has an interest is in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during year ended December 31, 2021.

Outstanding Share Data

As at December 31, 2021 and 2020 and as of the filing date of this report, the following securities were outstanding:

As of the date of this MD&A, the Company has issued and outstanding common shares as follows. The authorized share capital is unlimited no par value common shares:

Balance, December 1, 2020	-	$	-
Issuance of seed capital	100		1
Balance, December 31, 2020	100		1
Balance, December 31, 2021	100	$	1

On December 1, 2020, the Company issued 100 common shares of the Company at a price of $0.01 per share to Pan Pacific Investment Resource Ltd. ("Pan Pacific"), for aggregate gross proceeds of $1 through seed share issuances.

Risks and Uncertainties

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Due to the nature of the Company's business and the present stage of exploration of its mineral property (which is primarily an early stage exploration property with no known resources or reserves that have not been explored by modern methods), the following risk factors, among others, may apply:

Exploration Stage Company:

The Corporation has no history of operations and is still in an early stage of development. The Corporation is engaged in the business of acquiring and exploring mineral properties in the hope of locating economic deposits of minerals. The Rogers Creek Property is in the early stages of exploration and is without a known deposit of commercial ore. Development of the Rogers Creek Property will only follow upon obtaining satisfactory exploration results. There can be no assurance that the Corporation's existing or future exploration programs will result in the discovery of commercially viable mineral deposits. Further, there can be no assurance that even if a deposit of minerals is located, that it can be commercially mined.

Mineral Exploration and Development:

The exploration and development of minerals is highly speculative in nature and involves a high degree of financial and other risks over a significant period of time, during which even a combination of careful evaluation, experience and knowledge may not eliminate. The proposed program on the Rogers Creek Property is an exploratory search for mineral deposits. While discovery of an ore body may result in significant rewards, few properties which are explored are ultimately developed into producing mines. Substantial expenses are required to establish ore reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit, financing costs, the cyclical nature of commodity prices, and government regulations (including those related to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of mineral products, and environmental protection). The effect of these factors or a combination thereof, cannot be accurately predicted but could have an adverse impact on the Corporation. The Corporation's operations are also subject to all of the hazards and risks normally encountered in mineral exploration and development. These risks include unusual and unexpected geological formations, seismic activity, rock bursts, cave-ins, water inflows and other conditions involved in the drilling and removal of material, environmental hazards, industrial accidents, periodic interruptions due to adverse weather conditions, labour disputes, political unrest aboriginal band claims and theft. The occurrence of any of the foregoing could result in damage to, or destruction of, mineral properties or interests, production facilities, personal injury, damage to life or property, environmental damage, delays or interruption of operations, increases in costs, monetary losses, legal liability and adverse government action. The Corporation does not currently carry insurance against these risks and there is no assurance that such insurance will be available in the future, or if available, at economically feasible premiums or upon acceptable terms. The potential costs associated with losses or liabilities not covered by insurance coverage may have a material adverse effect upon the Corporation's financial condition.

Operating History and Financial Resources:

The Corporation has no history of operations or revenues and it is unlikely that the Corporation will generate any revenues from operations in the foreseeable future. The Corporation anticipates that its existing cash resources, together with the net proceeds of the Offering, will be sufficient to cover the Corporation's projected funding requirements for the ensuing year. If the Corporation's exploration program is successful, additional funds will be required for further exploration and development to determine if any deposits are economic and, if economic, to possibly bring such deposits to production. Additional funds will also be required for the Corporation to acquire and explore other mineral interests. The Corporation has limited financial resources and there is no assurance that sufficient additional funding will be available to enable it to fulfill the Corporation's existing obligations or for further exploration and development on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Corporation to forfeit its interests in some or all of the Corporation's properties or to reduce or terminate the Corporation's operations. Additional funds raised by the Corporation from treasury share issuances may result in further dilution to its shareholders or result in a change of control.

Possible Loss of Interest in the Rogers Creek Property:

The Corporation's ability to maintain an interest in the Rogers Creek Property will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Corporation being unable to expend certain minimum amounts on the exploration of the Rogers Creek Property. If the Corporation fails to incur such expenditures in a timely fashion, the Corporation may lose its interest in the Rogers Creek Property.

Competition:

The mineral exploration business is competitive in all of its phases. The Corporation competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. The Corporation's ability to acquire properties in the future will depend not only on the Corporation's ability to develop the Rogers Creek Property, but also on the Corporation's ability to select and acquire suitable prospects for mineral exploration or development. In addition, the mining industry periodically faces a shortage of equipment and skilled personnel and there can be intense competition for experienced geologists, engineers, field personnel and other contractors. There is no assurance that the Corporation will be able to compete successfully with others in acquiring prospective properties, equipment or personnel.

Dilution:

Dilution per Common Share represents the amount by which the price per Common Share to be paid by a new investor will exceed the net tangible book value per Common Share immediately after the Offering is completed. The issue price of $0.10 paid for each Common Share exceeds by $0.05262 per Common Share the net tangible book value per Common Share after giving effect to the Offering. As a result, investors will incur a significant and immediate dilution of their investment.

Environmental Risks and Hazards:

All phases of the Corporation's operations are subject to extensive environmental regulations. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation, provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry activities and operations. They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. A breach of these regulations may result in the imposition of fines and penalties. In addition, certain types of mining operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the viability or profitability of operations. Environmental hazards may exist on the properties in which the Corporation holds its interests or on properties that will be acquired which are unknown to the Corporation at present and which have been caused by previous or existing owners or operators of those properties.

Government Regulations:

The Corporation's current or future operations, including exploration and development activities and the commencement and continuation of commercial production, require licenses, permits or other approvals from various federal, provincial, territorial and/or local governmental authorities. Such operations are or will be governed by laws and regulations relating to prospecting, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, toxic substances, land use, water use, environmental protection, aboriginal land claims and other matters. The Corporation believes that it is in substantial compliance with all material laws and regulations which currently apply to the Corporation's activities. There can be no assurance, however, that the Corporation will obtain on reasonable terms or at all the permits and approvals, and the renewals thereof, which the Corporation may require for the conduct of the Corporation's current or future operations or that compliance with applicable laws, regulations, permits and approvals will not have an adverse effect on any mining project which the Corporation may undertake. Possible changes to mineral tax legislation and, regulations could cause additional expenses, capital expenditures, restrictions and delay on the Corporation's planned exploration and operations, the extent of which cannot be predicted. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Title Risks:

While the Corporation has exercised the usual due diligence with respect to determining title to the Corporation's properties, there is no guarantee that title to such properties will not be challenged or impugned. The Corporation's properties have not been surveyed. The Corporation's properties may be subject to prior unregistered agreements or transfers or aboriginal land claims and title may be affected by undetected defects. If title defects do exist, it is possible that the Corporation may lose all or a portion of its rights, title, estate and interest in and to the properties, when and if earned, to which the title defects relate. Further, the Corporation does not own the Rogers Creek Property and only has a right to acquire an interest therein pursuant to the Option Agreement. In the event that the Corporation does not fulfill its obligations under the Option Agreement, it will lose its interest in the Rogers Creek Property.

First Nations Land Claims:

The Rogers Creek Property or other properties optioned by the Corporation may now or in the future be the subject of first nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Corporation's ownership interest in the properties optioned by the Corporation cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the properties optioned by the Corporation are 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 first nations in order to facilitate exploration and development work on the properties optioned by the Corporation.

Negative Operating Cash Flow:

Since inception, the Corporation has had negative operating cash flow. The negative operating cash flow is expected to continue for the foreseeable future as funds are expended on the exploration program on the Rogers Creek Property and administrative costs. The Corporation cannot predict when it will reach positive operating cash flow.

Commodity Prices:

The price of the Corporation's securities, the Corporation's financial results and exploration, development and mining activities have previously been, and may in the future be, significantly adversely affected by declines in the price of precious or base metals. Precious or base metal prices fluctuate widely and are affected by numerous factors beyond the Corporation's control such as the sale or purchase of precious or base metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection, the degree to which a dominant producer uses its market strength to bring supply into equilibrium with demand, and international political and economic trends, conditions and events. The prices of precious or base metals have fluctuated widely in recent years, and future price declines could cause continued development of the Corporation's properties to be impracticable.

Price Volatility and Lack of Active Market:

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies, particularly resource issuers, have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Corporation's securities will be subject to such market trends and that the value of such securities may be affected accordingly. There is currently no market through which the Corporation's Common Shares can be sold and there can be no assurance that one will develop or be sustained after the Offering. If an active market does not develop, the liquidity of your investment may be limited and the market price of the Common Shares forming part of the Units may decline below the Offering Price.

Reliance on Management and Experts:

The Corporation's success will be largely dependent, in part, on the services of the Corporation's senior management and directors. The Corporation has not purchased any "key man" insurance, nor has the Corporation entered into any non-competition or non-disclosure agreements with any of the Corporation's directors, officers or key employees and has no current plans to do so. The Corporation may hire consultants and others for geological and technical expertise but there is no guarantee that the Corporation will be able to retain personnel with sufficient technical expertise to carry out the future development of the Corporation's properties.

Concentration of Ownership:

Immediately following the completion of the Offering, the Corporation's directors, major shareholders, executive officers and their respective associates will beneficially own 3,625,528 Common Shares representing approximately 13.58% of the Corporation's outstanding share capital assuming none of the foregoing persons participate in the Offering. These shareholders could significantly influence the outcome of actions taken by management that require shareholder approval. For example, these shareholders could significantly influence the election of the Corporation's directors and control changes in management.

Conflicts of Interest:

Certain of the Corporation's directors, officers and other members of management do, and may in the future, serve as directors, officers, promoters and members of management of other companies and, therefore, it is possible that a conflict may arise between their duties as a director, officer, promoter or member of the Corporation's management team and their duties as a director, officer, promoter or member of management of such other companies. The Corporation's directors and officers are aware of the laws governing accountability of directors and officers for corporate opportunity and the requirement of directors to disclose conflicts of interest. The Corporation will rely upon these laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Material Events

Subsequent to the year ended December 31, 2021, on April 13, 2022, Elena Clarici resigned as President, CEO and Corporate Secretary of the Company, Fred Jones resigned as a Director and CFO of the Company and Derek A. Wood resigned as a Director of the Company.

On May 5, 2022, the Company appointed Jeffrey S. Ackert as a Director and CEO of the Company, Darcy J. Christian as a Director of the Company, Shannon Baird as a Director and Vice President, Exploration and Corporate Secretary of the Company and Yanika Silina as CFO of the Company.

On July 19, 2022, Elena Clarici resigned as a Director of the Company.

As of the filing date of this report, the directors and officers of the Company are as follows:

- Jeffrey S. Ackert: *President, CEO and Director*
- Shannon Baird: *Vice President, Exploration, Corporate Secretary and Director*
- Darcy J. Christian: *Director*
- Alison M. Redford KC, ICD.D.: *Director*
- Yanika Silina: *CFO*

Cautionary Statement on Forward-Looking Information

This MD&A may contain certain statements that may be deemed "forward-looking statements." All statements in this document, other than statements of historical fact, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential," "interprets," and similar expressions, or that events or conditions "will," "would," "may," "could," or "should" occur. Forward-looking statements in this document include statements regarding liquidity and effects of accounting policy changes, the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, failure to obtain adequate financing on a timely basis and other risks and uncertainties. In addition, forward-looking statements are based on various assumptions including, without limitation, the expectations and beliefs of management that the Company can access financing. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements.

Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change except as required by law.

Commitments

Refer to note 5 in the condensed interim financial statements.

Subsequent Event

On April 15, 2022, the Company closed a private placement and issued 2,100,000 founders common shares of the Company at a price of $0.005 per share for gross proceeds of $10,500. On July 19, 2022, 200,000 common shares were canceled to treasury as consideration for the Shares ($1,000 Cdn) was not received.

On April 20, 2022, the Company issued 600,000 common shares of the Company at a price of $0.005 per share for a debt conversion of legal fees.

On April 25, 2022, the Company closed a private placement and issued 100,000 common shares of the Company at a price of $0.02 per share for gross proceeds of $2,000.

Rogers Creek Property Option Assignment: On April 22, 2022, the Company entered into an assignment and assumption agreement (the "Assignment Agreement (A)") by and between Tocvan Ventures Corp., an entity organized under the laws of the Province of Ontario (the "Assignor (A)"), C3 Metals Inc., an entity organized under the laws of the Province of Ontario (the "Consenting Party (A)"), and Cascade Copper, (the "Assignee" or the "Company"), an entity organized under the laws of the Province of Alberta. The Assignor (A) agreed to purchase from the Consenting Party (A) 100% of the legal and beneficial ownership of all mineral interest in an to certain mineral claims known as the Rogers Creek consisting of 23 claims totaling 21,233.88 hectares, located in the Coast Mountain Belt of British Columbia about 90 kilometers northeast of Vancouver, in the South-West Mining division and registered with the British Columbia Ministry of Energy, Mines, and Petroleum Resources Offices, pursuant to the purchase and sale agreement ("P&S Agreement) dated September 29, 2021. Subject to the condition of the Assignment Agreement (A), the Assignor (A) and Consenting Party (A) agreed to assign and transfer of all right, title and interest of the Consenting Party (A) and the Assignor (A) in and to the P&S Agreement, an all right benefits and advantages. The assignee agreed to issue 5,000,000 common shares of the Company to the Assignor (A) at a deemed issue price of $0.05 per share, for aggregate deemed consideration of $250,000, as fully paid and non-assessable capital of the Assignee. On April 30, 2022, the Company issued 5,000,000 common shares of the Company at a price of $0.05 for property acquisition, valued at $250,000.

Bendor Property Option Assignment: On May 2, 2022, the Company entered into an assignment and assumption agreement (the "Assignment Agreement (B)") by and between ABC Gold Corp., (the "Assignor (B)"), Torr Resources Corp., (the "Consenting Party (B)"), and Cascade Copper (the "Assignee"), all entities incorporated under the laws of the Province of Albert. Assignee paid (1) one dollar to the Assignor (B) to assume the obligations of the Assignor (B) under option agreement signed between Consenting Party (B) and Assignor (B) dated January 8, 2021 and the first amendment dated May 2, 2022 and subject to the terms and conditions set forth therein to acquire 100% of the Consenting Parties legal and beneficial ownership of all mineral interest in and to certain minerals claims known as the Bendor Property consisting of 4 claims (the "Claims") totaling 3,063.38 hectares, located in the Lillooet Mining District of southwest British Columbia and registered with the Ministry of Energy, Mines and Petroleum of British Columbia.

Pursuant to the Assignment Agreement (B) and Option Agreement, if the Company failed to complete a Liquidity Event, as defined as all or substantially all of the outstanding common shares of the Company is listed on a Designated Stock Exchange, by December 30, 2022, Option Agreement will become null and void.

In order to maintain in force the option granted, Assignor (B) must issue the following common shares and incur the following expenditures:

	Cash (CAD)	Exploration Expenditures	Common Share
	$	$	
Upon completion of listing, payment to the Property Owner	10,000	-	200,000
Within 15 months of completion of listing	10,000	50,000	200,000
Within 24 months of completion of listing	10,000	50,000	100,000
Within 36 months of completion of listing	20,000	75,000	100,000
Within 48 months of completion of listing	40,000	100,000	250,000
	90,000	275,000	850,000

Fire Mountain Property Option Assignment: On May 2, 2022, the Company entered into an assignment and assumption agreement (the "Assignment Agreement (C)") by and between Pan Pacific Resource Investments Ltd., (the "Assignor (C)"),

Torr Resources Corp., (the "Consenting Party (C)"), and Cascade Copper (the "Assignee"), all entities incorporated under the laws of the Province of Albert. Assignee paid (1) one dollar to the Assignor (C) to assume the obligations of the Assignor (C) under option agreement signed between Consenting Party (C) and Assignor (C) dated November 13, 2020 and the first amendment dated May 2, 2022 and subject to the terms and conditions set forth therein to acquire 100% of the Consenting Parties legal and beneficial ownership of all mineral interest in and to certain minerals claims known as the Fire Mountain Property consisting of 3 claims (the "Claims") totaling 3,769.84 hectares, located in the New Westminster Mining District of southwest British Columbia and registered with the Ministry of Energy, Mines and Petroleum of British Columbia.

Pursuant to the Assignment Agreement (C) and Option Agreement, if the Company failed to complete a Liquidity Event, as defined as all or substantially all of the outstanding common shares of the Company is listed on a Designated Stock Exchange, by December 30, 2022, Option Agreement will become null and void.

In order to maintain in force the option granted, Assignor (C) must issue the following common shares and incur the following expenditures:

	Cash (CAD)	Exploration Expenditures	Common Share
	$	$	
Upon completion of listing, payment to the Property Owner	20,000	-	200,000
Within 15 months of completion of listing	20,000	75,000	200,000
Within 24 months of completion of listing	25,000	100,000	100,000
Within 36 months of completion of listing	30,000	100,000	100,000
Within 48 months of completion of listing	40,000	100,000	250,000
	135,000	375,000	850,000

On May 3, 2022, the Company closed a private placement and issued 2,018,300 common shares of the Company at a price of $0.10 per share for gross proceeds of $201,830. In connection with the offering, the Company agreed 10% finder's fee in cash on a portion of the proceeds raised for a total of $20,183.

On May 9, 2022, the Company was issued 43-101 technical report for the Rogers Creek Copper-Gold Project, Southwestern British Columbia, Canada, effective on March 21, 2022.

On May 25, 2022, the Company closed a private placement and issued 400,000 common shares of the Company at a price of $0.02 per share for gross proceeds of $8,000.

On June 1, 2022, the Company issued 3,388,895 common shares of the Company to settle the $159,445 loan payable owing to its one of the shareholders' company, Pan Pacific Resource Investments Ltd. ("Pan Pacific") at $0.05 per share. These shares were then issued to shareholders of Pan Pacific, be paid to the holders of the common shares of Pan Pacific through a dividend in sum of $79,723, being 50% of the total loan.

On July 19, 2022, 200,000 common shares were canceled to treasury as consideration for the common shares, $1,000, was not received.

On July 20, 2022, the Company entered an escrow agreement (the "Agreement") between the Company, TSX Trust Company and the security holders. There were 3,625,528 common shares of the Company held in escrow. In the simplest case, where there are no changes to the escrow securities initially deposited and no additional escrow securities, then the escrowed securities shall be released in equal tranches of 15% after completion of the initial release of 10% on the listing date.

On August 3, 2022, the Company closed a non-brokered private placement consisting of 2,273,312 units ("Units") for gross proceeds of $232,651.18. The offering consisted of 1,766,000 flow through units ("Flow-Through Units"), for gross proceeds of $181,920 and 507,312 non-flow through units, for gross proceeds of $50,731.18 (the "Non-Flow Through Units). The units were issued as follows:

> 1,500,000 flow-through units price at $0.10 comprised of one flow-through common share and one non-flow through share purchase warrant at an exercise price of $0.15 for a period of 24 months;
>
> 266,000 flow-through units priced at $0.12 comprise of one flow-through common share and one non-flow through share purchase warrant at an exercise price of $0.15 for a period of 18 months;
>
> 507,312 non-flow through units priced at $0.10 comprised of one non-flow through common share and one non-flow through share purchase warrant at an exercise price of $0.15 for a period of 18 months.

In connection with the non-brokered private placement, the private placement was subject to a cash commission of 10% of the partial gross proceeds of the offering in cash amount of $16,992 plus $750 in GST, and issued finder warrants of 166,600, consisted of 150,000 finder warrants at an exercise price of $0.10 per finder warrant, for a period of 24 months from the closing of the offering and 16,600 finder warrants at an exercise price of $0.12 per finder warrant, for a period of 18 months from closing date of the offering.

On August 15, 2022, the Company granted incentive stock options to directors, officers and consultants of the Company to purchase an aggregate of 1,150,000 commons shares at an exercise price of $0.10 per share, pursuant to the Company's Incentive Stock Option Plan (the "Plan") dated December 1, 2020. The options are vested immediately and exercisable at a period of five years from the date of grant until August 15, 2027.

On September 30, 2022, the Company issued 625,000 common shares of the Company at a price of $0.12 for property acquisition, valued at $75,000 pursuant to assignment and assumption agreement dated April 22, 2022 (See note 3a).

Additional Information

Additional information about the Company is available on SEDAR at www.sedar.com.

CASCADE COPPER CORP.

Management Discussion and Analysis
For the Three and Six Months Ended June 30, 2022

Background

The following Management's Discussion and Analysis ("MD&A") of Cascade Copper Corp. (the "**Company**" or "**Cascade**") is prepared as at September 30, 2022, and should be read in conjunction with the unaudited interim financial statements and the accompanying notes for the condensed interim financial statements of the Company for three and six months ended June 30, 2022, as well as the audited financial statements of the Company for the year ended December 31, 2021. Additional information regarding the Company is available on SEDAR at www.sedar.com.

As of December 1, 2020, date of inception, the Company adopted International Financial Reporting Standards ("IFRS"). All dollar figures included herein and in the following MD&A are quoted in Canadian dollars unless otherwise stated. The interim financial statements for the three and six months ended June 30, 2022 have been prepared in accordance with International Financial Reporting Standard ("IAS") 34 Interim Financial Reporting and they do not include all of the information required for full annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of focused common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A may contain forward looking statements based on assumption and judgments of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond its control. Actual results may differ materially from the expected results. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward Looking Statements

Certain information in this management discussion and analysis ("MD&A") is forward-looking within the meaning of certain securities laws, and is subject to important risks, uncertainties and assumptions. The forward-looking information is based on certain assumptions, which could change materially in the future. The forward-looking information in this MD&A describes the Company's expectations as of the date of this MD&A. The results or events anticipated or predicted in such forward-looking information may differ materially from actual results or events. The forward-looking information contained in this MD&A represents the expectations of the Company as of the date of this MD&A and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date.

Company Overview

Cascade Copper Corp. ("Cascade" or the "Company") was incorporated under the Business Corporations Act (Alberta) on December 1, 2020. The Company's registered office is at Suite 1150, 707 – 7th Avenue SW, Calgary, Alberta, T2P 3H6 and operating office is at 820 – 1130 West Pender Street, Vancouver, BC, V6E 4A4.

The Company's principal business activity is the acquisition and exploration of mineral properties in the natural resource sector with the long-term goal of divesting its investment assets at a profit. Cascade's mandate is to acquire in mining natural resource opportunities, primarily in the Americas. As at June 30, 2022, the Company has not yet achieve profitable operations and has accumulated deficit of $187,581. For three and six months ended June 30, 2022, the company incurred $19,266 net loss.

On May 24, 2022, the Company entered into an engagement with Leede Jones Gable Inc. (the "Agent") relating to an offering of 10,000,000 units at a price of $0.10 per unit (the "Offering Price"). Pursuant to the agency agreement. The Company paid 50% of a non-refundable work fee of $33,375,

The Company is seeking for a new business opportunity which would be in the best interest and benefit to shareholders. Any such new business would be approved by independent shareholders through a special shareholder meeting.

Since February 2020, the coronavirus ("COVID-19") has threatened a slowdown in the global economy as well as caused volatility in the global financial markets. While the full impact of COVID-19 on the global economy is uncertain, rapid spread of COVID-19 may have an adverse effect on the Company's investments. The extent to which COVID-19 may impact the

Company's business will depend on future developments such as the geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing, business closures or business disruptions, and the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease. As of June 30, 2022, the Company has an accumulated deficit and expects to incur further loss in the development of its business. As a result, there is a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Overall Performance

The following is a summary of significant events and transactions that occurred during the period from inception on December 1, 2020 to June 30, 2022:

1. On December 1, 2020, the Company issued 100 common shares of the Company at a price of $0.01 per share to Pan Pacific Investment Resource Ltd. ("Pan Pacific"), for aggregate gross proceeds of $1 through seed share issuances.

2. On April 15, 2022, the Company closed a private placement and issued 2,100,000 founders common shares of the Company at a price of $0.005 per share for gross proceeds of $10,500. On July 19, 2022, 200,000 common shares were canceled to treasury as consideration for the Shares ($1,000 Cdn) was not received.

3. On April 20, 2022, the Company issued 600,000 common shares of the Company at a price of $0.005 per share for a debt conversion of legal fee.

4. During the six months ended June 30, 2022, the Company received $10,000 for a private placement. On April 25, 2022 and on May 25, 2022, the Company closed private placements and issued 100,000 and 400,000 common shares of the Company, respectively at a price of $0.02 per share for total gross proceeds of $10,000 for operating expenses.

5. On April 30, 2022, the Company issued 5,000,000 common shares of the Company at a price of $0.05 for property acquisition, valued at $250,000.

6. On May 3, 2022, the Company closed a private placement and issued 2,018,300 common shares of the Company at a price of $0.10 per share for gross proceeds of $201,830. In connection with the offering, the Company agreed 10% finder's fee in cash on a portion of the proceeds raised for a total of $20,183. The net proceeds of the private placement was approximately $181,647 for operating expenses.

7. On June 1, 2022, the Company issued 3,388,895 common shares of the Company to settle the $169,445 loan payable owing to its parent company, Pan Pacific Resource Investments Ltd. ("Pan Pacific") at $0.05 per share. These shares were then issued to shareholders of Pan Pacific, be paid to the holders of the common shares of Pan Pacific through a dividend in sum of $84,723, being 50% of the total loan.

8. Property assets assignments: refer to mineral property information below.

Selected Annual Information

The following financial data, which has been prepared in accordance with IFRS, is derived from the Company's audited financial information for the period from December 1, 2020 (the Date of Inception) to December 31, 2021.

	Year ended December 31, 2021	Period from December 1, 2020 to December 31, 2020
	$	$
Revenue	-	-
Expenses	167,439	876
Other Items:		
Net income (loss)	(167,439)	(876)
Basic and diluted earnings (loss) per share	(1,674.39)	(8.76)
Total assets	-	1
Shareholders' equity (deficit)	(168,314)	(875)

Results of Operations

The Company has not earned any revenues since inception.

Disclosure for Venture Issuers without Revenue

The Company did not have revenue from operations since inception. The components of the Company's expenses are as follows:

		Three Months Ended June 30, 2022		Three Months Ended June 30, 2021
Operating Expenses				
Audit and accounting fees	$	13,320	$	-
Bank charges		103		
Consulting fees		3,500		
Legal fees		23,654		
Office and administration fees		1,257		-
Total Operating Expenses	$	(41,834)	$	-

For the Three Months ended June 30, 2022

For the three months ended June 30, 2022, the Company recorded a net loss and comprehensive loss of $41,834, compared with the same period ended June 30, 2021, no operating expenses occurred.

The major expenses incurred during the period for the three months ended June 30, 2022, consisted of $13,320 in audit and accounting fees, $103 in bank charges, $3,500 in consulting fees, $23,654 in legal fees and $1,257 in general and administration fees.

		Six Months Ended June 30, 2022		Six Months Ended June 30, 2021
Operating Expenses				
Audit and accounting fees	$	17,320	$	-
Bank charges		121		
Consulting fees		3,500		
Exploration research expenses		15,248		
Legal fees		23,654		
Office and administration fees		1,257		-
Total Operating Expenses	$	(61,100)	$	-

For the Six Months ended June 30, 2022

For the six months ended June 30, 2022, the Company recorded a net loss and comprehensive loss of $61,100, compared with the same period ended June 30, 2021, no operating expenses occurred.

The major expenses incurred during the period for the six months ended June 30, 2022, consisted of $17,320 in audit and accounting fees, $121 in bank charges, $3,500 in consulting fees, $15,248 in project investigation costs, $23,654 in legal fees and $1,257 in office and administration fees.

Cash Flow for the Six Months ended June 30, 2022 and 2021

	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
Net cash used in operating activities	(30,697)	-
Net cash provided from financing activities	242,878	-
Net cash used in investing activities	(139,147)	-
Cash increase in cash during the period	73,034	-

Cash Flow from Operating Activities

The Company recorded a net loss and comprehensive loss for the six months ended June 30, 2022 of $61,100, which when adjusted for working capital items totalling $30,403, resulted in cash usage of $30,697 in general operating activities.

Expenses incurred during the six months ended June 30, 2022 were primarily due to $17,320 in audit and accounting fees for the quarterly reviews, $23,654 in legal fees and $15,248 in project investigation cost in connection with the mining exploration expenditure.

Cash Flow from Financing Activities

During the six months ended June 30, 2022, the Company received funds of $202,147 from private placements and $40,731 for share issuance advanced.

Cash Flow from Investing Activities

During the six months ended June 30, 2022, the Company spend $139,147 for investment activities occurred.

<u>Summary of Quarterly Results</u>

A summary of quarterly results is included in the table below. The financial information is derived from the Company's condensed interim unaudited financial statements.

	Three Months ended June 30, 2022	Three Months ended March 31, 2022	Three Months ended December 31, 2021	Three Months ended September 30, 2021
Revenue ($)	-	-	-	-
Expenses ($)	41,834	19,266	-	-
Other Items:				
Net loss and comprehensive loss ($)	(41,834)	(19,266)	-	-
Net loss per share -basic & diluted ($)	(0.01)	(192.66)	0.00	0.00
Weighted avg. common shares -basic & diluted	8,111,521	100	100	100

	Three Months ended June 30, 2021	Three Months ended March 31, 2021	Inception from December 1, 2020 to December 31, 2020
Revenue ($)	-	-	-
Expenses ($)	-	-	876
Other Items:			
Net loss and comprehensive loss($)	-	-	(876)
Net loss per share -basic & diluted ($)	0.00	0.00	(8.76)
Weighted avg. common shares -basic & diluted	100	100	100

Fluctuations in reported earnings/losses during the periods noted above are primarily due to changes in administration and office expenses, audit and accounting fees, legal fees and project investigation costs. The Company had incurred an accumulated deficit of $229,415 from its incorporation date to June 30, 2022.

Financing Activities and Liquidity

As of June 30, 2022, the Company had working capital surplus of $46,762, including $73,034 in cash, $2,231 in sales tax receivables, $33,375 deferred financing cost, $4,500 in other receivables related to share issuance against the total current liabilities of $66,378.

On April 15, 2022, the Company closed a private placement and issued 2,100,000 founders common shares of the Company at a price of $0.005 per share for gross proceeds of $10,500. On July 19, 2022, 200,000 common shares were canceled to treasury as consideration for the Shares ($1,000 Cdn) was not received.

During the six months ended June 30, 2022, the Company received $10,000 for a private placement. On April 25, 2022 and on May 25, 2022, the Company closed private placements and issued 100,000 and 400,000 common shares of the Company, respectively at a price of $0.02 per share for total gross proceeds of $10,000 for operating expenses.

On May 3, 2022, the Company closed a private placement and issued 2,018,300 common shares of the Company at a price of $0.10 per share for gross proceeds of $201,830. In connection with the offering, the Company agreed 10% finder's fee in cash on a portion of the proceeds raised for a total of $20,183. The proceeds of the private placement was $181,647.

The Company has cash and sales tax receivables. The Company has not pledged any of its assets as security for meeting the entire requirement of the option transaction. Management believes that the Company has sufficient working capital to satisfy the recommended exploration expenditure on Cascade Properties which was going to acquire and the Company's office and administrative expenses for the next twelve-month period. However, the Company may require additional funds to complete the entire Option Agreements and to identify and acquire other mineral property opportunities.

Capital Resources

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at June 30, 2022, the Company's shareholders' equity was $435,909 (December 31, 2021 - $168,314 deficit) and it had no outstanding long-term debt. The capital was mostly from proceeds from the issuance of common shares advanced. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses, and maintain, satisfy and implement the first year's work commitments on Cascade properties. Additional funds may be required to finance the Company's further exploration of the Cascade properties and other mineral assets acquisition.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at June 30, 2022 and December 31, 2021 or as of the filing date of this report.

Transactions with Related Parties

Key management personnel consist of the officers and directors of the Company and companies owned or controlled by the officers and directors of the Company.

During the six months ended June 30, 2022, an entity, controlled by a director of the Company (Shannon Baird) charged $21,678 (June 30, 2021 - $Nil) in project investigation costs.

As of June 30, 2022, the Company had an aggregate of $3,499 (December 31, 2021 - $35,999) due to its initial parent company, Pan Pacific Resource Investments Ltd ("Pan Pacific") in exploration expenditure. The term of the due from shareholder is unsecured, non-interest bearing and due on demand. Pan Pacific was a related party during the year ended December 31, 2021, but is no longer considered a related party as at June 30, 2022 due to its loss of control in the Company. The aggregate of $3,499 due to Pan Pacific has been included into accounts payable and accrued liabilities for the period ended June 30, 2022.

All related party transactions were entered into in the normal course of business and are recorded at the exchange amount established and agreed to between the related parties.

Proposed Transactions

There were no proposed transactions during the period except for that disclosed in "Material Events" section. All current transactions are fully disclosed in the unaudited interim financial statements for the six months ended June 30, 2022.

Mineral Properties

Rogers Creek Property Option Assignment: On April 22, 2022, the Company entered into an assignment and assumption agreement (the "Assignment Agreement (A)") by and between Tocvan Ventures Corp., an entity organized under the laws of the Province of Ontario (the "Assignor (A)"), C3 Metals Inc., an entity organized under the laws of the Province of Ontario (the "Consenting Party (A)"), and Cascade Copper, (the "Assignee" or the "Company"), an entity organized under the laws of the Province of Alberta. The Assignor (A) agreed to purchase from the Consenting Party (A) 100% of the legal and beneficial ownership of all mineral interest in an to certain mineral claims known as the Rogers Creek consisting of 23 claims totaling 21,233.88 hectares, located in the Coast Mountain Belt of British Columbia about 90 kilometers northeast of Vancouver, in the South-West Mining division and registered with the British Columbia Ministry of Energy, Mines, and Petroleum Resources Offices, pursuant to the purchase and sale agreement ("P&S Agreement) dated September 29, 2021. Subject to the condition of the Assignment Agreement (A), the Assignor (A) and Consenting Party (A) agreed to assign and transfer of all right, title and interest of the Consenting Party (A) and the Assignor (A) in and to the P&S Agreement, an all right benefits and advantages. The Assignee agreed to issue 5,000,000 common shares of the Company to the Assignor (A) at a deemed issue price of $0.05 per share, for aggregate deemed consideration of $250,000, as fully paid and non-assessable capital of the Assignee. On April 30, 2022, the Company issued 5,000,000 common shares of the Company at a price of $0.05 for property acquisition, valued at $250,000.

Bendor Property Option Assignment: On May 2, 2022, the Company entered into an assignment and assumption agreement (the "Assignment Agreement (B)") by and between ABC Gold Corp., (the "Assignor (B)"), Torr Resources Corp., (the "Consenting Party (B)"), and Cascade Copper (the "Assignee"), all entities incorporated under the laws of the Province of Albert. Assignee paid (1) one dollar to the Assignor (B) to assume the obligations of the Assignor (B) under option agreement signed between Consenting Party (B) and Assignor (B) dated January 8, 2021 and the first amendment dated May 2, 2022 and subject to the terms and conditions set forth therein to acquire 100% of the Consenting Party (B) legal and beneficial ownership of all mineral interest in and to certain minerals claims known as the Bendor Property consisting of 4 claims (the "Claims") totaling 3,063.38 hectares, located in the Lillooet Mining District of southwest British Columbia and registered with the Ministry of Energy, Mines and Petroleum of British Columbia.

Pursuant to the Assignment Agreement (B) and Option Agreement, if the Company failed to complete a Liquidity Event, as defined as all or substantially all of the outstanding common shares of the Company is listed on a Designated Stock Exchange, by December 30, 2022, Option Agreement will become null and void.

In order to maintain in force the option granted, Assignor (B) must issue the following common shares and incur the following expenditures:

	Cash (CAD)	Exploration Expenditures	Common Share
	$	$	
Upon completion of listing, payment to the Property Owner	10,000	-	200,000
Within 15 months of completion of listing	10,000	50,000	200,000
Within 24 months of completion of listing	10,000	50,000	100,000
Within 36 months of completion of listing	20,000	75,000	100,000
Within 48 months of completion of listing	40,000	100,000	250,000
	90,000	275,000	850,000

Fire Mountain Property Option Assignment: On May 2, 2022, the Company entered into an assignment and assumption agreement (the "Assignment Agreement (C)") by and between Pan Pacific Resource Investments Ltd., (the "Assignor (C)"), Torr Resources Corp., (the "Consenting Party (C)"), and Cascade Copper (the "Assignee"), all entities incorporated under the laws of the Province of Alberta. Assignee paid (1) one dollar to the Assignor (C) to assume the obligations of the Assignor (C) under option agreement signed between Consenting Party (C) and Assignor (C) dated November 13, 2020 and the first amendment dated May 2, 2022 and subject to the terms and conditions set forth therein to acquire 100% of the Consenting Party (C)'s legal and beneficial ownership of all mineral interest in and to certain minerals claims known as the Fire Mountain Property consisting of 3 claims (the "Claims") totaling 3,769.84 hectares, located in the New Westminster Mining District of southwest British Columbia and registered with the Ministry of Energy, Mines and Petroleum of British Columbia.

Pursuant to the Assignment Agreement (C) and Option Agreement, if the Company failed to complete a Liquidity Event, as defined as all or substantially all of the outstanding common shares of the Company is listed on a Designated Stock Exchange, by December 30, 2022, Option Agreement will become null and void.

In order to maintain in force the option granted, the Assignee must issue the following common shares and incur the following expenditures:

	Cash (CAD)	Exploration Expenditures	Common Share
	$	$	
Upon completion of listing, payment to the Property Owner	20,000	-	200,000
Within 15 months of completion of listing	20,000	75,000	200,000
Within 24 months of completion of listing	25,000	100,000	100,000
Within 36 months of completion of listing	30,000	100,000	100,000
Within 48 months of completion of listing	40,000	100,000	250,000
	135,000	375,000	850,000

On May 9, 2022, the Company was issued 43-101 technical report for the Rogers Creek Copper-Gold Project, Southwestern British Columbia, Canada, effective on March 21, 2022.

As at June 30, 2022, total consideration paid on the assignments of Bendor, Roger Creek and Fair Mountain Properties is $278,000, consisting of cash payment of $28,000 and issuance of 5,000,000 common shares of the Company at the value of $0.05 per share or $250,000. During the six months ended June 30, 2022, total $111,147 exploration expenses have been spent. As of June 30, 2022, total $389,147 (December 31, 2021 - $Nil) exploration expenses have been capitalized.

Financial Instruments and Financial Risk Management

(a) Fair value

The fair value of the Company's cash, other receivables, due to related party and accounts payable and accrued liabilities approximate their carrying value due to their short-term nature.

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.

For the six months ended June 30, 2022 and year ended December 31, 2021, there is no asset that was measured at fair value and classified as Level 1 financial instrument.

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes, inclusive of counterparty limits, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(b) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2022, the Company had cash of $73,034 (December 31, 2021 - $Nil) to settle the total current liabilities of $66,378 (December 31, 2020 - $168,314). As at June 30, 2022, the total working capital of the Company was $46,762 (December 31, 2021 – working capital deficiency $168,314). The Company believes that these sources will be sufficient to cover the expected short and long term cash requirements, by raising funds from private placements.

(c) Credit risk

Credit risk is the risk of a loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is limited to its cash. The Company limits its exposure to credit risk by holding its cash in deposits with high credit quality Canadian financial institutions.

(d) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Management does not believe that the Company is exposed to any material market risk.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral property interests. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company considers capital to consist of shareholders' equity.

The property in which the Company currently has an interest is in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the six months ended June 30, 2022.

Outstanding Share Data

As at June 30, 2022 and December 31, 2021 and as of the filing date of this report, the following securities were outstanding:

Shares issued and outstanding as of June 30, 2022: 13,607,295 common shares.

As of the date of this MD&A, the Company has issued and outstanding common shares as follows. The authorized share capital is unlimited no par value common shares:

Balance at December 1, 2020	**100**	**$**	**1**
Balance at December 31, 2021	**100**		**1**
Share issuance for cash at $0.005	2,100,000		10,500
Share issuance for debt settlement at $0.005	600,000		3,000
Share issuance for cash at $0.02	500,000		10,000
Share issuance for acquisitions at $0.05	5,000,000		250,000
Share issuance for cash at $0.10	2,018,300		201,830
Share issuance for debt settlement at $0.05	3,388,895		169,445
Balance at June 30, 2022	**13,607,295**	**$**	**644,776**
Share issuance cancelled for cash at $0.005	(200,000)		(1,000)
Share issuance for cash at $0.10 and $0.15	2,273,312		232,651
Share issuance for acquisition at	625,000		75,000
Balance at September 30, 2022	**16,305,607**	**$**	**951,427**

On July 15, 2020, the Company issued 100 common shares of the Company at a price of $0.01 per share to Pan Pacific Resource Investments Ltd. ("Pan Pacific"), for aggregate gross proceeds of $1 through seed share issuances.

On April 15, 2022, the Company closed a private placement and issued 2,100,000 founders common shares of the Company at a price of $0.005 per share for gross proceeds of $10,500. On July 19, 2022, 200,000 common shares were canceled to treasury as consideration for the Shares ($1,000 Cdn) was not received.

On April 20, 2022, the Company issued 600,000 common shares of the Company at a price of $0.005 per share for a debt conversion of legal fees.

On April 30, 2022, the Company issued 5,000,000 common shares of the Company at a price of $0.05 for property acquisition, valued at $250,000.

During the six months ended June 30, 2022, the Company received $10,000 for a private placement. On April 25, 2022 and on May 25, 2022, the Company closed private placements and issued 100,000 and 400,000 common shares of the Company, respectively at a price of $0.02 per share for total gross proceeds of $10,000 for operating expenses.

On May 3, 2022, the Company closed a private placement and issued 2,018,300 common shares of the Company at a price of $0.10 per share for gross proceeds of $201,830. In connection with the offering, the Company agreed 10% finder's fee in cash on a portion of the proceeds raised for a total of $20,183.

On June 1, 2022, the Company issued 3,388,895 common shares of the Company to settle the $169,445 loan payable owing to its parent company, Pan Pacific Resource Investments Ltd. ("Pan Pacific") at $0.05 per share. These shares were then issued to shareholders of Pan Pacific, be paid to the holders of the common shares of Pan Pacific through a dividend in sum of $84,723, being 50% of the total loan.

Risks and Uncertainties

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Due to the nature of the Company's business and the present stage of exploration of its mineral property (which is primarily an early stage exploration property with no known resources or reserves that have not been explored by modern methods), the following risk factors, among others, may apply:

Exploration Stage Company:

The Corporation has no history of operations and is still in an early stage of development. The Corporation is engaged in the business of acquiring and exploring mineral properties in the hope of locating economic deposits of minerals. The Cascade Property is in the early stages of exploration and is without a known deposit of commercial ore. Development of the Cascade Property will only follow upon obtaining satisfactory exploration results. There can be no assurance that the Corporation's existing or future exploration programs will result in the discovery of commercially viable mineral deposits. Further, there can be no assurance that even if a deposit of minerals is located, that it can be commercially mined.

Mineral Exploration and Development:

The exploration and development of minerals is highly speculative in nature and involves a high degree of financial and other risks over a significant period of time, during which even a combination of careful evaluation, experience and knowledge may not eliminate. The proposed program on the Cascade Properties is an exploratory search for mineral deposits. While discovery of an ore body may result in significant rewards, few properties which are explored are ultimately developed into producing mines. Substantial expenses are required to establish ore reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit, financing costs, the cyclical nature of commodity prices, and government regulations (including those related to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of mineral products, and environmental protection). The effect of these factors or a combination thereof, cannot be accurately predicted but could have an adverse impact on the Corporation. The Corporation's operations are also subject to all of the hazards and risks normally encountered in mineral exploration and development. These risks include unusual and unexpected geological formations, seismic activity, rock bursts, cave-ins, water inflows and other conditions involved in the drilling and removal of material, environmental hazards, industrial accidents, periodic interruptions due to adverse weather conditions, labour disputes, political unrest aboriginal band claims and theft. The occurrence of any of the foregoing could result in damage to, or destruction of, mineral properties or interests, production facilities, personal injury, damage to life or property, environmental damage, delays or interruption of operations, increases in costs, monetary losses, legal liability and adverse government action. The Corporation does not currently carry insurance against these risks and there is no assurance that such insurance will be available in the future, or if available, at economically feasible premiums or upon acceptable terms. The potential costs associated with losses or liabilities not covered by insurance coverage may have a material adverse effect upon the Corporation's financial condition.

Operating History and Financial Resources:

The Corporation has no history of operations or revenues and it is unlikely that the Corporation will generate any revenues from operations in the foreseeable future. The Corporation anticipates that its existing cash resources, together with the net proceeds of the Offering, will be sufficient to cover the Corporation's projected funding requirements for the ensuing year. If the Corporation's exploration program is successful, additional funds will be required for further exploration and development to determine if any deposits are economic and, if economic, to possibly bring such deposits to production. Additional funds will also be required for the Corporation to acquire and explore other mineral interests. The Corporation has limited financial resources and there is no assurance that sufficient additional funding will be available to enable it to fulfill the Corporation's existing obligations or for further exploration and development on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Corporation to forfeit its interests in some or all of the Corporation's properties or to reduce or terminate the Corporation's operations. Additional funds raised by the Corporation from treasury share issuances may result in further dilution to its shareholders or result in a change of control.

Possible Loss of Interest in the Cascade Property:

The Corporation's ability to maintain an interest in the Cascade Property will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Corporation being unable to expend certain minimum amounts on the exploration of the Cascade Property. If the Corporation fails to incur such expenditures in a timely fashion, the Corporation may lose its interest in the Cascade Property.

Competition:

The mineral exploration business is competitive in all of its phases. The Corporation competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. The Corporation's ability to acquire properties in the future will depend not only on the Corporation's ability to develop the Cascade Property, but also on the Corporation's ability to select and acquire suitable prospects for mineral exploration or development. In addition, the mining industry periodically faces a shortage of equipment and skilled personnel and there can be intense competition for experienced geologists, engineers, field personnel and other contractors. There is no assurance that the Corporation will be able to compete successfully with others in acquiring prospective properties, equipment or personnel.

Dilution:

Dilution per Common Share represents the amount by which the price per Common Share to be paid by a new investor will exceed the net tangible book value per Common Share immediately after the Offering is completed. The issue price of $0.10 paid for each Common Share exceeds by $0.05262 per Common Share the net tangible book value per Common Share after giving effect to the Offering. As a result, investors will incur a significant and immediate dilution of their investment.

Environmental Risks and Hazards:

All phases of the Corporation's operations are subject to extensive environmental regulations. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation, provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry activities and operations. They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. A breach of these regulations may result in the imposition of fines and penalties. In addition, certain types of mining operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the viability or profitability of operations. Environmental hazards may exist on the properties in which the Corporation holds its interests or on properties that will be acquired which are unknown to the Corporation at present and which have been caused by previous or existing owners or operators of those properties.

Government Regulations:

The Corporation's current or future operations, including exploration and development activities and the commencement and continuation of commercial production, require licenses, permits or other approvals from various federal, provincial, territorial and/or local governmental authorities. Such operations are or will be governed by laws and regulations relating to prospecting, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, toxic substances, land use, water use, environmental protection, aboriginal land claims and other matters. The Corporation believes that it is in substantial compliance with all material laws and regulations which currently apply to the Corporation's activities. There can be no assurance, however, that the Corporation will obtain on reasonable terms or at all the permits and approvals, and the renewals thereof, which the Corporation may require for the conduct of the Corporation's current or future operations or that compliance with applicable laws, regulations, permits and approvals will not have an adverse effect on any mining project which the Corporation may undertake. Possible changes to mineral tax legislation and, regulations could cause additional expenses, capital expenditures, restrictions and delay on the Corporation's planned exploration and operations, the extent of which cannot be predicted. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Title Risks:

While the Corporation has exercised the usual due diligence with respect to determining title to the Corporation's properties, there is no guarantee that title to such properties will not be challenged or impugned. The Corporation's properties have not been surveyed. The Corporation's properties may be subject to prior unregistered agreements or transfers or aboriginal land claims and title may be affected by undetected defects. If title defects do exist, it is possible that the Corporation may lose all or a portion of its rights, title, estate and interest in and to the properties, when and if earned, to which the title defects relate. Further, the Corporation does not own the Cascade Property and only has a right to acquire an interest therein pursuant to the Option Agreement. In the event that the Corporation does not fulfill its obligations under the Option Agreement, it will lose its interest in the Cascade Property.

First Nations Land Claims:

The Cascade Property or other properties optioned by the Corporation may now or in the future be the subject of first nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Corporation's ownership interest in the properties optioned by the Corporation cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the properties optioned by the Corporation are 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 first nations in order to facilitate exploration and development work on the properties optioned by the Corporation.

Negative Operating Cash Flow:

Since inception, the Corporation has had negative operating cash flow. The negative operating cash flow is expected to continue for the foreseeable future as funds are expended on the exploration program on the Cascade Property and administrative costs. The Corporation cannot predict when it will reach positive operating cash flow.

Commodity Prices:

The price of the Corporation's securities, the Corporation's financial results and exploration, development and mining activities have previously been, and may in the future be, significantly adversely affected by declines in the price of precious or base metals. Precious or base metal prices fluctuate widely and are affected by numerous factors beyond the Corporation's control such as the sale or purchase of precious or base metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection, the degree to which a dominant producer uses its market strength to bring supply into equilibrium with demand, and international political and economic trends, conditions and events. The prices of precious or base metals have fluctuated widely in recent years, and future price declines could cause continued development of the Corporation's properties to be impracticable.

Price Volatility and Lack of Active Market:

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies, particularly resource issuers, have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Corporation's securities will be subject to such market trends and that the value of such securities may be affected accordingly. There is currently no market through which the Corporation's Common Shares can be sold and there can be no assurance that one will develop or be sustained after the Offering. If an active market does not develop, the liquidity of your investment may be limited and the market price of the Common Shares forming part of the Units may decline below the Offering Price.

Reliance on Management and Experts:

The Corporation's success will be largely dependent, in part, on the services of the Corporation's senior management and directors. The Corporation has not purchased any "key man" insurance, nor has the Corporation entered into any non-competition or non-disclosure agreements with any of the Corporation's directors, officers or key employees and has no current plans to do so. The Corporation may hire consultants and others for geological and technical expertise but there is no guarantee that the Corporation will be able to retain personnel with sufficient technical expertise to carry out the future development of the Corporation's properties.

Concentration of Ownership:

Immediately following the completion of the Offering, the Corporation's directors, major shareholders, executive officers and their respective associates will beneficially 3,625,528 Common Shares representing approximately 13.58% of the Corporation's outstanding share capital assuming none of the foregoing persons participate in the Offering. These shareholders could significantly influence the outcome of actions taken by management that require shareholder approval. For example, these shareholders could significantly influence the election of the Corporation's directors and control changes in management.

Conflicts of Interest:

Certain of the Corporation's directors, officers and other members of management do, and may in the future, serve as directors, officers, promoters and members of management of other companies and, therefore, it is possible that a conflict may arise between their duties as a director, officer, promoter or member of the Corporation's management team and their duties as a director, officer, promoter or member of management of such other companies. The Corporation's directors and officers are aware of the laws governing accountability of directors and officers for corporate opportunity and the requirement of directors to disclose conflicts of interest. The Corporation will rely upon these laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Material Events

During the six months ended June 30, 2022, on April 13, 2022, Elena Clarici resigned as President, CEO and Corporate Secretary of the Company, Fred Jones resigned as a Director and CFO of the Company and Derek A. Wood resigned as a Director of the Company.

On May 5, 2022, the Company appointed Jeffrey S. Ackert as a Director and CEO of the Company, Darcy J. Christian as a Director and Vice President, Operations of the Company, Shannon Baird as a Director and Vice President, Exploration and Corporate Secretary of the Company and Yanika Silina as CFO of the Company.

Subsequent to the six months ended June 30, 2022, on July 19, 2022, Elena Clarici resigned as a Director of the Company.

As of the filing date of this report, the directors and officers of the Company are as follows:

- Jeffrey S. Ackert: *President, CEO and Director*
- Shannon Baird: *Vice President, Exploration, Corporate Secretary and Director*
- Darcy J. Christian: *Director*
- Alison M. Redford KC, ICD.D.: *Director*
- Yanika Silina: *CFO*

Cautionary Statement on Forward-Looking Information

This MD&A may contain certain statements that may be deemed "forward-looking statements." All statements in this document, other than statements of historical fact, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential," "interprets," and similar expressions, or that events or conditions "will," "would," "may," "could," or "should" occur. Forward-looking statements in this document include statements regarding liquidity and effects of accounting policy changes, the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, failure to obtain adequate financing on a timely basis and other risks and uncertainties. In addition, forward-looking statements are based on various assumptions including, without limitation, the expectations and beliefs of management that the Company can access financing. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements.

Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change except as required by law.

Commitments

None

Subsequent Events

On July 19, 2022, 200,000 common shares were canceled to treasury as consideration for the common shares, $1,000, was not received.

On July 20, 2022, the Company entered an escrow agreement (the "Agreement") between the Company, TSX Trust Company and the security holders. There were 3,625,528 common shares of the Company held in escrow. In the simplest case, where there are no changes to the escrow securities initially deposited and no additional escrow securities, then the escrowed securities shall be released in equal tranches of 15% after completion of the initial release of 10% on the listing date.

On August 3, 2022, the Company closed a non-brokered private placement consisting of 2,273,312 units ("Units") for gross proceeds of $232,651.18. The offering consisted of 1,766,000 flow through units ("Flow-Through Units"), for gross proceeds of $181,920 and 507,312 non-flow through units, for gross proceeds of $50,731.18 (the "Non-Flow Through Units). The units were issued as follows:

> 1,500,000 flow-through units price at $0.10 comprised of one flow-through common share and one non-flow through share purchase warrant at an exercise price of $0.15 for a period of 24 months;
>
> 266,000 flow-through units priced at $0.12 comprise of one flow-through common share and one non-flow through share purchase warrant at an exercise price of $0.15 for a period of 18 months;
>
> 507,312 non-flow through units priced at $0.10 comprised of one non-flow through common share and one non-flow through share purchase warrant at an exercise price of $0.15 for a period of 18 months.

In connection with the non-brokered private placement, was subject to a cash commission to 10% of the partial gross proceeds of the offering in cash amount of $16,992 plus $750 in GST, and issued finder warrants of 166,600, consisted of 150,000 finder warrants at an exercise price of $0.10 per finder warrant for a period of 24 months from the closing of the offering and 16,600 finder warrants at an exercise price of $0.12 per finder warrant for a period of 18 months from closing date of the offering.

On August 15, 2022, the Company granted incentive stock options to directors, officers and consultants of the Company to purchase an aggregate of 1,150,000 commons shares at an exercise price of $0.10 per option, pursuant to the Company's Incentive Stock Option Plan (the "Plan") dated December 1, 2020. The options are vested immediately and exercisable at a period of five years from the date of grant until August 15, 2027.

On September 30, 2022, the Company issued 625,000 common shares of the Company at a price of $0.12 for property acquisition, valued at $75,000, pursuant to the assignment and assumption agreement dated April 22, 2022.

Additional Information

Additional information about the Company is available on SEDAR at www.sedar.com

CERTIFICATE OF THE CORPORATION

Dated: October 25, 2022

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

(Signed) ***"Jeffrey S. Ackert"***	(Signed) **"*Yanika Silina*"**
Jeffrey S. Ackert President, Chief Executive Officer and Director	**Yanika Silina** Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) **"*Shannon Baird*"**	(Signed) **"*Darcy J. Christian*"**
Shannon Baird Vice President, Exploration, Corporate Secretary and Director	**Darcy J. Christian** Director

CERTIFICATE OF PROMOTER

Dated: October 25, 2022

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

(Signed) ***"Jeffrey Ackert"***

Jeffrey S. Ackert
President, Chief Executive Officer and Director

CERTIFICATE OF THE AGENT

Dated: October 25, 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 securities legislation of Alberta, British Columbia, Ontario and Saskatchewan.

LEEDE JONES GABLE INC.

Per: (Signed) ***"Richard Carter"***
Richard H. Carter
Executive Vice President, General Counsel &
Corporate Secretary