A copy of this preliminary prospectus has been filed with the securities regulatory authorities in British Columbia and Alberta, 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 further amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

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

The securities of the Company have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered, sold or delivered, directly or indirectly, in the United States (as such term is defined in Regulation S under the U.S. Securities Act) (the "United States" or "U.S."), except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

PRELIMINARY PROSPECTUS

New Issue **May 23, 2023**

BLAST RESOURCES INC.

3,511,864 Common Shares upon exercise of 3,511,864 Special Warrants

This preliminary prospectus (the "**Prospectus**") qualifies the distribution of 3,511,864 common shares (a "**Share**") of Blast Resources Inc. (the "**Company**" or "**Blast**") issuable for no additional consideration upon exercise of 3,511,864 special warrants (the "**Special Warrants**") of the Company issued on May 5, 2023 (the "**Closing Date**") at a price of $0.10 per Special Warrant (the "**Offering Price**") to purchasers in certain provinces of Canada on a private placement basis pursuant to prospectus exemptions under applicable securities legislation and in jurisdictions outside of Canada in compliance with laws applicable to each subscriber (the "**Offering**"). Each Special Warrant will entitle the holder to acquire one Share without payment of additional consideration and without further action on the part of holder automatically on the earlier of: (i) September 6, 2023 and (ii) the third (3rd) Business Day after the Qualification Date (as defined below).

The Offering Price and the other terms of the Offering were determined by arm's length negotiations between the Company and the subscribers. See "*Plan of Distribution*".

The Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the Shares upon exercise of the Special Warrants.

The Company intends to apply to have its common shares (the "**Common Shares**") listed on the Canadian Securities Exchange (the "**CSE**"). Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE.

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. See "*Risk Factors*".

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

Each of the Special Warrants entitles the holder thereof to acquire, upon exercise on the Exercise Date (as defined below), one Share, subject to adjustment in certain circumstances, without payment of any additional consideration.

The Special Warrants will be deemed to have been exercised without payment of additional consideration or further action on the part of the holder at 4:00 p.m. (Vancouver time) on the earlier of: (a) September 6, 2023; and (b) the third business day after a receipt is issued for the Final Prospectus (the "**Final Receipt**" or "**Qualification Date**"), which will qualify the distribution of the Shares (the "**Exercise Date**").

The Special Warrants were purchased by subscribers pursuant to private placement exemptions from the prospectus requirements in the Provinces of British Columbia and Alberta (the "**Qualifying Jurisdictions**") and in jurisdictions outside of Canada in compliance with laws applicable to each such subscriber. There is no market through which the Special Warrants may be sold and none is expected to develop. However, the Special Warrants will be deemed to be exercised on the third business day after the issuance of the Final Receipt for this Prospectus.

In the event that a holder of Special Warrants exercises such securities prior to the earlier of the Qualification Date and the date which is four months and one day after the original date of issuance of the Special Warrants, the Common Shares issued upon exercise of such Special Warrants will be subject to statutory hold periods under applicable securities legislation and shall bear such legends as required by securities laws.

No additional proceeds will be received by the Company in connection with the issuance of the Shares upon deemed exercise of the Special Warrants.

An investment in securities of the Company involves a high degree of risk and must be considered speculative due to the nature of the Company's business and the present stage of exploration of its mineral property. The risks outlined in this Prospectus and in the documents incorporated by reference herein should be carefully reviewed and considered by investors in connection with an investment in the Company's securities. See "*Risk Factors*".

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

Prospective investors are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding, or disposing of the Common Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires the Common Shares.

Prospective investors should rely only on the information contained in this Prospectus. The Company has not authorized anyone to provide you with different information. Readers should assume that the information appearing in this Prospectus is accurate only as of its date, regardless of its time of delivery. The Company's business, financial condition, results of operations and prospects may have changed since that date.

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GLOSSARY

In this Prospectus, unless the context otherwise requires, the following words and phrases shall have the meanings set forth below:

"**Auditor**" means Saturna Group Chartered Professional Accountants LLP, the Company's auditors

"**Author**" means James L. Balagna III, BA Geology, Senior Geologist, author of the Technical Report;

"**Awards**" has the meaning ascribed to it under *"Options to Purchase Securities"*;

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended, including all regulations promulgated thereunder;

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

"**Board**" means the board of directors of the Company, as constituted from time to time;

"**Business Day**" means a day, other than Saturdays, Sundays and statutory holidays, when the banks conducting business in the city of Vancouver, British Columbia are generally open for the transaction of banking business;

"**Closing Date**" has the meaning ascribed to it on the face page of this Prospectus;

"**Common Share**" means a common share in the capital of the Company;

"**Company**" or "**Blast**" means Blast Resources Inc., together with its successors and assigns;

"**COVID-19**" means the novel coronavirus disease, also known as severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2), and each strain thereof;

"**CSA**" means the Canadian Securities Administrators;

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

"**DSUs**" has the meaning ascribed to it under *"Options to Purchase Securities"*;

"**Escrow Agent**" means Odyssey Trust Company, or such other duly qualified escrow agent as may be determined by the Company;

"**Escrow Agreement**" means the NP 46-201 escrow agreement to be entered into among the Escrow Agent, the Company and various Principals of the Company;

"**Escrowed Securities**" has the meaning ascribed to it under "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*";

"**Exercise Date**" has the meaning ascribed to it on page ii of this Prospectus;

"**Final Receipt**" means the final receipt issued by the securities regulatory authorities in the Qualifying Jurisdictions for this Prospectus;

"**Financial Statements**" means the Company's audited financial statements and the notes thereto for the year ended January 31, 2023 and period from incorporation on June 22, 2021 to January 31, 2022, which are attached as Schedule "A" to this Prospectus;

"**Form 51-102F6V**" has the meaning ascribed to it under "*Executive Compensation*";

"**forward-looking statements**" has the meaning ascribed to it under "*Cautionary Note Regarding Forward-Looking Statements*";

"**Initial Option Agreement Shares**" has the meaning ascribed to it under "*History – Option Agreement*";

"**Initial Private Placement**" means the private placement on February 18, 2022 of 2,000,000 Common Shares at a price of $0.005 per share for aggregate gross proceeds of $10,000;

"**Listing Date**" means the date on which the Common Shares are listed for trading on the CSE;

"**MD&A**" or "**Management's Discussion and Analysis**" means the Company's management's discussion and analysis for the year ended January 31, 2023;

"**MI 11-102**" means Multilateral Instrument 11-102 – *Passport System*;

"**Named Executive Officers**" or "**NEOs**" has the meaning ascribed to it under "*Executive Compensation*";

"**NI 43-101**" means National Instrument 43-101 Standards of Disclosure for Mineral Properties of the Canadian Securities Administrators;

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees* of the CSA;

"**NI 58-101**" means National Instrument 58-101 – *Disclosure of Corporate Governance Practices* of the CSA;

"**NP 11-202**" means National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions*;

"**NP 46-201**" means National Policy 46-201 – *Escrow for Initial Public Offerings*;

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

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

"**Option Agreement**" means the property option agreement entered into between the Company and the Optionor dated December 31, 2022;

"**Optionor**" means Western Cobalt LLC, a company existing under the laws of Utah, the optionor of the Property;

"**Listing**" means the listing of the Company's Common Shares on the CSE, subject to the Company fulfilling all of the listing requirements of the CSE, which cannot be guaranteed;

"**Phase I Exploration Program**" means the first phase of the two-phase work exploration on the Property recommended by the Author within the Technical Report and as more particularly described under the section "*The Property – Recommendations*";

"**Phase II Exploration Program**" means the second phase of the two-phase work exploration on the Property recommended by the Author within the Technical Report and as more particularly described under the section "*The Property – Recommendations*";

"**Plan**" means the omnibus equity incentive compensation plan of the Company, as more particularly described under "*Options to Purchase Securities*";

"**Principal**" has the meaning ascribed to it under "*Escrowed Securities And Securities Subject To Contractual Restriction On Transfer*";

"**Promoter**" means a person who:

(a) acting alone or in concert with one or more other persons, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of the Company; or

(b) in connection with the founding, organization or substantial reorganization of the business of the Company, directly or indirectly receives, in consideration of services or property or both, 10% or more of a class of the Company's own securities or 10% or more of the proceeds from the sale of a class of the issuer's own securities of a particular issue,

but does not include a person who:

(c) receives securities or proceeds referred to in paragraph (b) solely:

(i) as underwriting commissions, or

(ii) in consideration for property, and

(d) does not otherwise take part in founding, organizing or substantially reorganizing the business;

"**Property**" means the Vernon Hills project located in central Tooele County, Utah, United States which consists of ten (10) lode claims (VH-07 through VH-16);

"**Prospectus**" means this prospectus and any appendices, schedules or attachments hereto;

"**PSUs**" has the meaning ascribed to it under *"Options to Purchase Securities"*;

"**Qualification Date**" means the date that a Final Receipt is issued or deemed to be issued by each of the Securities Commissions in accordance with the procedures for prospectus review in multiple jurisdictions provided for under NP 11-202 and MI 11-102;

"**Qualified Person**" means an individual who:

(a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these;

(b) has experience relevant to the subject matter of the Property and of the Technical Report; and

(c) is in good standing with a professional association and, in the case of a foreign association listed in Appendix A of NI 43-101, has the corresponding designation in Appendix A of NI 43-101;

"**Qualifying Jurisdictions**" means the provinces of British Columbia and Alberta;

"**RSUs**" has the meaning ascribed to it under *"Options to Purchase Securities"*;

"**SARs**" has the meaning ascribed to it under *"Options to Purchase Securities"*;

"**Second Private Placement**" means the private placement on October 12, 2022 of 1,150,000 Common Shares at a price of $0.005 per share for aggregate gross proceeds of $5,750, as more particularly described under "*Description of Business*" and "*Prior Sales*";

"**Securities Commissions**" means, collectively, the securities commissions or similar regulatory authorities in the Qualifying Jurisdictions;

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval maintained by the Canadian Securities Administrators;

"**Special Warrant**" has the meaning ascribed to it on the face page of the Prospectus;

"**Stock Options**" means options to purchase Common Shares granted by the Board to certain directors, officers, employees and consultants of the Company pursuant to the Plan;

"**Technical Report**" means the technical report entitled "NI 43-101 Technical Report, Listing Level, Vernon Hills Project, Tooele, Utah Up-date" prepared by the Author;

"**Unit Private Placement**" means the private placement on December 8, 2022 of 7,925,000 units at a price of $0.02 per unit for aggregate gross proceeds of $158,500, as more particularly described under "*Description of Business*" and "*Prior Sales*";

"**U.S. person**" has the meaning ascribed to it in Rule 902(k) of Regulation S under the U.S. Securities Act;

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

"**U.S.**" or "**United States**" means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia; and

"**Warrants**" means the warrants underlying the units issued by the Company pursuant to the Unit Private Placement, as more particularly described under "*Description of Business*" and "*Prior Sales*";

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

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

In particular, this Prospectus contains forward-looking statements pertaining to the following:

- The Company becoming a reporting issuer in the Qualifying Jurisdictions, and receipt of a final receipt from the Securities Commissions.
- The listing of the Common Shares on the CSE.
- The total funds expected to be available to the Company, use of available funds and principal purposes of the Company.
- Proposed expenditures for exploration work, and general and administrative expenses (see *"The Property - Recommendations*" and "*Use of Available Funds*" for further details).
- Expectations generally about the Company's business plans and its ability to raise further capital for corporate purposes.
- Treatment under applicable governmental regimes for permitting and approvals (see "*Risk Factors*").

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

Upon becoming a reporting issuer, the Company intends to discuss in its quarterly and annual reports referred to as the Management's Discussion and Analysis, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this Prospectus. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

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

The forward-looking statements contained in this Prospectus are expressly qualified by this cautionary statement. Except as required under applicable securities laws, the Company does not undertake or assume any obligation to publicly update or revise any forward-looking statements.

SUMMARY OF PROSPECTUS

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.

Principal Business of the Company:	The Company is a mineral exploration company engaged in the acquisition, exploration, and evaluation of resource properties. The Company holds the option to earn a 100% interest in the Property located near Vernon, Utah, United States in central Tooele County, Utah, United States. The Company's objective is to explore and, if warranted, develop the Property. The Company will evaluate opportunities to acquire interests in additional exploration stage mineral properties. See "*Description of the Business*".
The Property:	The Property is an exploration stage property that consists of ten claims that cover an area of approximately 207 acres or 84 hectares near Vernon, Utah. See "*The Property*".
No Proceeds Raised:	No securities are being offered pursuant to this Prospectus and no proceeds will be raised. All expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company as set out in the "*Use of Available Funds*". This Prospectus is being filed for the Company to become a reporting issuer in the Qualifying Jurisdictions pursuant to applicable securities legislation and to allow the Company to meet one of the eligibility requirements for the listing of the Common Shares on the CSE pursuant to CSE Policy 2 – *Qualifications for Listing*.
Special Warrants:	This Prospectus is being filed to qualify the distribution in the Qualifying Jurisdictions of 3,511,864 Shares issuable to holders of 3,511,864 Special Warrants, upon exercise of those Special Warrants. Each Special Warrant will be automatically exercised into one Share on the Exercise Date without payment of additional consideration or further action on the part of the holder. See "*Plan of Distribution*".
Management, Directors & Officers:	Gary Claytens – *CEO, Director* Derek Tam – *CFO, Corporate Secretary and Director* Anish Pabari – *Director* James Casey Forward – *Director*
Use of Available Funds:	As of the most recent month end prior to filing the Prospectus, the Company had a working capital deficiency of approximately $20,275. This amount includes the net proceeds from the Initial Private Placement, the Second Private Placement, and the Unit Private Placement (as defined herein). In addition, the Company received net proceeds of $344,129 pursuant to the Offering. In total, the Company has approximately $323,854 in available funds.

The Company intends to use these funds as follows:

Use of Available Funds	($)
Phase I Exploration Program	172,101(1)(2)
Option Agreement Payments	67,890(1)(3)
Estimated Remaining Public Listing Costs	37,000
General and Administrative Costs For the 12 Months Following Listing	37,000
Unallocated and General Working Capital	9,863
TOTAL:	**323,854**

Notes:

(1) Converted from USD at a rate of US$1.00 = C$1.3578 (or C$1.00 = US$0.7365), as quoted by the Bank of Canada on April 28, 2023.

(2) On March 1, 2023, a prepayment of US$10,000 was made towards to the total Phase I Exploration Program budget (US$136,750), the figure noted is the reduced amount.

(3) Pursuant to the Option Agreement, $67,890 (US$50,000) is payable by the Company to the Optionor on or before the 15th day after the Listing Date.

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

Risk Factors:

An investment in the securities of the Company should be considered highly speculative and investors may incur a loss on their investment.

The risks, uncertainties and other factors, many of which are beyond the control of the Company, that could influence actual results include, but are not limited to: insufficient capital; limited operating history; lack of operating cash flow; there is not presently an active market for the Company's Common Shares; the future price of the Company's Common Shares will vary depending on factors unrelated to the Company's performance or intrinsic fair value; the Company's ability to discover commercial quantities of mineralized material is uncertain; the Company's ability to market ore discovered by the Company is uncertain and dependent on variables beyond the Company's control and subject to a high degree of variability and uncertainty; the Company's ability to extract any ore it may identify in the future depends on variables that are unknown at this time; some aspects of the Company's operations entail risk that cannot be insured against or may not be covered by insurance; the calculation of the economic value of ore is subject to a high degree of variability and uncertainty; some of the Company's mineral claims have not yet been surveyed; if the Company cannot raise additional equity financing, then it may lose some or all of its interest in the Property; the Company is an early stage Company; the Company operates at a loss and may never generate a profit; the Company operates in a highly competitive environment; the Company operates in a highly regulated environment that is subject to changes, some unforeseen, to government policy; the Company operates in an environment with significant environmental and safety regulations and risks; regulatory requirements; volatility of mineral prices; some of the Company's directors have significant involvement in other companies in the same sector; the value of the Common Shares may be significantly diluted; and price volatility of publicly traded securities.

See the section entitled "*Risk Factors*" for details of these and other risks relating to the Company's business.

Summary of Financial Information:

The following tables summarize selected financial information reported by the Company for the year ended January 31, 2023 and for the period from incorporation on June 22, 2021 to January 31, 2022 and should be read in conjunction with such financial statements and related notes and Management's Discussion & Analysis of Financial Condition and the Results of Operations for the financial year ended January 31, 2023 that are included elsewhere in this Prospectus. This summary should be read in conjunction with the Financial Statements, included the notes thereto, included elsewhere in this Prospectus. See "*Management's Discussion and Analysis*".

	For the year ended January 31, 2023 ***(audited)***	**For the period from incorporation on June 22, 2021 to January 31, 2022** ***(audited)***
Details	**$**	**$**
Balance Sheet		
Current assets	123,634	-
Total assets	123,634	-
Current liabilities	68,745	555
Total liabilities	68,745	555

	For the year ended January 31, 2023 ***(audited)***	**For the period from incorporation on June 22, 2021 to January 31, 2022** ***(audited)***
Details	**$**	**$**
Operations		
Expenses	90,705	556
Net loss for the period	(90,705)	(556)
Loss per share	(0.03)	(556)

Currency:

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

Listing:

There is currently no market through which the Shares and the underlying securities may be sold. Concurrently with the filing of this Prospectus, the Company intends to apply to the CSE to list the Common Shares (the "**Listing**"). The listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE, which cannot be guaranteed.

CORPORATE STRUCTURE

Name and Incorporation

The Company was incorporated pursuant to the BCBCA on June 22, 2021. Concurrently with the filing of this Prospectus, the Company intends to apply to have its Common Shares listed on the CSE and has reserved the symbol BLST. Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE.

The head office of the Company is located at 380-580 Hornby Street, Vancouver, British Columbia, V6C 3B6. The Company's registered and records office is located at Suite 1200 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8.

DESCRIPTION OF THE BUSINESS

Business of the Company

General Overview

The Company is currently engaged in the business of exploration of mineral properties in Canada and the United States. The Company has the option to earn a 100% interest in the Property. The Company's objective is to explore and, if warranted, develop the Property. The Company will evaluate opportunities to acquire interests in additional exploration stage mineral properties.

Stated Business Objectives and Competitive Conditions

The Property is an exploration stage mineral property. The Company intends to use its existing working capital to carry out the Phase I Exploration Program and the Phase II Exploration Program for the Property at an estimated cost of $185,679[(1)] (US$136,750)[(2)] and $424,726[(1)] (US$312,805). See "*The Property - Recommendations*" and "*Use of Available Funds*". Initiating the Phase II Exploration Program is contingent on the Phase I Exploration Program producing favorable results.

The mineral exploration and development industry is very competitive. The Company competes with other entities in the search for and acquisition of mineral properties, attracting and retaining key personnel, and financing opportunities. As an emerging issuer, the Company is subject to numerous competitive conditions such as need for additional capital and commercial viability of the Property. There is no assurance that additional capital or other types of financing will be available to the Company if needed or that, if available, the terms of such financing will be favourable to the Company. See "*Risk Factors*"

Specialized Skills and Knowledge

The exploration, and if warranted, development of the Property may depend on specialized skills and knowledge, including expertise related to mineral exploration, geology, drilling, permitting, metallurgy, logistical planning, and implementation of exploration programs, as well as legal compliance, finance, and accounting. As at the most recent financial year, the Company did not have any employees. The directors of the Company as a whole possess many of these specialized skills and knowledge for mineral exploration, and where lacking, the Company will retain qualified consultants and undergo training required to conduct business in accordance with industry standards.

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[1] Converted from USD at a rate of US$1.00 = C$1.3578 (or C$1.00 = US$0.7365), as quoted by the Bank of Canada on April 28, 2023

[2] On March 1, 2023, a prepayment of US$10,000 was made towards the total Phase I Exploration Program budget.

History

Financings and Issuances of the Company's Securities

The Company was incorporated on June 22, 2021. The Company did not generate revenue for the period from incorporation on June 22, 2021 to January 31, 2022.

On February 18, 2022, the Company completed a private placement of 2,000,000 Common Shares at a price of $0.005 per share for aggregate gross proceeds of $10,000 (the "**Initial Private Placement**").

On September 14, 2022, the Company repurchased and returned to treasury 1,150,001 Common Shares at a price of $0.005 per share for an aggregate amount of $5,750.

On October 12, 2022, the Company completed a private placement of 1,150,000 Common Shares at a price of $0.005 per share for aggregate gross proceeds of $5,750 (the "**Second Private Placement**").

On December 8, 2022, the Company completed a private placement of 7,925,000 units at a price of $0.02 per unit for aggregate gross proceeds of $158,500 (the "**Unit Private Placement**"). Each unit was comprised of one Common Share and one Common Share purchase warrant exercisable at a price of $0.10 per share (the "**Warrants**") until the earlier of: (I) December 8, 2026; and (ii) the date that is three years following the Listing Date (the "**Expiry Date**").

On May 5, 2023, the Company completed the Offering for gross proceeds of $351,186.

On May 8, 2023, the Company cancelled 3,962,500 Warrants.

Option Agreement

On December 31, 2022 the Company entered into an option agreement (the "**Option Agreement**") with the Optionor pursuant to which the Company acquired the option to earn a 100% interest in the Property, for the following consideration:

(a) Paying US$50,000 in cash to the Optionor on or before the 15th business day after the Listing Date;

(b) Issuing a total of 1,000,000 Common Shares, to be registered in the name of the Optionor and issuable as follows:

  i) 100,000 Shares on or before the 15th business day after the Listing Date (the "**Initial Option Agreement Shares**");

  ii) 400,000 Shares on or before the first anniversary of the Listing Date; and

  iii) 500,000 Shares on or before the second anniversary of the Listing Date.

(c) Incurring at least $100,000 in exploration expenditures on or before the first anniversary of the Listing Date

For greater certainty, the Common Shares issuable to the Optionor will be subject to resale restrictions for a period of four months, and may be subject to additional restrictions imposed by applicable securities laws and the policies of the CSE.

THE PROPERTY

The Property

The information in this Prospectus with respect to the Property is extracted in substantially the same form from the Technical Report and is qualified in its entirety by the full Technical Report. The Technical Report was prepared by James L Balagna III, CPG # 11607, QP (the "**Author**"). The Author is independent of the Company and is a "Qualified Person" for purposes of NI 43-101. The full text of the Technical Report is available for review at the registered office of the Company at Suite 1200 – 750 West Pender Street, Vancouver, BC V6C 2T8 and is available online under the Company's SEDAR profile at www.sedar.com.

Property Description, Location, and Access

The Property is a hydrothermal, strata-bound cobalt deposit located in the southern end of Rush Valley in Tooele County, west of the Tintic Mining District, central Utah, U.S. approximately 6 kilometers (km) E of Vernon and 84 km SSE of Salt Lake City, at 40°06'01" N, 112°21'47" W. The elevation ranges from 5,640 feet to 5,972 feet above mean sea level (AMSL) at the highest point in the claim block. The vegetation consists of juniper trees, scattered sage, and grass. The prospect is secured by ten (10) lode claims (VH-07 through VH-16) and is solely owned by Western Cobalt, LLC and optioned to Blast. Figure 1 (below) presents the location of the Property.

The Company was granted an option on the Property pursuant to the Option Agreement, pursuant to which the Company can earn 100% interest in the Property by making a cash payment US$50,000, incurring $100,000 in exploration expenditures and issuing 1,000,000 Common Shares.

Access to the Property is via Utah State Route 36. This route connects to the north with Interstate 80 in Tooele County and with U.S. Highway 6 in Juab County in the south. Within the Property area, access is by gravel roads maintained by the U.S. Bureau of Land Management. Access off roads is moderate. Future exploration work will be limited to existing roads and trails, although improvements may be needed in initial stages to allow for machinery access. Current road conditions are adequate and well-maintained. Figure 2 (below) provides photographs of the road conditions.

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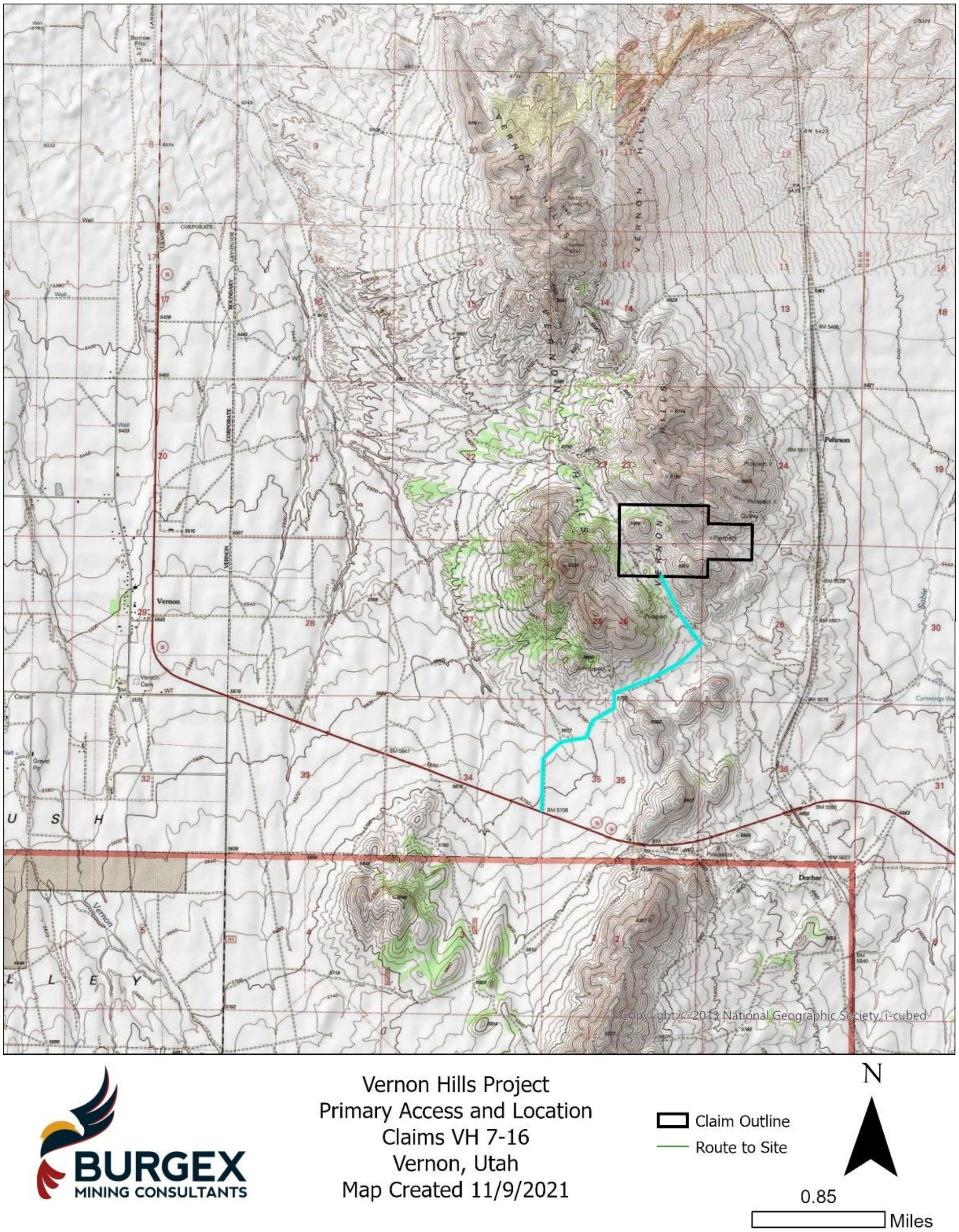

Figure 1: Location Map

Figure 2: Road conditions within the Property area

History

The Property claims were previously held by Mendenhall Geological Exploration and Consulting, Inc. These claims were transferred to Western Cobalt, LLC via a quit claim deed in October of 2021.

There is no evidence of significant development of the Property's mineralized zone. However, several prospect pits do exist within the claim boundaries. These include Prospect Pit #1, located at 40°06'00" N, 112°21'49" W, and Prospect Pit #2, 40°06'08" N, 112°21'49" W. A recreational quarry of decorative "wonder stone" is located at 40°06'09" N, 112°21'23" W.

Historic production of cobalt, or cobalt-peripheral resources in the area immediately around the Property is nonexistent. However, the general region of the Oquirrh basin has produced significant precious metals, with many notable covered silver plays that historically produced 4.83 million short tons of silver and other metals in the Tintic Mining District to the east of the Property (Morris and Lovering, 1979).

Geological Setting and Mineralization

Regional Geology

The geology of the Property area is exposed over a 6 km trend of structural deformation, oriented NW to SE. The Pennsylvanian-aged units of the Oquirrh Group were deposited in the rapidly subsiding Oquirrh Basin around 300 million years ago (Ma). The stratigraphy of the Property lithology can be reviewed in Figures 3 and 4 (below).

In the Jurassic Period (160 Ma), these units were folded and faulted by eastward thrust faulting (compression). Compressional tectonic deformation of the Oquirrh Group continued until the waning of the Sevier Orogeny in the Eocene Epoch (~50 Ma). In the late Eocene, the collapse of the Sevier fold-belt resulted in crustal extension and significant regional volcanism (Kirby 2010a, 2010b). After 20 Ma, Basin and Range tectonic regime resulted in further extension and significant normal faulting in the Property area. These structural relationships can be observed in Figure 5 (below).

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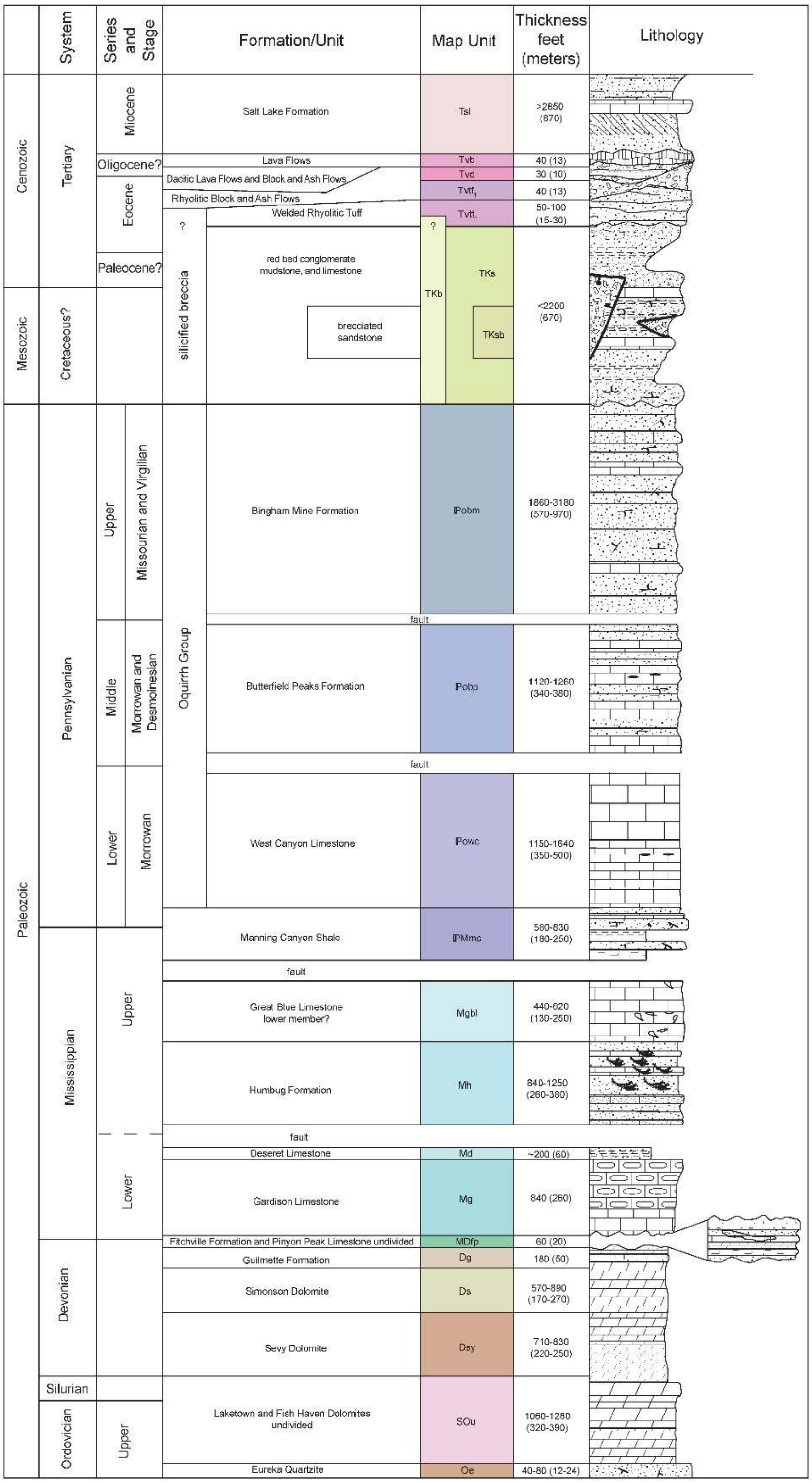

Figure 3: Stratigraphic column of lithological units exposed in the Property area (Kirby, 2010a)

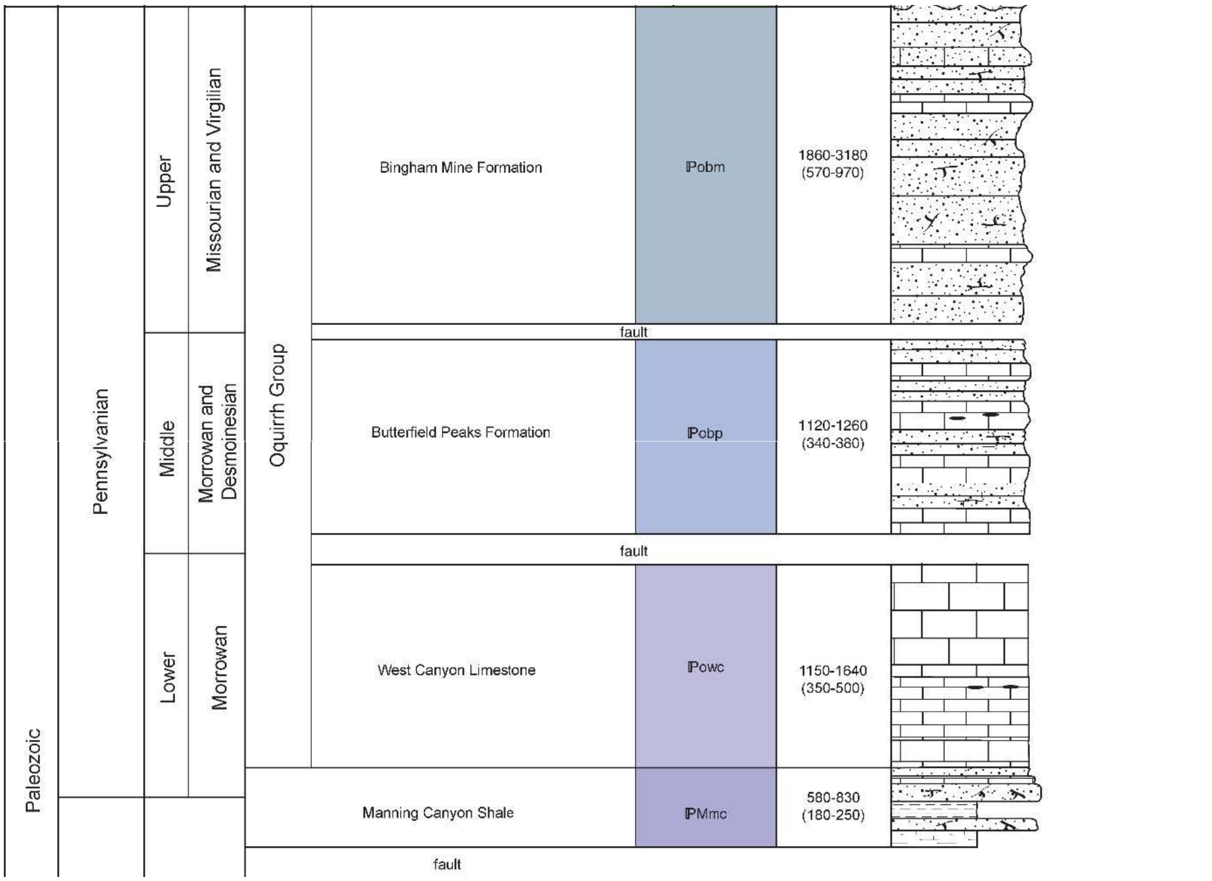

Figure 4: Stratigraphic column of Property units exposed in the Property area (Kirby, 2010a)

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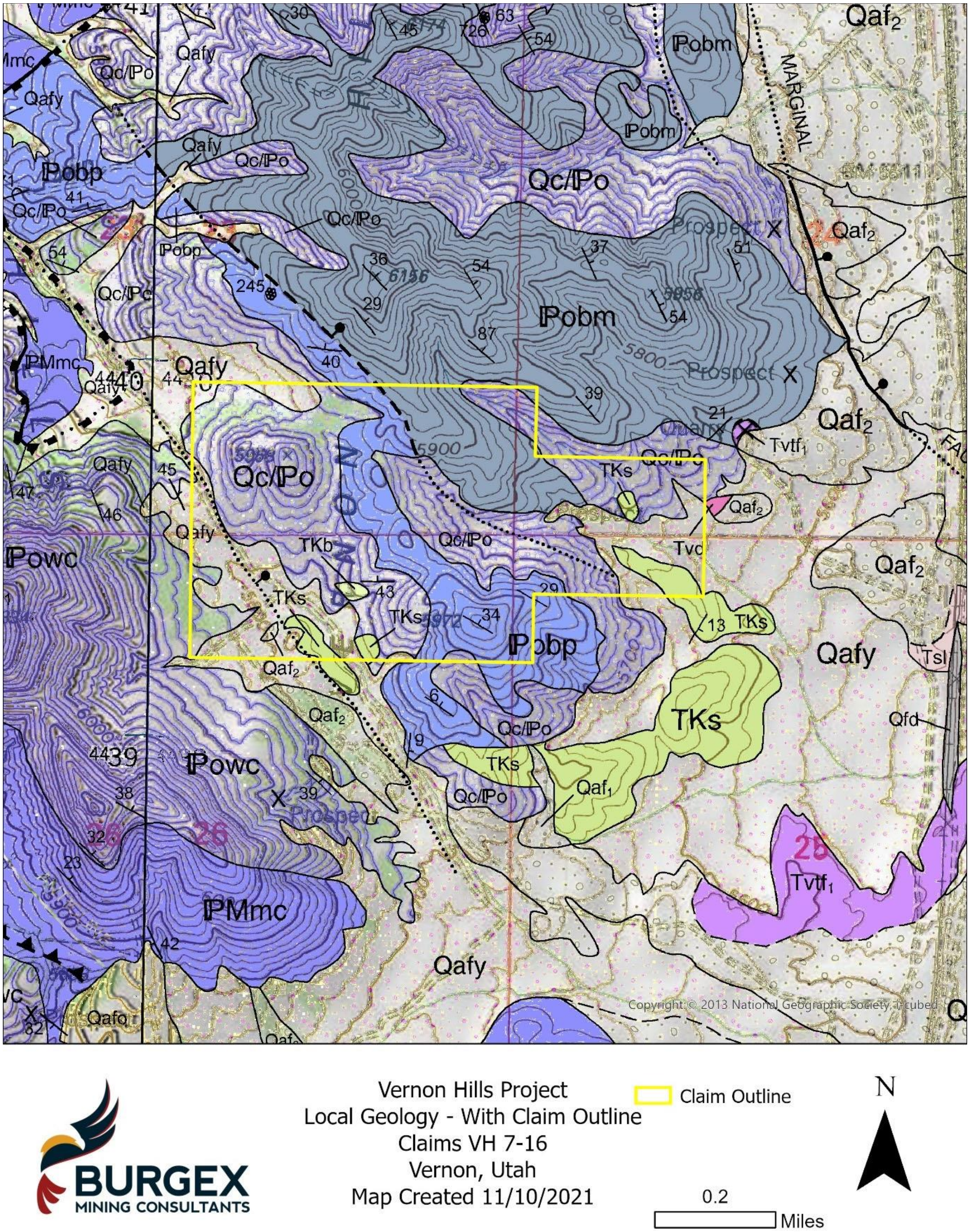

Figure 5: The Property Regional Geography (Kirby, 2010a and Kirby, 2010b)

Local Geology

Local geology has been informed by previously published maps, reports, and company documents. Large scale features are well documented, and the work of Kirby (2010a, 2010b) was utilized to develop an understanding of the regional geology. The Property area is generally on the down-dropped hanging wall (eastern side) of the Vernon Hills fault. The key stratigraphy for the Property can be viewed in Table 1 (below).

Within the Property area, several small-scale normal faults within the Bingham Mine Formation were observed in outcrop. These exposed a brecciated unit at the base of a massive limestone bed (see Figure 6 (below)). This brecciated unit shares the character of the mineralized zone. Although exposures along strike are covered by modern colluvium, samples were collected from this interval where exposed.

Generalized Stratigraphic Section of the Oquirrh Group		
	Formation Name	Description and Thickness
Oquirrh Group *IPo*	Bingham Mine Formation *IPobm*	Brown to tan-weathering calcareous and quartzitic sandstone with interbedded medium-gray, medium to thick-bedded, commonly sandy. In fault contact, but not exposed with underlying formation. 1,860-3,180’ thick
	Butterfield Peaks Formation *IPobp*	Brown to gray-weathering, fine to medium-grained calcareous and quartzitic sandstone with medium-gray, fine to medium-grained limestone and sandy limestone; contains minor siltstone. Locally contains minor chert beds and chert nodules. In fault contact with underlying formation. 1,120-1,260’ thick
	West Canyon Limestone *IPowc*	Light to medium-gray, fine to medium grained limestone, sandy limestone, and fossiliferous limestone; locally laminated with brown silt. Lower contact is gradational facies change into Manning Canyon Shale. 1,150-1,640’ thick

Table 1: Oquirrh Group sedimentary unit thicknesses and description adapted from Kirby (2010a)

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Figure 6: Massive Limestone unit within the Bingham Mine Formation with detail photograph of breccia at base partially covered by colluvium

Property Geology

In the Property area, outcrops of late Paleozoic units are plentiful as a result of the normal faulting caused by Basin and Range extension. Normal faulting is the most apparent structural feature observed on the surface. Two normal faults are mapped within the claim area, and these expose the Bingham Mine Formation parallel to the large-scale thrust faults of the Sevier orogeny.

Although the property is predominately covered in both modern soils and Quaternary conglomerates, samples were taken from relevant outcrops by Burgex staff geologist Jake Alexander. These samples were briefly described in the field with location and outcrop being the primary focus. Detailed descriptions of the hand samples procured were written at the Burgex offices in Sandy, Utah by Mr. Alexander, and reviewed by Burgex senior geologist James Balagna. These samples descriptions are presented in Table 2 (below). Sample locations within the Property area are shown on the map in Figure 7 (below).

Sample #	Formation	Description
VH-02-001	Bingham Mine Formation	Significant outcrop covered by Quaternary colluvium. Calcareous cemented sandstone; pink to orange when weathered, tan to gray when fresh.
VH-02-002	Bingham Mine Formation	Isolated outcrop covered by Qc. Limestone with mild dolomitization. Fizzed vigorously with acid. Medium grey when fresh, pink to white when weathered. Intermediate amount of calcrete build up on weathered surfaces. Small <1mm felsic dike within hand sample.
VH-02-003	Bingham Mine Formation	Calcareous sandstone. Pink to red when fresh, significant calcrete build up on weathered surfaces. Diagenetic alteration has obscured primary fabric of sandstone in sections, however hand sample appears to be originally fine- to medium-grained sandstone with hydrothermal alteration. Minor biotite blebs.
VH-02-004	Bingham Mine Formation	Dolomitic limestone with quartz veins cross-cutting in outcrop. Recrystallized calcite with vuggy limestone host. Quartz crystals in veins are 1-2mm in thickness. Pink beige when fresh, white with calcrete where weathered.
VH-02-005	Bingham Mine Formation	Black when weathered, alteration/mineralized zone within limestone unit. Fizzes slightly on black surface. Fresh surface has no fizz and is a medium-grained sandstone clast. Hydrothermal breccia. From prospect pit.

VH-02-005.1	Bingham Mine Formation	Host rock of mineralized zone in prospect pit. Fizzes vigorously with acid. Micaceous crystals evenly dispersed <1mm in diameter. Small angular chert. Small <1mm width calcite veins. Medium grey when fresh, orange to tan where weathered.
VH-02-006	Bingham Mine Formation	Thinly bedded limestone (<10cm). Light gray when fresh, micritic. Recrystallized with drusy calcite and plentiful calcite veins <1cm thick. Oxidized along fractures. Weathers to dull gray cobbles in float. Dipping NE at 30°.
VH-02-007	Bingham Mine Formation	Brecciated limestone clasts in clay-rich matrix; subjacent to massive limestone outcrop. Laterally continuous below massive limestone bed, although covered in places. Minimum thickness is 0.5 m. Recrystallized calcite within limestone clasts. Clay is pink to orange and powders easily. Coarse calcite crystals within vugs of precursor limestone. Similar in appearance to hydrothermal breccia observed in VH-02-005.
VH-02-008	Bingham Mine Formation	Calcareous sandstone unit, pink to red when fresh. Calcrete along surface. Black weathering, streaked, along fractures similar to Prospect Pit #1. Sample from Prospect Pit #2
VH-02-009	Butterfield Peaks Formation	Silicified mineralization within limestone of IPobp formation. Jasperoid in heavily recrystallized limestone with calcite veins showing along secondary normal faulting. Matrix in fault rock is limonitic. Sample taken from footwall of fault contact with Bingham Mine Formation.

Table 2: Vernon Hills (VH-02, 2021) Sample Descriptions

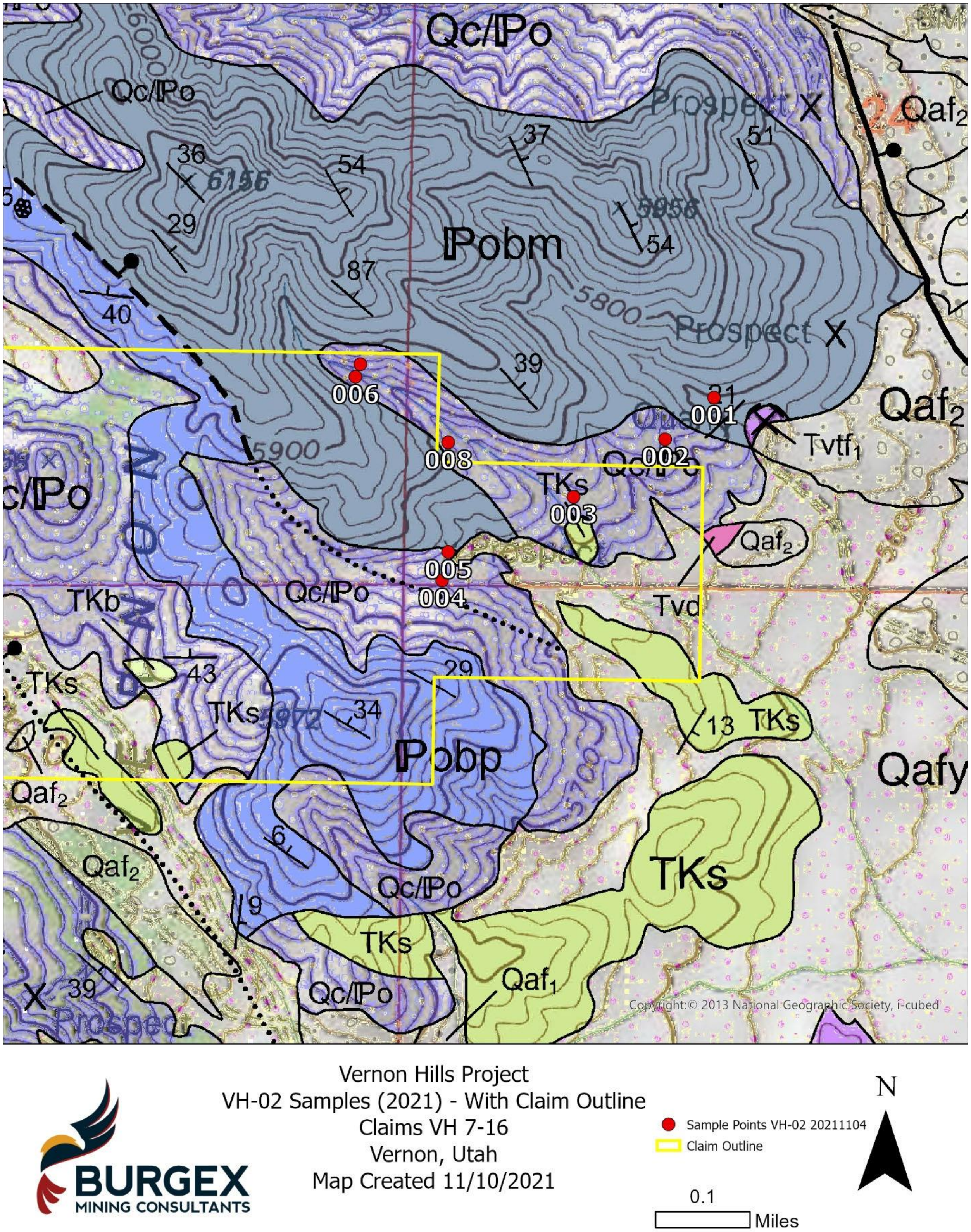

Figure 7: Vernon Hills Sample Locations VH-02 (2021)

Significant Mineralized Zones

The inferred mineralized zones are derived from limited mapping, sampling and photography compiled by the authors. This zone is a brecciated limestone bed with an oxidized wad constituting the matrix. Higher resolution mapping, measurement, and correlation of this bed is necessary to fully define the dimensions of this bed. Estimations from measurement in the field indicate that this bed is variable in thickness and averages 1 m where exposed at the surface. When observed in the field, the brecciated bed lies subjacent beneath a resistant, massive limestone bed within the Bingham Mine Formation. No resource can be estimated at this time, with the limited data available. Photographs of the mineralized zone can be seen below in Figure 8.

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Figure 8: Photographs of mineralized zone in breccia of Bingham Mine Formation exposed at Prospect Pit #1. Top photo is from Ure (2019), bottom photo is from same location taken by Burgex staff

Deposit Types

Mineral Deposit

The Property area has been preliminarily determined to be a hydrothermal stratabound cobaltiferous prospect. The mineral psilomelane was identified amongst the manganese wad within the breccia of the mineralized bed in the Bingham Mine Formation (Miranda, 2019). In areas with significant cobalt concentrations, the black sooty material has been identified as the hydrated oxide absolane. Most likely, these two minerals are the primary species contributing to the elevated cobalt concentrations.

The measured thickness of the mineralized bed is approximately 1 m thick, although it could be as much as 2 m thick depending on the thickness of the brecciated zone. The lateral extent and continuity of this bed has not been well documented. Future exploration work will better constrain the mineralized zone within the subsurface.

Burgex is of the opinion that the Company is applying an appropriate deposit model to the Property for use in exploration.

Geological Model

No local detailed model has yet been built for the Property area. More geological mapping of the area needs to be completed in conjunction with further exploration to produce a detailed model of the Property.

Exploration, Development, and Production

The historic exploration is limited in scope, and a timeline of events is lacking. Surficial excavations in the form of prospect pits (Prospect Pit #1 and Prospect Pit #2) were dug with hand tools into the mineralized zone potentially in search of precious metals, although no documentation exists. It is the Author's opinion that these prospect pits were opened because of the apparent oxide mineralization and weathering of oxides at the surface. Potentially, these prospectors were exploring for silver, as oxides such as chlorargyrite, AgCl, (also known as cerargyrite) weather to black sooty material when exposed in arid conditions such as in Utah. No significant production from this area is reported in any publicly accessible database. Photographs of Prospect Pit #1 and Prospect Pit #2 can be seen in Figure 9 (below).

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Figure 9: Prospect Pit at Vernon Hills in Claim Area

Previous exploration work was conducted by Matthew Ure (2019). Thirty samples were procured from within the Property area. These sample locations were evaluated for quality and location accuracy by Burgex staff geologist Jake Alexander on 11/4/2021. Of the thirty (30) samples (VH-01-001 through VH-01-030), the first ten (10) samples were confirmed to be procured from *in situ* outcrop within the Property area. The remaining twenty (20) samples were taken from areas with no apparent outcrop present, indicating that these samples were "float" and can't be reasonably tied into any future geologic mapping, modelling, or potential mineralized zones. A topographic map with superimposed geology and sample locations from this survey can be viewed in Figure 10 (below). Geochemistry results from the ten (10) samples with quality-confirmed location can be seen in Table 3 (below).

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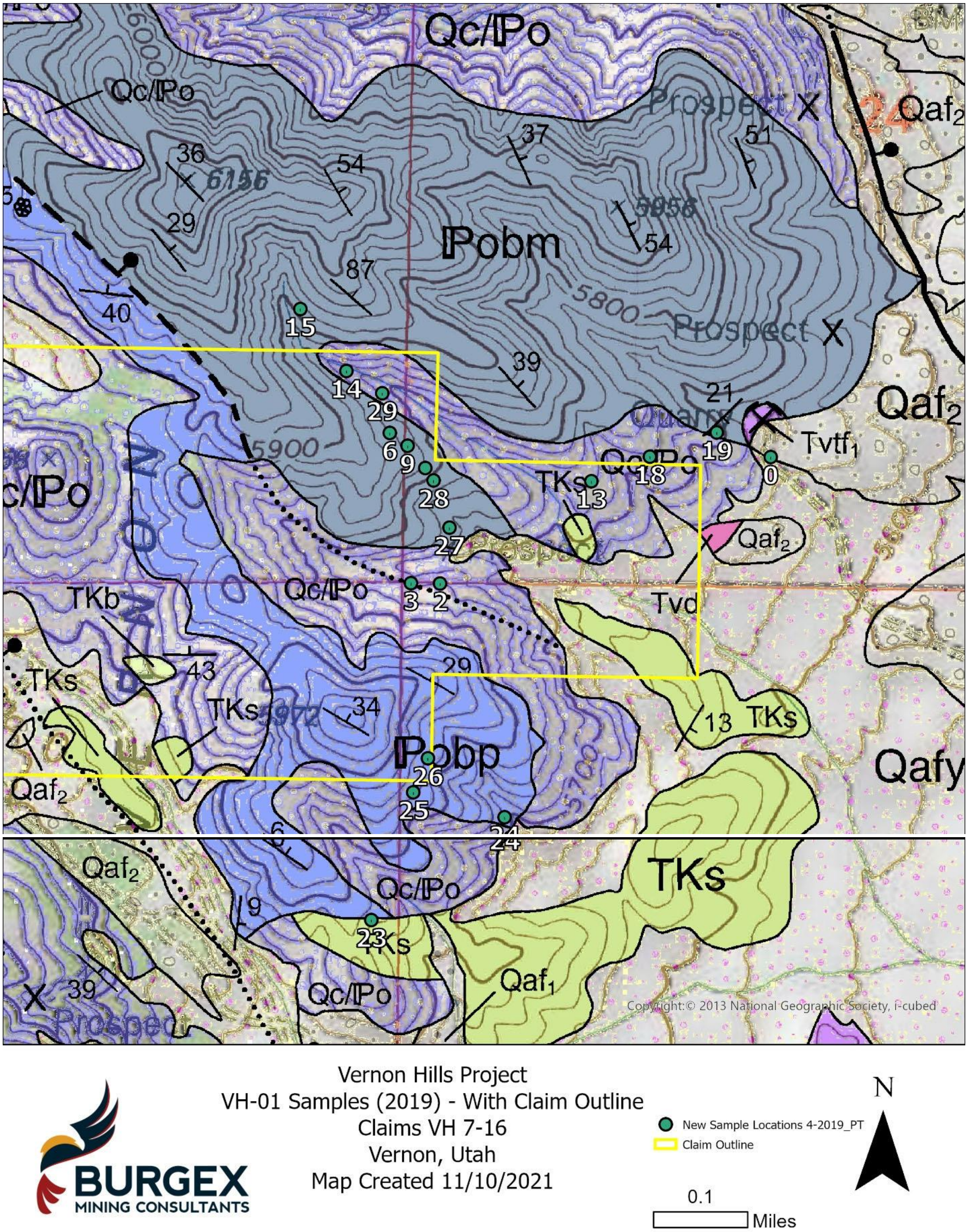

Figure 10: Vernon Hills VH-01 Sample Locations (2019)

Geochemistry Results for Cobalt Concentration in Samples VH-01-001 to VH-01-010 (Ure, 2019)	
Sample Name	**Cobalt (ppm)**
VH-01-001	3.3
VH-01-002	4230
VH-01-003	3750
VH-01-004	6060
VH-01-005	332
VH-01-006	1420
VH-01-007	7.2
VH-01-008	2.1
VH-01-009	876
VH-01-010	19.9

Table 3: Geochemistry results of VH-01-001 through VH-01-010

Three (3) limited sampling programs have been conducted by Western Cobalt, LLC. A primary rockchip sampling program was conducted in early 2019 (Matt Ure, 2019) with follow-on soil sampling six (6) performed in the late spring of 2021. The soil sampling program did not detect cobalt in the surficial colluvium, this may be due to poor practice as the sampling program did not collect adequate location data, or it was not provided to the authors. More recently, Burgex Mining Consultants performed QA/QC on the early 2019, whole-rock sampling.

Quality of sample documentation for samples VH-01-001 through VH-01-010 of the 2019 program was confirmed, although samples VH-01-011 through VH-01-030 were determined to be float samples. This limits the outcrop data for future modelling. The samples were duplicated via outcrop samples (VH-02-001 through VH-02-010) for QA/QC during Burgex's most recent site visit.

Geochemical results of the mineralized zone indicate significant cobaltiferous mineralization amongst the oxidized wad within the matrix of the brecciated bed of the Bingham Mine Formation. This combined with the stratigraphic and structural interpretation of this report provides a solid basis for further exploration of this Property.

Drilling

No historical drilling has been performed on the Property.

Recommendations

The Property is a very early-stage project. The area has been mapped on a large scale and some outcrops have been sampled. Detailed mapping of the claims and the surrounding area should be the initial step taken. Outcrops observed by this mapping that are mineralized or hydrothermally altered should be sampled at the time of mapping. Once this initial stage has been completed, the authors suggest a program of trenching to extend the mineralization along strike from outcrops that show cobalt values.

An initial 3D model can then be generated from the mapping and trenching information. Once this model is built a drilling program can be developed to determine the extent of mineralization and refine the model. If the initial drilling defines a volume of mineralization that may be of economic value an infill drilling plan can be devised to bring the Property forward to a possible resource.

The following costs can be spread over multiple years:

Proposed Exploration Costs for Vernon Hills Cobalt Project by Phase								
Phase I								
			Cost[3] (C$)	**Cost (US$)**			**Cost[3] (C$)**	**Cost (US$)**
Buffer Claims		127 additional claims	$78,752.40	$58,000			$78,752.40	$58,000
Permitting			Cost est.					
			$20,367	$15,000			$20,367	$15,000
Mapping			Cost est.					
		15 days one geo and a tech	$31,229.40	$23,000			$31,229.40	$23,000
Trenching								
Excavator	Days		Cost/Day					
	5		$4,752.30	$3,500			$23,761.50	$17,500
Assay work	Samples		Cost/Sample					
	150		$74.68	$55			$11,201.85	$8,250
Soil Sampling	Samples		Cost/Sample					
	250		$81.47	$60			$20,367	$15,000
						Total Cost:	**$185,679.15**	**$136,750**
Phase II								
			Cost[3] (C$)	**Cost (US$)**			**Cost[3] (C$)**	**Cost (US$)**
Permitting			**Cost est.**				**Cost**	
			$33,945	$25,000			$33,945	$25,000
Road Work and Pads	10 holes		Cost est.					
			$9,504.60	$7,000			$9,504.60	$7,000
Drilling								
Drill Holes	Feet		Cost/Foot					
	2000		$169.73	$125			$339,450	$250,000
Assay Work	Feet	Samples 10 Foot	Cost/Foot					
	2000	200	$95.05	$70			$19,009.20	$14,000
Photo	Footage	Boxes	Cost/Box					
	2000	211	$6.29	$4.65			$1,329.22	$978.95
Prep	Boxes	Footage	Cost/Box		Cost/Foot	Cost Misc.		
	211	2000	$3.12	$2.30	$10.32 (US$7.60)	$192.80 (US$142)	$21,488.83	$15,826.21
						Total Cost:	**$424,726.85**	**$312,805.16**
						Total Cost: Phase I and II:	**$610,406**	**$449,555.16**

The complete of the Phase II Exploration Program is dependent on the result of the Phase I Exploration Program.

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3 Converted from USD at a rate of US$1.00 = C$1.3578 (or C$1.00 = US$0.7365), as quoted by the Bank of Canada on April 28, 2023

USE OF AVAILABLE FUNDS

The Company is not raising any funds in connection with this Prospectus, therefore there will be no proceeds.

Available Funds and Principal Purposes

The Company had working capital deficiency of approximately $20,275 as of April 30, 2023, being the most recent month end prior to filing the Prospectus. This amount includes the net proceeds from the Initial Private Placement, the Second Private Placement, the Unit Private Placement. In addition, the Company raised gross proceeds of $351,187 pursuant to the Offering. The Company has approximately total available funds as follows:

Source of Funds	($)
Gross Proceeds from the Offering	351,187
Less: Costs and Expenses of Offering	7,058
Net Proceeds	344,129
Working Capital of the Company as at the most recent months' end	(20,275)
TOTAL:	**323,854**

Based upon management's current intentions, the estimated expenditures for which the total available funds will be used in the 12 months after Listing Date are as follows:

Use of Available Funds	($)
Option Agreement Payments	67,890(1)(2)
Phase I Exploration Program	172,101(1)(3)
Estimated Remaining Public Listing Costs	37,000
General and Administrative Costs For the 12 Months Following Listing	37,000
Unallocated and General Working Capital	9,863
TOTAL:	**323,854**

Notes:

(1) Converted from USD at a rate of US$1.00 = C$1.3578 (or C$1.00 = US$0.7365), as quoted by the Bank of Canada on April 28, 2023.

(2) Pursuant to the Option Agreement, $67,890 (US$50,000) is payable by the Company to the Optionor on or before the 15th day after the Listing Date.

(3) On March 1, 2023, a prepayment of US$10,000 was made towards to the total Phase I Exploration Program budget (US$136,750), the figure noted is the reduced amount.

The business of the Company will not be cash flow positive until the Company begins generating revenue. As a result, the Company may decide to raise additional funds through equity financings in the next 12 months, if the Board believes it is in the best interests of the Company to do so. The funds available to the Company as allocated will allow the Company to complete its business objectives and milestones set forth under the section entitled "*Use of Available Funds – Business Objectives and Milestones*".

The Company had a negative operating cash flow for the year ended January 31, 2023. To the extent that the Company has a negative cash flow in any future period, the Company may be required to use available funds to fund such negative cash flow and the current working capital deficiency.

The Company intends to spend the net funds available to it as stated in this Prospectus. The actual allocation of the available funds may vary depending on future developments or unforeseen events, including developments or events resulting from the COVID-19 pandemic. 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 Company to achieve its overall business objectives.

Management has, and will continue to have, the discretion to modify the allocation of the Company's available funds. If management determines that a reallocation of funds is necessary, the Company may redirect its available funds towards purposes other than as described in this Prospectus. The actual amount that the Company spends in connection with each of the intended uses of funds may vary significantly from the amounts specified above and will depend on a number of factors, including those referred to under "*Risk Factors*".

General and Administrative Costs

Upon the Listing Date, the Company estimates that its working capital will be sufficient to meet its administrative costs for the 12-month period following the Listing Date. Administrative costs for the 12-month period following the Listing Date are expected to comprised of the following:

General and Administrative Costs for the 12 Month Period Following the Listing Date	($)
Consulting and Professional Fees	16,000
Office and Miscellaneous	6,000
Transfer Agent and Regulatory Fees	15,000
TOTAL:	**37,000**

The use to which the $9,863 of unallocated working capital will be put has not yet been determined by the Company, as the nature of the Company's future expenditures is contingent on the results of the Phase I Exploration Program. The Company retains unallocated working capital to account for future contingencies, including the possibility of commencing work on the Phase II Exploration Program, if warranted, and pursuing opportunities to acquire interests in other resource development properties.

To date, the impact of COVID-19 on the Company has been minimal due to the current stage of the Company's development, however, it is possible that COVID-19 may have a material adverse effect on the Company's business, operations and financial condition in the future. See "*Risk Factors – Risk Related to the COVID-19 Pandemic*" below.

Business Objectives and Milestones

The Company's current business objective and milestone is to complete the Phase I Exploration Program, as described herein. If the results of the Phase I Exploration Program are positive, the Company will look towards initiating the Phase II Exploration Program. The Company's unallocated working capital will not be sufficient to fund the Phase II Exploration Program. Therefore, in the event the results of the Phase I Exploration Program warrant conducting further exploration on the Property, the Company will require additional financing. The availability of such financing cannot be guaranteed.

Although the Company intends to expend the funds available to it as set out above, the amount expended for the purposes described above could vary significantly depending on, among other things, COVID-19, unforeseen events, and the Company's future operating and capital needs from time to time. There may be circumstances where a reallocation of funds may be necessary for sound business reasons. See "*Risk Factors*" below.

Due to the nature of the business of mineral exploration, budgets are regularly reviewed with respect to both the success of the exploration program and other opportunities which may become available to the Company. Accordingly, if the results of the Phase I Exploration Program are not supportive of further exploration or development, or if continuing with the Phase I Exploration Program becomes inadvisable for any reason, the Company may abandon in whole or in part its interest in the Property or may, as work progresses, alter the Phase I Exploration Program, or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any funds so diverted for the purpose of conducting work or examining other properties acquired by the Company, although the Company has no present plans in this respect. Investors must rely on the experience, good faith, and expertise of management of the Company with respect to future acquisitions and activities.

The Company's current business objective and sole current milestone is to complete the Phase I Exploration Program on the Property, as described herein and based upon the recommendations contained in the Technical Report. The Company expects to commence the field work for the Phase I Exploration Program in 3 months and complete the work by September 2023 but the exact timeline is subject to change. If the results of the Phase I Exploration Program are positive, the Company will look towards launching the recommended Phase II Exploration Program. A decision to proceed with the Phase II Exploration Program will also be subject to the Company raising additional funds by way of equity financing.

DIVIDENDS OR DISTRIBUTIONS

The Company has not declared or paid any dividends on the Common Shares since its incorporation. Any decision to pay dividends on the Common Shares will be made by the Board on the basis of earnings, financial requirements and other conditions existing at such future time.

The Company currently intends to retain its future earnings, if any, to finance further business expansion. As a result, the return on an investment on the Common Shares will depend on any future appreciation in value of the Common Shares. There can be no assurance that the Common Shares will appreciate or even maintain the price at which shareholders purchased their Common Shares.

MANAGEMENT'S DISCUSSION AND ANALYSIS

MD&A

The MD&A of the Company for the year ended January 31, 2023 is included as Schedule "B" and should be read in conjunction with the Company's audited financial statements for the year ended January 31, 2023.

Additional Disclosure for Junior Issuers

The Company anticipates that its estimated working capital deficiency of $20,275 as of the most recent month end together with net proceeds of $344,129 from the Offering, for aggregate available funds of $323,854 will fund operations for the next 12-month period. Management estimates that the Company will require $67,890(2) (US$50,000) to pay for Option Agreement Payments, $171,101(4) (US$136,750 less payment made on March 1, 2023 of US$10,000) to pay for the Phase I Exploration Program expenditures, $37,000 for estimated remaining expenses of the Listing and $37,000 for general and administrative costs for the 12 months following Listing. Other than the costs stated above the Company does not anticipate incurring any other material capital expenditures during the next 12-month period.

Disclosure of Outstanding Security Data

Common Shares

The Company's authorized share capital consists of an unlimited number of Common Shares. As at the date of this Prospectus, the Company had 9,925,000 Common Shares outstanding. If all of the Warrants and the Special Warrants were exercised and the Initial Option Agreement Shares are issued, the Company would have a total of 21,461,864 Common Shares outstanding.

Special Warrants

As at the date of this Prospectus, the Company had 3,511,864 Special Warrants outstanding. Each Special Warrant will be automatically exercised into one Share on the Exercise Date without payment of additional consideration or further action on the part of the holder. Please see the section "*Consolidated Capitalization*" of this Prospectus for details regarding the anticipated outstanding securities after the Listing Date. Please see the section "*Description of Securities*" of this Prospectus for additional details.

Warrants

As at the date of this Prospectus, the Company had 3,962,500 Warrants outstanding. Each Warrant entitles the holder to receive one Common Share in the capital of the Company until the earlier of: (i) December 8, 2026; and (ii) the date that is three years following the Listing Date.

There is an aggregate of 3,962,500 Common Shares underlying the Warrants.

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[4] Converted from USD at a rate of US$1.00 = C$1.3578 (or C$1.00 = US$0.7389), as quoted by the Bank of Canada on April 28, 2023

Negative Operating Cash Flow

The Company has historically generated negative cash flows and there is no assurance that the Company will not experience negative cash flow from operations in the future. For the year ended January 31, 2023, the Company sustained a net loss of $90,705 and had negative cash flow from operating activities of $23,456. The Company anticipates it will continue to have negative cash flow from operating activities in future periods until such time as the Property or other future interests generates revenues. All funds available to the Company will be used to fund future and anticipated negative cash flow from its operating activities.

DESCRIPTION OF SECURITIES

Common Shares

The Company's authorized capital consists of an unlimited number of Common Shares, of which 9,925,000 are issued and outstanding as at the date of this Prospectus as fully paid and non-assessable. Following the exercise of all Special Warrants and the issuance of the Initial Option Agreement Shares, there will be 13,536,864 Common Shares issued and outstanding, assuming the conversion of no other securities of the Company. 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 Company and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, 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 Company, 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 Company, the remaining property and assets of the Company.

Concurrently with the filing of this Prospectus, the Company intends to apply to the CSE to list the Common Shares. Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE. This Prospectus qualifies the distribution of the Shares.

Special Warrants

As of the date of this Prospectus, the Company had 3,511,864 Special Warrants outstanding, issued pursuant to the Offering.

Each Special Warrant will be automatically exercised into one Share on the Exercise Date without payment of additional consideration or further action on the part of the holder. The Shares to be distributed pursuant to the Offering hereunder are qualified by this Prospectus.

The Company has granted to each holder of a Special Warrant a contractual right of rescission of the prospectus-exempt transaction under which the Special Warrant was initially acquired. The contractual right of rescission provides that if a holder of a Special Warrant who acquires another security of the Company on exercise of the Special Warrant as provided for in this Prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of the Prospectus or an amendment to the Prospectus containing a misrepresentation:

(a) the holder is entitled to rescission of the exercise of the Special Warrant and the private placement transaction under which the Special Warrant was initially acquired;

(b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Agent or the Company, as the case may be, on the acquisition of the Special Warrant; and

(c) if the holder is a permitted assignee of the interest of the original Special Warrant, the holder is entitled to exercise the rights of rescission and refund as if the holder were the original subscriber.

Warrants

As at the date of this Prospectus, the Company had 3,962,500 Warrants outstanding. Each Warrant entitles the holder to receive one Common Share in the capital of the Company until the earlier of: (i) December 8, 2026; and (ii) the date that is three years following the Listing Date.

There is an aggregate of 3,962,500 Common Shares underlying the Warrants

Holders of Warrants will not have any voting or rights or any other rights which a holder of Common Shares would have.

The Warrants may not be exercised in the United States or by, or on behalf of, a U.S. person unless an exemption from the registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States is available to the holder and the holder has furnished an opinion of counsel of recognized standing to such effect, or other evidence of such exemption, in form and substance reasonably satisfactory to the Company.

CONSOLIDATED CAPITALIZATION

The following table summarizes the consolidated capitalization of the Company at the dates indicated below. The table should be read in conjunction with the Financial Statements and the MD&A included in this Prospectus as Schedules "A" and "B", respectively.

Description	Authorized Amount	Outstanding as at January 31, 2023	Outstanding as at the date of this Prospectus	Outstanding following exercise of all Special Warrants	Outstanding following the Listing and the exercise of all Special Warrants	Outstanding following the Listing and exercise of all the Special Warrants and Warrants
Common Shares	Unlimited	9,925,000	9,925,000	13,436,864	13,536,864 [(1)]	17,499,364[(1)]
Warrants	N/A	7,925,000	3,962,500	3,962,500	3,962,500	Nil
Special Warrants	N/A	Nil	3,511,864	Nil	Nil	Nil

Notes:
(1) This includes the issuance of the Initial Option Agreement Shares.

Fully Diluted Share Capital

Common Shares	Number	Percentage of Total
Issued and outstanding Common Shares as at date of this Prospectus	9,925,000	56.72%
Common Shares reserved for issuance upon exercise of the Warrants	3,962,500	22,64%
Common Shares reserved for issuance upon exercise of the Special Warrants	3,511,864	20.07%
Initial Option Agreement Shares	100,000	0.57%
Total Fully Diluted Share Capitalization after the Listing	**17,499,364**	**100%**

OPTIONS TO PURCHASE SECURITIES

Outstanding Awards

As at the date of this Prospectus, there are no Stock Options or other Awards outstanding.

Omnibus Equity Incentive Plan

The following summary of the Company's omnibus equity incentive compensation plan (the "**Plan**") does not purport to be complete and is qualified in its entirety by reference to Plan.

The Plan will be administered by the Board (or a committee thereof) and will provide that the Board may from time to time, in its discretion, and in accordance with CSE requirements, grant to eligible Participants (as defined in the Plan), non-transferable awards (the "**Awards**"). Such Awards include options ("**Options**"), restricted share units ("**RSUs**"), share appreciation rights ("**SARs**"), deferred share unit rights ("**DSUs**") and performance share units ("**PSUs**").

The number of Common Shares reserved for issuance pursuant to Awards granted under the Plan will not, in the aggregate, exceed 20% of the then issued and outstanding Common Shares on a rolling basis.

The maximum number of Common Shares for which Awards may be issued to any one Participant in any 12-month period shall not exceed 5% of the outstanding Common Shares, unless disinterested shareholder approval as required by the policies of the CSE is obtained, or 1% in the case of a grant of Awards to any consultant or persons (in the aggregate) retained to provide Investor Relations Activities (as defined by the CSE). Further, unless disinterested shareholder approval as required by the policies of the CSE is obtained: (i) the maximum number of Common Shares for which Awards may be issued to insiders of the Company (as a group) at any point in time shall not exceed 10% of the outstanding Common Shares; and (ii) the aggregate number of Awards granted to insiders of the Common (as a group), within any 12-month period, shall not exceed 10% of the outstanding Common Shares.

On a Change of Control (as defined in the Plan) of the Company, the Board shall have discretion as to the treatment of Awards, including whether to (i) accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of any Awards; (ii) permit the conditional exercise of any Awards, on such terms as it sees fit; (iii) otherwise amend or modify the terms of any Awards; and (iv) terminate, following the successful completion of a Change of Control, on such terms as it sees fit, the Awards not exercised prior to the successful completion of such Change of Control. If there is a Change of Control, any Awards held by a Participant shall automatically vest following such Change of Control, on the Termination Date (as defined in the Plan), if the Participant is an employee, officer or a director and their employment, or officer or director position is terminated or they resign for Good Reason (as defined in the Plan) within 12 months following the Change of Control, provided that no acceleration of Awards shall occur in the case of a Participant that was retained to provide Investor Relations Activities unless the approval of the CSE is either obtained or not required.

The following is a summary of the various types of Awards issuable under the Plan.

Options

Subject to any requirements of the CSE, the Board may determine the expiry date of each Option. Subject to a limited extension if an Option expires during a Black Out Period (as defined in the Plan), Options may be exercised for a period of up to ten years after the grant date, provided that: (i) upon a Participant's termination for Cause (as defined in the Plan), all Options, whether vested or not as at the Termination Date will automatically and immediately expire and be forfeited; (ii) upon the death of a Participant, all unvested Options as at the Termination Date shall automatically and immediately vest, and all vested Options will continue to be subject to the Plan and be exercisable for a period of 90 days after the Termination Date; (iii) in the case of the Disability (as defined in the Plan) of a Participant, all Options shall remain and continue to vest (and are exercisable) in accordance with the terms of the Plan for a period of 12 months after the Termination Date, provided that any Options that have not been exercised (whether vested or not) within 12 months after the Termination Date shall automatically and immediately expire and be forfeited on such date; (iv) in the case of the retirement of a Participant, the Board shall have discretion, with respect to such Options, to determine whether to accelerate the vesting of such Options, cancel such Options with or without payment and determine how long, if at all, such Options may remain outstanding following the Termination Date, provided, however, that in no event shall such Options be exercisable for more than 12 months after the Termination Date; (v) subject to paragraph (vi) below, in all other cases where a Participant ceases to be eligible under the Plan, including a termination without Cause or a voluntary resignation, unless otherwise determined by the Board, all unvested Options shall automatically and immediately expire and be forfeited as of the Termination Date, and all vested Options will continue to be subject to the Plan and be exercisable for a period of 90 days after the Termination Date; and (vi) notwithstanding paragraphs (i)-(v), in connection with the resignation of the Participants holding options to purchase Common Shares granted to the directors and officers of the Company under the Plan, such options shall be exercisable for a period of 90 months after the Termination Date.

The exercise price of the Options will be determined by the Board at the time any Option is granted. In no event will such exercise price be lower than the last closing price of the Common Shares on the CSE less any discount permitted by the rules or policies of the CSE at the time the Option is granted. Subject to any vesting restrictions imposed by the CSE, or as may otherwise be determined by the Board at the time of grant, Options shall vest equally over a four year period such that ¼ of the Options shall vest on the first, second, third and fourth anniversary dates of the date that the Options were granted.

Restricted Share Units

Subject to any requirements of the CSE, the Board may determine the expiry date of each RSU. Subject to a limited extension if an RSU expires during a Black Out Period, RSUs may vest and be paid out for a period of up to three years after the grant date, provided that: (i) upon a Participant's termination for Cause, all RSUs, whether vested (if not yet paid out) or not as at the Termination Date will automatically and immediately expire and be forfeited; (ii) upon the death of a Participant, all unvested RSUs as at the Termination Date shall automatically and immediately vest and be paid out; (iii) in the case of the Disability of a Participant, all RSUs shall remain and continue to vest in accordance with the terms of the Plan for a period of 12 months after the Termination Date, provided that any RSUs that have not been vested within 12 months after the Termination Date shall automatically and immediately expire and be forfeited on such date; (iv) in the case of the retirement of a Participant, the Board shall have discretion, with respect to such RSUs, to determine whether to accelerate the vesting of such RSUs, cancel such RSUs with or without payment and determine how long, if at all, such RSUs may remain outstanding following the Termination Date, provided, however, that in no event shall such RSUs be exercisable for more than 12 months after the Termination Date; and (v) in all other cases where a Participant ceases to be eligible under the Plan, including a termination without Cause or a voluntary resignation, unless otherwise determined by the

Board, all unvested RSUs shall automatically and immediately expire and be forfeited as of the Termination Date, and all vested RSUs will be paid out in accordance with the Plan.

The number of RSUs to be issued to any Participant will be determined by the Board at the time of grant. Each RSU will entitle the holder to receive at the time of vesting for each RSU held, either one Common Share or a cash payment equal to the fair market value of a Common Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of RSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares. In the event settlement is made by payment in cash, such payment shall be made by the earlier of (i) 2½ months after the close of the year in which such conditions or restrictions were satisfied or lapsed and (ii) December 31 of the third year following the year of the grant date. Subject to any vesting restrictions imposed by the CSE, or as may otherwise be determined by the Board at the time of grant, RSUs shall vest equally over a three year period such that ⅓ of the RSUs shall vest on the first, second and third anniversary dates of the date that the RSUs were granted.

Share Appreciation Rights

SARs may be issued together with Options or as standalone awards. Upon the exercise of a SAR, a Participant shall be entitled to receive payment from the Company in an amount representing the difference between the fair market value of the underlying Common Shares on the date of exercise over the grant price of the SAR. At the discretion of the Board, the payment upon the exercise of a SAR may be in cash, Common Shares of equivalent value, in some combination thereof, or in any other form approved by the Board in its sole discretion. Subject to any requirements of the CSE, the Board may determine the vesting terms and expiry date of each SAR. Subject to a limited extension if a SAR expires during a Black Out Period, SARs will not be exercisable later than the tenth anniversary date of its grant. Subject to compliance with the rules of the CSE, the Board may determine, at the time of grant, the treatment of SARs upon a Participant ceasing to be eligible to participate in the Plan.

Deferred Share Units

The number and terms of DSUs to be issued to any Participant will be determined by the Board at the time of grant. Each DSU will entitle the holder to receive at the time of settlement for each DSU held, either one Common Share or a cash payment equal to the fair market value of a Common Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of DSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares. Subject to any requirements of the CSE, the Board may determine the vesting terms and expiry date of each DSU, provided that if a DSU would otherwise settle or expire during a Black Out Period, the Board may extend such date. Subject to compliance with the rules of the CSE, the Board may determine, at the time of grant, the treatment of DSUs upon a Participant ceasing to be eligible to participate in the Plan.

Performance Share Units

The number and terms (including applicable performance criteria) of PSUs to be issued to any Participant will be determined by the Board at the time of grant. Each PSU will entitle the holder to receive at the time of settlement for each PSU held, either one Common Share or a cash payment equal to the fair market value of a Common Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of PSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares. Subject to any requirements of the CSE, the Board may determine the vesting terms and expiry date of each PSU, provided that in no event will delivery of Common Shares or payment of any cash amounts be made later than the earlier of (i) 2½ months after the close of the year in which the performance conditions or restrictions are satisfied or lapse, and (ii) December 31 of the third year following the year of the grant date. Subject to compliance with the rules of the CSE, the Board may determine, at the time of grant, the treatment of PSUs upon a Participant ceasing to be eligible to participate in the Plan.

A copy of the Plan will be filed by the Company under its corporate profile on SEDAR

PRIOR SALES

Prior Sales

The following table summarizes the sales of Common Shares or securities convertible into Common Shares that the Company has issued within the 12 months prior to the date of this Prospectus.

Date of Issue	Type of Security	Number of Securities	Issue Price of Security
May 8, 2023	Warrants(1)(3)(4)	(3,962,500)	N/A
May 5, 2023	Special Warrants(2)	3,511,864	$0.10
December 8, 2022	Common Shares(3)	7,925,000	$0.02
December 8, 2022	Warrants(3)(4)	3,962,500	N/A
October 12, 2022	Common Shares(5)	1,150,000	$0.005
September 14, 2022	Common Shares	(1,150,001)	$0.005

Notes:

(1) The Company cancelled 3,962,500 Warrants pursuant to warrant cancellation agreements between the Company and warrant holders.
(2) Each Special Warrant will be automatically exercised into one Share on the Exercise Date without payment of additional consideration or further action on the part of the holder.
(3) Issued pursuant to the Unit Private Placement.
(4) Each Warrant is exercisable at a price of $0.10 per Common Share in the capital of the Company until the earlier of: (i) December 8, 2026 and (ii) the date that is three years following the Listing Date.
(5) Issued pursuant to the Second Private Placement.
(6) The Company repurchased and returned to treasury 1,150,001 Common Shares, which had been issued pursuant to the Initial Private Placement.

Trading Price and Volume

No securities of the Company are currently listed for trading on any stock exchange.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Escrow Agreements

In accordance with NP 46-201, all Common Shares and convertible securities held by Principals of the Company as of the date of this Prospectus are subject to escrow restrictions. A prospectus that only qualifies the securities issued on exercise of special warrants is generally not an "IPO Prospectus" under NP 46-201, because there are no additional proceeds raised. However, in the Company's case, as a market is being developed for its securities, this Prospectus is to be considered an "IPO Prospectus" for the purposes of NP 46-201. As such, the securities held by the Principals will be held in escrow pursuant to the policies of NP 46-201.

A Principal who holds securities carrying less than 1% of the voting rights attached to the Company's outstanding securities is not subject to the escrow requirements under NP 46-201. Under the NP 46-201, a "Principal" is defined as:

(a) a person or company who acted as a promoter of the Company within two years before the Prospectus;

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

(c) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's IPO; or

(d) a 10% holder – a person or company that (i) holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's IPO and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company or any of its material operating subsidiaries.

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

At the time of its IPO, an issuer will be classified for the purposes of escrow as either an "exempt issuer", an "established issuer" or an "emerging issuer" as those terms are defined in NP 46-201.

Pursuant to the Escrow Agreement, among the Company, the Escrow Agent and the Principals of the Company, escrowed securities will be released in accordance with the following release schedule, as on listing, the Company anticipates being an "Emerging Issuer":

Release Date	Amount Released
On the Listing date	1/10 of the escrow securities
6 months after the Listing date	1/6 of the remaining escrow securities
12 months after the Listing date	1/5 of the remaining escrow securities
18 months after the Listing date	1/4 of the remaining escrow securities
24 months after the Listing date	1/3 of the remaining escrow securities
30 months after the Listing date	1/2 of the remaining escrow securities
36 months after the Listing date	The remaining escrow securities

Assuming there are no changes to the escrow securities initially deposited and no additional escrow securities are deposited, this will result in a 10% release on the Listing Date (as defined by NP 46-201), with the remaining escrow securities being released in 15% tranches every 6 months thereafter.

The following table sets out the number of securities of the Company which are expected to be subject to escrow restrictions in accordance with NP 46-201 (the "**Escrowed Securities**"):

Designation of Class	Number of Securities Subject to Escrow	Percentage of Class
Common Shares	2,175,000	16.06%[(1)]

Note:
(1) This percentage is calculated on the basis of 13,536,864 Common Shares issued and outstanding, following exercise of all the Special Warrants, the issuance of the Initial Option Agreement Shares and assuming no other convertible securities are exercised.

The following is a list of the holders of the Escrowed Securities:

Name	Number of Escrowed Securities	Percentage of the Issued and Outstanding Class of Securities
Gary Claytens	1,075,000 Common Shares	7.95%
Derek Tam	625,000 Common Shares	4.61%
James Casey Forward	325,000 Common Shares	2.40%
Anish Pabari	150,000 Common Shares	1.10%
TOTAL:	**2,175,000 Common Shares**	**16.06%[(1)]**

Note:
(1) These securities are subject to escrow in accordance with NP 46-201.

The automatic time release provisions under NP 46-201 pertaining to "established issuers" provide that 25% of each principal's escrowed securities are released on the Listing Date, with an additional 25% being released in equal tranches at six month intervals over 18 months. If, within 18 months of the Listing Date, the Company meets the "established issuer" criteria, as set out in NP 46-201, the escrow securities will be eligible for accelerated release according to the criteria for established issuers. In such a scenario, that number of escrow securities that would have been eligible for release from escrow if the Company had been an "established issuer" on the Listing Date will be immediately released from escrow. The remaining escrow securities would be released in accordance with the time release provisions for established issuers, with all escrow securities being released 18 months from the Listing Date.

Under the terms of the Escrow Agreement, Escrowed Securities cannot be transferred by the holder unless permitted under the Escrow Agreement. Notwithstanding this restriction on transfer, a holder of Escrowed Securities may (a) pledge, mortgage or charge the Escrowed Securities to a financial institution as collateral for a loan provided that no Escrow Securities will be delivered by the Escrow Agent to the financial institution; (b) exercise any voting rights attached to the Escrow Securities; (c) receive dividends or other distributions on the Escrow Securities; and (d) exercise any rights to exchange or convert the Escrow Securities in accordance with the Escrow Agreement.

The securities of the Company held in escrow may be transferred within escrow to: (a) subject to approval of the Board, an individual who is an existing or newly appointed director or senior officer of the Company or of a material operating subsidiary of the Company; (b) subject to the approval of the Board, a person that before the proposed transfer holds more than 20% of the voting rights attached to the Company's outstanding securities; (c) subject to the approval of the Board, a person that after the proposed transfer will hold more than 10% of the voting rights attached to the Company's outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Company or any of its material operating subsidiaries; (d) upon the bankruptcy of a holder of Escrowed Securities, the securities held in escrow may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities; (e) upon the death of a holder of Escrowed Securities, all securities of the deceased holder will be released from escrow to the deceased holder's legal representative; (f) a financial institution that the holder pledged, mortgaged or charges to a financial institution as collateral for a loan on realization of such loan; and (g) a RRSP, RRIF or similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of another plan or fund are limited to the holders spouse, children or parents, or if the holder is the trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund or his or her spouse, children or parents.

In addition, tenders of Escrowed Securities pursuant to a share exchange, which includes a take-over bid, issuer bid, statutory arrangement, amalgamation, merger or other reorganization similar to an amalgamation or merger, are permitted. Escrowed Securities subject to a share exchange will continue to be escrowed if the successor entity is not an "exempt issuer", the holder is a principal of the successor entity; and the holder holds more than 1% of the voting rights of the successor entities' outstanding securities.

The CSE may impose resale restrictions and escrow requirements on principals and non-principals of a company, which will be addressed in connection with the Company's application to list the Common Shares for trading.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Company, as of the date of this Prospectus, the only persons who beneficially own, or exercises control or direction over, directly or indirectly, Common Shares carrying more than 10% of the votes attached to Common Shares.

Name	Number of Common Shares Owned, or Controlled or Directed Directly or Indirectly(1)	Approximate Percentage of Total Outstanding Common Shares as at the Date of this Prospectus(2)	Approximate Percentage of Total Outstanding Common Shares after giving effect to the conversion of the Special Warrants and the Issuance of the Initial Option Agreement Shares(3)
Albert Tam	1,000,000	10.08%	7.40%
Suheil Salameh	1,000,000	10.08%	7.40%
Yan Liu	1,000,000	10.08%	7.40%
Nabil Salameh	1,000,000	10.08%	7.40%
Yingci Su	1,000,000	10.08%	7.40%

Notes:

(1) On the basis of 9,925,000 Common Shares issued and outstanding.

(2) On the basis of 13,510,864 Common Shares issued and outstanding.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holdings

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

Name, Residence and Position with the Company	Director/ Officer Since	Principal Occupation for the Past Five Years	Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	
			As at the date of this Prospectus(2)	Following exercise of the Special Warrants(3)
Gary Claytens(1) *British Columbia, Canada* President, CEO & Director	Feb. 19, 2021	CEO at HBC Energy Ltd., Director and Senior VP at Vanstar Mining Resources Inc.	1,075,000 *(10.83%)*	1,075,000 *(7.95%)*
Derek Tam *British Columbia, Canada* CFO, Corporate Secretary & Director	June 22, 2021	Staff Accountant at Integer Consulting Corp and Eva Y. Lee Inc. Sole Practitioner at Derek K. Tam Consulting Corp	625,000 *(6.30%)*	625,000 *(4.61%)*
James Casey Forward(1) *British Columbia, Canada* Director	Sept. 6, 2022	CPA/CGA; Director and CFO of EGR Exploration Ltd.; Director and CFO of Leanlife Health Inc.; Director and CFO of Four Nine Gold Inc. Previously CFO of NioCorp Developments Ltd.	325,000 *(3.27%)*	325,000 *(2.40%)*
Anish Pabari(1) *British Columbia, Canada* Director	January 25, 2023	Co-Owner and Mortgage Broker at Elite Lending Corp.	150,000 *(1.51%)*	150,000 *(1.10%)*

Notes:

(1) Member of the Audit Committee of the Company.

(2) This percentage is based on 9,925,000 Common Shares issued and outstanding prior to the exercise of the Special Warrants and the issuance of the Initial Option Agreement Shares.

(3) This percentage is based on 13,536,864 Common Shares issued and outstanding, post automatic exercise of the Special Warrants and the issuance of the Initial Option Agreement Shares.

The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of office of the officers expires at the discretion of the Board. None of the directors or officers have entered into non-competition or non-disclosure agreements with the Company.

As at the date of this Prospectus, the directors and officers of the Company as a group owned beneficially, directly or indirectly or exercised control or discretion over an aggregate of 2,175,000 Common Shares, which is equal to approximately 21.91% of the Common Shares currently issued and outstanding.

The directors and officers of the Company anticipate that they will dedicate approximately the following percentage of their time to the affairs of the Company:

Gary Claytens	35%
Derek Tam	25%
James Casey Forward	25%
Anish Pabari	25%

These percentages are estimates only over the course of a 12-month period and the time commitment of the directors and officers will vary depending upon the Company's activities.

Corporate Cease Trade Orders or Bankruptcies

To the best of the Company's knowledge, no director or executive officer of the Company is, at the date of this Prospectus, or was within the 10 years prior to the date of this Prospectus, a director, chief executive officer or chief financial officer of any company (including the Company) that:

(a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or

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

For the purposes of the foregoing, "**order**" means

(a) a cease trade order;

(b) an order similar to a cease trade order; or

(c) an order that denied the relevant company access to any exemption under securities legislation,

that was in effect for a period of more than 30 consecutive days.

To the best of the Company's knowledge, no director or executive officer of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Company, nor any personal holding company of any such person:

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

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

Penalties or Sanctions

To the best of the Company's knowledge, no director or executive officer of the Company, nor any shareholder holding sufficient securities of the Company to materially affect control of the Company has been subject to:

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

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

Conflicts of Interest

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

To the best of the Company's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest among the Company, its directors and officers or other members of management of the Company as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director and officer of such other companies. To the extent that such other companies may provide services to the Company, may participate with the Company in various ventures, or may compete against the Company in one or more aspects of its business, the directors and officers of the Company may have a conflict of interest respecting such. Any conflicts will be subject to the procedures and remedies under the BCBCA. See also "*Interest of Management and Others in Material Transactions*" and "*Risk Factors*".

Management of the Company

Gary Claytens (Age 62) – CEO, President and Director

Mr. Claytens completed three years of Geology at the University of British Columbia and received a B.A. in Economics in 1984, specializing in Resource Economics. He has been a member of ten public companies and is a former registered representative with Yorkton Securities Inc. Most recently, Mr. Claytens was Senior VP and director of Vanstar Mining Resources Inc. ("**Vanstar**") and was a key person in the acquisition and advancement of the Nelligan gold property ("**Nelligan**") in Central Quebec by Vanstar. Nelligan is now 75% owned and controlled by Iamgold Corporation and is reported to host total resources of approximately 3.2 million ounces Au.

Derek Tam (Age 33) – CFO, Corporate Secretary and Director

Mr. Tam, CPA, operates his own CPA Professional Accounting Firm. He specializes in providing accounting services to individuals and corporations, including financial statement preparation, tax planning and preparation. He also completed a 3-year Canadian In-Depth Tax Program.

James Casey Forward (Age 80) – Director

Mr. Forward, CPA/CGA, was a director and CFO of EGR Exploration Ltd. Inc., was a director and CFO of Leanlife Health Inc., and a director and CFO of Four Nine Gold Inc. He was previously the CFO of Niocorp Developments Ltd. Over the past 30 years Mr. Forward has served as director of several other public and private companies.

Anish Pabari (Age 39) – Director

Mr. Pabari is a finance entrepreneur and is the co-founder of Elite Lending Corporation ("**Elite**"), one of the top mortgage companies in Canada. He is also the co-founder of Elite Pacific Insurance and Investments Corp., a fast growing finance company in Canada. Anish and Elite have received a number of awards and accolades for their work in the mortgage industry.

Reporting Issuer Experience of the Directors and Officers of the Company

The following table sets out the directors, officers and Promoters of the Company that are, or have been within the last five years, directors, officers or Promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

	Name of Reporting Issuer	**Exchange or Market**	**Position**	**From (mm/yy)**	**To (mm/yy)**
Gary Claytens	RT Minerals Corp.	TSX-V	Director	11/21	03/23
	Vanstar Mining Resources Inc.	TSX-V	Vice President, Director	06/16	09/20
Derek Tam	N/A	N/A	N/A	N/A	N/A
James Casey Forward	EGR Exploration Ltd.	CSE	Director, CFO	07/10	10/17
	Leanlife Health Inc.	CSE	Director, CFO	08/15	01/19
	Leanlife Health Inc.	CSE	CFO	04/20	09/21
	Four Nines Gold Inc.	CSE	Director, CFO	06/17	12/18
Anish Pabari	N/A	N/A	N/A	N/A	N/A

EXECUTIVE COMPENSATION

Prior to obtaining a receipt for this Prospectus from the Securities Commissions the Company was not a reporting issuer in any jurisdiction. As a result, certain information required by Form 51-102F6V *Statement of Executive Compensation – Venture Issuers* ("**Form 51-102F6V**") has been omitted pursuant to section 1.3(8) of Form 51-102F6V.

Compensation Discussion and Analysis

It is expected that in the future the directors and officers of the Company will be granted, from time to time, incentive Awards in accordance with the Plan. See "*Options to Purchase Securities*" for a summary of the terms of the Company's Plan. Given the Company's size and its stage of development, the Company has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. It is anticipated that once the Company becomes a reporting issuer, the Board will consider appointing such a committee and adopting such guidelines. The Company currently relies solely on the Board's discussion without any formal objectives, criteria and analysis to determine the amount of compensation payable to directors and all officers of the Company.

As an "**IPO Venture Issuer**" in accordance with Form 51-102F6V, 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 Company, once the Company becomes a reporting issuer, to the extent this compensation has been determined.

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

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

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

(c) in respect of the Company 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 Company, and was not acting in a similar capacity, at the end of that financial year.

Stock Options and Other Compensation Securities

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

Officer and Director Compensation

The Company expects to compensate its directors through the grant of Awards under the Plan.

Omnibus Plans and Other Incentive Plans

See "*Options to Purchase Securities".*

Employment, Consulting and Management Agreements

The Company does not have employment, consulting or management agreement in place.

Oversight and Description of Director and Named Executive Officer Compensation

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

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

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

Pension Plan Benefits

The Company 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

None of the directors, executive officers, employees, proposed nominees for election as directors and their associates, or any former executive officers, directors and employees of the Company or any of its subsidiaries, is, as at the date of this Prospectus, or has been at any time during the most recently completed financial year, indebted to the Company or any of its subsidiaries.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The text of the Audit Committee's Charter is attached as Schedule "C".

Composition of the Audit Committee

The Company's Audit Committee is composed of the following:

Name	**Independence**(1)	**Financial Literacy**(2)
James Casey Forward	yes	Financially Literate
Gary Claytens	no	Financially Literate
Anish Pabari	yes	Financially Literate

Notes:
(1) A member of an audit committee is independent if, in addition to meeting other regulatory requirements, the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment pursuant to NI 52-110.
(2) An individual is financially literate if they have the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

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

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

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

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

James Casey Forward – Mr. Forward, CPA/CGA, was a director and CFO of EGR Exploration Ltd., was a director and CFO of Leanlife Health Inc., and a director and CFO of Four Nines Gold Inc. He was previously the CFO of Niocorp Developments Ltd. Over the past 30 years Mr. Forward has served as director of several other public and private companies.

Gary Claytens –Mr. Claytens has been a CEO and Managing Director of numerous public companies in the past 35 years. He has a Bachelors Degree in Economics from UBC, has completed the Canadian Securities Course and the Professional course to become a Licensed Registered Representative.

Anish Pabari – Mr. Pabari is a professional mortgage broker, running a compliance department and managing a mortgage brokerage firm of approximately 140 brokers. On a regular basis, Mr. Parbari makes assessments of information files, and reviews financial statements, and other types of documents.

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

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial period, the Company has not relied on the exemptions contained in Section 2.4, 6.1.1(4), 6.1.1(5), 6.1.1(6), or Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

Set forth below are details of certain service fees paid to the Company's external auditor for audit services since incorporation on June 22, 2021 and the year ended January 31, 2023:

Nature of Services	**Fees billed by the Auditor for the period from incorporation on June 22, 2021 to January 31, 2022 and the year ended January 31, 2023**
Audit Fees(1)	$12,000
Audit-Related Fees(2)	$nil
Tax Fees(3)	$nil
All Other Fees(4)	$nil
TOTAL:	**$12,000(5)**

Notes:

(1) "**Audit Fees**" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "**Audit-Related Fees**" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "**Tax Fees**" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "**All Other Fees**" include all other non-audit services.

(5) These fees are estimated figures and represent fees accrued which have not yet been paid in full by the Company.

Corporate Governance

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. NP 58-201 provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, NI 58-101 prescribes certain disclosure by the Company of its corporate governance practices. This disclosure, as it applies to the Company, is presented below.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

All members of the Board are considered to be independent, except for Gary Claytens is not considered to be independent as he is the CEO and President of the Company.

The Board facilitates its independent supervision over management by having regular Board meetings and by establishing and implementing prudent corporate governance policies and procedures.

Directorship

Certain directors are presently directors of one or more other reporting issuers. See "*Directors and Officers*" above for further details.

Orientation and Continuing Education

The Board does not have a formal policy relating to the orientation of new directors and continuing education for directors. The appointment of a new director is a relatively infrequent event in the Company's affairs, and each situation is addressed on its merits on a case-by-case basis. The Company has a relatively restricted scope of operations, and most candidates for Board positions will likely have past experience in the mineral exploration industry; they will likely be familiar with the operations of a mineral exploration company of the size and complexity of the Company. The Board, with the assistance of counsel, keeps itself appraised of changes in the duties and responsibilities of directors and deals with material changes of those duties and responsibilities as and when the circumstances warrant. The Board will implement an informal orientation program for new directors that suits their relative experiences. The Board will evaluate these positions, and if changes appear to be justified, formal policies will be developed and followed.

Board meetings are generally held at the Company's offices and, from time to time, are combined with presentations by management to give the directors additional insight into the Company's business. In addition, management makes itself available for discussion with the Board members.

Monitors

The Board monitors the adequacy of information given to directors, communication between the Board and the Company's management and the strategic direction and processes of the Board and its committees.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company'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 the Company's management and in the best interests of the Company.

Nomination of Directors

The Board will consider 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 duties effectively and to maintain a diversity of views 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 Company, this policy will be reviewed.

Compensation

Management will conduct an annual review of the compensation of the Company's directors and executive officers and make recommendations to the Board. The Board determines compensation for the directors and executive officers.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Board Assessments

The Company does not conduct formal assessments of the Board or its committees as it is at an early stage of development and believes that it can assess Board and committee performance informally through discussions at Board meetings, with input from management. The Company will consider adopting formal assessment procedures once it is a reporting issuer and its shares are listed for trading on the CSE.

PLAN OF DISTRIBUTION

This Prospectus qualifies the distribution of 3,511,864 Common Shares to be issued without additional payment upon the exercise of 3,511,864 Special Warrants.

No securities are being offered or sold pursuant to this Prospectus. This Prospectus is being filed by the Company with its overseeing regulators. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised.

Listing of the Common Shares

Concurrently with the filing of this Prospectus, the Company intends to apply to have its Common Shares listed on the CSE. Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE.

IPO Venture Issuers

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

RISK FACTORS

General

The Company is in the business of exploring and, if warranted, developing mineral properties, which is a highly speculative endeavor. The securities of the Company should be considered a highly speculative investment and investors should carefully consider all of the information disclosed herein prior to making an investment in the Company's securities. There are trends and factors that may be beyond the Company's control which affect its operations and business. It is not possible for management to predict economic fluctuations and the impact of such fluctuations on its performance. While risk management is part of the Company's transactional, operational and strategic decisions, as well as the Company's overall management approach, risk management does not guarantee that events or circumstances will not occur which could negatively affect the Company's financial condition and performance. No representation is or can be made as to the future performance of the Company and there can be no assurance that the Company will achieve its objectives.

The risks and uncertainties described below are those the Company currently believes to be material, but they are not the only ones faced by the Company. If any of the following risks, or any other risks and uncertainties that have not yet been identified or that the Company currently considers not to be material, actually occur or become material risks, the Company's business, financial condition, results of operations and cash flows, and consequently the price of the Common Shares, could be materially and adversely affected. The risks discussed below also include forward-looking statements and the Company's actual results may differ substantially from those discussed in these forward-looking statements. See "*Cautionary Statement Regarding Forward-Looking Statements*" in this Prospectus.

Risks Related to Mineral Exploration

Exploration Stage Company

The Company's mineral project is in the exploration stage and without a known body of commercial ore and require extensive expenditures during this exploration stage. Mineral exploration and development involves a high degree of risk which even a combination of experience, knowledge and careful evaluation may not be able to mitigate. The vast majority of properties which are explored are not ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of ore.

Mineral Titles

The Company is satisfied that evidence of title to the Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Property. Some of the Company's mineral claims have not yet been surveyed. The Company may face challenges to the title the Property or subsequent properties it may acquire, which may prove to be costly to defend or could impair the advancement of the Company's business plan.

Aboriginal Claims and Consultation

Many lands in which the Company's current or future properties are situated are or could become subject to Aboriginal land claim to title. The legal nature of Aboriginal land claims is a complex matter. The impact of any such claim on the Company's ownership interests in its properties cannot be predicted with any degree of certainty. The input and cooperation of First Nations and other Aboriginal communities is often sought and negotiated and the Company's ability to pursue exploration, development and mining may be impacted to the extent the Company is unable to conduct successful negotiations. The Company may enter into agreements with First Nations and other Aboriginal communities in order to manage its relationship with those groups but there is no assurance that claims or other assertions of rights by Aboriginal communities or consultation issues will not arise on or with respect to the Company's properties or activities. These could result in significant costs and delays or materially restrict the Company's activities.

Surface Rights

The Company does not control the surface rights over the claims which comprise its mineral properties. If a significant mineralized zone is identified, detailed environmental impact studies will need to be completed prior to initiation of any advanced exploration or mining activities. There is no guarantee that areas needed for mining activities, including potential mine waste disposal, heap leach pads, or areas for processing plants, will be available.

Operating Hazards and Risks

Mineral exploration and development involve risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to hazards and risks normally incidental to exploration, development, and production of minerals, any of which could result in work stoppages, damage to or destruction of property, loss of life and environmental damage. Such risks include, but are not limited to: (i) industrial accidents; (ii) unusual or unexpected rock formations; (iii) structural cave-ins or slides and pitfall, ground or slope failures and accidental release of water from surface storage facilities; (iv) fire, flooding and earthquakes; (v) rock bursts; (vi) metal losses in handling and transport; (vii) periodic interruptions due to inclement or hazardous weather conditions; (viii) environmental hazards; (ix) discharge of pollutants or hazardous materials; (x) failure of processing and mechanical equipment and other performance problems; (xi) geotechnical risks including the stability of the underground hanging walls and unusual and unexpected geological conditions; (xii) unanticipated variations in grade and other geological problems, water, surface or underground conditions; (xiii) labour disputes or slowdowns; (xiv) work force health issues as a result of working conditions; and (xv) force majeure events, or other unfavourable operating conditions.

These risks, conditions and events could result in: (i) damage to, or destruction of, the value of, the Property; (ii) personal injury or death; (iii) environmental damage to the Property, surrounding lands and waters, or the properties of others; (iv) delays or prohibitions on mining or the transportation of minerals; (v) monetary losses; and (vi) potential legal liability and any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operation, cash flows or prospects.

There are also risks related to the reliance on the reliability of current and new or developing technology; the reliance on the work performance of outside consultants, contractors, and manufacturers; changes to labour or material costs; unknown or unanticipated or underestimated costs or expenses; unknown or unanticipated or underestimated additions to the scope of work due to changing or adverse conditions encountered; unexpected variances in the geometry or quality of ore zones; unexpected reclamation requirements or expenses; permitting time lines; unexpected or unknown ground conditions; unexpected changes to estimated parameters utilized to estimate past timelines, projections, or costs; and liquidity risks.

An adverse change in any one of such factors, hazards and risks may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company does not currently carry any liability insurance for such risks, electing instead to ensure the Company's contractors have adequate insurance coverage. The nature of these risks is such that liabilities might exceed any insurance policy limits, the liabilities and hazards might not be insurable or the Company might not elect to insure ourselves against such liabilities due to high premium costs or other factors. Such liabilities may have a materially adverse effect upon the Company's financial condition.

Speculative Nature of Mineral Exploration

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Permits and Government Regulations

The future operations of the Company may require permits from various federal, state, provincial or local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Property.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive

Fluctuating Mineral Prices

The Company's revenues in the future, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals, which in turn depend on the results of the Company's exploration on these properties and whether development will be commercially viable or even possible. Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

Competition

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

Social and Environmental Activism Risk

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

Uninsurable Risks

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

Infrastructure

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of the Company's mineral properties. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of the Company's mineral properties will be commenced or completed on a timely basis, if at all. Furthermore, unusual, or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect our operation.

Property Interests

If the Company loses or abandons its interest in the Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the CSE. There is also no guarantee that the CSE will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties. Unless the Company acquires additional property interests, any adverse developments affecting the Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

Risks Related to the Company

Limited Operating History

The Company is subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered during these early stages of operations. The Company expects to generate earnings in the near future. The success of the Company will depend entirely on the expertise, ability, judgment, discretion, integrity and good faith of its management.

Risks Related to the COVID-19 Pandemic

The current outbreak of COVID-19, and the spread of this virus, could continue to have a material adverse effect on global economic conditions which may adversely impact the Company'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. The extent to which the outbreak impacts the Company'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 Company intends to operate, continue to negatively impact stock markets, adversely impact the Company's ability to raise capital, and cause continued interest rate volatility.

The Company may incur expenses or delays relating to such events outside of the Company's control, which could have a material adverse impact on the Company's business, operating results and financial condition. Any of these developments, and others, could have a material adverse effect on the Company's business.

Reliance on Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The Company is currently in good standing with all high-level consultants and believes that with well managed practices it will remain in good standing. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance that the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Conflict of Interest

Certain of the Company's directors and officers are, and may continue to be, involved in the mineral exploration industry through their direct and indirect participation in Companies, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers may conflict with the Company's interests, including if a dispute arises with the Company's Option Agreement on the Property. Directors and officers of the Company with conflicts of interest will be subject to and must follow the procedures set out in applicable corporate and securities legislation, regulations, rules, and policies. Notwithstanding this, there may be corporate opportunities which the Company is not able to procure due to a conflict of interest of one or more of the Company's directors or officers.

Liability for Actions of Employees, Contractors and Consultants

The Company could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims against the Company.

The Company is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless or negligent conduct or disclosure of unauthorized activities to the Company that violates: (i) government regulations; (ii) manufacturing standards; (iii) fraud and abuse laws and regulations; or (iv) laws that require the true, complete, and accurate reporting of financial information or data. It is not always possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against the Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on its business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, the curtailment of the Company's operations or asset seizures, any of which could have a material adverse effect on the Company's business, financial condition and results of operations.

Breach of Confidentiality

While discussing potential business relationships or other transactions with third parties, the Company may disclose confidential information relating to the business, operations, or affairs of the Company. Although confidentiality agreements are to be signed by third parties prior to the disclosure of any confidential information, a breach of such confidentiality agreement could put the Company at competitive risk and may cause significant damage to its business. The harm to the Company's business from a breach of confidentiality cannot presently be quantified but may be material and may not be compensable in damages. There can be no assurance that, in the event of a breach of confidentiality, the Company will be able to obtain equitable remedies, such as injunctive relief from a court of competent jurisdiction in a timely manner, if at all, in order to prevent or mitigate any damage to its business that such a breach of confidentiality may cause.

Reporting Issuer Status

On becoming a reporting issuer, the Company will be subject to reporting requirements under applicable securities law, the listing requirements of the CSE and other applicable securities rules and regulations. Compliance with these requirements will increase legal and financial compliance costs, make some activities more difficult, time consuming or costly, and increase demand on existing systems and resources. Among other things, the Company will be required to file annual, quarterly and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations. The Company may need to hire additional employees to comply with these requirements in the future, which would increase its costs and expenses.

Management of the Company expects that being a reporting issuer will make it more expensive to obtain and maintain director and officer liability insurance, and the Company may in the future be required to accept reduced coverage or incur substantially higher costs to obtain or maintain adequate coverage. This factor could also make it more difficult for the Company to retain qualified directors and executive officers.

Financial Risk

No Operating Revenue

The Company is in the early stages of its business and has no source of operating revenue. While the Company will have sufficient financial resources to undertake the Phase I Exploration Program, it may not have sufficient financial resources to complete the Phase II Exploration Program

Negative Operating Cash Flow

The Company reported negative operating cash flows for the year ended January 31, 2023. It is anticipated that the Company will continue to report negative operating cash flows in future periods. It is expected that a portion of the Company's available funds will be used for working capital to fund negative operating cash flows. See "*Use of Available Funds*".

Substantial Capital Expenditures Required

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

Additional Financing

The continued development of the Company will require additional financing. There is no guarantee that the Company will be able to achieve its current business strategy. The Company intends to fund its business objectives by way of additional offerings of equity or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. The Company will require additional financing to fund its operations until positive cash flow is achieved.

Going Concern Risk

The Company’s financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company’s future operations are dependent upon the identification and successful completion of equity or debt financings and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financings or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classifications of assets and liabilities that would be necessary should the Company be unable to continue is a going concern.

Increased Costs of Being a Publicly Traded Company

As the Company will have publicly-traded securities, significant legal, accounting and filing fees will be incurred that are not presently being incurred. Securities legislation and the rules and policies of the CSE require publicly listed companies to, among other things, adopt corporate governance policies and related practices and to continuously prepare and disclose material information, all of which will significantly increase legal, financial and securities regulatory compliance costs.

The Company’s Insurance Policies May Not Be Sufficient to Cover All Claims

The Company’s business is subject to a number of risks and hazards generally, including accidents, labour disputes, and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, delays in operations, monetary losses and possible legal liability. Although the Company intends to continue to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability.

The Company may also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Claims and Legal Proceedings

The Company or its directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, the Company may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition.

Internal control systems

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

If the Company cannot raise additional equity financing, then it may lose some or all of its interest in the Property

The Company is required to incur work expenditures or make cash-in-lieu payments to the British Columbia Mineral Titles Online system to maintain its interest in the Property. The Company's ability to maintain an interest in the Property may be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make periodic payments or expenditures required for the maintenance of the Company's interest in the Property and could result in a delay or postponement of further exploration and the partial total loss of the Company's interest in the Property.

Risks Related to the Company's Securities

No Established Market

Concurrently with the filing of this Prospectus, the Company intends to apply to have the Common Shares listed on the CSE. Listing will be subject to the Company fulfilling all the listing requirements of the CSE. There is currently no market through which the Company's securities may be sold and purchasers may not be able to resell any of their securities. 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.

Price may not Represent the Company's Performance or Intrinsic Fair Value

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the Company, including the market in which it is traded, the strength of the economy generally, the availability of the attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the Common Shares on the CSE in the future cannot be predicted.

Price Volatility of Publicly Traded Securities

The Common Shares do not currently trade on any exchange or stock market and the Company will apply to list the Common Shares on the CSE. Securities of junior companies have experienced substantial volatility in the past.

Dilution

Future sales or issuances of equity securities could decrease the value of the Common Shares, dilute shareholders' voting power and reduce future potential earnings per Common Share. The Company may sell additional equity securities in subsequent offerings (including through the sale of securities convertible into Common Shares) and may issue additional equity securities to finance our operations, development, exploration, acquisitions or other projects. The Company cannot predict the size of future sales and issuances of equity securities or the effect, if any, that future sales and issuances of equity securities will have on the market price of the Common Shares. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in our earnings per Common Share.

Dividends

The Company has not paid dividends in the past and does not anticipate paying dividends in the near future. The Company expects to retain earnings to finance further growth and, where appropriate, retire debt.

Tax Issues

Income tax consequences in relation to the Common Shares will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers prior to investing in Common Shares of the Company.

PROMOTERS

James Casey Forward, CFO and a Director of the Company is a Promoter of the Company. As at the date of this Prospectus, Mr. Forward beneficially owns, controls or directs, directly or indirectly, 325,000 Common Shares representing approximately 2.40% of the issued and outstanding Common Shares on a non-diluted basis. See *"Interest of Management and Others in Material Transactions".*

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

To the knowledge of management of the Company, there is no material litigation outstanding, threatened or pending, as of the date hereof, by or against the Company which would be material to a purchaser of securities of the Company. To the knowledge of management of the Company, there have been no penalties or sanctions imposed by a court or regulatory body against the Company, nor has the Company entered into any settlement agreement with a court or securities regulatory authority, as of the date hereof, which would be material to a purchaser of securities of the Company.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed in this Prospectus, no director, executive officer or other insider of the Company, or associate or affiliate of them, has any material interest, direct or indirect, in any transaction since incorporation or in any proposed transaction that has materially affected or is reasonably expected to materially affect the Company.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of the Company is Saturna Group Chartered Professional Accountants LLP.

Registrar and Transfer Agent

The registrar and transfer agent of the Common Shares is Odyssey Trust Company of #323, 409 Granville Street, Vancouver, British Columbia, V6C 1T2.

MATERIAL CONTRACTS

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

1. Escrow Agreement entered into between Odyssey Trust Company, as escrow agent, the Company, and certain principals of the Company, referred to under "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*".

2. Option Agreement dated December 31, 2022 between the Company and the Optionor, referred to under "*Description of the Business – History – Option Agreement*".

Copies of the above-noted material contracts will be available under its corporate profile on SEDAR. Copies of these agreements will also be available for inspection at the Company's registered and records office, #1200 – 750 West Pender Street, Vancouver, British Columbia Canada, V6C 2T8 at any time during ordinary business hours prior to the listing of the Common Shares on the CSE.

INTEREST OF EXPERTS

The following persons or companies whose profession or business gives authority to the report, valuate, statement or opinion made by the person or company are names in this Prospectus as having prepared or certified a report valuation, statement or opinion in this Prospectus.

James L. Balagna III, BA Geology, consulting geologist prepared the Technical Report. Mr. Balagna has no interest in the Company, the Company's securities or the Property.

Saturna Group Chartered Professional Accountants LLP are the auditors of the Company and have, as at the date of this Prospectus, confirmed that they are independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

OTHER MATERIAL FACTS

Other than as disclosed herein, to management's knowledge, there are no further material facts or particulars in respect of the securities previously issued by the Company that are not already disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

PURCHASER'S STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

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

FINANCIAL STATEMENTS

Attached to and forming a part of this Prospectus are the following financial statements:

- Audited financial statements of the Company for the year ended January 31, 2023 and period from incorporation on June 22, 2021 to January 31, 2022.

SCHEDULE "A"

FINANCIAL STATEMENTS

[Attached]

BLAST RESOURCES INC.

Financial Statements

Year Ended January 31, 2023 and Period From June 22, 2021
(Date of Incorporation) to January 31, 2022

(Expressed in Canadian Dollars)

SATURNA GROUP
CHARTERED PROFESSIONAL ACCOUNTANTS LLP
Suite 1605, 1166 Alberni Street
Vancouver, BC Canada V6E 3Z3

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Blast Resources Inc.

Opinion

We have audited the financial statements of Blast Resources Inc. (the "Company"), which comprise the statements of financial position as at January 31, 2023 and 2022, and the statements of operations and comprehensive loss, changes in shareholders' equity (deficit), and cash flows for the year ended January 31, 2023 and period from June 22, 2021 (date of incorporation) to January 31, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2023 and 2022, and its financial performance and its cash flows for the year ended January 31, 2023 and period from June 22, 2021 (date of incorporation) to January 31, 2022, 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 audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of $90,705 and used cash of $23,456 for operating activities during the year ended January 31, 2023 and, as of that date, had an accumulated deficit of $91,261. 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
- The information, other than the financial statements and our auditor's report thereon, in the Prospectus.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of the auditor's report. If, based on the work we have performed on this 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.

The Prospectus is expected to be made available to us after the date of the auditor's report. If, based on the work we have performed on this information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

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.

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

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

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

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

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

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

Saturna Group LLP

Saturna Group Chartered Professional Accountants LLP

Vancouver, Canada

May 23, 2023

BLAST RESOURCES INC.
Statements of Financial Position
(Expressed in Canadian Dollars)

	January 31, 2023 $	January 31, 2022 $
ASSETS		
Current assets		
Cash	122,693	–
GST receivable	941	–
Total assets	123,634	–
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (Note 5)	68,745	555
Total liabilities	68,745	555
SHAREHOLDERS' EQUITY (DEFICIT)		
Share capital (Note 6)	146,150	1
Deficit	(91,261)	(556)
Total shareholders' equity (deficit)	54,889	(555)
Total liabilities and shareholders' equity (deficit)	123,634	–

Nature of operations and continuance of business (Note 1)
Subsequent events (Note 12)

Approved and authorized for issuance on behalf of the Board of Directors on May 23, 2023:

/s/ "Derek Tam"	*/s/ "Casey Forward"*
Derek Tam, Director	Casey Forward, Director

(The accompanying notes are an integral part of these financial statements)

BLAST RESOURCES INC.
Statements of Operations and Comprehensive Loss
(Expressed in Canadian Dollars)

	Year ended January 31, 2023 $	Period from June 22, 2021 (date of incorporation) to January 31, 2022 $
Expenses		
Consulting fees (Note 5)	27,000	–
Exploration costs	40,635	–
Office and general	4,316	556
Professional fees	18,754	–
Total expenses	90,705	556
Net loss and comprehensive loss for the period	(90,705)	(556)
Loss per common share, basic and diluted	(0.03)	(556)
Weighted average common shares outstanding	2,985,617	1

(The accompanying notes are an integral part of these financial statements)

BLAST RESOURCES INC.
Statements of Changes in Shareholders' Equity (Deficit)
(Expressed in Canadian Dollars)

	Share capital			Total shareholders' equity (deficit)
	Number of shares	Amount $	Deficit $	$
Balance, June 22, 2021 (date of incorporation)	–	–	–	–
Issuance of incorporator's share	1	1	–	1
Net loss for the period	–	–	(556)	(556)
Balance, January 31, 2022	1	1	(556)	(555)
Issuance of shares for cash	11,075,000	174,250	–	174,250
Shares repurchased	(1,150,001)	(5,750)	–	(5,750)
Shares issuance costs	–	(22,351)	–	(22,351)
Net loss for the year	–	–	(90,705)	(90,705)
Balance, January 31, 2023	9,925,000	146,150	(91,261)	54,889

(The accompanying notes are an integral part of these financial statements)

BLAST RESOURCES INC.
Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year ended January 31, 2023 $	Period from June 22, 2021 (date of incorporation) to January 31, 2022 $
Operating activities		
Net loss for the period	(90,705)	(556)
Changes in non-cash operating working capital:		
GST receivable	(941)	–
Accounts payable and accrued liabilities	68,190	555
Net cash used in operating activities	(23,456)	(1)
Financing activities		
Proceeds from issuance of shares	174,250	1
Repurchase of shares	(5,750)	
Share issuance costs	(22,351)	–
Net cash provided by financing activities	146,149	1
Change in cash	122,693	–
Cash, beginning of period	–	–
Cash, end of period	122,693	–

(The accompanying notes are an integral part of these financial statements)

1. Nature of Operations and Continuance of Business

Blast Resources Inc. (the "Company") was incorporated under the laws of British Columbia, Canada, on June 22, 2021. The Company's head office address is located at Suite 380, 580 Hornby Street, Vancouver, British Columbia, V6C 2T8.

The Company is an exploration stage company and is engaged principally in the acquisition and exploration of mineral properties. The recovery of the Company's investment in its exploration and evaluation assets is dependent upon the future discovery, development, and sale of minerals, ability to raise sufficient capital to finance these activities, and/or upon the sale of these properties.

The Company is in the process of having its common shares listed on the Canadian Securities Exchange ("CSE") and has reserved the symbol BLST. Listing of the common shares will be subject to the Company fulfilling all of the listing and regulatory requirements of the CSE.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. During the year ended January 31, 2023, the Company has no revenues and had negative cash flow from operations. As at January 31, 2023, the Company had an accumulated deficit of $91,261. Accordingly, the ability of the Company to realize the carrying value of its assets and continue operations as a going concern is dependent upon its ability to raise additional equity to fund ongoing costs of operations, obtain a joint venture partner, or have sale agreements for one or more properties. There is no assurance that the Company will be able to continue to raise funds in which case the Company may be unable to meet its obligations. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the statement of financial position. These financial statements do not include adjustments relating to the recovery of assets and classification of assets and liabilities that may arise should the Company be unable to continue operations as a going concern.

2. Basis of Preparation

(a) Statement of Compliance

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

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

(b) Foreign Currency Translation

The presentation currency and functional currency of the Company is the Canadian dollar. Transactions in currencies other than the functional currency are recorded at rates approximating those in effect at the time of the transactions. Monetary items are translated at the exchange rate in effect at the statement of financial position date and non-monetary items are translated at historical exchange rates. Translation gains and losses are reflected in the statement of operations for the period.

2. Basis of Preparation (continued)

(c) Use of Estimates and Judgments

Estimates

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting year. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future years. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

There are no material areas of estimation uncertainty as at January 31, 2023.

Significant Judgments

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognized in the Company's financial statements are as follows:

Going concern

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

3. Significant Accounting Policies

(a) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

(b) Exploration and Evaluation Expenditures

(i) Exploration and evaluation expenditures

Asset acquisition costs and exploration and evaluation expenditures are recorded at cost. When shares are issued as part of asset acquisition costs, they are valued at the closing share price on the date of issuance unless the fair value of goods or services received is determinable. Payments relating to assets acquired under an option or joint venture agreement, where payments are made at the sole discretion of the Company, are recorded in the financial statements upon payment.

Option payments received are treated as a reduction of the carrying value of the related asset until the Company's option and/or royalty payments received are in excess of costs incurred and then are credited to income.

3. Significant Accounting Policies (continued)

(b) Exploration and Evaluation Expenditures

(i) Exploration and evaluation expenditures (continued)

All expenditures related to the cost of exploration and evaluation of assets including acquisition costs for interests in mineral claims are classified and capitalized as intangible assets until the property to which they relate is placed into production, sold, allowed to lapse or abandoned.

These costs will be depreciated over the estimated useful life of the property following commencement of commercial production or will be written off if the property is sold, allowed to lapse, abandoned, or determined to be impaired.

(ii) Impairment

Exploration and evaluation assets are assessed for impairment when indicators and circumstances suggest that the carry amount may exceed its recoverable amount. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm’s length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the statement of operations.

Industry-specific indicators for an impairment review arise typically when one of the following circumstances applies:

- Substantive expenditure or further exploration and evaluation activities is neither budgeted nor planned;
- Title to the asset is compromised, has expired or is expected to expire;
- Adverse changes in the taxation, regulatory or political environment;
- Adverse changes in variables in commodity prices and markets making the project unviable; and
- Variations in the exchange rate for the currency of operation.

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

3. Significant Accounting Policies (continued)

(c) Reclamation and Remediation Provisions

The Company recognizes a provision for statutory, contractual, constructive or legal obligations associated with decommissioning of mining operations and reclamation and rehabilitation costs arising when environmental disturbance is caused by the exploration or development of mineral properties and equipment. Provisions for site closure and reclamation are recognized in the period in which the obligation is incurred or acquired, and are measured based on expected future cash flows to settle the obligation, discounted to their present value. The discount rate used is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability including risks specific to the countries in which the related operation is located.

When an obligation is initially recognized, the corresponding cost is capitalized to the carrying amount of the related asset in mineral properties and equipment. These costs are depreciated using either the unit of production or straight-line method depending on the asset to which the obligation relates.

Due to uncertainties concerning environmental remediation, the ultimate cost to the Company of future site restoration could differ from the amounts provided. The estimate of the total provision for future site closure and reclamation costs is subject to change based on amendments to laws and regulations, changes in technology, price increases and changes in interest rates, and as new information concerning the Company's closure and reclamation obligations becomes available.

(d) Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the respective instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are included in the initial carrying value of the related instrument and are amortized using the effective interest method. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the statement of operations.

Fair value estimates are made at the statement of financial position date based on relevant market information and information about the financial instrument. All financial instruments are classified into either: fair value through profit or loss ("FVTPL") or amortized cost.

The Company has made the following classifications:

Cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

The classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial Assets

Financial assets at FVTPL

Financial assets are classified as FVTPL when the financial asset is either held for trading or it is designated as FVTPL. A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. Significant Accounting Policies (continued)

(d) Financial Instruments (continued)

Financial Assets (continued)

Financial assets at amortized cost

Financial assets at amortized cost are non-derivative financial assets which are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition. Subsequent to initial recognition, financial assets are measured at amortized cost using the effective interest method, less any impairment.

Subsequent to initial recognition, financial liabilities are measured at amortized cost, unless designated as fair value through profit or loss. The Company's accounts payable and accrued liabilities are measured at amortized cost.

Impairment of financial assets

Financial assets, other than those classified as FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been decreased.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account.

When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are offset against the allowance account. Changes in the carrying amount of the allowance account are recognized in the statement of operations. Loss allowances are based on the lifetime ECL's that result from all possible default events over the expected life of the trade receivable, using the simplified approach.

For financial assets measured at amortized cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through the statement of operations to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial Liabilities and Equity Instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized as the proceeds received, net of direct issue costs. The Company uses the residual method in determining the fair value of share purchase warrants issued to subscribers, which method provides for the allocation of the consideration received to the fair value to the shares issued and allocating any residual amount to the warrants issued.

3. Significant Accounting Policies (continued)

(d) Financial Instruments (continued)

Financial Liabilities and Equity Instruments (continued)

Other financial liabilities

Other financial liabilities (including loans and borrowings and trade payables and other liabilities) are initially measured at fair value, net of transaction costs. Subsequently, other financial liabilities are measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

(e) Income Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the statement of operations. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(f) Share-based Compensation

The grant date fair value of share-based payment awards granted to employees is recognized as stock-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

3. Significant Accounting Policies (continued)

(f) Share-based Compensation (continued)

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in share-based payment reserve, unless exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

(g) Loss Per Share

Basic loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. The computation of diluted loss per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on the income per share. The dilutive effect of convertible securities is reflected in the diluted loss per share by application of the "if converted" method. The dilutive effect of outstanding incentive stock options and their equivalents is reflected in the diluted loss per share by application of the treasury stock method. As at January 31, 2023, the Company had 7,925,000 (2022 – nil) potentially dilutive shares outstanding.

(h) Comprehensive Loss

Comprehensive loss is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in the statement of operations.

(i) New Accounting Standards and Interpretations

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended January 31, 2023, and have not been early adopted in preparing these financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

4. Exploration and Evaluation Assets

Although the Company has taken steps to verify title to resource properties in which it has an interest, in accordance with industry norms for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

On December 31, 2022, the Company entered into an option agreement with Western Cobalt LLC ("Western") whereby the Company has the right to acquire a 100% interest in the mineral claims known as the Vernon Hills Project (the "Property"), located in Tooele Country, Utah, USA.

To earn this interest, the Company is to make a cash payment of US$50,000, issue a total of 1,000,000 common shares, and incur exploration expenditures of $100,000 on the Property as follows:

Cash consideration to be paid:

- US$50,000 to be paid within 15 business days of the Company becoming listed on the CSE (the "Listing Date").

(Expressed in Canadian Dollars)

4. Exploration and Evaluation Assets (continued)

Common shares to be issued:

- 100,000 shares within 15 business days of the Listing Date;
- a further 400,000 shares on or before the first anniversary of the Listing Date; and
- a further 500,000 shares on or before the second anniversary of the Listing Date.

Exploration expenditures to be incurred:

- $100,000 on or before the first anniversary of the Listing Date.

The Company is also responsible for maintaining the claims comprising the Property in good standing.

5. Related Party Transactions

As at January 31, 2023, the amount of $22,715 (2022 - $nil) is owed to a former director of the Company which is included in accounts payable and accrued liabilities. During the year ended January 31, 2023, the Company incurred consulting fees of $27,000 to this former director.

6. Share Capital

Authorized: Unlimited common shares without par value

Share transactions during the year ended January 31, 2023:

(a) On February 18, 2022, the Company issued 2,000,000 common shares at $0.005 per share for proceeds of $10,000.

(b) On September 14, 2022, the Company repurchased 1,150,001 common shares for proceeds of $5,750.

(c) On October 12, 2022, the Company issued 1,150,000 units at $0.005 per share for proceeds of $5,750.

(d) On December 8, 2022, the Company issued 7,925,000 units at $0.02 per unit for proceeds of $158,500. Each unit consisted of one common share and one transferable share purchase warrant exercisable at $0.10 per common share expiring on the earlier of: December 8, 2026 and the third anniversary of the Listing Date. The Company incurred share issuance costs of $22,351 in connection with this private placement.

Share transactions during the period ended January 31, 2022:

(e) On June 22, 2021 the Company issued 1 common share for $1.

7. Share Purchase Warrants

The following table summarizes the continuity of share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, June 22, 2021 (date of incorporation) and January 31, 2022	–	–
Issued	7,925,000	0.10
Balance, January 31, 2023	7,925,000	0.10

As at January 31, 2023, the Company had 7,925,000 share purchase warrants exercisable at $0.10 per common share expiring on the earlier of: December 8, 2026 and the third anniversary of the Listing Date. Refer to Note 12.

8. Segmented Information

The Company operates in one industry and geographic segment, the mineral resource industry, with all current exploration activities conducted in the United States.

9. Financial Instruments and Risk Management

Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which includes cash, accounts payable, and accrued liabilities, approximate their carrying values due to the relatively short-term maturity of these instruments.

Credit Risk

Credit risk is the risk of potential loss to the Company if a counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. The carrying amount of these financial assets represents the maximum credit exposure.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk as it does not have any liabilities with variable rates.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

The following amounts are the contractual maturities of financial liabilities as at January 31, 2023 and 2022:

2023	Total $	Within 1 year $	Within 2-5 years $
Accounts payable and accrued liabilities	68,745	68,745	–

2022	Total $	Within 1 year $	Within 2-5 years $
Accounts payable and accrued liabilities	555	555	–

(Expressed in Canadian Dollars)

9. Financial Instruments and Risk Management (continued)

Foreign Exchange Rate Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to significant foreign exchange rate risk.

Price Risk

The Company's ability to raise capital to fund exploration activities is subject to risks associated with fluctuations in the market price of mineral resources. The Company closely monitors commodity prices to determine the appropriate course of actions to be taken.

10. Capital Management

The Company considers items included in shareholders' equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

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

To facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the period ended January 31, 2022.

11. Income Taxes

The tax effect (computed by applying the Canadian federal and provincial statutory rate) of the significant temporary differences, which comprise deferred income tax assets and liabilities, are as follows:

	2023 $	2022 $
Net loss for the period	(90,705)	(556)
Statutory income tax rate	11%	11%
Income tax recovery at statutory rate	(9,978)	(61)
Permanent differences and other	(2,452)	–
Change in unrecognized deferred income tax assets	12,430	61
Income tax provision	–	–

(Expressed in Canadian Dollars)

11. Income Taxes (continued)

The significant components of deferred income tax assets and liabilities are as follows:

	2023 $	2022 $
Deferred income tax assets		
Non-capital losses carried forward	10,524	61
Share issuance costs	1,967	–
Total gross deferred income tax assets	12,491	61
Unrecognized deferred income tax assets	(12,491)	(61)
Net deferred income tax assets	–	–

As at January 31, 2023, the Company has non-capital losses carried forward of $95,671, which are available to offset future years' taxable income. These losses expire as follows:

	$
2042	556
2043	95,115
	95,671

12. Subsequent Events

(a) On May 5, 2023, the Company issued 3,511,866 special warrants at $0.10 per warrant for gross proceeds of $351,187. Each special warrant is exercisable into one common share of the Company for no additional consideration automatically on the earlier of: (i) September 6, 2023 and (ii) the third business day after a receipt is issued for the Final Prospectus. In connection with this private placement, the Company incurred share issuance costs of $7,058.

(b) On May 8, 2023, the Company cancelled 3,962,500 share purchase warrants.

SCHEDULE "B"

MD&A

[Attached]

<u>Blast Resources Inc.</u>

Management's Discussion and Analysis

For the Year Ended January 31, 2023

General

This management discussion and analysis of financial position and results of operations ("MD&A") is prepared as at May 23, 2023 and should be read in conjunction with the audited financial statements for the year ended January 31, 2023 and related notes of Blast Resources Inc. ("Blast" or the "Company"). The audited annual financial statements, including comparatives, have been prepared in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable.

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

Description of Business

The Company was incorporated pursuant to the BCBCA on June 22, 2021. Concurrently with the filing of a Prospectus, the Company intends to apply to have its common shares listed on the Canadian Securities Exchange ("CSE") and has reserved the symbol BLST. Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE.

The head office of the Company is located at Suite 380 - 580 Hornby Street, Vancouver, British Columbia, V6C 3B6. The Company's registered and records office is located at Suite 1200 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8.

Business of the Company

General Overview

The Company is currently engaged in the business of exploration of mineral properties. The Company holds the option to earn a 100% interest in the Property located in the Property located near Vernon, Utah, United States in central Tooele County, Utah, United States. The Company's objective is to explore and, if warranted, develop the Property. The Company will evaluate opportunities to acquire interests in additional exploration stage mineral properties.

Selected Annual Information

The following table sets forth selected audited financial information of the Company from the last two completed financial periods ended January 31:

	Year ended January 31, 2023 $	Period from June 22, 2021 (date of incorporation) to January 31, 2022 $
Revenues	–	–
Net loss	(90,705)	(556)
Net loss per share, basic and diluted	(0.03)	(556)
Total assets	123,634	–

Result of Operations

The net loss for the year ended January 31, 2023 was $90,705 compared to $556 for the previous comparable period. The variance of $90,149 was primarily due to the following items:

- Consulting fees of $27,000 (2022: $ nil)
- General exploration costs of $40,635 (2022: $nil)
- Professional fees of $18,754 (2022: $nil)

Selected Quarterly Information

The following is a summary of the Company's financial results for the most recently completed quarters since incorporation on June 22, 2021:

Quarter Ended	**Net Loss for the Period $**	**Net Loss Per Share (Basic and Diluted) $**
January 31, 2023	(58,514)	(0.02)
October 31, 2022	(11,334)	0.00)
July 31, 2022	(11,788)	(0.01)
April 30, 2022	(9,069)	0.00
January 31, 2022	(556)	(556)
October 31, 2021	–	0.00
July 31, 2021	–	0.00

Liquidity and Capital Resources

The Company's working capital position as at January 31, 2023 was $54,889, including cash of $122,693 and current liabilities totaling $68,745.

On May 5, 2023, the Company issued 3,511,866 special warrants at $0.10 per warrant for gross proceeds of $351,187. Each special warrant is exercisable into one common share of the Company for no additional consideration automatically on the earlier of: (i) September 6, 2023 and (ii) the third business day after a receipt is issued for the Final Prospectus. In connection with this private placement, the Company incurred share issuance costs of $7,058.

The Company does not currently have an active business generating positive cash flows. The Company is reliant on equity financing or shareholder loans to provide the necessary cash to acquire or participate in an active business. There can be no assurance that equity financings will be available to the Company in the future that will be obtained on terms satisfactory to the Company.

Exploration and Evaluation Assets

Although the Company has taken steps to verify title to resource properties in which it has an interest, in accordance with industry norms for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

On December 31, 2022, the Company entered into an option agreement with Western Cobalt LLC ("Western") whereby the Company has the right to acquire a 100% interest in the mineral claims known as the Vernon Hills Project (the "Property"), located in Tooele Country, Utah, USA.

To earn this interest, the Company is to make a cash payment of US$50,000, issue a total of 1,000,000 common shares, and incur exploration expenditures of $100,000 on the Property as follows:

Cash consideration to be paid:

- US$50,000 to be paid within 15 business days of the Company becoming listed on the CSE (the "Listing Date").

Common shares to be issued:

- 100,000 shares within 15 business days of the Listing Date;
- a further 400,000 shares on or before the first anniversary of the Listing Date; and
- a further 500,000 shares on or before the second anniversary of the Listing Date.

Exploration expenditures to be incurred:

- $100,000 on or before the first anniversary of the Listing Date.

The Company is also responsible for maintaining the claims comprising the Property in good standing.

Transactions With Related Parties

As at January 31, 2023, the amount of $22,715 (2022 - $nil) is owed to Breanne Wong, a former director of the Company, which is included in accounts payable and accrued liabilities. During the year ended January 31, 2023, the Company incurred consulting fees of $27,000 to this former director.

Off Balance Arrangements

None.

Fourth Quarter

See Summary of Quarterly Results.

Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended January 31, 2023, and have not been early adopted in preparing the financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's financial statements.

Financial Instruments and Risk Management

Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which includes cash, accounts payable, and accrued liabilities, approximate their carrying values due to the relatively short-term maturity of these instruments.

Credit Risk

Credit risk is the risk of potential loss to the Company if a counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. The carrying amount of these financial assets represents the maximum credit exposure.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk as it does not have any liabilities with variable rates.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

The following amounts are the contractual maturities of financial liabilities as at January 31, 2023 and 2022:

2023	Total $	Within 1 year $	Within 2-5 years $
Accounts payable and accrued liabilities	68,745	68,745	–

2022	Total $	Within 1 year $	Within 2-5 years $
Accounts payable and accrued liabilities	555	555	–

Foreign Exchange Rate Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to significant foreign exchange rate risk.

Price Risk

The Company's ability to raise capital to fund exploration activities is subject to risks associated with fluctuations in the market price of mineral resources. The Company closely monitors commodity prices to determine the appropriate course of actions to be taken.

Additional Disclosure For Venture Issuers Without Significant Revenue

An analysis of the material components of the Company's general and administrative expenses is disclosed in the audited financial statements for the year ended January 31, 2023.

Outstanding Share Data

Share capital

As of May 23, 2023, the Company had 9,925,000 common shares outstanding.

Share Purchase Warrants

As of May 23, 2023, the Company had 3,962,500 share purchase warrants exercisable at $0.10 per common share outstanding.

Special Warrants

As at May 23, 2023, the Company had 3,511,866 special warrants exercisable into one common share of the Company for no consideration outstanding.

Officers and Directors of the Company

As at January 31, 2023, the directors and officers of the Company were:

Gary Claytens – CEO and Director
Derek Tam – CFO and Director
Anish Pabari – Director
Casey Forward - Director

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.sedar.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Cautionary Statement on Forward Looking Information

Certain statements contained in this document constitute “forward-looking statements”. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements. Such factors include, among others, the following: evaluation and exploration asset costs and results, fluctuation in the prices of commodities for which the Company is exploring, foreign operations and foreign government regulations, competition, uninsured risks, recoverability of resources discovered, capitalization requirements, commercial viability, environmental risks and obligations, and the requirement for obtaining permits and license for the Company’s operations in the jurisdictions in which it operates.

SCHEDULE "C"

AUDIT COMMITTEE CHARTER

[Attached]

BLAST RESOURCES INC.
(the "Company")

AUDIT COMMITTEE CHARTER

The primary function of the audit committee (the "**Audit Committee**") is to assist the Company's board of directors (the "**Board**") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting, and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels.

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

- serve as an independent and objective party to monitor the Company's financial reporting and internal control systems and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board.

Composition

The Audit Committee shall be comprised of three directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would reasonably interfere with the exercise of his or her independent judgement as a member of the Audit Committee. At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of this Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements. The members of the Audit Committee shall be elected by the Board at its first meeting following the annual shareholder's meeting.

Meetings

The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

(a) Review and update this Audit Committee Charter annually.

(b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including certification, report, opinion, or review rendered by the external auditors.

(c) Confirm that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements.

External Auditors

(a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Audit Committee as representatives of the shareholders of the Company.

(b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with the Independence Standards Board Standard 1.

(c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(d) Take, or recommend that the full Board, take appropriate action to oversee the independence of the external auditors.

(e) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

(g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

(h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The preapproval requirement is waived with respect to the provision of non-audit services if:

   i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
   ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
   iii. such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Audit Committee. Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval, such authority may be delegated by the Audit Committee to one more independent members of the Audit Committee.

Financial Reporting Processes

(a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

(b) Consider the external auditors' judgements about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

(c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

(d) Review significant judgements made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgements.

(e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

(f) Review any significant disagreement among management and the external auditors in connection with preparation of the financial statements.

(g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(i) Review certification process.

(j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions

CERTIFICATE OF THE COMPANY

Dated: May 23, 2023

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

"Gary Claytens"	*"Derek Tam"*
Gary Claytens Chief Executive Officer	Derek Tam Chief Financial Officer

On behalf of the Board of Directors of the Company

"James Casey Forward"	*"Anish Pabari"*
James Casey Forward Director	Anish Pabari Director

CERTIFICATE OF THE PROMOTER

Dated: May 23, 2023

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

"James Casey Forward"

James Casey Forward
Promoter