A copy of this preliminary prospectus has been filed with the securities regulatory authorities in the Provinces of Alberta, British Columbia and Ontario but has not yet become final. Information contained in this preliminary prospectus may not be complete and may have to be amended.

This prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PRELIMINARY PROSPECTUS

New Issue **October 6, 2023**

GREENRIDGE EXPLORATION INC.

250 – 997 Seymour Street
Vancouver, B.C. V6B 3M1

2,793,005 Common Shares on Exercise of 2,793,005 Outstanding Special Warrants

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This prospectus (the "**Prospectus**") qualifies the distribution of 2,793,005 common shares ("**SW Shares**") of Greenridge Exploration Inc. (the "**Company**") to be distributed, without additional payment, upon the exercise or deemed exercise of 2,793,005 issued and outstanding special warrants (each, a "**Special Warrant**") of the Company.

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 securities under this Prospectus upon the exercise or deemed exercise of the Special Warrants.

The Special Warrants were issued by the Company on a private placement basis (the "**Special Warrant Private Placement**") on August 31, 2023 (the "**Closing Date**"). Under the Special Warrant Private Placement, the Company issued an aggregate of 2,793,005 Special Warrants at a price of $0.10 per Special Warrant and received gross proceeds of $279,300.50 from the sale of the Special Warrants. Each Special Warrant entitles the holder to acquire, without further payment, one (1) SW Share and one (1) Common Share purchase warrant (an "**SW Warrant**") of the Company, with each SW Warrant exercisable into one (1) Common Share at an exercise price of $0.20 for two (2) years from the Listing Date (defined herein). Each Special Warrant will automatically convert at 5:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the third business day after the date on which a receipt (the "**Receipt**") for a final prospectus to qualify the distribution of the SW Shares is received by the Company from the British Columbia Securities Commission; and (b) the date that is one year from the Closing Date. Upon exercise or deemed exercise of all the Special Warrants, and without additional payment therefor, the Company will issue 2,793,005 SW Shares.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted on any stock exchange or quotation service.

Concurrently with the filing of this Prospectus, the Company has applied to list its issued and outstanding common shares (the "**Common Shares**") and the SW Shares qualified under this Prospectus and all other Common Shares issuable as described in this Prospectus on the Canadian Securities Exchange (the "**Exchange**").

There is currently no market through which any of the securities being distributed under this Prospectus, may be sold, and purchasers may not be able to resell such securities acquired hereunder. This may affect the pricing of such securities in the secondary market, the transparency and availability of trading prices, the liquidity of such securities and the extent of issuer regulation. See "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements".

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.

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).

Notwithstanding that this Prospectus is being filed to qualify the distribution of all securities issuable upon the exercise or deemed exercise of the Special Warrants, in the event that a holder of Special Warrants exercises such securities prior to the date that the Receipt is received by the Company, the securities 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 applicable securities laws.

Investors should rely only on the information contained in this Prospectus and the documents incorporated by reference herein. The Company has not authorized anyone to provide investors with information different from that contained in this Prospectus. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

The Company's head office is located at 250 – 997 Seymour Street, Vancouver, BC, V6B 3M1. The Company's registered office is located at 6th Floor, 905 West Pender Street, Vancouver, BC, V6C 1L6.

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GLOSSARY

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the financial statements of the Company may be defined separately and the terms defined below may not be used therein.

"**Author**" means John Ostler, P.Geo., the Author of the Technical Report.

"**Board**" means the Board of Directors of the Company.

"**Closing Date**" means August 31, 2023.

"**Common Shares**" means the common shares in the capital of the Company and "**Common Share**" means any one of them.

"**Company**" or "**Greenridge**" means Greenridge Exploration Inc.

"**Escrow Agreement**" means the NP 46-201 escrow agreement dated ● among the Transfer Agent, the Company and various Principals and shareholders of the Company.

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

"**Founders' Placement**" means, collectively, the non-brokered private placement financing by the Company completed on February 6, 2023 and consisting of an aggregate of 1,500,000 Common Shares at a price of $0.005 per share for gross proceeds of $7,500.

"**Listing Date**" means the date on which the Common Shares of the Company are listed for trading on the Exchange.

"**Net Smelter Return**" or "**NSR**" means a 2% net smelter royalty interest in the Property granted to the Optionor upon the commencement of commercial production from the Property, as more particularly described in the Property Agreement.

"**NI 41-101**" means National Instrument 41-101 *General Prospectus Requirements* of the Canadian Securities Administrators.

"**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 Canadian Securities Administrators.

"**NI 58-101**" means National Instrument 58-101 *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators.

"**NP 46-201**" means National Policy 46-201 *Escrow for Initial Public Offerings* of the Canadian Securities Administrators.

"**NP 58-201**" means National Policy 58-201 *Corporate Governance Guidelines* of the Canadian Securities Administrators.

"**Option**" means the Company's sole and exclusive right and option to acquire a 100% interest in the Property free and clear of any encumbrance in accordance with the terms and conditions of the Property Agreement.

"**Optionor**" or "**Platinum**" means Platinum Belt Resources Inc., the optionor in the Property Agreement.

"**Principal**" of an issuer means:

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

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

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

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

  (i) holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's initial public offering, and

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

"**Private Placements**" means the Founders' Placement, the Second Private Placement, the Third Private Placement and the Special Warrant Private Placement, collectively.

"**Property**" or "**Weyman Property**" means the seven claims comprising the Weyman Property located in the Province of British Columbia, Canada.

"**Property Agreement**" means the mineral property option agreement between the Company and Platinum dated March 23, 2023, pursuant to which the Company has the sole and exclusive right to acquire up to a 100% interest in the Property.

"**Prospectus**" means the preliminary or final prospectus with respect to the qualification of the distribution of the SW Shares, as the case may be.

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

(a) is an engineer or geoscientist with a university degree, or equivalent accreditation, in an area of geoscience, or engineering, relating to mineral exploration or mining;

(b) has at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these, that is relevant to his or her professional degree or area of practice;

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

(d) 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.

"**Receipt**" means a receipt for the final Prospectus to qualify the distribution of the SW Shares received by the Company from the British Columbia Securities Commission.

"**Second Private Placement**" means the non-brokered private placement financing by the Company completed on March 20, 2023, and consisting of an aggregate of 9,999,234 Common Shares at $0.02 per Common Share for gross proceeds of $199,984.68.

"**Special Warrant Private Placement**" means the private placement closed by the Company on Closing Date of 2,793,005 Special Warrants at a price of $0.10 per Special Warrant for total gross proceeds of $279,300.50. Each Special Warrant is convertible into one (1) SW Share and one (1) SW Warrant.

“**Special Warrant**” means a special warrant issued by the Company entitling the holder the right to acquire, without additional payment, one (1) SW Share and one (1) SW Warrant for each Special Warrant held.

“**SW Shares**” means the 2,793,005 Common Shares of the Company to be issued on exercise or deemed exercise of the Special Warrants.

“**SW Warrants**” means the 2,793,005 Warrants of the Company to be issued on exercise or deemed exercise of the Special Warrants, each exercisable into one (1) Common Share at the exercise price of $0.20 for a period of two (2) years from the Listing Date.

“**Technical Report**” means the report on the Property prepared for the Company by the Author, with an effective date of June 5, 2023, prepared in accordance with NI 43-101.

“**Third Private Placement**” means the private placement financing by the Company, completed on April 26, 2023, and consisting of an aggregate of 3,998,501 Common Shares at $0.05 per Common Share for gross proceeds of $199,925.05.

“**Transfer Agent**” means Odyssey Trust Company with an address at 350 – 409 Granville Street, Vancouver, BC V6C 1T2.

“**Warrant**” means a Common Share purchase warrant.

CURRENCY

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

CAUTIONARY STATEMENT 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 information”) within the meaning of Canadian securities laws. Forward-looking information 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”, “could”, “should”, “expect”, “plan”, “anticipate”, “believe”, “intend”, “estimate”, “projects”, “predict”, “potential”, “targeted”, “possible”, “continue” or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to: expectations, strategies and plans, including the Company’s proposed expenditures for exploration work, and general and administrative expenses (see “Property Description and Location” and “Use of Available Funds” for further details); the results of future exploration work and the estimated timelines for same; the timing, receipt and maintenance of approvals, licenses and permits from applicable government, regulator or administrative bodies; expectations generally about the Company’s business plan and its ability to raise further capital for corporate purposes and further exploration; future financial or operating performance and condition of the Company and its business, operations and properties; environmental, health and safety regulations affecting the mineral exploration industry; competitive conditions; expectations respecting executive compensation; involvement and impact of First Nations land claims and NGOs; staffing of exploration activities and access to services and supplies at the Property; capital and operating expenditures; 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.

Such forward-looking statements are based on a number of material factors and assumptions regarding, among other things: the Company’s ability to carry on exploration and development activities, the availability and final receipt of required approvals, licenses and permits for exploration, the Company’s ability to operate in a safe, efficient and effective manner, the Company’s ability to obtain financing and maintain sufficient working capital to explore and operate, the Company’s access to adequate services and supplies and a qualified workforce as and when required and on reasonable terms, economic conditions and commodity prices. 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 information 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 information 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 Company's Management's Discussion & Analysis documents, 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 the Prospectus. New factors emerge from time to time, and it is not possible for management to predict all of 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.

PROSPECTUS SUMMARY

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

Principal Business of the Company:	The Company is currently engaged in the business of exploration of mineral properties in Canada. Upon the performance of each of the Company's obligations under the Property Agreement, the Company will acquire the 100% right, title, and interest in and to the Property. The Company's objective is to explore and, if warranted, develop the Property. It is the intention of the Company to remain in the mineral exploration business. Should the Property not be deemed viable, the Company shall explore opportunities to acquire interests in other properties. See "*Description of the Business*".
Management, Directors & Officers:	Russell Starr — Chief Executive Officer and Director Simon Tso — Chief Financial Officer and Corporate Secretary Amanuel Bein — Director Mandeep Parmar — Director See "*Directors and Executive Officers*".
The Property:	The Property is an exploration stage property that consists of seven claims totaling approximately 2,803 hectares of land, located in the Kamloops and Nicola Mining Divisions and in the Thompson Nicola Regional District on the Thompson Plateau of southern British Columbia. See "*The Weyman Property*".
Special Warrants:	This Prospectus is being filed to qualify the distribution in the Provinces of British Columbia, Alberta and Ontario of 2,793,005 Special Warrants, and the underlying SW Shares and SW Warrants, issuable to the holders of a total of 2,793,005 Special Warrants upon the exercise of those Special Warrants. All unexercised Special Warrants will automatically convert at 5:00 p.m. on the date that is the earlier of: (a) the third business day after the date on which the Receipt is granted by the British Columbia Securities Commission; and (b) the date that is one year from the Closing Date. The Special Warrants were issued by the Company on a private placement basis, and the Special Warrant Private Placement completed on August 31, 2023. The Special Warrants were issued at a price of $0.10 per Special Warrant and there will be no additional proceeds to the Company from the exercise of the Special Warrants.
Listing:	The Company intends to apply to have its Common Shares listed on the Exchange. Listing is subject to the Company fulfilling all the requirements of the Exchange, including minimum public distribution requirements. See "*Plan of Distribution*".
Use of Available Funds:	The Company's estimated working capital as of September 30, 2023, the most recent month end, excluding funds received in connection with the Special Warrant Private Placement as of such date, is approximately $311,784. The Company received net proceeds from the Special Warrant Private Placement of $279,300.50. The Company's available funds are therefore approximately $591,084. The expected principal purposes for which the available funds will be used are described below:

To pay for the Phase 1 exploration program expenditures on the Property(1)	$256,555
Initial Listing Fees(2)	$40,000

Payments under Property Agreement due within twelve months of the Listing Date	$60,000
To pay for general and administrative costs for next 12 months	$190,000
Unallocated working capital	$44,529
TOTAL:	$591,084

Notes:
1. See "*The Weyman Property – Recommendations*". The Phase 1 program expected cost is $256,555.
2. Including legal, audit, securities commissions, and Exchange fees.

Summary of Financial Information: The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements of the Company for the period from December 19, 2022 to August 31, 2023, and the notes thereto included in this Prospectus and should be read in conjunction with those financial statements and related notes thereto, along with the Management's Discussion and Analysis included in this Prospectus. All financial statements are prepared in accordance with IFRS. The Company's financial year end is August 31.

	As at August 31, 2023 and for period from December 19, 2022 to August 31, 2023 ($) (audited)
Revenue	Nil
Total Expenses	14,575
Net loss and comprehensive loss for the period	(14,575)
Loss per share (basic and diluted)	(0.00)
Current Assets	654,236
Total Assets	683,363
Current Liabilities	23,473
Long Term Debt	Nil
Shareholders' Equity	659,890

See "*Management's Discussion and Analysis*".

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 Company only has an option to acquire an interest in the Property. There is no guarantee that the Company will be able to meet its obligations under the Property Agreement. 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; lack of an active market for the Common Shares; the future price of the Common Shares will vary depending on factors unrelated to the Company's performance or intrinsic fair value; the Company's ability to discover, market and develop commercial quantities of ore is uncertain; 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; 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; unasserted aboriginal title claims and risks related to First Nations land use; the

Company operates in an environment with significant environmental and safety regulations and risks; regulatory requirements; the impact of non-governmental organizations, public interest groups and reporting organizations on the Company's operations and on mining exploration as a whole; volatility of mineral prices; some of the Company's directors have involvement in other companies in the same sector; 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.

CORPORATE STRUCTURE

Name and Incorporation

The Company was incorporated under the *Business Corporations Act* (British Columbia) on December 19, 2022 under the name 1392210 B.C. Ltd. On April 28, 2023, the Company changed its name to Greenridge Exploration Inc. The Company's registered and records office is located at 6th Floor, 905 West Pender Street, Vancouver, BC, V6C 1L6. The Company's head office is located at 250 – 997 Seymour Street, Vancouver, BC, V6B 3M1.

Inter-corporate Relationships

The Company has no subsidiaries.

DESCRIPTION OF THE BUSINESS

The Company is engaged in the business of mineral exploration in Canada and its objective is to locate and, if warranted, develop economic mineral properties.

Upon completing its obligations under the Property Agreement, the Company will hold a 100% interest in the seven mining claims, totalling approximately 2,803 hectares, comprising the Property. The Property Agreement was negotiated on an arm's length basis.

Under the terms of the Property Agreement in order to exercise the Option, the Company is required to pay to the Optionor a total of $100,000, issue to the Optionor a total of 200,000 Common Shares and incur a minimum of $200,000. Upon the completion of the foregoing, the Company will acquire a 100% interest in the Property, subject to a 2% net smelter royalty in favour of the Optionor.

As of the date of this Prospectus, the Company has not completed any drilling at the Property. The Company will be deemed to have exercised the Option upon occurrence of all of the following: (i) paying the Optionor $15,000 within 10 calendar days of the execution date of the Property Agreement (completed); (ii) paying the Optionor $20,000 and issuing to the Optionor 200,000 Common Shares within 10 calendar days of the Listing Date; (iii) paying the Optionor $20,000 on or before the date that is six (6) months following the Listing Date; (iv) paying the Optionor $20,000 on or before the date that is the first anniversary of the Listing Date; (v) paying the Optionor $25,000 on or before the date that is eighteen (18) months following the Listing Date; and (vi) incurring minimum exploration expenditures of $200,000 on or before the date that is the second anniversary of the Listing Date. The Company has the right to accelerate cash obligations in order to acquire its interest in the Property in a shorter period of time than as set out in the Property Agreement and may at any time accelerate the exercise of the Option by paying to the Optionor an amount of funds equal to the remaining amount of cash to exercise the Option at the time of such payments. See "*The Weyman Property*".

Stated Business Objectives

The Property is in the exploration stage. The Company intends to use its available funds to carry out the recommended Phase 1 exploration program for the Property, with an estimated budget of $256,555. See "*The Weyman Property - Recommendations*" and "*Use of Available Funds*".

The exploration, and if warranted, development of the Property may depend on specialized skills and knowledge that are applicable to the mining industry. As of the date of this Prospectus, the Company has no consultants and no employees. The Company's leadership team is composed of the following: (i) Russell Starr – Chief Executive Officer and Director; (ii) Simon Tso – Chief Financial Officer and Corporate Secretary; (iii) Amanuel Bein – Director; and (iv) Mandeep Parmar – Director.

The mineral exploration and development industry is very competitive. As an emerging issuer, the Company is subject to numerous competitive conditions such as a need for additional capital and the commercial viability of the Property.

History

Following incorporation, the Company was capitalized by completing the following Private Placements:

(i) the Founders' Placement, which raised $7,500 through the issuance of 1,500,000 Common Shares. The Founders' Placement was completed on February 6, 2023;

(ii) the Second Private Placement, completed on March 20, 2023, which raised $199,984.68 through the issuance of 9,999,234 Common Shares;

(iii) the Third Private Placement, completed on April 26, 2023, which raised $199,925.05 through the issuance of 3,998,501 Common Shares; and

(iv) the Special Warrant Private Placement, completed on August 31, 2023, which raised $279,300.50 through the issuance of 2,793,005 Special Warrants.

To date, funds raised from the Private Placements have been used to identify and enter into an agreement to acquire a mineral project, specifically, the Property Agreement, for filing fees, professional expenses, regulatory expenses, and for general working capital.

THE WEYMAN PROPERTY

The technical information in this Prospectus with respect to the Property is derived from the Technical Report, dated effective June 5, 2023, prepared for the Company in accordance with NI 43-101 by the Author. The Author is an independent Qualified Person for the purposes of NI 43-101. The full text of the Technical Report is available for review at the registered office of the Company at 6th Floor, 905 West Pender Street, Vancouver, BC V6C 1L6 and is available online under the Company's SEDAR profile at www.sedar.com.

Property Description, Location and Access

The Weyman Property comprises 7 map-staked mineral claims covering 2,803.89 hectares (6,925.61 acres) in the Kamloops and Nicola Mining Divisions and in the Thompson Nicola Regional District on the Thompson Plateau of southern British Columbia. The property is located on N.T.S. map sheets 82 L/5 and 92 I/8, and on B.C. map sheets 082L 031 and 092I 040. The centre of the Weyman Property area is at 50° 21' 23" north latitude and at 119E 59' 42" west longitude (U.T.M.: 5,582,566 N., 286,953 E. in Zone 11U).

The Property area is accessible by road from the southwest and north. Both routes access the Property area via Douglas Lake Road, and the Monte Sheila and Monte Glimpse forest service roads (FSR). Douglas Lake Road is maintained for 2-wheel drive year round. The Monte Sheila and Monte Glimpse FSR, and most logging roads across the Property area are passable by 2-wheel drive vehicles in dry summer weather.

The town of Princeton, located at the junction of B.C. highways 3 and 5 about 77.3 km (47.2 mi) by road from the claims, is the nearest significant supply and service center southwest of the Property. Services at Princeton are sufficient to support surface exploration programs such as prospecting, mapping, or soil sampling. The city of Kamloops, located on B.C. Highway 1, about 62 km (37.8 mi) by road north of the Property area, is the nearest regional service and supply centre with services necessary to support a mining operation.

The tenures of the claims comprising the Property (Figure 2) are as follows:

Table 1

Map-staked Mineral Claims

Claim Name	Record No.	Area: hectares (Acres)	Record Date	Expiry Date	Registered Owner
(no name)	1066297	20.62 (50.93)	Feb. 5, 2018	March 20, 2027	Platinum Belt Resources Inc.
WEYMAN	1066341	61.85 (152.71)	Feb. 6, 2019	March 20, 2027	Platinum Belt Resources Inc.
WEYMAN2	1066343	41.23 (101.84)	Feb. 6, 2019	March 20, 2027	Platinum Belt Resources Inc.
WEYMAN	1070560	2,041.16 (5,041.67)	Aug. 22, 2019	March 20, 2027	Platinum Belt Resources Inc.
WEYMAN EAST	1070564	82.51 (203.80)	Aug. 22, 2019	March 20, 2027	Platinum Belt Resources Inc.
WEYMAN NORTH	1076989	412.22 (1,018.18)	June 29, 2020	March 20, 2027	Platinum Belt Resources Inc.
WEYMAN EAST 2	1077087	144.30 (356.42)	July 4, 2020	March 20, 2027	Platinum Belt Resources Inc.
Total property area		2,803.89 (6,925.61)			

Figure 1: General Location

Figure 2: Property, Terrain and Mineralization

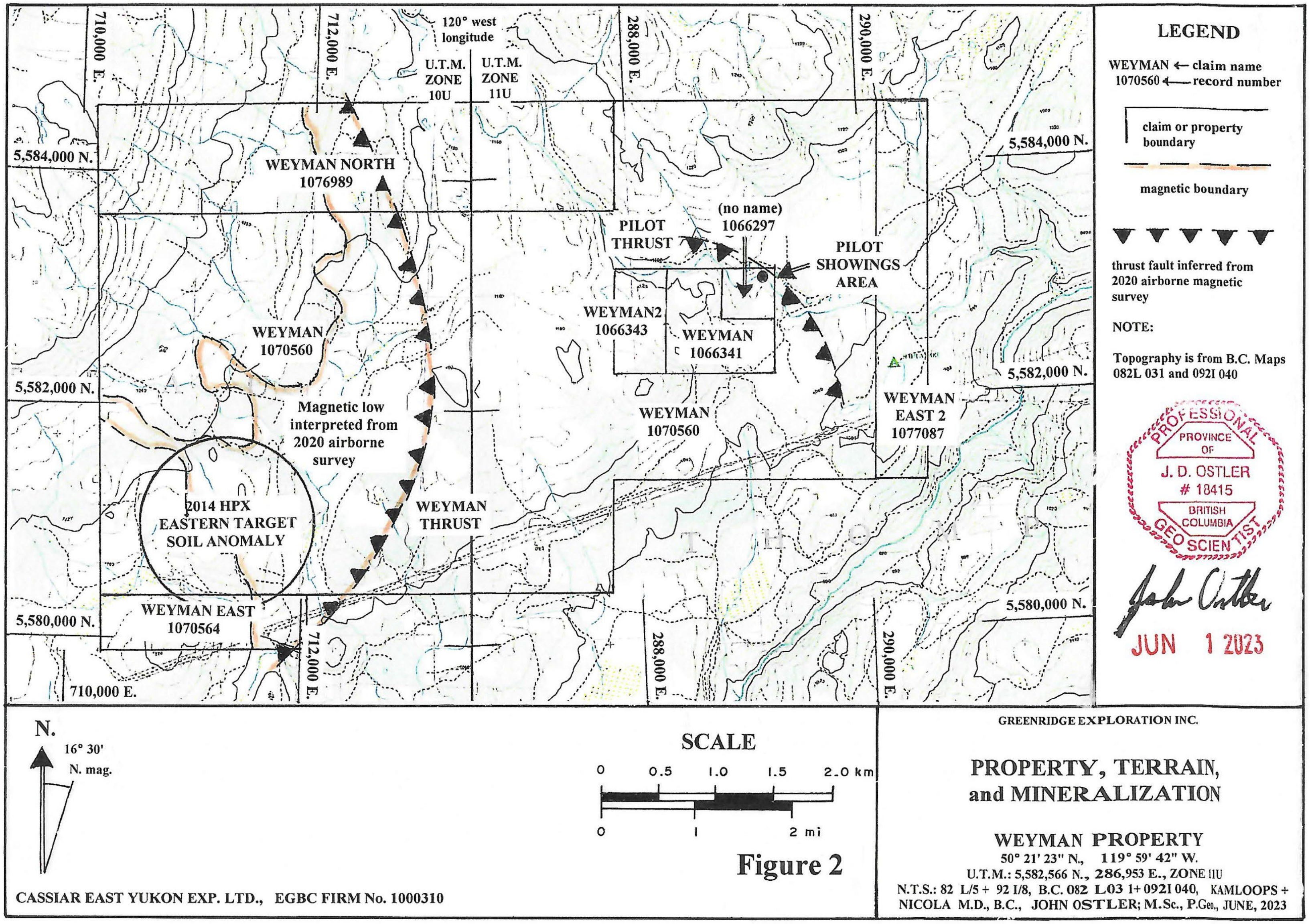
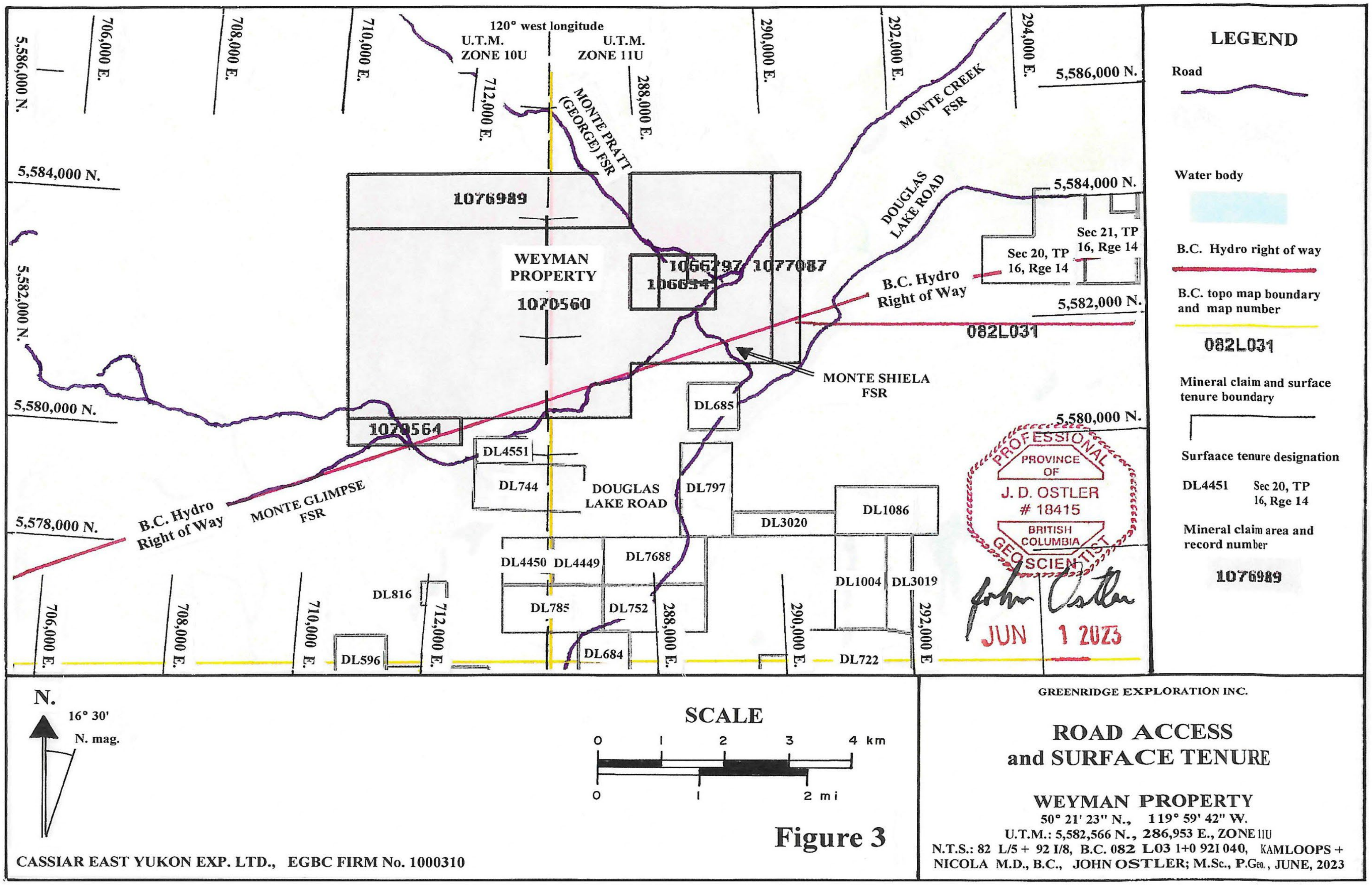


Figure 3: Road Access and Surface Tenure



Ownership and Agreements

On March 23, 2023, the Company optioned the Weyman property from the Optionor, whereby the Company could earn 100% title and interest in and to the Property by making payments of cash consideration and an issuance of Common Shares to the Optionor, and by performing a work commitment on the Property in the following amount within the time specified as follows:

(a) Payments of cash consideration totaling $100,000:
    1. $15,000 within 10 calendar days of the execution date of the Property Agreement (completed);
    2. $20,000 within 10 calendar days of the Listing Date;
    3. $20,000 on or before the date that is six (6) months following the Listing Date;
    4. $20,000 on or before the date that is the first anniversary of the Listing Date; and
    5. $25,000 on or before the date that is eighteen (18) months following the Listing Date;

(b) Issuance of 200,000 Common Shares within 10 calendar days of the Listing Date;

(c) Incurring minimum exploration expenditures of $200,000 on or before the date that is the second anniversary of the Listing Date.

The Company's ownership of the Property is subject to a deeded 2% net smelter return royalty payable to the Optionor. The Company has an option to buy back half (50%) of the Optionor's 2% net smelter return royalty for $500,000 at any time after the Company has exercised its option to acquire the Weyman Property.

Currently in British Columbia, a mineral claim holder must do and record a minimum amount of assessment work or pay cash in lieu of work per year for each hectare within a claim to maintain that claim in good standing as follows:

Table 2

Annual Assessment Work Required to Maintain a Mineral Tenure

Anniversary Year after Record Date of Tenure	$ Amount of Assessment Work/ha Required to Extend the Expiry Date of a Tenure for 1 Year
Years 1 and 2	$5.00/ha
Years 3 and 4	$10.00/ha
Years 5 and 6	$15.00/ha
Subsequent years	$20.00/ha

The amount of cash in lieu of work required to extend the expiry date of a mineral tenure for one year is double the amount of assessment work credit required for that year. As of the current expiry date of the claims comprising the Weyman Property being March 20, 2027, all of the claims will have subsisted for more than six years. The annual cost of maintaining the claims of the property at that time will be $20 per hectare for a total of $56,079 per year.

Map-staked mineral claims in British Columbia are endowed with metallic and some industrial mineral rights but no surface rights. Surface rights can be obtained during production permitting.

These claims are located on the provincial virtual mineral tenure grid. No posts or lines exist on the ground; thus, there is no uncertainty regarding the area covered by the claims. Also, there are no natural features and improvements relative to, and affect the location of the outside property boundaries. However, there are conditions that may affect the design of future exploration and development programs on the Weyman Property (Figure 3). A B.C. Hydro power line occupies a right of way over the southeastern part of the Property (Figures 2 and 3). That power line would have to be moved to accommodate an open-pit mine in that area.

No part of the Property area covers private land. Several district lots are located along Douglas Lake Road that passes southeast of the Property area and along associated side roads. The closest is DL 445 that is located about 205 m (673 ft) east of the southeastern corner of the WEYMAN EAST (1070564) claim (Figure 3).

The nearest native reserve to the Property is the Salmon Lake No. 7 Indian Reserve, located on the northern shore of Salmon Lake, 5.2 km (3.2 mi) south of the southern boundary of the WEYMAN EAST (1070564) claim. The area around the Property is along the boundary between the territories of the Segwepemc and Niakapamox first nations. Consultation with those first nations would be necessary during mine development. Those first nations have not been contacted by the Company yet.

There is no plant or equipment, inventory, mine or mill structure on these claims.

The Author knows of no other royalties, back-in rights, payments, or agreements and encumbrances to which the Weyman Property is subject. Also, the Property is subject to no previous environmental liabilities.

Permits from the British Columbia government and environmental bonds will not be required to conduct the soil survey comprising the first phase of the recommended exploration program. A permit will be required to conduct the induced polarization survey comprising the second phase of the recommended exploration program. According to the B.C. regional Mine Reclamation Bond Calculator Guidance Document (available on line) no reclamation bond will be required for the second-phase program.

The locations of the significant exploration areas within the Property area, are as follows (Figure 2):

Table 3

Locations of Significant Areas on the Weyman Property

Center of Entity	U.T.M. Co-ordinates	Longitude and Latitude
Property centre WEYMAN (1070560) claim	5,582,566 N., 286,953 E. Zone 11U	50° 21' 23" N., 119° 59' 42" W.
Pilot showings area (no name) (1066297) claim MINFILE Occurrence No. 082LSW058	5,583,058 N., 289,090 E. Zone 11U	50° 21' 43" N., 119° 57' 56" W.
2014 HPX Quesenellia Eastern Target soil anomaly WEYMAN (1070560) claim	5,580,956 N., 711,126 E. Zone 10U	50° 21' 11" 120° 01' 18" W.
Centre of magnetic low associated with the Weyman Thrust WEYMAN (1070560) claim	5,582,000 N., 712,300 E. Zone 10U	50° 21' 03" N., 120° 00' 56" W.

Accessibility

The Weyman Property is in an area of subdued topography on the Thompson Plateau in southern British Columbia. Elevations in the Weyman Property area range from 820 m (2,690 ft) at the floor of the Salmon River valley near the Property's southeastern corner to 1,490 m (4,888 ft) at the northwestern corner of the Property (Figure 2). The Property area hosts a second-growth forest comprised mostly of pine, spruce, fir, and cottonwood trees which is in various states of growth. There is insufficient timber suitable for underground mining on the claims.

Directions for road access to the Weyman property are as follow:

Access from the Southwest

At Princeton, take B.C. Highway 5A to Nicola Lake. About 5 km (3.05 mi) east of the village of Quilchena on the southern shore of the lake, turn right (eastward) onto Douglas Lake Road. Follow Douglas Lake road for about 51.5 km (31.4 mi) to its junction with the Monte Sheila forest service road (FSR). Turn left onto the Monte Sheila FSR and proceed northward along it for about 1.8 km (1.1 mi) to its junction with the Monte Glimpse FSR. To access the southern and western parts of the Weyman Property area, use the Monte Glimpse FSR and its side roads. To access the northern and eastern parts of the Property including the Pilot showings area, proceed northward for 3.2 km (2 mi) northward on the Monte Glimpse FSR from its junction with the Monte Sheila FSR to Monte Creek George FSR (Monte Pratt FSR) and turn left (westward) onto it. The Monte Creek George FSR extends up the northeastern side of Weyman Creek (Figures 2 and 3).

Access from the North

Take BC Highway 1 east of Kamloops to Monte Creek and turn eastward onto B.C. Highway 97. Follow B.C. Highway 97 to Westwold and turn southwestward onto Douglas Lake Road. Follow Douglas Lake Road for about 14.1 km (8.6 mi) to its junction with the Monte Sheila forest service road (FSR) (Figures 2 and 3). The road directions from that junction to the various parts of the Weyman Property are the same as they are for access from the southwest. The town of Princeton, located at the junction of B.C. highways 3 and 5 about 77.3 km (47.2 mi) by road from the claims, is the nearest significant supply and service center southwest of the Property. Services at Princeton are sufficient to support surface exploration programs such as prospecting, mapping, or soil sampling. The city of Kamloops, located on B.C. Highway 1, about 62 km (37.8 mi) by road north of the Property, is the nearest regional service and supply centre with services necessary to support a mining operation. The Weyman Creek area experiences cold winters and hot, dry summers. Winter snow falls in the Property area by November and stays on the ground until April in open areas, and until May on shady slopes at higher elevations in the north-western part of the Property area. Surface work can be conducted from April until November during a normal year.

The current exploration target on the Weyman Property is on crown land with no special restrictions on development thereon. Normally, upon development permitting, one is able to secure surface rights necessary to conduct a permitted mining operation. The Author knows of no legal impediment to the Company being able to secure such surface rights as part of the permitting process.

A high-voltage power transmission line crosses the southeastern part of the Property area (Figure 3). A mine in the Property area could tap into that line for electric power. Adequate fresh water for a mining operation could be drawn by gravity from Salmon River from a location south of the Property (Figure 3). Both the mining business and the pool of professionals and skilled tradesmen who serve it are international and mobile.

The Thompson Plateau area has already demonstrated that it was able to attract personnel to work at mines there. That area has sufficient amenities to attract the people needed to operate a new mine. There is adequate, reasonably flat area appropriate for erecting a mill and developing a tailings pond on the WEYMAN (1070560) claim (Figure 2).

History Of Exploration

Pre-1932 Prospecting and Trenching at the Pilot Showings Area

The Author assumes that the region around Salmon River and the Weyman Property was prospected intensively. No record of that work is known to the Author.

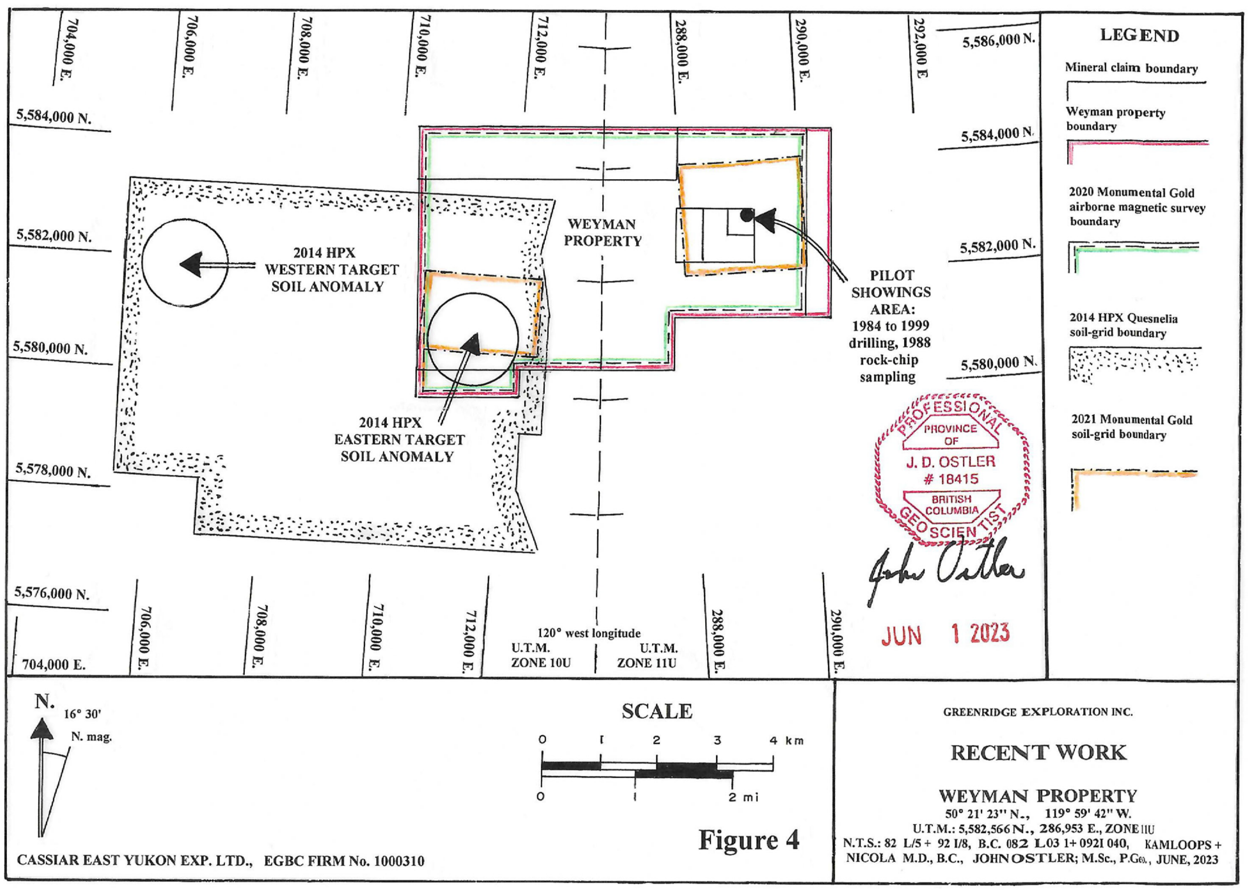
1932 Pilot Showings Area: Shaft sinking

It was reported in the B.C. Minister of Mines' Annual Report of that year that: On the Pilot Group, owned by T.E. Ogilvie and associates of Armstrong, and situated near the headwaters of Boulder creek (now Weyman Creek), which flows into Salmon river, a shaft sunk 18 feet (5.5 m) on a zone in the volcanic tuffs beside the creek uncovered segregations of pyrite, pyrrhotite, and chalcopyrite in a quartz gangue, containing low values (concentrations) in gold and silver. A sample in an open-cut close to the shaft assayed 0.40 oz. in gold per ton (13.71 gm/mt), and the shaft was sunk with the idea of exploring the possibilities at depth. The locality is heavily covered with soil and gravel and prospecting is difficult. The granite batholith is exposed about 1 mile (1.6 km) to the north.

1973 Pilot Showings Area: Staking and line cutting presumably for geophysical survey

During early 1973, Darma Explorations Inc. optioned the Wade 1 to 8 2-post claims from Wayne Tisdale. The property covered a total of 178.6 ha (441.15 acres) centered on the Pilot shaft area. A line-cutting program was conducted over the claims to construct a grid of 14, north-south trending, 3,000-ft (914.4-m) long lines with a central east-west trending base line. The Author opines that the grid was for an intended geophysical survey; however, no record of such a survey is known to him.

Figure 4: Recent Work



1980 to 1999 Pilot Showings Area: Staking

In January, 1980, Harold Adam of Tulameen, B.C. staked the JG-1 (2342A) modified grid claim comprising 6 units. The claim covered 150 hectares (370.5 acres) to cover the Pilot showings area.

In 1988 and 1989, the Pilot Gold (7893), Pilot Gold 1 (7894), Pilot Gold 2 (7895) modified grid claims comprising a total of 42 units, and the Gold Wing 1 to 6 2-post claims were staked around the JG-1 (2342A re-numbered to 216900) claim to increase the total size of the property to 1,350 ha (3,334.5 acres). All work was conducted on the original JG-1 (216900) claim within 120 m (393.7 ft) of the 1932-era Pilot shaft.

By August, 1996, Adam had allowed all of the 1988-1989-era claims to lapse and retained only the JG-1 (216900) claim over the Pilot showings area. On January 8, 1996 and from August 23 to 26, 1996, Adam staked the Gold Wing 1 to 8 (339685 to 339692) 2-post claims adjoining the JG-1 (216900) claim to the northeast. The new claims covered

200 ha (494 acres) to increase the new property's size to a total of 350 ha (864.5 acres). No work was conducted on the 1996-era claims.

By August, 1999 the 1996-era claims had been allowed to lapse. On August 18, 1999 the Jg-2 to 5 (370986 to 370989) 2-post claims were staked adjoining the northern boundary of the JG-1 (216900) claim. The 1999 version of the property covered about 238 ha (587.9 acres) after deducting for overlap. Sufficient work was done during the 1999 drill program at the Pilot showings area to keep the property in good standing until 2010. The Author assumes that the property was abandoned at that time.

1984 Pilot Showings Area: BQ diamond drilling

Holes 84-1 and 84-2 were collared about 9 m west of the 1932-era Pilot shaft and drilled toward it (Figure 5). DDH 84-1 was drilled at an orientation of 045°/-60° for a length of 20.73 m (68 ft). It intersected an altered zone hosting sparse pyrite near the bottom of the hole beneath a location 5 m (16.4 ft) northwest of the shaft. DDH 84-2 was drilled at an orientation of 090°/-65° for a length of 4.73 m (15.5 ft). From 1.98 to 4.73 m (6.5 to 15.5 ft) down the hole, a zone of up to 30% pyrrhotite was encountered. DDH 84-2 was lost at 4.73 m (15.5 ft).

A total of 12 samples were analyzed at MIN-EN Laboratories Ltd. in North Vancouver by atomic absorption. The concentrations of economic minerals were reported to have been low. The certificates of analysis in the 1984 assessment report (Wares, 1984) included rock geochemical samples and samples from other properties as well as drill core samples. The Author is not sure which samples are from where.

1988 Pilot Showings Area: AQ diamond drilling

During June and July, 1988, a total of 81.4 m (267 ft) of AQ diamond drilling was conducted in the Pilot showings area . DDH 88-3 was drilled for a length of 38.7 m (127 ft) at an orientation of 345°/- 50° from a location about 15 m (49 ft) south of the 1932-era shaft to an area just west of the shaft and beneath holes 84-1 and 84-2 (Figure 5). DDH 88-4 was drilled from the same location as 88-3 for 42.7 m (140 ft) at an orientation of 000°/-50° to an area directly beneath the shaft.

In DDH 88-3, Jeffery D. Rowe (1989) logged diorite and gabbro that had been cut by aplite dykes, quartz veins, and silicic breccia. The best intersection in that hole was from 18.9 to 21.2 m (62 to 69.5 ft) through silicic breccia and quartz veins hosting disseminations and bands of from 7 to 10% pyrite and pyrrhotite with minor chalcopyrite. That section contained: 1,127 ppm (0.113%) copper, 32 ppm molybdenum, background concentrations of lead and zinc, 0.6 ppm (0.018 oz/ton) silver, and 14 ppb gold. Other core samples from DDH 88-3 contained low concentrations of economic metals.

1988 Continued

DDH 88-4 also went through a succession of coarse-grained diorite and gabbro. Rowe (1989) described the section from 29.9 to 30.9 m (98 to 101.5 ft) as brecciated and quartz-veined volcanic containing 5 to 7% pyrite, pyrrhotite, and minor chalcopyrite as masses and veinlets. That section contained: 2,194 ppm (0.219 %) copper, 8 ppm molybdenum, background concentrations of lead and zinc, 2.1 ppm (0.061 oz/ton) silver, and 79 ppb (0.002 oz/ton) gold.

The core from both drill holes hosted sericitic and an unidentified pink alteration which was particularly intense near quartz bodies and breccia zones. Rowe (1989) also reported the presence of a fine-grained, pink mineral that he tentatively identified as a bismuth mineral. All core samples from the 1988 drilling contained only trace amounts of bismuth. The pink mineral may have been potassium feldspar associated with potassic alteration.

A total of 11 drill core samples were sent to Acme Analytical Laboratories Ltd. of Vancouver, B.C.

Figure 5: 1984-1999 Drilling at the Pilot Showings Area

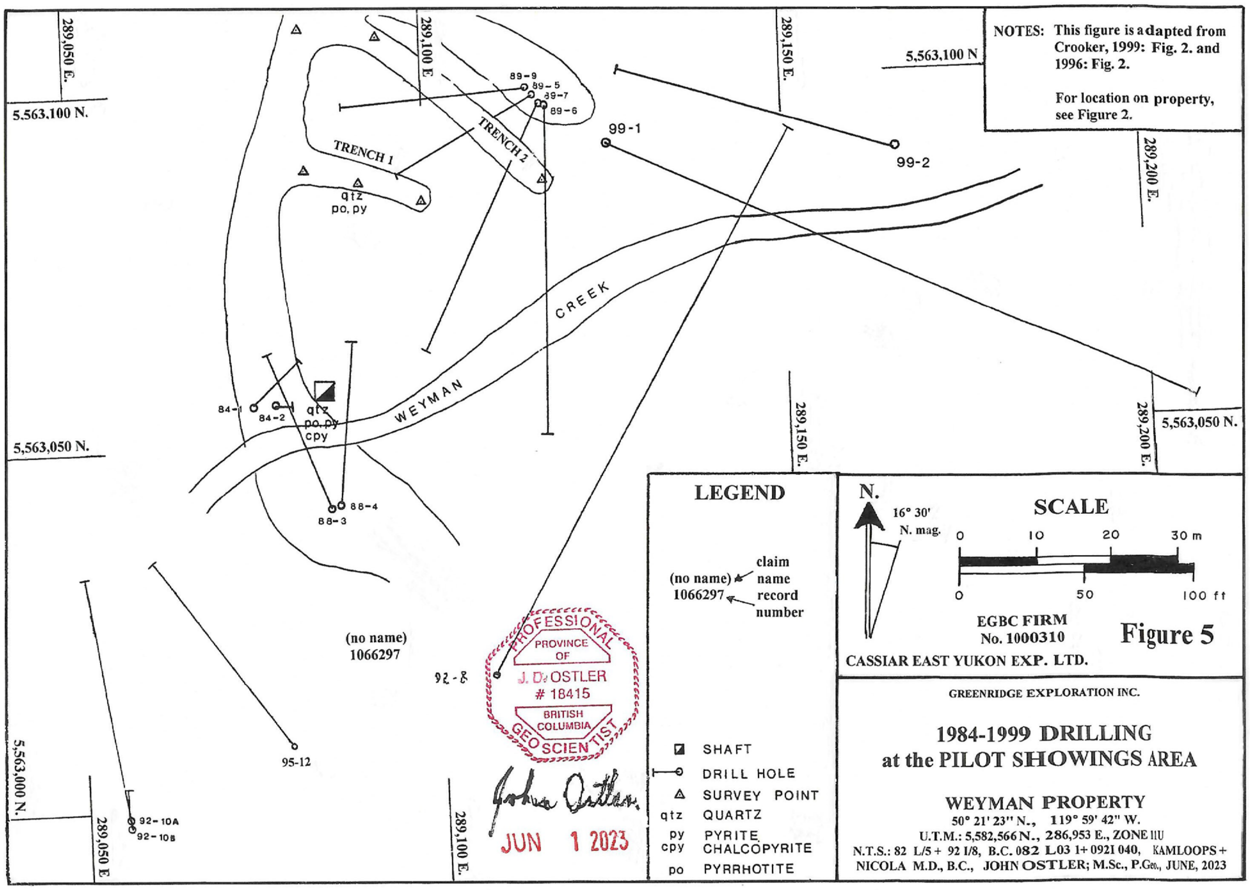
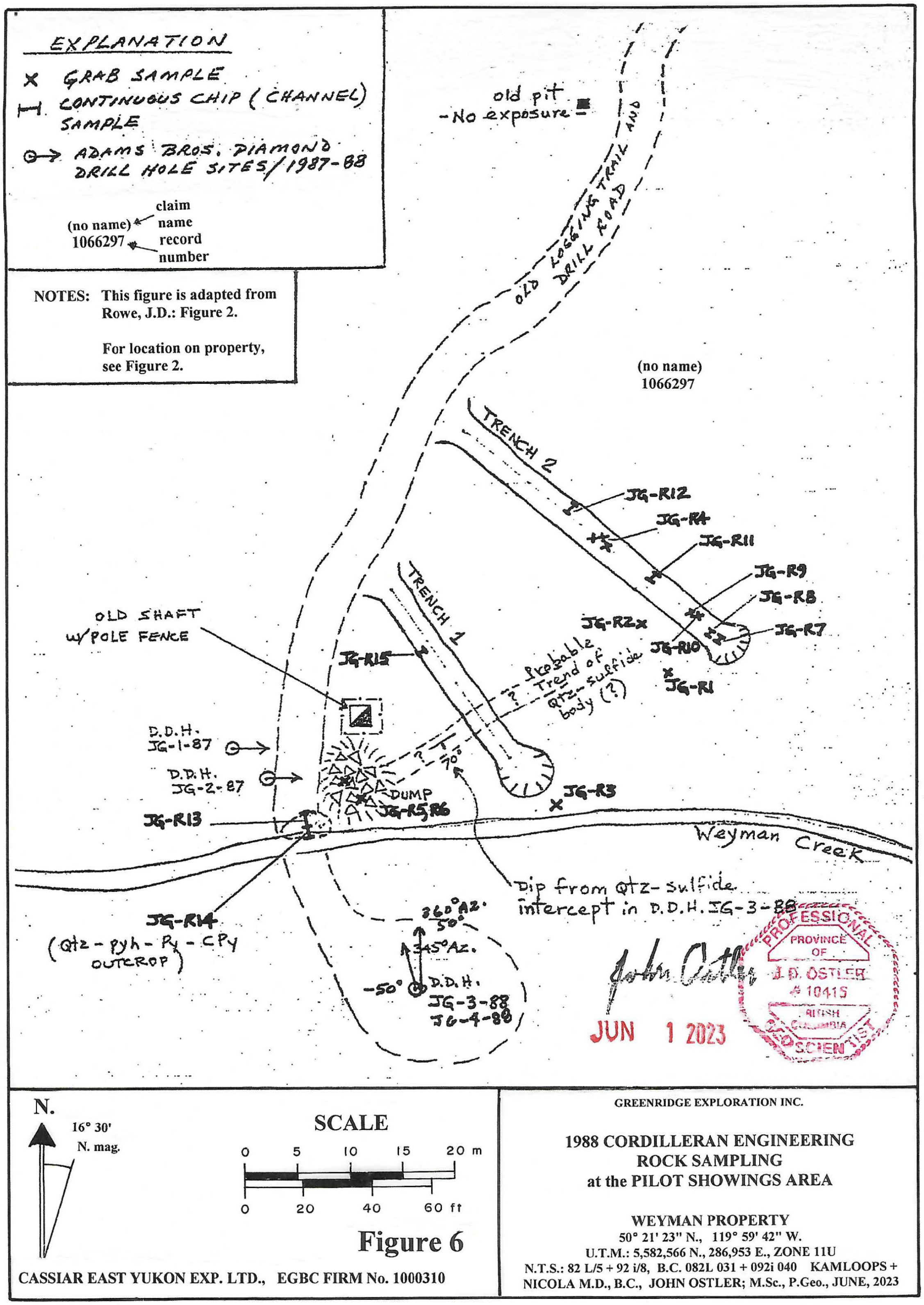


Figure 6: 1988 Cordilleran Engineering Rock Sampling at the Pilot Showings Area



1988 Pilot Showings Area: Trench sampling

By 1988, two bulldozer trenches had been excavated east of the 1932-era shaft. In 1988, Ed Balon of Cordilleran Engineering Ltd. (Rowe, 1989) took a total of 15 samples from around and in the trenches at the Pilot showings area (Figure 6).

The rock chip samples were analyzed at Acme Analytical Laboratories Ltd. of Vancouver, B.C. The first 6 samples (R1 to 6) were analyzed for silver and gold by fire assay. They averaged 0.037 oz/ton (1.268 gm/mt) silver and 0.0033 oz/ton (0.113 gm/mt) gold. The other 9 samples were analyzed for 31 elements by the induced coupled plasma (ICP) method. Those samples contained an average of 580.6 ppm copper, less than 0.03 oz/ton (10.2 ppm) silver, and less than 0.001oz/ton (0.03 ppm) gold.

The best two samples were numbered R13 and R14. Both were from the original Pilot showing on a small outcrop at the creek about 15 m (49 ft) south of the shaft. Sample R13 was a 1.4-m (4.6-ft) long channel at 160° across quartz containing a total of 30% sulphides identified as pyrrhotite, pyrite, and chalcopyrite. That sample contained: 1,388 ppm (0.139 %) copper, traces of molybdenum, lead and zinc, 0.5 ppm (0.014 oz/ton) silver, and a trace of gold.

Sample R14 was a 1.0-m (3.28-ft) long channel taken southward from the southern end of sample channel R13 across outcrop of quartz containing similar sulphides those in to channel R13. The total sulphide content of channel R14 was 40%. Sample R14 contained: 1,278 ppm (0.128%) copper, traces of molybdenum, lead and zinc, 1.1 ppm (0.032 oz/ton) silver, and a trace of gold.

1989 Pilot Showings Area: BQ diamond drilling

From October 15, to November 21, 1989, four BQ diamond drill holes were drilled from a platform located on a bulldozer cut just northeast of Trench 2 (Crooker, 1989) (Figure 5). That setup was 50 m (164 ft) at a bearing of 035° from the 1932-era shaft. Two drill holes comprising a total of 259.8 m (852 ft) of BQ core were completed.

Ten core samples were analyzed at Rossbacher Laboratories Ltd. of Burnaby, B.C. by an induced coupled plasma technique (ICP) for copper, molybdenum, lead, zinc, arsenic, silver, and gold. Six of the 10 samples contained low concentrations of those elements.

DDH 89-5 was drilled for 38.11 m (125 ft) at an orientation of 240°/-50° beneath trenches 1 and 2 (Figure 5). It hosted two significant intersections. From 27.4 to 27.7 m (89.9 to 90.9 ft), the hole passed through a quartz vein with chlorite on fractures that contained 5% pyrite, 5% pyrrhotite, and 0.5% chalcopyrite. That section contained: 1,252 ppm (0.125%) copper, 4 ppm molybdenum, background concentrations of lead and zinc, 3.6 ppm (0.105 oz/ton) silver, and 130 ppb (0.004 oz/ton) gold. From 31.9 to 32.4 m (104.7 to 106.3 ft), the hole penetrated a quartz vein with chloritic fractures that included a section of massive sulphide containing up to 70% pyrrhotite, 10% pyrite, and trace chalcopyrite. That section contained: 1,350 ppm (0.135%) copper, 7 ppm molybdenum, background concentrations of lead and zinc, 2.7 ppm (0.079 oz/ton) silver, and 5 ppb gold.

DDH 89-6 was drilled for 78.05 m (256 ft) at an orientation of 180°/-50° east of trenches 1 and 2 (Figure 5). From 20 to 21 m (65.6 to 69 ft), the hole passed through a quartz vein that contained 5% pyrite and 5% pyrrhotite. That section contained: 2,047 ppm (0.205%) copper, 10 ppm molybdenum, background concentrations of lead and zinc, 3.2 ppm (0.093 oz/ton) silver, and 740 ppb (0.022 oz/ton) gold.

DDH 89-7 was drilled for 65.55 m (215 ft) at an orientation of 205°/-50°E beneath the eastern end of Trench 2 (Figure 5). That hole contained no significantly mineralized sections.

DDH 89-9 was drilled for 78.05 m (256 ft) at an orientation of 264°/-50° beneath trenches 1 and 2 (Figure 5). From 8.1 to 9 m (26.6 to 29.5 ft), the hole passed through a quartz vein that contained 10% pyrite in fractures. That section contained: 1,061 ppm (0.106%) copper, 9 ppm molybdenum, background concentrations of lead and zinc, 0.8 ppm (0.023 oz/ton) silver, and 5 ppb gold.

1992 Pilot Showings Area: BQ diamond drilling

From July 2 to 16, 1992, DDH 92-8 was drilled for 160.7 m (527.2 ft) at an orientation of 029°/-50° from a location about 55 m (180 ft) at a bearing of 149° from the 1932-era shaft (Figure 5) (Crooker, 1992). It went into an area east of the Pilot showings area. The hole penetrated mostly fine to medium-grained hornblende quartz diorite. The rock contained several narrow silicified zones and veins, none of which were deemed to have been worth sampling.

Sometime later in 1992, DDH 92-10A and 10B were drilled north-northwestward from a location about 68 m (223 ft) at a bearing of 204° from the 1932-era shaft (Figure 5). DDH9210A was drilled at an orientation of 000°/-50° and seems to have been lost at 12.8 m (42 ft). DDH92-10B was drilled at an orientation of 349°/-65° for 91.5 m (300 ft). It went into an area southwest of the shaft. No core was sampled or analyzed. It appears that the work was not filed for assessment credit. However, Grant Crooker (1996) mentioned it. No core from the 1992 drilling was sampled or analyzed.

1995 Pilot Showings Area: AQ Diamond Drilling

During 1995, Harold Adam drilled two AQ diamond drill holes comprising a total of 156.7 m (514.1 ft) of core in the southern part of the Pilot showings area (Figure 5) (Crooker, 1996).

DDH95-12 was drilled at an orientation of 308°/-80° from a location about 36 m (36 ft) at a bearing of 184° from the Pilot shaft (Figure 5). G.F. Crooker (1996) reported that DDH 95-12 intersected mainly fine to medium-grained, light grey to green hornblende quartz diorite, with one narrow, 75 cm (2.5 ft) wide section of grey to green argillite. Several sections of silicified/skarn material were encountered in the drill hole, but only one narrow section (41.76 to 42.67 m or 137 to 140 ft) showed significant sulphide mineralization. Approximately 5% pyrite and pyrrhotite with lesser sphalerite were noted in the section.

Grant Crooker (1996) indicated that DDH95-11 was drilled from a location 130 m (426.5 ft) south of DDH95-12 at an orientation of 320°/-70° for a length of 48.78 m (160 ft). Crooker (1996) reported that argillite was intersected in the entire drill hole, with traces of pyrite noted along the foliation. The section from 36 to 43.9 m (118.1 to 144 ft) showed an increase in pyrite content up to 2% along the foliation and along fractures. Graphite was noted in the section from 43.3 to 43.9 m (142 to 144 ft). No core from the 1995 drilling was sampled or analyzed.

1999 Pilot Showings Area: BQ diamond drilling

During August, 1999, Harold Adam drilled two comparatively long BQ diamond drill holes comprising a total of 305.6 m (1,002.5 ft) of core that tested an area east of the Pilot showings area trenches (Figure 5) (Crooker, 1999). A total of 42 drill core samples were analyzed for 32 elements by induced coupled plasma (ICP) technique at Chemex Labs Ltd. of North Vancouver, British Columbia.

DDH99-1 was drilled at an orientation of 112°/-52° from a location about 11 m (36 ft) at a bearing of 052° from the eastern end of Trench 2 (Figure 5). Grant Crooker (1999) reported that DDH 99-1 intersected grey-green quartz diorite, with weak, pale pink biotite alteration of the mafic minerals. Grey-green silicified zones with 2% pyrrhotite, 2% pyrite, and traces of chalcopyrite were intersected throughout the hole, as were narrow white quartz veinlets, breccias and stockwork locally with 10% pyrrhotite, 10% pyrite, and 1% chalcopyrite. The results for gold were very low, with a maximum concentration of 90 ppb across 20.3 m (6.7 ft). Generally, copper concentrations were in the 150 to 500 ppm range with a maximum concentration of 3,660 ppm (0.366%) across 0.87 m (2.85 ft).

The most notable intersection of a quartz vein in DDH99-1 was 0.37 m (1.21 ft) from 19 to 19.37 m (62.3 to 63.5 ft) where a white quartz vein hosted 70% pyrrhotite, 2% pyrite, and 1% chalcopyrite. That section contained: 3,660 ppm (0.366%) copper, background concentrations of lead and zinc, 26 ppm (0.758 oz/ton) silver and 35 ppb (0.001 oz/ton) gold.

DDH99-2 was drilled at an orientation of 286°/-70° from a location about 50 m (164 ft) at a bearing of 087° from the eastern end of Trench 2 (Figure 5). G.F. Crooker (1999) reported that DDH 99-2 intersected fresh, grey quartz diorite with no pink alteration of the mafic minerals. A number of narrow, grey-green silicified zones with 2% pyrite, 1% pyrrhotite, traces of chalcopyrite were penetrated. Narrow white quartz veinlets, breccias, and stockwork were intersected throughout the hole locally which contained; 5% pyrite, 2% pyrrhotite, 1% arsenopyrite, and traces of chalcopyrite. The results for gold were low, with three sections containing weakly anomalous concentrations of: 220 ppb (0.006 oz/ton) across 0.57 m (1.87 ft), 135 ppb (0.004 oz/ton) across (0.87 m (2.85 ft), and 120 ppb (0.004 oz/ton) across 0.35 m (1.15 ft). A number of sections contained weakly anomalous copper concentrations in the 150 to 500 ppm range with a maximum concentration of 1,320 ppm (0.132%) across 0.14 m (0.46 ft). A total of 57 core samples were taken to Chemex Labs Ltd. of North Vancouver, B.C. At the lab, the core samples were analyzed for 34 elements by induced coupled plasma (ICP) technique, gold was assayed by fire assay and atomic absorption.

Before his passing, Harold Adam stored the core from the 1984 to 1989 drill programs at his residence in Tulameen, British Columbia. Reportedly, some of that core is stored in Princeton, B.C. by his son Mike Adam. The core from the 1992 to 1999 drill programs was stored southwest of Weyman Creek near the 1932- era shaft.

A list of sampling at the Pilot showings area and laboratories at which those samples were processed is as follows:

Table 4

Sampling of the Pilot Showings Area

Year	Number and Type of Samples	Analysis	Laboratory	Comments
1984	12 including drill core and samples from other properties	AA	MIN-EN Laboratories Ltd. North Vancouver, B.C.	Well-respected in the 1980s, no longer in business
1988	11 drill cores 6 rocks 9 rocks	34-element ICP + ST FA 34-element ICP + ST	Acme analytical Laboratories Ltd. Vancouver, B.C.	Well-respected in the 1980s, acquired by Bureau Veritas in 2009 currently ISO accredited
1989	11 drill cores	7-element ICP	Rossbacher Laboratory Ltd. Burnaby, B.C.	Well-respected in the 1980s, no longer in business
1992 and 1995	no samples taken	n/a	n/a	n/a
1999	57 drill cores	34-element ICP + FA+AA for gold	Chemex Labs Limited	Well-respected in the 1990s, now ALS Minerals, part of ALS Canada Ltd. currently ISO accredited

NOTE: ICP = induced coupled plasma, FA = fire assay, AA = atomic absorption, ST = standard samples analyzed with submitted samples to ensure accuracy

2014 Western Weyman Property Area: Staking and soil survey

On May 21, 2014, HPX Quesenellia Holdings map-staked the 2014-era Weyman property. The property comprised 10 mineral claims covering 8,270.50 ha (20,428.14 acres). The eastern margin of that property covered the western part of the current Weyman Property area (Figures 4 and 7 to 9).

From July 10 to 16 and from July 22 to 29, 2014, Jeff Clarke and an assistant conducted a reconnaissance total metal ion soil survey over a grid that comprised a total of 48.36 km (29.5 mi) of lines run along the U.T.M. grid lines in Zone 10U (Clarke and Boyd, 2015) (Figures 7 to 9). That survey grid covered a total of 41.7 km^2 (15.5 mi^2), of which 11.3 km^2 (4.2 mi^2) was on ground covered by the western part of the current Weyman Property area (Figure 4). Lines were spaced 1,000 m (3,280.0 ft) apart. A total of 253 soil samples were taken at intervals along lines ranging from 100 to 200 m (238.1 to 656.2 ft).

The soil samples were analyzed at ALS Minerals of North Vancouver, British Columbia. Clay fractions were separated and analyzed by induced coupled plasma (ICP) technique (procedure MS41L) for 53 elements including gold. Ultra-trace gold determinations were made via procedure ST43.

Figure 7: 2014 HPX Quesnellia Survey: Copper in Soils

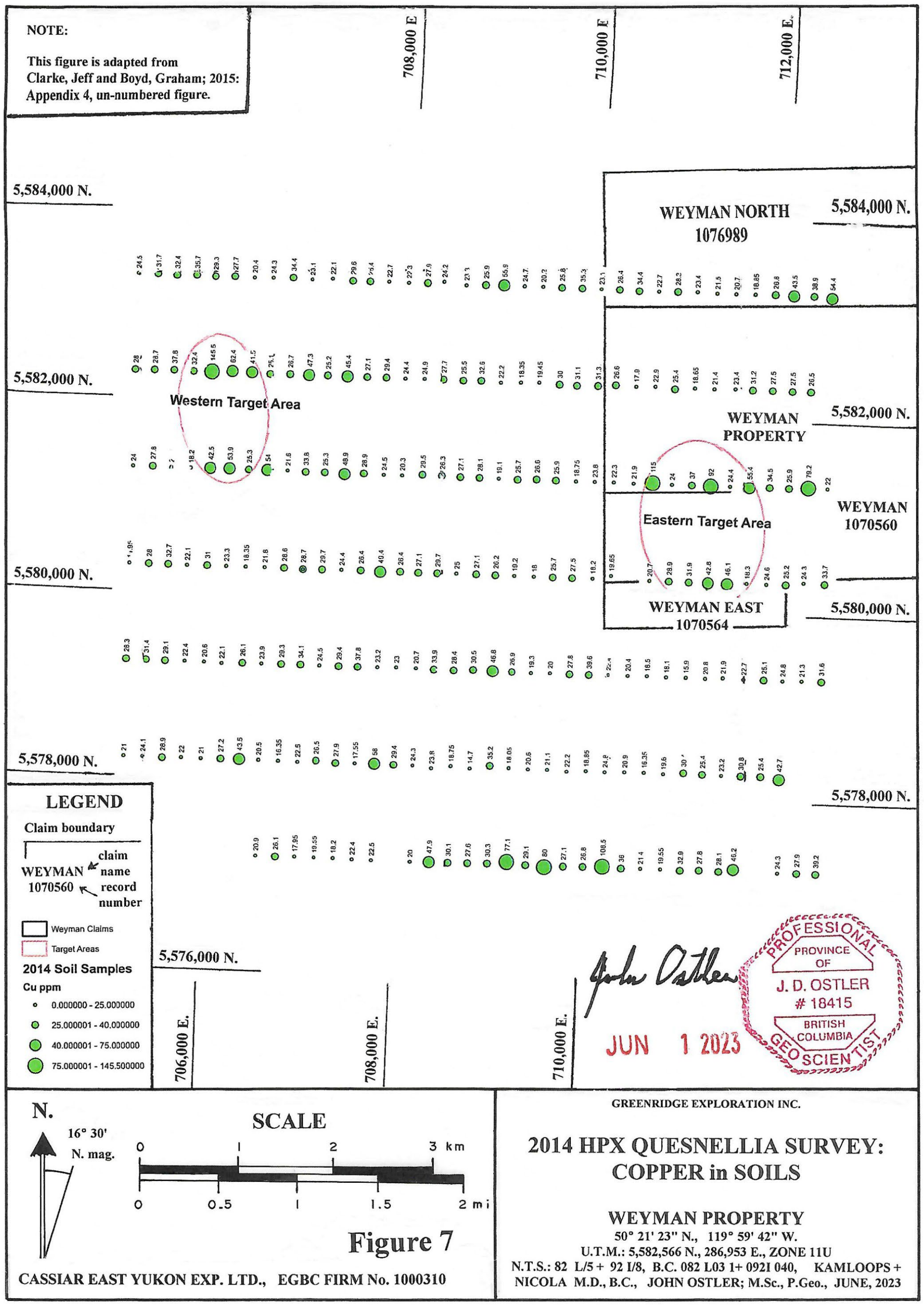


Figure 8: 2014 HPX Quesnellia Survey: Molybdenum in Soils

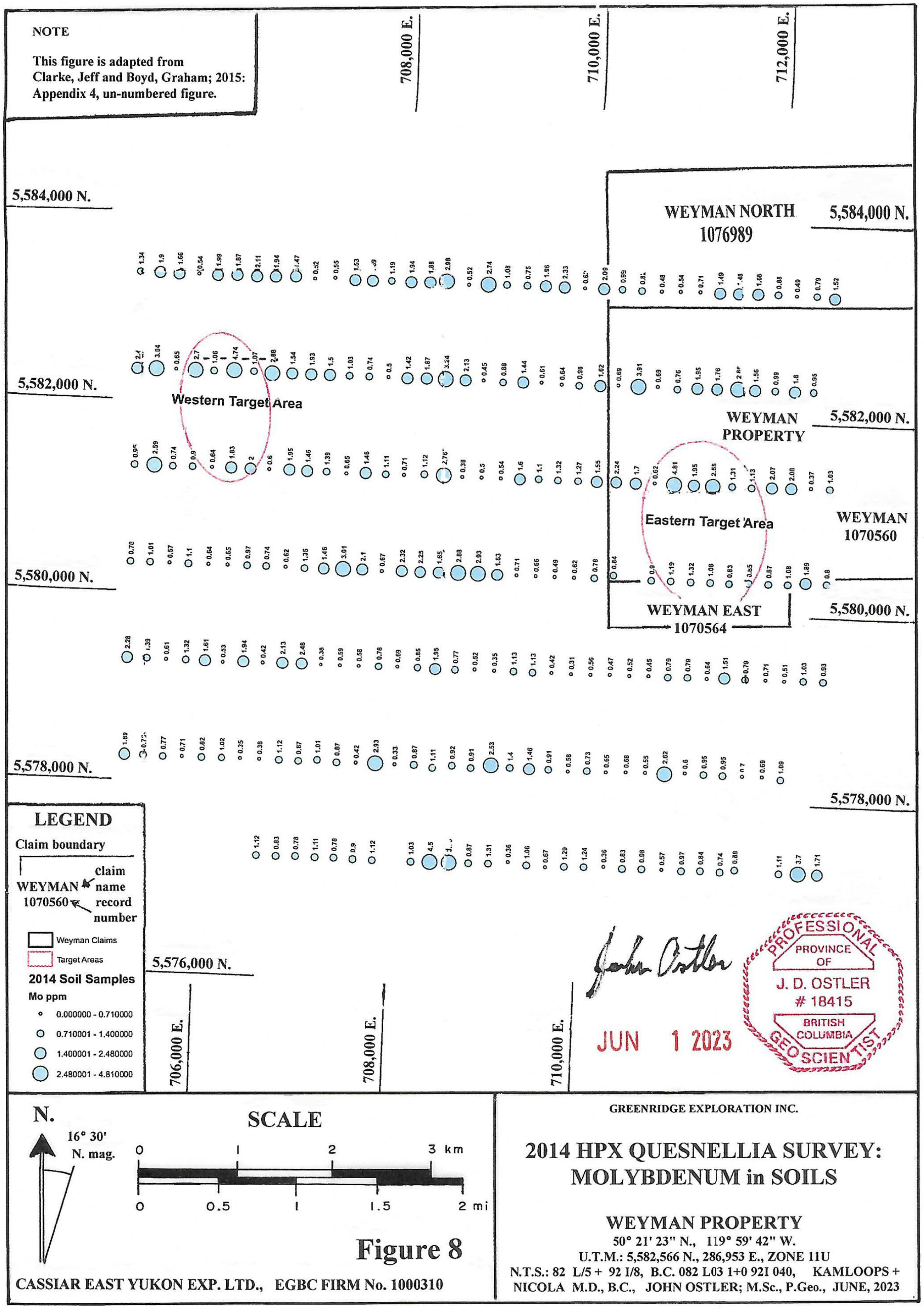
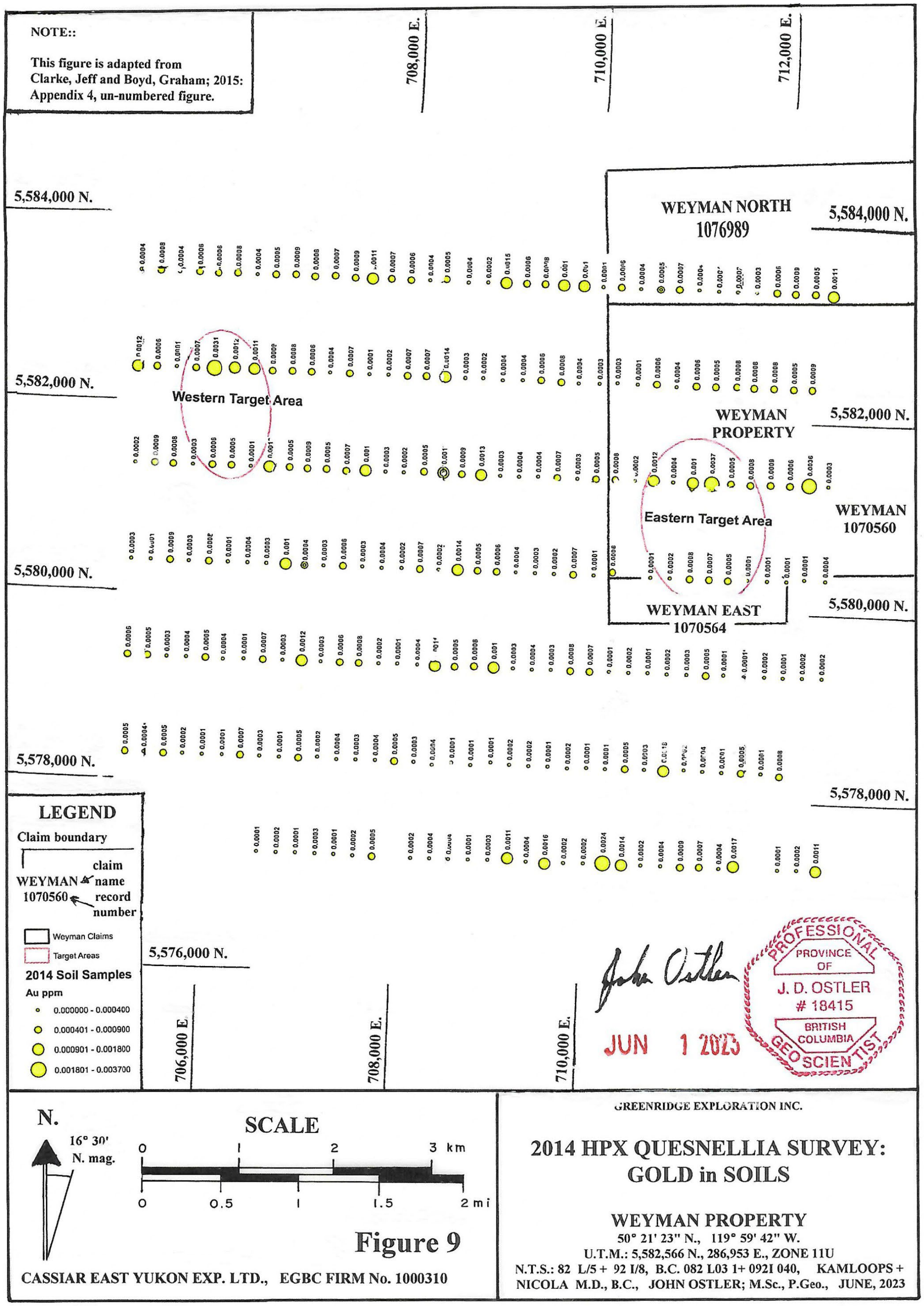


Figure 9: 2014 HPX Quesnellia Survey: Gold in Soils



2014 Continued

Jeff Clarke and Graham Boyd (2015) reported the results of the 2014 soil survey as follow:

... Two areas of interest were identified (Figures 7 to 9)... The eastern target returned values (concentrations) up to 115 ppm copper ... and 0.0037 ppm gold ... with samples of interest across 1 km of sampling on a single line. The eastern target lies adjacent to a regional northeast trending fault interpreted from regional magnetics. The western target returned up to 145 ppm copper and 0.0031 ppm gold over 800 m (2,644.7 ft) on a single line. Elevated results of up to 54 ppm copper and 0.0013 ppm gold ... were returned on the soil line immediately south of the western target. Both targets are located in areas with outcrop exposure. At the eastern target, variably chloritic altered diorite and gabbro are in contact with Nicola Group andesite with variably weak to moderate quartz + carbonate veining with localized zones with disseminated pyrite. The western target is in proximity to localized outcrop of a suite of intrusives including gabbro, diorite and granodiorite with no significant alteration noted.

Clarke, Jeff and Boyd, Graham; 2015: pp. 11-12 (un-numbered).

2018 to 2020 Staking of the Current Weyman Property

From February 5, 2018 to August 22, 2019, Mike Adam of Princeton, British Columbia assembled most of the mineral claims that comprise the current Weyman Property (Table 1). He paid cash in lieu of work to keep the ground until it was protected by the Covid-19 pandemic-related Order 13180-20- 411 in March 2020.

2020 Claim Transfer and Staking and Option

On February 5, 2020 Mike Adam transferred ownership of the claims comprising the Property to Platinum of Coldstream, British Columbia, a private company that he owns and controls.

On July 4, 2020 the WEYMAN EAST 2 (1077087) claim was staked to increase “elbow room” between the Pilot showings area and the eastern Weyman Property boundary.

On July 13, 2020, Monumental Gold Corp. of Vancouver, British Columbia entered into an option agreement with Platinum to acquire a 100% interest in the Weyman Property subject to a 2% net smelter return.

2020 Airborne Magnetic Survey

Balch Exploration Consulting Inc. of Rockwood, Ontario was contracted by Monumental Gold Corp. through Max Investments Ltd. of Vancouver, British Columbia to conduct airborne magnetic survey over the Weyman Property area. The survey grid covered all of the Property area with the exception of the WEYMAN EAST 2 (1077087) claim, which was staked after design of the airborne survey (Figures 4, and 10 to 13).

The survey was flown by Precision GeoSurveys Inc. of Langley, British Columbia from September 2 to 3, 2020 using an Airbus AS350 helicopter. The helicopter was equipped with a slung tri-axial magnetic gradient bird-type system, data acquisition system, laser altimeter, barometer, pilot guidance unit, and GPS navigation systems. In addition, two base stations were used to record temporal magnetic variations. Subsequently, raw data was processed by Balch Exploration Consulting Inc. (Cunningham, 2020).

The survey was conducted over a grid described as follows:

Table 5

Flight and Tie-line Specifications of the 2020 Monumental Gold Magnetic Survey

Survey Block	Area (km2)	Line Type	No. of Lines	Line Spacing (m)	Line Orientation (on UTM Grid)	Mean Survey Height (m)	Total Planned Line-km	Total Actual Line-km Flown
Weyman	**26.6**	Survey	134	50	000°/180°	76.7	534	534
		Tie	10	500	090°/270°	68.9	57	57
		Total	**144**				**591**	**591**

NOTE: This table is adapted from Cunningham, Michael; 2020: Table 1.

The Author's interpretation of the Monumental Gold aeromagnetic survey results (Ostler, 2020) were as follow:

There are a total of four magnetic domains in the Weyman Property area, two in the area's eastern part and another two in its western part (Figures 10 to 13). The eastern and western domains are separated by a steeply westward-dipping thrust fault that transects the survey area from north to south (Figure 13). That fault, herein named "the Weyman Thrust", is most visible in the distribution of the total magnetic field and the vertical magnetic gradient (Figures 10 and 11). It is obscured by local magnetic textures in the distribution of the horizontal magnetic gradient (Figure 12).

There is a domain of moderately high magnetism associated with the Triassic-age Wild Horse batholith in the northeastern part of the property area. A northwesterly trending texture across that domain is interpreted to be related to a set of faults that cross the batholith. The contact between the northeastern domain related to the batholith and the southeastern magnetic domain hosted by meta- volcanic and meta-sedimentary rocks of the Triassic-age Nicola Group is represented by a distinct change in magnetism across a trend oriented at 060°-240°.

The southeastern magnetic domain is an area of moderate magnetism. At least three westerly dipping thrust faults are evident in the magnetic distribution across that domain (Figure 13). They are interpreted to be related to local stacking of comparatively ductile meta-sedimentary and meta- volcanic rocks as they were shoved eastward past the rigid mass of the Wild Horse batholith. Like with the Weyman Thrust in the western part of the property area, areas of low magnetism located west of, and above the thrust plates in the southeastern domain are interpreted to have been due to alteration and silicification migrating upward through rocks above the thrust plates (Figures 10 and 13). The Pilot showings area is located at the surface trace of one of the thrust faults, herein named "the Pilot Thrust" (Figure 13). It is expected that the silicification, alteration, and sulphide mineralization at the Pilot showings area may be typical of that located near surface along the thrust fault planes throughout the southeastern magnetic domain.

The Weyman Thrust, which separates the eastern and western magnetic domains in the property area, is much more extensive and more magnetically intense than those in the southeastern magnetic domain (Figures 10 and 13). Unlike in the eastern part of the property area, the magnetic characters of the two western magnetic domains are related to fluid movement along the plane of the Weyman Thrust and not primarily to underlying rock types.

Figure 10: 2020 Monumental Gold Survey: Total Magnetic Field

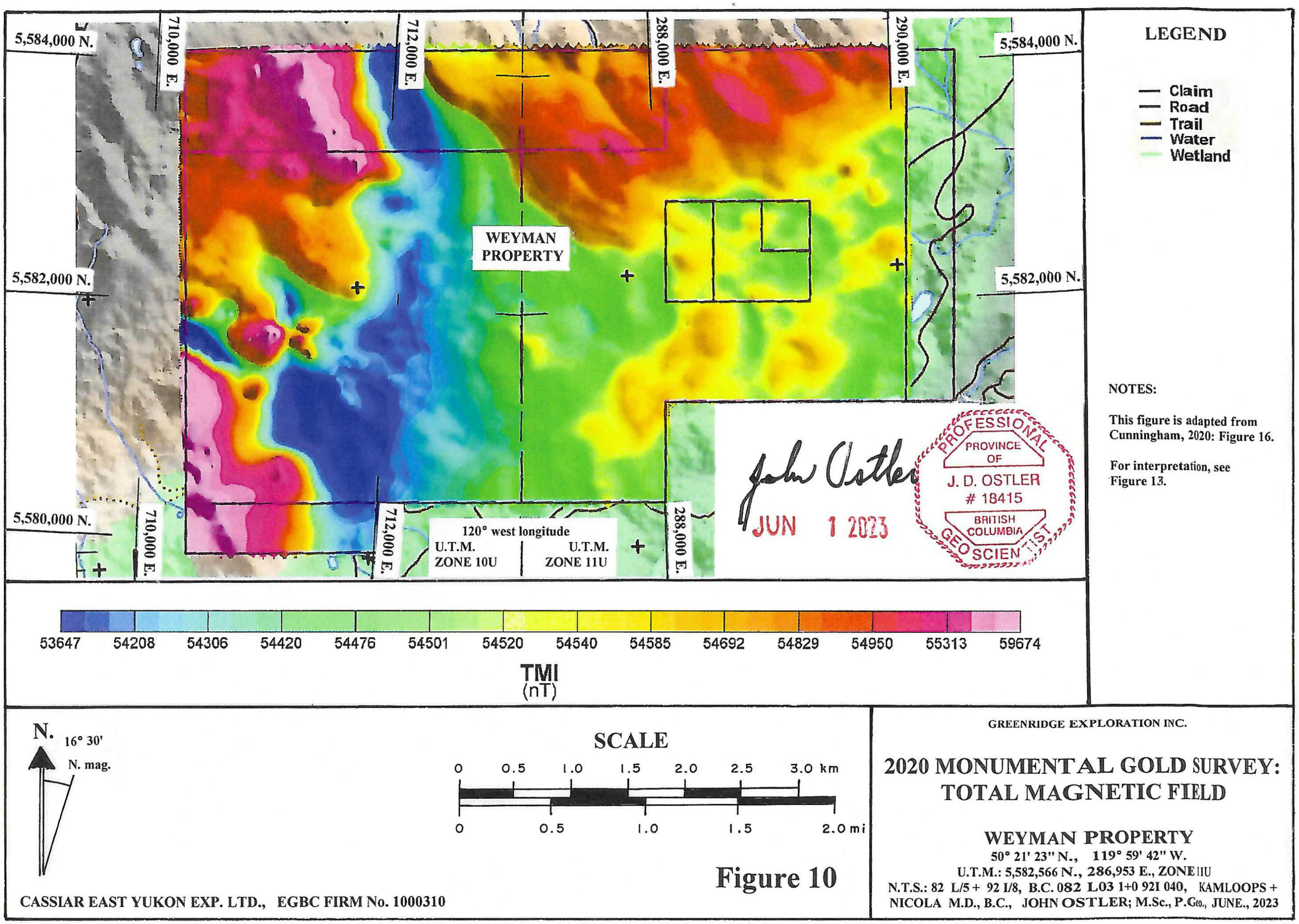


Figure 11: 2020 Monumental Gold Survey: Vertical Magnetic Gradient

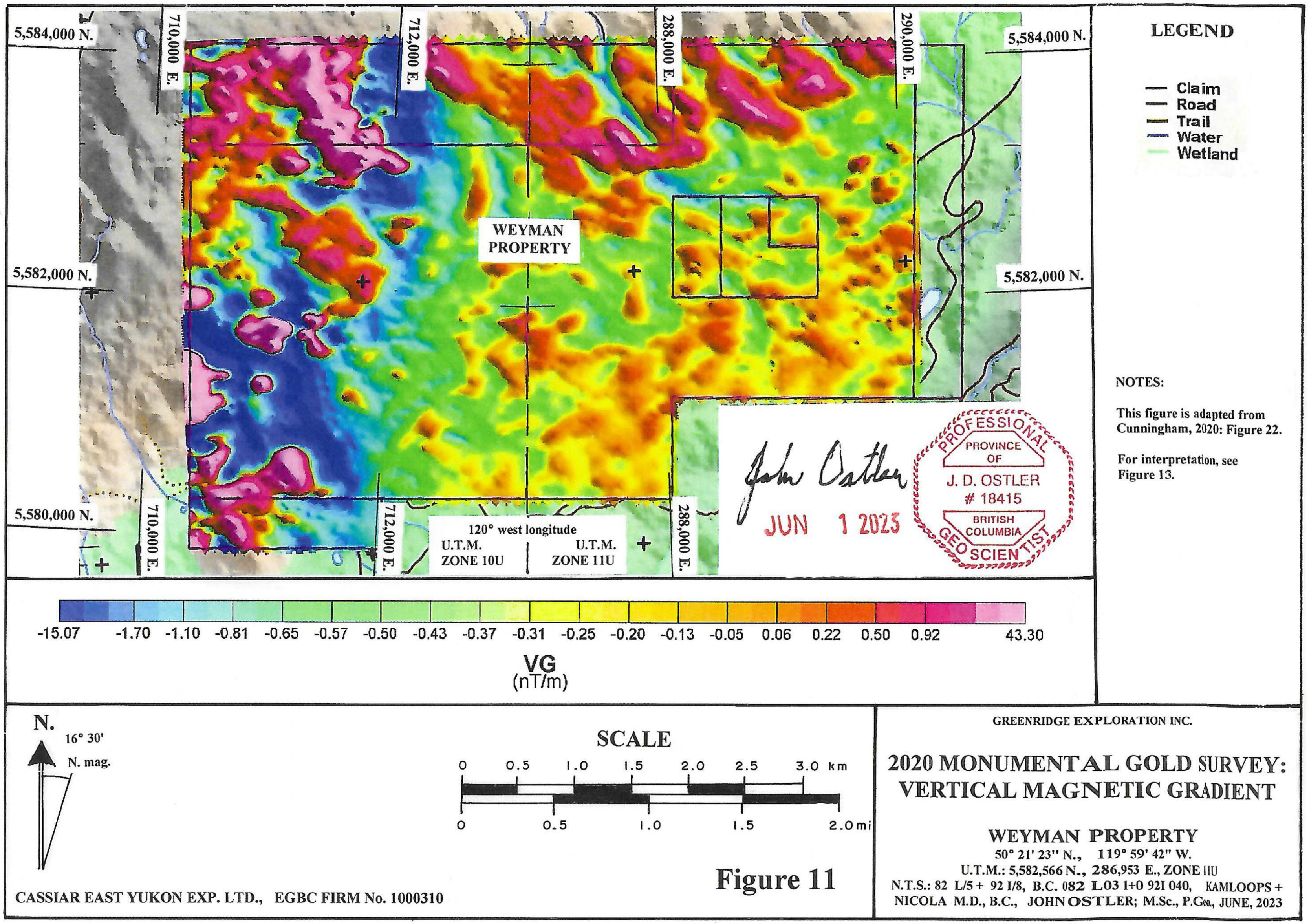


Figure 12: 2020 Monumental Gold Survey: Horizontal Magnetic Gradient

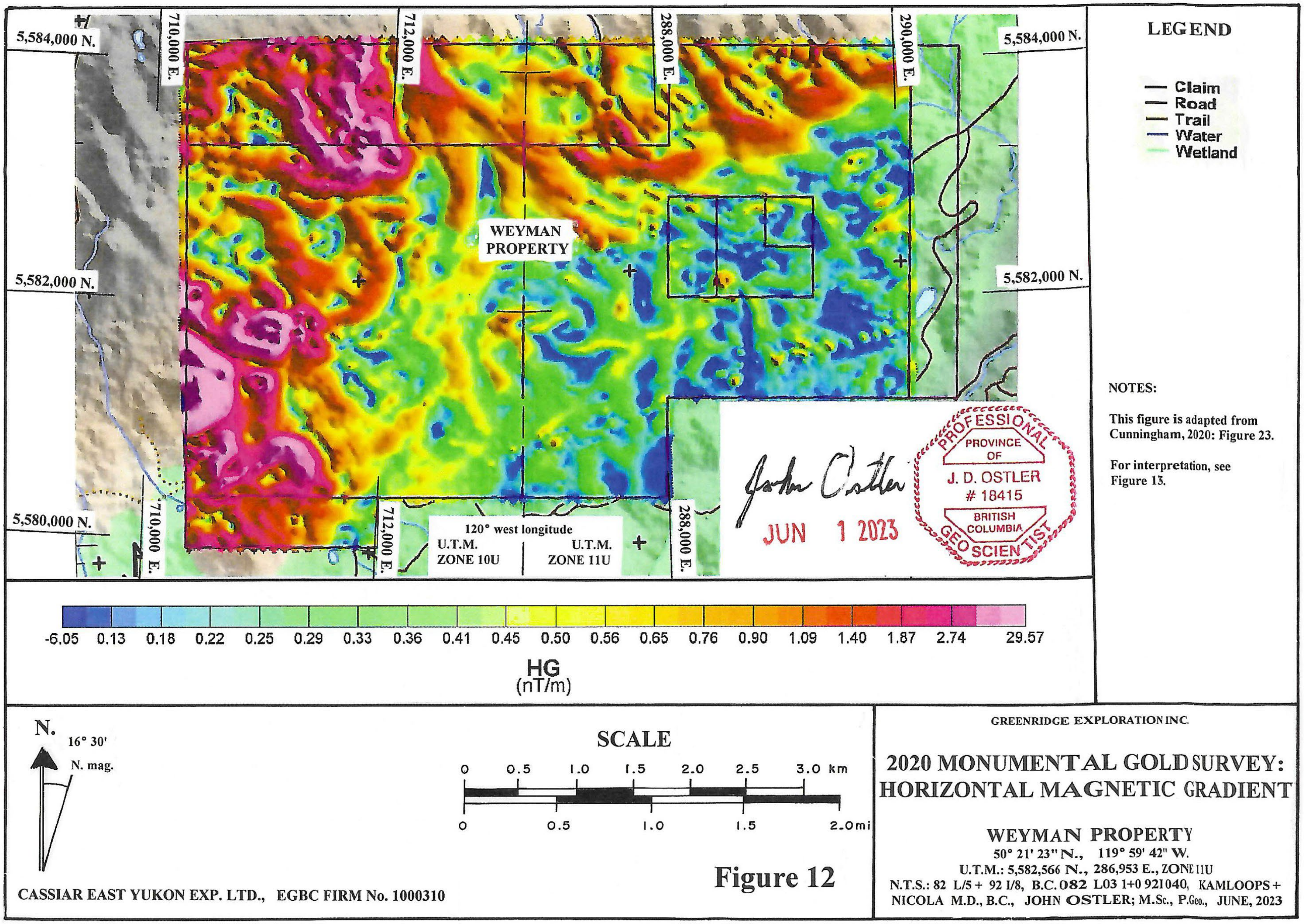
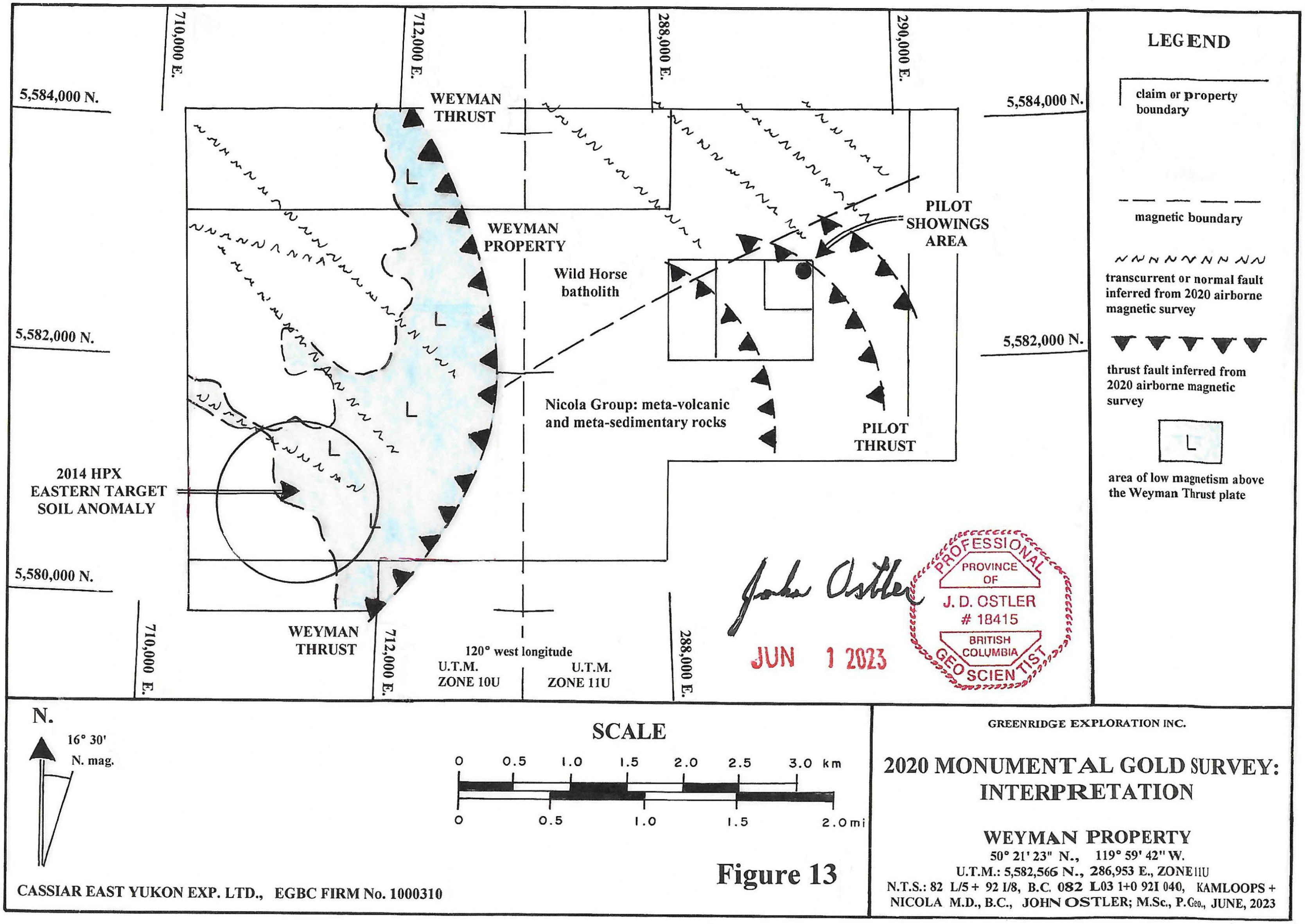


Figure 12

Figure 13: 2020 Monumental Gold Survey: Interpretation



2020 Continued

In the western boundary area of the Property area, is an area of comparatively high magnetism with a high degree of magnetic variability (Figures 10 to 13). The textures created by the vertical and horizontal magnetic gradients indicate that there was significant fluid movement through the rocks of that magnetic domain. Circular structures formed in the distribution of the horizontal magnetic gradient suggest the presence of plumes of hydrothermal alteration (Figure 12).

Directly above the plane of the Weyman Thrust is a domain of very low magnetism. This is interpreted to be due to intense alteration above the fault plane. The surface trace of that domain is at least 4 km (2.44 mi) long and a maximum of 2.2 km (1.34 mi) wide. In the Weyman Property area, it covers a surface area of about 6 km^2 (2.23 mi^2) (Figures 10 and 13). It is assumed that the lower margin of the domain of low magnetism is on the plane of the Weyman Thrust and that its upper margin is above and roughly parallel with the thrust plane. Thus, it is assumed to be in the form of a westward dipping plate.

Results of the 2014 HPX Quesenellia soil survey indicate that copper and gold are concentrated near the upper margin of the domain of low magnetism like at the 2014 HPX Quesenellia Eastern Target area (Figures 7, 9, and 15). The relation between soil-molybdenum concentrations in the 2014 HPX Quesenellia survey and the domain of low magnetism are less direct. The Author believes that most of the copper, gold, and molybdenum in these rocks predates the Weyman Thrust and the alteration associated with it. During the alteration along the Weyman Thrust, molybdenum has been relatively immobile, and gold and copper have been mobilized and to some extent re-deposited during alteration above that fault plane. Probably, the stability of molybdenum in soils makes it a reliable indicator of the location of original copper-molybdenum-gold porphyry mineralization.

Ostler, John; 2020: pp. 37 and 39

2021 Soil Survey

In the Spring of 2021, Monumental Gold Corp. contracted with Max Investments Ltd. of Vancouver, British Columbia to conduct a total metal ion soil survey over two grids. Sampling was conducted by a 6-person field crew led by Christopher Dyakowski, P.Geo. and Tom Dyakowski, B.Sc. from May 15 to June 3, 2021 (Dyakowski, 2021). In both the eastern and western grid areas, lines were laid out at 100-m (328-ft) spacings along the east-west U.T.M. grid lines. The boundary of U.T.M. zones 10U and 11U bisects the property between the two grids; thus, the lines of the two grids are not parallel (Figures 4, and 14 to 17).

The eastern grid covered some of the northeastern part of the WEYMAN (1070560) claim, and all of the no name (1066297), WEYMAN (1066341), and WEYMAN2 (1066343) claims. It is centered near the intersections of the Pilot showings area and the Pilot Thrust on the no name (1066297) claim (Figures 4, 7, 13, 14, and 16). The eastern grid comprised 20 2,050-m (6,725.7-ft) long lines comprising a total of 28.7 km (17.8 mi) of line. It covered 389.5 hectares (962.1 acres).

The western grid covered the southwestern part of the WEYMAN (1070560) claim in the areas of the 2014 HPX Cordilleran Eastern Target soil anomaly and the central part of the aeromagnetic low present on the upper plate west of the Weyman Thrust (Figures 4, 7, 13, 15, and 17). That grid comprised 14 2,000-m (6,561.7-ft) long lines comprising a total of 40.0 km (24.8 mi) of line. It covered 260 hectares (642.2 acres).

Samples were taken at 50-m (164-ft) intervals along each line where soils and drainage permitted. Organic soils in bogs were not sampled. A total of 1,426 soil samples were taken from the two grid areas.

2021 Continued

Tom Dyakowski reported that samples were taken from the illuviated 'B' soil horizon the depth of which varied from 5 to 50 cm (2 to 19.7 inches) beneath surface.

A total of 1,426 soil samples were taken to Bureau Veritas Commodities Canada Ltd. of Vancouver, British Columbia where they were subjected to induced coupled plasma (ICP-ES) procedures.

Although soil samples were subjected to a 33-element induced coupled plasma (ICP) treatment at Bureau Veritas, only the results for copper and manganese were investigated in detail in Tom Dyakowski's (2021) assessment report (Figures 14 to 17). His note of the 2021 soil geochemical results were as follow:

The results for the ppm concentrations of copper (Cu) and manganese (Mn) were plotted with GIS software. These elements were chosen for their significance in identifying potential Cu-Mo-Au porphyry deposits, where one would expect to find elevated Cu and depleted Mn proximal to the main ore body (Lang and Titley, 1998). Other potentially important elements like Mo, Pb, etc. were not discovered in enough abundance or with enough of a numerical distribution to be useful for plotting.

Dyakowski, Tom; 2021: p. 14.

The Author disagrees with Tom Dyakowski's last statement. One only has to look at the distribution of molybdenum and gold from the 2014 HBX Quesnellia soil survey (Figures 8 and 9) to see that several metals and elements are worth investigating in detail.

Dyakowski's conclusions regarding the 2021 Monumental Gold Soil survey were as follows:

The 2021 soil survey on the Weyman Property was conducted in order to define the potential for a porphyry copper deposit. Lines were spaced by 100 m (328 ft), and samples were taken along east-west UTM grid lines at 50-m (164-ft) intervals.

The West Grid survey returned up to 275 ppm copper (Figure 15) and a very loosely-defined broad trend can be observed with copper values (concentrations) increasing in the northern direction. The East Grid survey (Figure 14) returned up to 86 ppm copper with no obvious pattern or trend observed in the vicinity of these elevated values (concentrations). In both grids when manganese and copper values (concentrations) are compared, there is no recognizable inverse trend as could be expected when defining the location of the main ore body in a porphyry copper system.

Dyakowski, Tom; 2021: p. 19.

The Author calculated the anomalous and sub-anomalous thresholds of copper and manganese in soils from the 2021 Monumental Gold survey using the first and second positive standard deviations of a normal distribution of a single population of all the samples resulting in a total population of N = 1,426. Soils from both the eastern and western grids were included in one population to make the thresholds resemble most closely those of a regional survey.

Figure 14: 2021 Monumental Gold Survey: Eastern Grid, Copper in Soils

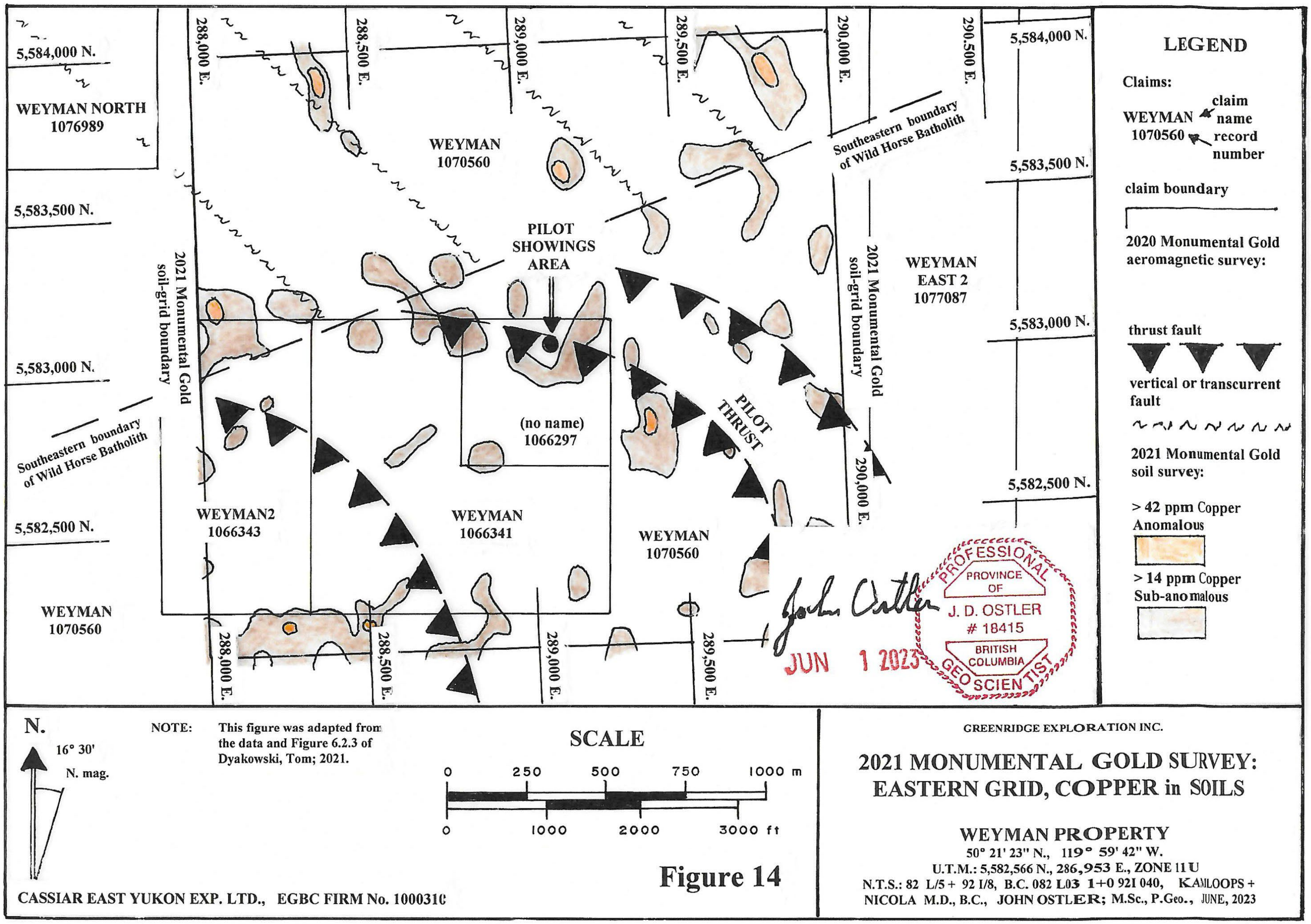


Figure 15: 2021 Monumental Gold Survey: Western Grid, Copper in Soils

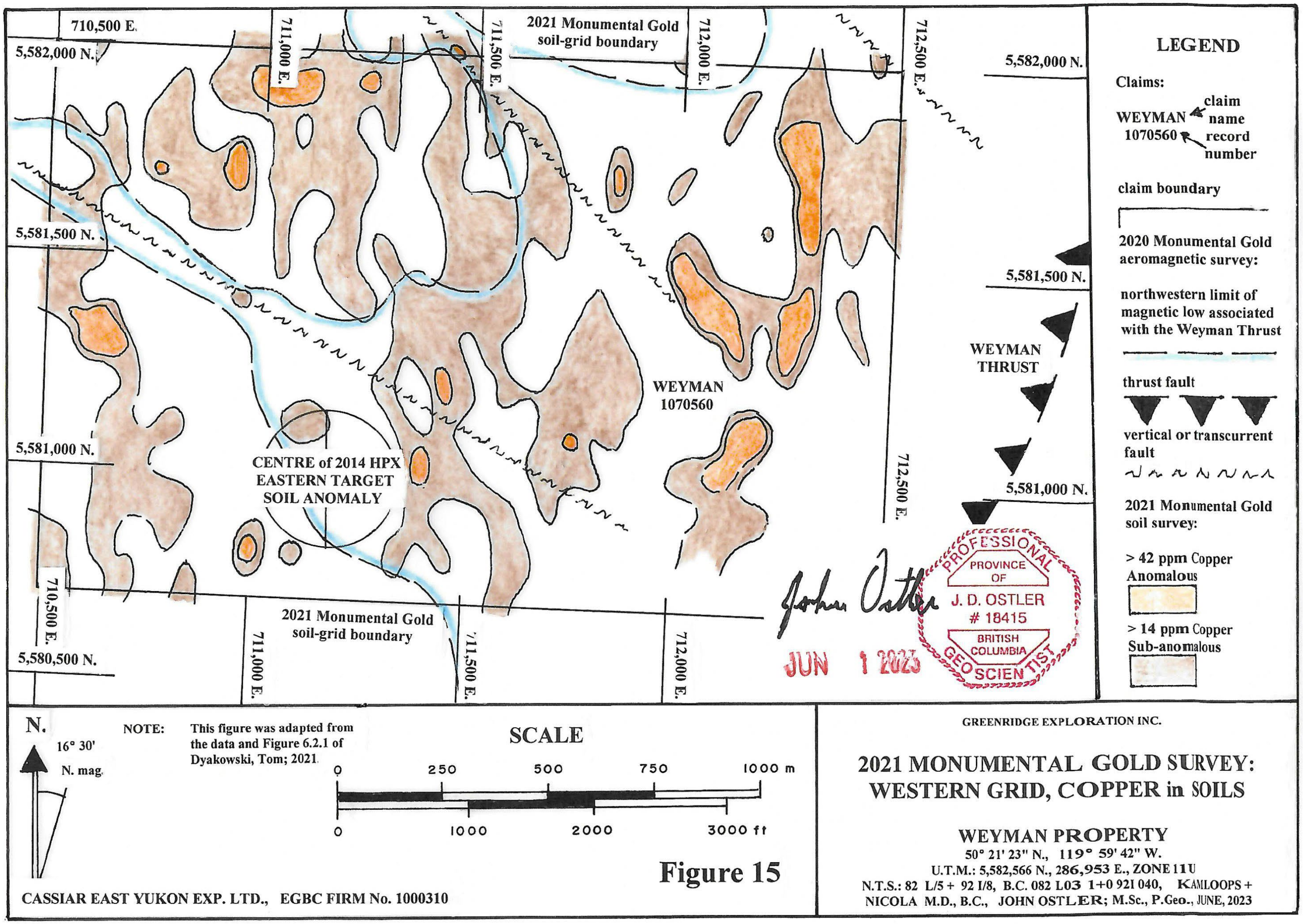


Figure 15

Figure 16: 2021 Monumental Gold Survey: Eastern Grid, Manganese in Soils

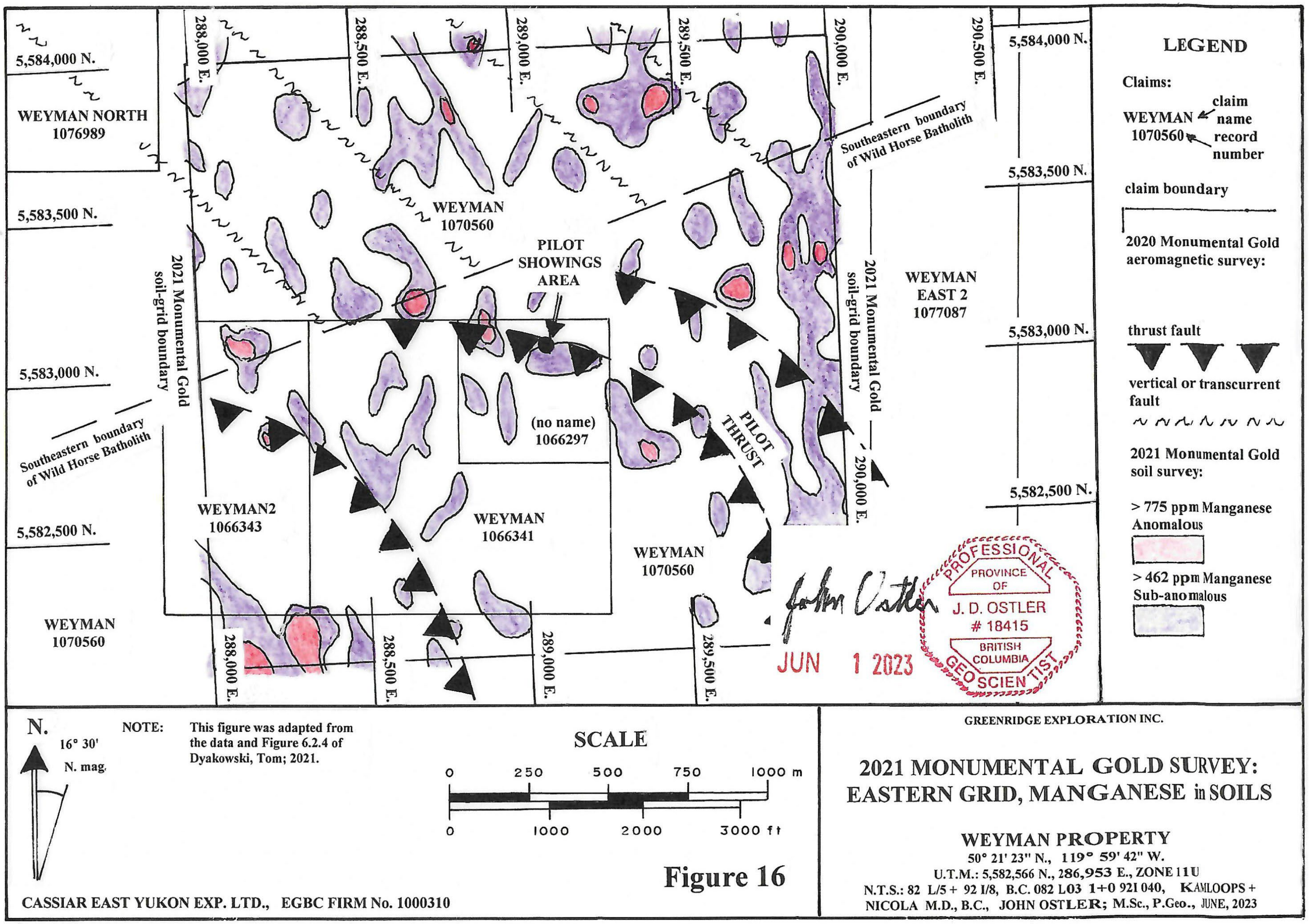
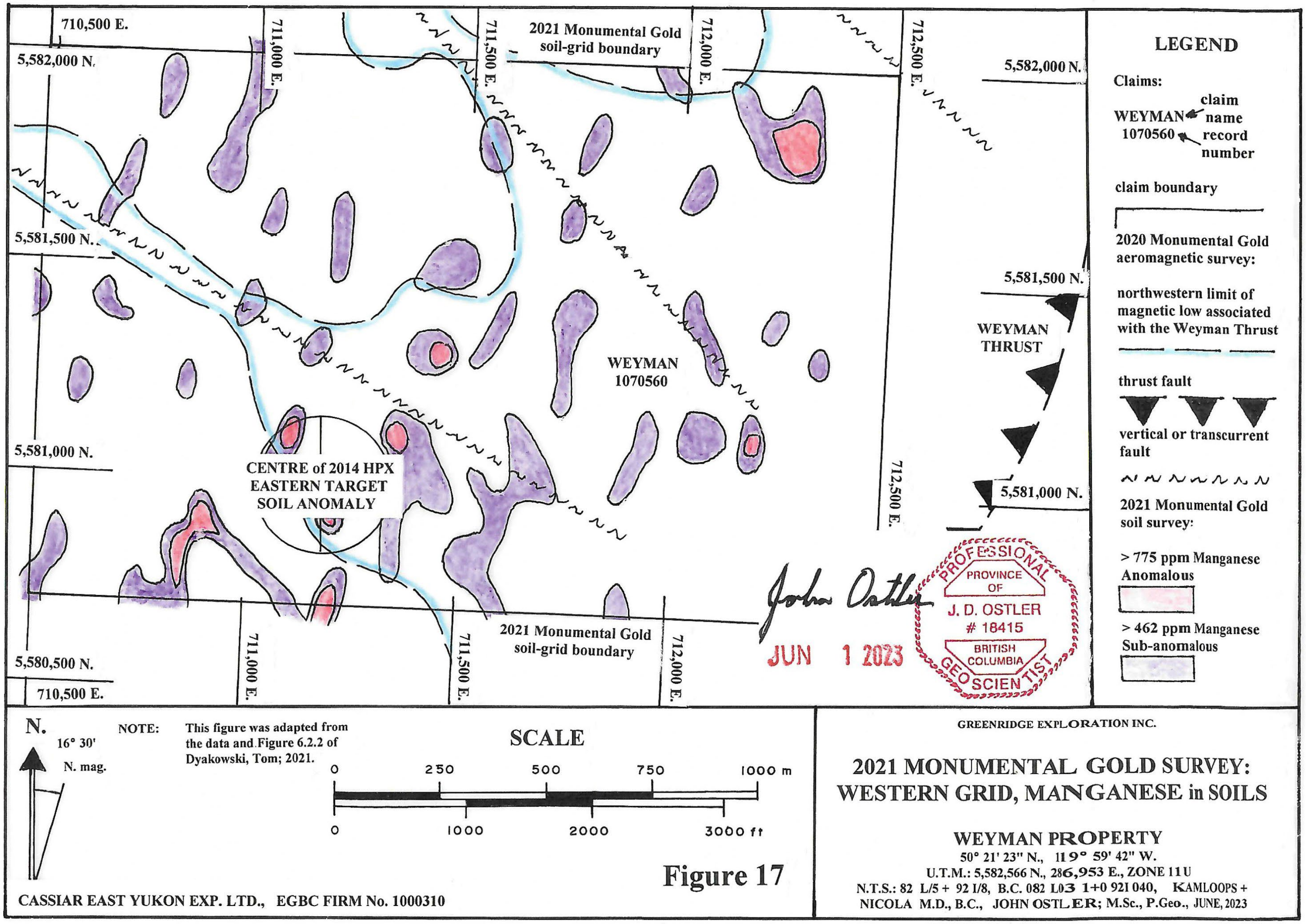


Figure 17: 2021 Monumental Gold Survey: Western Grid, Manganese in Soils



The Author used those thresholds to contour the distributions of the soil data on the two 2021 soil grids in order to facilitate both general interpretation and the identification of any relationship between the distributions of copper and manganese (Figures 14 to 17). Those thresholds were as follow:

Table 6

2021 Monumental Gold Survey: Soil-metal Thresholds

Soil-metal threshold	Copper ppm	Manganese ppm
Anomalous 2nd positive Standard D. (excludes 97.5% of data)	42	775
Sub-anomalous 1st positive Standard D. (excludes 84% of data)	14	462

In general, copper concentrations are greater in soils over the meta-volcanic and meta-sedimentary rocks in the southeastern part of the 2021 eastern grid area than they are in soils over rocks mapped as part of the Wild Horse intrusion in the northwestern that grid (Figure 14). Copper concentrations in soils in the eastern grid area are greatest in the area adjacent to the Pilot Thrust flanking the Pilot showings area. The source of the extensive soil-copper anomaly in the southwestern corner area of the 2021 eastern grid is unknown.

Soil copper concentrations are significantly greater in the 2021 western grid area than they are in the eastern grid area (Figures 14 and 15). This may be due in part to substantial vertical displacement on the Weyman Thrust which has resulted in rocks from depth west of the thrust having been over-ridden over rocks to the east of it.

The distribution of copper in soils in the 2021 western grid area bears no obvious relation to the aeromagnetic low that is present west of the Weyman Thrust (Figures 13 and 15). The Author interprets that the timing of the distribution of copper in those rocks did not coincide with that of the development of the aeromagnetic low.

The most prominent soil-copper anomaly in the 2021 western grid area is in the eastern part of the grid where it appears that a secondary thrust fault related to and parallel with the Weyman Thrust intersects a northwesterly trending sub-vertical fault as defined by the 2020 aeromagnetic survey (Figures 10 to 13 and 15). That anomaly may be the result of more than one generation of copper mobilization, where it has risen from depth to surface.

The distribution of manganese in both 2021 grid areas is similar. It has no discernable stratigraphic affinity; it seems to be somewhat more concentrated near structures as identified by the 2020 aeromagnetic survey, and it is slightly more concentrated in the eastern grid area than it is in the western grid area. There is no significant inverse relationship between the concentrations of copper and manganese that would indicate that the central part of a porphyry copper-molybdenum-gold deposit is present in either grid area at surface.

2021 Claim Lapsed

The WEYMAN WEST (1070563) claim covered the 2014 HPX Quesnellia Western Target area located about 3.55 km (2.17 mi) west of the rest of the Weyman Property (Figure 4 and 7 to 9). Monumental Gold Corp. did not want to expend energy working on a small isolated claim; thus, the WEYMAN WEST claim was allowed to lapse after the expiry of its tenure extension due to Order 13180-20-411 related to the Covid-19 pandemic on December 31, 2021.

2022 Option Terminated

During Spring, 2022, Monumental Gold Corp. terminated its option on the Weyman Property.

2023 New Option and Current Personal Inspection

On March 23, 2023, 1392210 B.C. Ltd. of Vancouver (now Greenridge Exploration Inc.) of Vancouver, British Columbia optioned the Weyman Property from Platinum.

On June 3, 2023, the Author conducted a Current Personal Inspection of the Weyman Property.

No historical estimates of mineral resources or reserves related to, or historical production from the Weyman Property area are known to the Author.

Geological Setting and Mineralization

Regional Geology

The Weyman Property is located in the southern part of the Triassic to Jurassic-age Quesnel terrane in south-central British Columbia. That terrane hosts the largest concentration of porphyry copper-molybdenum-gold deposits in British Columbia; and thus, has been the subject of numerous mapping and geological studies. Jeff Clarke and Graham Boyd (2015) summarized the geology of the Quesnel terrane in southern British Columbia as follows:

The (current Weyman Property is) located within the southern area of the Quesnel terrane, a composite island arc consisting predominantly of Triassic to Jurassic-age rocks and hosts numerous calc-alkalic and alkalic porphyry occurrences throughout British Columbia. The southern Quesnel terrane is dominated by calc-alkiline arc volcanics of the Late Triassic(-age) Nicola Group which are divided into three belts in southern BC - the Eastern, Central, and Western belts. The three belts are interpreted to have formed in (an eastern) distal marine setting ... to (a western) arc proximal setting (Preto, 1979; Mihalynuk et al., 2015). The belts are separated by regional structures which are interpreted to have formed during a period of back-arc extension and rifting which controlled the emplacement of arc volcanics and coeval intrusive phases (Preto, 1979).

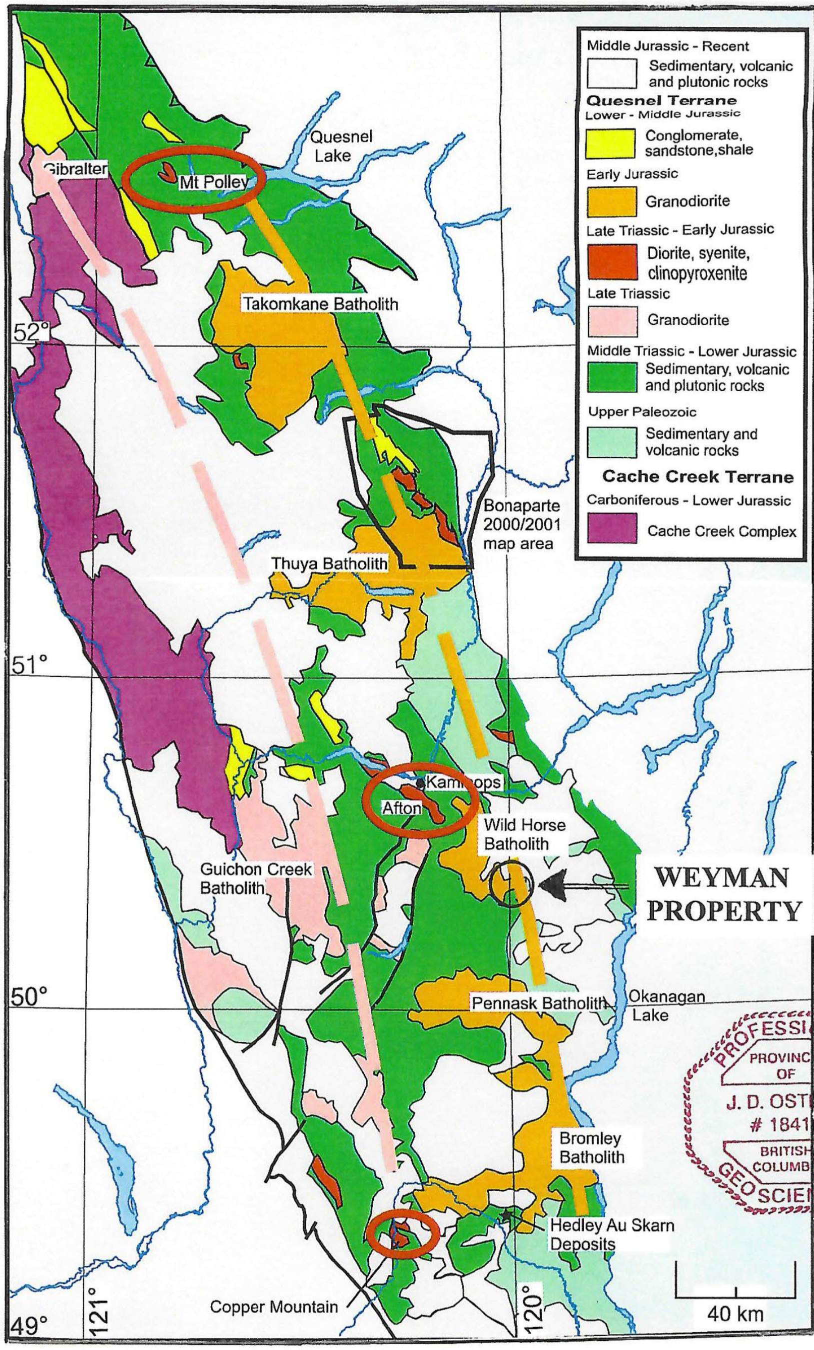
The Western belt comprises arc proximal including pyroclastic units and flows (Preto, 1979). A felsic component is mapped within the Western belt (Diakow and Barrios, 2008) and recent mapping by Mihalynuk, et al. (2015) has shown that felsic volcanism is not restricted only to the Western belt but occurs in the Central belt. Recent geochronological dating of the felsic units in the Central belt has further extended the date of Nicola Group volcanics in the southern Nicola arc to about 238 Ma (million years) from (a U-Pb determination) of a rhyolite tuff (Mihalynuk, et al., 2015). The Eastern belt is composed primarily of volcaniclastics and volcanic sedimentary units to the north which grade southward to lahar, crystal and lapilli tuff deposits with minor trachybasalt and trachyandesite flows (Preto, 1979). The Weyman Property is underlain by volcanic sedimentary units and tuffaceous units of the Eastern belt of the Nicola Group.

Intrusive rocks within the southern Quesnel terrane can be divided into alternating, north-south oriented, linear belts of calc-alkalic and alkaline plutons (Figure 18). The far western calc-alkalic belt which includes the Guichon Creek and Gibralter batholiths is Late Triassic (age, dated) at approximately 205 Ma (million years). Progressing eastward, the magmatic belts successively young to an alkalic belt (at an age of about) 200 Ma which hosts the Copper Mountain and Afton alkalic porphyries to an Early Jurassic calc-alkalic belt dated at about 195 Ma in the far east which includes the Takomkane, Thuya, Pennask, and Wild Horse batholiths (Logan et al., 2006).

The calc-alkalic Wild Horse batholith intrudes the Nicola Group volcanics at the Weyman claims. To the east of the property is a strip of sedimentary units of the Devonian to Triassic Harper Ranch Group rocks interfolded with deformed greenschist (facies) metamorphic rocks and ultramafic units of the Permian(-age) Chapperton Group. The Chapperton Group is in direct fault contact with the Nicola Group to the east (Moore, 1988). Tertiary(-age) volcanics and sedimentary units of the Kamloops Group overlie large portions of this area of the Eastern belt of the Nicola Group in the area west of the Weyman claims.

Clarke, Jeff and Boyd, Graham; 2015: pp. 7-8 (un-numbered).

Figure 18: Regional Geology: Magmatic Belts in the Southern Quesnel Terrane



NOTE:

This figure is a rendition of the adaptation by Logan et al. (2006) of Scharizza et al.; 2002: Figure 6.

PROFESSIONAL GEOSCIENTIST PROVINCE OF BRITISH COLUMBIA J. D. OSTLER # 18415

John Ostler

JUN 1 2023

N.

SCALE

0 40 80 km

0 16 32 48 mi

Figure 18

CASSIAR EAST YUKON EXP. LTD., EGBC FIRM No. 1000310

GREENRIDGE EXPLORATION INC.

REGIONAL GEOLOGY:
MAGMATIC BELTS
in the SOUTHERN QUESNEL TERRANE

WEYMAN PROPERTY
50° 21' 23" N., 119° 59' 42" W.
U.T.M.: 5,582,566 N., 286,953 E., ZONE 11U
N.T.S.: 82 L/5 + 92 i/8, B.C. 082L 031 + 092i 040 KAMLOOPS + NICOLA M.D., B.C., JOHN OSTLER; M.Sc., P.Geo., JUNE, 2023

Property Geology

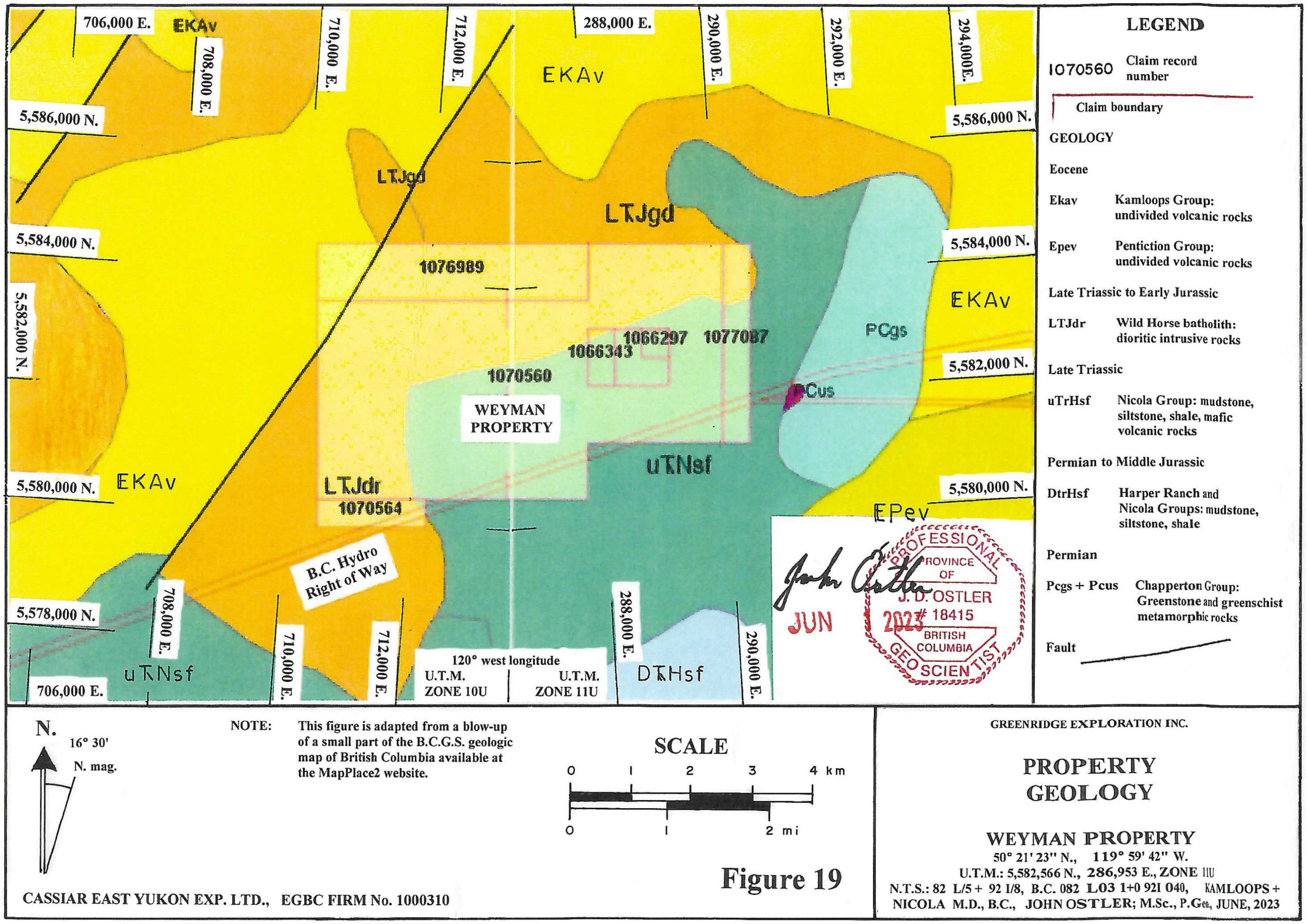
No property-scale geologic map has been made of the Weyman Property area. Regional mapping indicated that Eastern belt, Nicola Group andesite and volcanogenic meta-sedimentary rocks underlie much of the Property.

Jeff Clarke and Graham Boyd (2015) reported that some of the southwestern part of the Weyman Property area hosts light-grey, well-bedded, fine-grained volcanogenic meta-siltstone.

In the eastern part of the Property area, Nicola Group stratigraphy is intruded by the Late Triassic-age Wild Horse batholith. Previous regional mapping has indicated that the Wild Horse batholith was a multi-phase body with compositions ranging from medium-grained, biotite-amphibolite granodiorite, to medium-grained, biotite-amphibolite diorite, to coarse-grained hornblende gabbro.

During the Eocene age, tensional faulting resulted in the extrusion of the Kamloops Group flood basalt flows onto Thompson Plateau. Those flood basalts cover some of the northwestern part of the Property area. Pleistocene-age unconsolidated glacial and para-glacial sediments were deposited through the Property area. They vary in thickness from 0 to 30 m (0 to 98.4 ft) in thickness and they have obscured underlying rocks in much of the Property area. A small outcrop of unconsolidated, planar-bedded beach sand was observed by the Author in the southwestern part of the WEYMAN (1070560) claim during his 2020 personal Property inspection. That sand may be related to a late Pleistocene-age ice dammed lake that covered part of the Salmon River valley and had a water surface level at about 1,170 m (3,838.6 ft).

Figure 19: Property Geology



Mineralization

The Weyman Property covers 2,803.89 hectares (6,925.61 acres) in the southern Quesnel terrane. It hosts the southern margin of the Wild Horse batholith, a calc-alkalic intrusion in the Eastern Belt of that terrane (Figure 18).

V.A. Preto, who investigated the Quesnel terrane for the British Columbia Geological Survey, maintained (2005, pers. com.), "Belts within the Quesnel terrane host intrusive centres spaced roughly 10 to 11 kilometers apart. Hydrothermal systems and porphyry deposits tend to be clustered around those intrusive centres; thus, the most prospective parts of the Quesnel terrane are near the intrusive centres." Accordingly, the Weyman Property should be prospective for porphyry-type mineralization.

The Weyman Property area is sparsely-explored. Only four recent exploration programs have been conducted in that area (Figure 4). From 1984 until 1999, diamond drilling and trenching was conducted by Harold Adam and associates at the Pilot showings area which covers an area of about 1.5 ha (3.7 acres) in the eastern part of the Property area. In 2014, HPX Quesenellia Holdings Inc. conducted a reconnaissance total metal ion soil survey centered west of the Weyman Property area. That survey grid covered a total of 41.7 km^2 (15.5 mi^2), of which 11.3 km^2 (4.2 mi^2) was on ground covered by the western part of the current Weyman Property. In 2020, Monumental Gold Corp. conducted an airborne magnetic survey over all but the WEYMAN EAST (1077087) claim which covers the eastern boundary area of the Property. In 2021, Monumental Gold Corp. conducted total metal ion soil survey over two grids. The eastern grid covered 389.5 hectares (962.1 acres) centered on the Pilot showings area. The western grid covered 260 hectares (642.2 acres) centered on the 2014 HPX Cordilleran Eastern Target soil anomaly.

At the effective date of this report, 1,286 hectares (3,176 acres) or about 45.9% of the Property area has not been subjected to any recent ground exploration. The Weyman Property easily can be defined as an early-stage exploration Property.

Mineralization Drilled at the Pilot Showings Area

The Pilot showings area is recorded in the British Columbia mineral inventory (MINFILE) as occurrence number 82LSW058.

From 1984 until 1999, Harold Adam, a professional prospector and driller and the owner of claims covering the Pilot showings area, conducted six drill programs in the Pilot showings area (Figures 4 and 5). He drilled a total of 15 diamond drill holes, four AQ holes and 11 BQ holes, for a total length of 1,049.4 m (3,443 ft). He also excavated two bulldozer trenches northeast of the 1932-era Pilot shaft (Figure 6).

The drill holes transected background to mildly anomalous concentrations of base metals, silver and gold in quartz lenses, breccias and stockworks in andesitic to dioritic rocks. Mineralization seems to have been localized along a northeast-southwesterly trending shear zone located northwest of the contact between Triassic-age Nicola Group mafic volcanic rocks and Late Palaeozoic-age Cache Creek Group argillic rocks. Also, it is located near the surface trace of the westerly dipping Pilot Thrust (Figures 2 and 13). Alteration and mineralization like that at the Pilot showings area may occur at several places along the surface traces of thrust faults in the southeastern part of the Weyman Property area.

Core that contained sufficient mineralization to analyze, hosted sub-economic concentrations of economic metals. The summary of analytical results reported by G.F. Crooker (1999) from drill hole 99-1 was typical of the drilling results from the Pilot showings area. That report was as follows:

Forty-two sections of drill core were sent for analysis. The results for gold and silver were disappointing, with the highest value (concentration) for gold 90 ppb ... across 2.03 m (6.7 ft) and silver 2.2 ppm ... across 0.87 m (2.85 ft) within the silicification and quartz veinlets. A number of sections of silicification with narrow quartz veinlets gave weakly anomalous copper values (concentrations) in the 150 to 500 ppm range with a maximum value (concentration) of 2,380 ppm (0.238%) ... across 0.87 m (2.85 ft). The 0.37 m (1.21 ft) wide section of quartz vein from 19 to 19.37 m (62.3 to 63.5 ft) (where a white quartz vein hosted 70% pyrrhotite, 2% pyrite, and 1% chalcopyrite) gave 35 ppb (0.001 oz/ton) gold, 2.4 ppm (0.07 oz/ton) silver and 3,660 ppm (0.366%) copper.

Crooker, G.F.; 1999: p. 9.

By 1988, two bulldozer trenches were excavated east of the 1932-era shaft. In 1988, Ed Balon of Cordilleran Engineering Ltd. (Rowe, 1989) took a total of 15 samples from around and in the trenches at the Pilot showings area (Figure 6).

The first six samples (R1 to 6) were analyzed for silver and gold only. They averaged 0.037 oz/ton (1.268 gm/mt) silver and 0.0033 oz/ton (0.113 gm/mt) gold. The other nine samples were analyzed for 31 elements by the induced coupled plasma (ICP) method. Those samples contained an average of 580.6 ppm copper, less than 0.03 oz/ton (10.2 ppm) silver, and less than 0.001oz/ton (0.03 ppm) gold.

The trench sampling confirmed sampling results from the drilling. The Author opines that mineralization at the Pilot showings area constitutes a minor mineral occurrence due to local shearing, metamorphism, and possibly mineral mobilization up the plane of the Pilot Thrust. The Pilot showings-area mineralization neither enhances nor detracts from the potential of the whole Weyman Property.

Mineralization Indicated by the 2014 HPX Quesenellia Soil Survey

The terrain sampled by HPX Quesenellia Holdings Inc. in 2014 comprised a suite of intermediate to mafic meta-volcanic and felsic to intermediate igneous rocks variably covered with Pleistocene and Holocene-age glacial and para-glacial unconsolidated material. In general, as elevation and relief decreased across the 2014 grid area from northwest to southeast, the thickness of the glacial cover increased.

It is evident in the results of the 2014 HPX Quesenellia soil survey that concentrations of copper, molybdenum, and gold seem to diminish from north to south (Figures 7 to 9). The Author opines that this is more due to a result of increased depth of glacial cover than it is to the mineral endowment of the underlying rocks diminishing toward the southern margin of the survey area.

Jeff Clarke and Graham Boyd (2015) identified the Eastern and Western Target areas in the northern part of the 2014 grid, apparently based on the copper and gold concentrations in the soils of those areas (Figures 4, and 7 to 9).

The centre of the Western Target area is located about 4.2 km (2.56 mi) west of the western boundary of the Weyman Property area (Figure 4). There, soil copper concentrations were up to 146.5 ppm as compared with an average over the whole survey area of 25 ppm copper. Soil-gold concentrations ranged up to 0.31 ppb gold as compared with an average of 0.4 ppb gold.

Clarke's and Boyd's (2015) Eastern Target area is centered on the western part of the WEYMAN (1070560) claim. There, soil copper concentrations were up to 115 ppm as compared with an average over the whole survey area of 25 ppm copper. Soil-gold concentrations ranged up to 0.37 ppb as compared with an average of 0.4 ppb gold.

Molybdenum concentrations in the 2014 HPX Quesenellia grid area are of particular interest. The Author has worked on several copper-molybdenum prospects in British Columbia and he has found that soil-molybdenum concentrations are typically somewhat less than 1 ppm molybdenum. Along most of the lines in the grid area, soil molybdenum concentrations exceed 1 ppm. The highest soil-molybdenum concentration identified by the 2014 soil survey was 4.81 ppm in the Eastern Target area located in the western part of the WEYMAN (1070560) claim (Figure 8).

Molybdenum is a metal that is not found in great concentrations in most mineral deposit types related to mafic volcanic and most granitic igneous rocks like those mapped in the Weyman Property area (Figure 19). It tends to be related to the hydrothermal systems that produce porphyry-type deposits. The soil-molybdenum concentrations encountered across the western part of the current Weyman Property area indicate that the area is prospective for such deposits.

Copper Mineralization Indicated by the 2021 Monumental Gold Soil Survey in the area of the 2014 HPX Quesenellia Western Soil Anomaly Target

The 2021 Monumental Gold western grid covered the southwestern part of the WEYMAN (1070560) claim in the areas of the 2014 HPX Cordilleran Eastern Target soil anomaly and the central part of the aeromagnetic low present on the upper plate west of the Weyman Thrust (Figures 4, 7, 13, and 15).

Although soil samples were subjected to a 33-element induced coupled plasma (ICP) treatment at Bureau Veritas, only the results for copper and manganese were investigated in detail in Tom Dyakowski's (2021) assessment report (ARIS No. 40,335) (Figures 14 to 17). Soil-copper concentrations in the 2021 western grid area ranged up to 275 ppm (Figure 15).

Soil copper concentrations were significantly greater in the 2021 western grid area than they were in the eastern grid area (Figures 14 and 15). This may have been due in part to substantial vertical displacement on the Weyman Thrust which has resulted in rocks from depth west of the thrust having been over-ridden over rocks to the east of it.

The distribution of copper in soils in the 2021 western grid area bears little relation to the aeromagnetic low that is present west of the Weyman Thrust (Figures 13 and 15). The author interprets that the timing of the distribution of copper in those rocks did not coincide with that of the development of the aeromagnetic low.

The most prominent soil-copper anomaly in the 2021 western grid area is in the eastern part of the grid where it appears that a secondary thrust fault related to and parallel with the Weyman Thrust intersects a northwesterly trending sub-vertical fault as defined by the 2020 aeromagnetic survey (Figures 10 to 13 and 15). That anomaly may be the result of more than one generation of copper mobilization, where it has risen from depth to surface.

Copper Mineralization Indicated by the 2021 Monumental Gold Soil Survey in the area Surrounding the Pilot Showings Area

The 2021 Monumental Gold eastern grid covered some of the northeastern part of the WEYMAN (1070560) claim, and all of the no name (1066297), WEYMAN (1066341), and WEYMAN2 (1066343) claims. It is centered near the intersections of the Pilot showings area and the Pilot Thrust on the no name (1066297) claim (Figures 4, 13, 14, and 16).

Soil-copper concentrations in the 2021 eastern grid area ranged up to 86 ppm (Figure 14). In general, copper concentrations were greater in soils over the meta-volcanic and meta-sedimentary rocks in the southeastern part of the 2021 eastern grid area than they were in soils over rocks mapped as part of the Wild Horse intrusion in the northwestern part of that grid (Figure 14). Copper concentrations in soils in the 2021 eastern grid area were greatest in the area adjacent to the Pilot Thrust flanking the Pilot showings area. The source of the extensive soil-copper anomaly in the southwestern corner area of the 2021 eastern grid is unknown.

In general, concentrations of soil-copper in the 2021 western soil-grid area are greater and more concentrated in anomalous areas than those of the 2021 eastern soil-grid area. Thus on the basis of soil-copper results and those of the 2020 aeromagnetic survey, the 2021 western soil grid area, the area in the western part of the Weyman Property west of the Weyman Thrust, is the most prospective area for porphyry-type copper, molybdenum, and gold deposits at present on the Weyman property.

The Ratio of Soil-copper to Soil-manganese in the 2021 Monumental Gold Eastern and Western Soil-grid Areas

Focus of Tom Dyakowski's (2021) investigation of the results of the 2021 Monumental Gold soil survey on the Weyman Property was on the ratio of soil-copper and soil-molybdenum. Dyakowski noted an opinion expressed by J,.R. Lang and S.R. Titley (1998) that manganese was depleted in relation with copper in the vicinity of porphyry-type deposits. Dyakowski (2021) expressed disappointment that no porphyry-type deposits were revealed by the copper:manganese ratio in the 2021 soil-grid areas as follows:

... In both grids, when manganese and copper were values (concentrations) are compared, there is no recognizable inverse trend as could be expected when defining as could be expected when defining the location of the main orebody in a porphyry copper system ...

Dyakowski, Tom; 2021: p. 19.

Figures 14 to 17 reveal that the concentrations of soil-copper are much greater and better organized into anomalies in the 2021 western grid area than they are in the 2021 eastern grid area. Thus, the copper:manganese ratio is significantly higher in the 2021western grid area than it is in the 2021 eastern grid area. That may be due to both metals migrating differentially from depth toward surface in both areas. The Author (Ostler, 2020) previously interpreted from the 2020 Monumental Gold aeromagnetic survey results that rocks west of the Weyman Thrust over-rode rocks east of the thrust along the thrust plane and that rocks at surface west of the thrust plane are from significantly greater depth than those east of the thrust plane.

As a result, rocks at surface west of the thrust plane may be closer to porphyry-type mineralization than those east of the thrust plane. Whether or not there is porphyry-type mineralization present, it would be expected that manganese would be more mobile than copper and would be found in greater abundance nearer to surface in rocks east of the Weyman Thrust plane. The soil-copper:manganese ratio may or may not be diagnostic to discerning the relative distance or direction to a porphyry-type deposit.

Tom Dyakowski (2021) commented that:

... Other (than copper and manganese) important elements like Mo, Pb, etc. were not discovered in enough abundance or with enough of a numerical distribution in ppm values (concentrations) to be useful for plotting.

Dyakowski, Tom; 2021: p. 19.

The Author disagrees with that interpretation. The distributions and concentrations of both molybdenum and gold in the 2014 HPX Quesnellia soil survey are sufficient to be anomalous in the southwestern part of the current Weyman Property (Figures 8 and 9).

The author opines that the soil-metal results of the major pathfinder elements, for example potassium, molybdenum, and gold, etcetera, should be investigated in detail.

Deposit Types

Porphyry Copper-molybdenum-gold Deposit

The Weyman Property area is located in the southeastern part of the Quesnel terrane in south-central British Columbia. That terrane and its northern extension, the Stikine terrane, are the remnants of Triassic-age island arcs that accreted to the western margin of North America during the Early Jurassic Period. Island arc terranes, particularly areas surrounding arc-related granitic intrusions, are the most important hosts of porphyry copper, molybdenum, and gold deposits in British Columbia. The Weyman Property area covers part of the southeastern margin of the Wild Horse batholith, a currently under-explored arc-related intrusion located in the Eastern Mineral Belt of the Quesnel Terrane. Thus, the primary mineral exploration target in the Property area is a porphyry copper-molybdenum-gold deposit.

Note about the word “porphyry”: The geological meaning of the word porphyry is “big crystals in a ground-mass of little crystals”. This describes the texture of igneous rocks that are most commonly associated with large, low-grade, copper-molybdenum-gold deposits that were formed by hydrothermal systems in active tectonic environments. The name for the texture of the associated igneous rocks became the name for the deposit type because it was short and easy to say. Now we have Porphyry deposits.

W.D. Sinclair (2007) described porphyry deposits as follows:

Porphyry deposits are the world’s most important source of Cu and Mo, and are major sources of Au, Ag, and Sn; significant byproduct metals include Re, W, In, Pt, Pd, and Sc. They account for about 60% of world Cu production and more than 95% of world Mo production. In Canada, they account for more than 40% of Cu production, virtually all Mo production, and about 10% of Au production. Porphyry deposits are large low- to medium-grade deposits in which primary (hypogene) ore minerals are dominantly structurally controlled and which are spatially and genetically related to felsic to intermediate porphyritic intrusions. They are distinguished from other granite- related deposits such as skarns and mantos by their large size and structural control, mainly stockworks, veins and vein sets, fractures and breccias. Porphyry deposits typically contain hundreds of millions of tonnes of ore (mineralization), although they range in size from tens of millions to billions of tonnes; grades for the different metals vary considerably but generally average less than 1%. In porphyry Cu deposits, for example, Cu grades range from 0.2% to more than 1% Cu; in porphyry Mo deposits, Mo grades range from 0.07% to nearly 0.3% Mo. In porphyry Cu and Cu-Au deposits, Au grades range from 0.2 to 2 gm/mt (0.006 to 0.058 oz/ton). Associated igneous rocks vary in composition from diorite-granodiorite to high-silica granite; they are typically porphyritic epizonal and mesozonal intrusions, commonly sub-volcanic. A close temporal and genetic relationship between magmatic activity and hydrothermal mineralization in porphyry deposits is indicated by the presence of inter-mineral intrusions and breccias that were emplaced between or during periods of mineralization. Porphyry deposits range in age from Archean to Recent, although most economic deposits are Jurassic or younger.

Sinclair, W.D.; 2007: p. 223.

Exploration

The Author conducted Current Personal Inspections of the Weyman Property on July 4, 2020 for Monumental Gold Corp. (Ostler, 2020) and on June 3, 2023 for Greenridge Exploration Inc. (the Company). He has conducted no other previous exploration in the Weyman Property area.

Current Exploration

The Company has not conducted any exploration on the Weyman Property.

Drilling

The Company has not conducted any drilling on the Weyman Property.

Drilling conducted by Harold Adam in the Pilot showings area from 1984 to 1999 is described in detail earlier in this Prospectus.

Sample Preparation, Analysis and Security

Neither the Company nor the Author has conducted any sampling on the Weyman Property.

Data Verification

All available data from prior exploration programs has been reviewed by the Author who is the Qualified Person for the Weyman project as described in Part 1.1 of National Instrument 43-101.

From 1984 until 1999, Harold Adam, the owner of claims covering the Pilot showings area, conducted six drill programs and a rock-chip sampling program in the Pilot showings area (Figures 4 to 6). For details of that mineralization, please see the earlier sections of this Propsectus.

During the Author's Current Personal Inspection of the Pilot showings area on June 3, 2023, the water level in Weyman Creek was sufficiently low for the author to wade through it to reach the core storage area west of it. The storage area was burned out by the August, 2021 forest fire and anything made of wood, like core boxes had been destroyed. The core was in a heap on the ground. The Author examined some un-split AQ core, presumably from the 1995 drill program. It hosted un-mineralized meta-andesite.

Details of sampling procedure during the 1984 to 1999, drilling and rock-chip sampling, and how they were handled before arriving at the various laboratories in the Vancouver, B.C. area are unknown to the Author and could not be verified by the Author 24 to 39 years after the fact.

The samples from the Pilot showings area drilling and rock-chip survey were analyzed by several laboratories from 1984 to 1999 (Table 4). Most of those laboratories no longer exist. Both Bureau Veritas and ALS Minerals, the surviving successor entities, currently have ISO/IEC accreditations and are processing samples according to currently acceptable standards. The Author has not verified lab procedures conducted samples from the 1984 to 1999 drill programs.

In 2014, HPX Quesnellia Holdings Inc. conducted a total metal ion soil survey that extended from the western part of the main Weyman Property area to the WEYMAN WEST (1070563) claim (Figures 4, and 7 to 9) (Clarke and Boyd, 2015). 253 Soil samples were taken by Jeff Clarke, P.Geo and Michael Arness, his assistant using standard techniques. The Author did not examine sample holes for sampling depth due to collapse over the intervening 9 years.

Samples were sent to the ALS Minerals lab in North Vancouver, B.C. Currently, that lab has ISO/IEC accreditation No. 17025 for geochemistry among others.

The results for copper and gold were typical of what one would expect to encounter in a survey conducted on till-covered volcanic and granitic terrain (Figures 7 and 9). The results for molybdenum in soils were quite encouraging because they were more typical of those from surveys conducted over terrains near hydrothermal systems than they were of surveys conducted over terrains without such systems (Figure 8). Also, the results were consistent and none of them were exceptionally high, which indicates to the author that the soil samples have not been salted or unduly tampered with by the sampling crew or by those in the lab.

In Clarke and Boyd's (2015) assessment report (ARIS No.35,405), it was mentioned that six duplicate samples were submitted to the lab. There was no identification of, or comment about the analyses of the six duplicate samples compared with the six original samples from the same locations in the report. The Author can not comment on their results. The Author did not re-sample or re-run any original 2014 soil samples.

The Author did not verify Precision GeoSurveys Inc.'s raw data from the current (2020) airborne magnetic survey or the processing of that data by Michael Cunningham; M.Sc., P.Geo. of Balch Exploration Consulting Inc.

In 2021, Monumental Gold Corp. conducted a total metal ion soil survey that covered two areas on the current Weyman Property. The 2021 Monumental Gold eastern grid covered some of the northeastern part of the WEYMAN (1070560) claim, and all of the no name (1066297), WEYMAN (1066341), and WEYMAN2 (1066343) claims. It is centered near the intersections of the Pilot showings area and the Pilot Thrust on the no name (1066297) claim (Figures 4, 13, 14, and 16). The 2021 Monumental Gold western grid covered the southwestern part of the WEYMAN (1070560) claim in the areas of the 2014 HPX Cordilleran Eastern Target soil anomaly and the central part of the aeromagnetic low present on the upper plate west of the Weyman Thrust (Figures 4, 7, 13, and 15).

A total of 1,426 soil samples were taken over both grid areas by: Christopher Dyakowski, P.Geo., the registrant of record for the work program, Tom Dyakowski, B.Sc. (2021), Mike Adam, prospector and owner and optionor of the Weyman Property, Dylan Adam, a son of Mike Adam, Duncan Sadava, and Julia Broderick-Hale using standard techniques.

The Author examined some of the soil-sample holes for sampling depth and 'B'-horizon development during the June 3, 2023 Current Personal Inspection of the Property. It was confirmed that sampling depth was consistent with the range of 5 to 50 cm (2 to 19.7-inch) depth range reported by Tom Dyakowski (2021) and that the 'B' horizon was sampled.

Blank and duplicate soil samples were not taken in order to help minimize the cost of the 2021 soil survey which is typical of a soil survey on an early-stage exploration property (Christopher Dyakowski, P.Geo. pers. comm. of May 23, 2023).

Also, it was confirmed by Christopher Dyakowski, P.Geo., the registrant of record for the May 15 to June 3, 2021 soil survey on the Weyman Property (pers. comm. of May 23, 2023) that during that survey, soil samples were in his personal custody from their arrival at camp until the termination of the program. He drove the samples locked in his truck from the camp location to his home in Vancouver, B.C. on Friday, June 5, 2021. The samples remained locked in the back of his truck until Monday, June 7, 2021 when he took them to Bureau Veritas Commodities Ltd. in

Vancouver, B.C. Currently, that lab has ISO/IEC accreditation No. 17025 for geochemistry among others.

The results for copper were typical of what one would expect to encounter in a survey conducted on till-covered volcanic and granitic terrain (Figures 14 to 15). Also, the results were consistent and none of them were exceptionally high, which indicates to the author that the soil samples have not been salted or unduly tampered with by the sampling crew or by those in the lab.

On the certificates of analysis from Bureau Veritas (Dyakowski, 2021) it is recorded that a total of 60 pulp duplicates were run and samples were compared with standard samples. Nothing unusual was reported. The Author did not re-sample or re-run any original 2021 soil samples.

The Author opines that the data available from the historic drilling at the Pilot showings area, the data produced by Jeff Clarke and Graham Boyd from the 2014 HPX Quesnellia soil survey, the data generated by Michael Cunningham from the 2020 Monumental Gold airborne magnetic survey, and that generated by Tom Dyakowski from the 2021 Monumental Gold soil survey were adequate for the purposes used in the Technical Report.

Site Visit

The Author examined the Weyman Property in person in the company of Mike Adam, the Property owner, on June 3, 2023. The Pilot showings area, the 2014 HPX Quesenellia Eastern Target soil anomaly, and both the eastern and western 2021 Monumental Gold soil grid areas were examined. Also, several logging roads across the Property area were traversed. The Author opines that his attendance on the Property on June 3, 2023 represents a Current Personal Inspection in compliance with Part 6.2.1 of National Instrument 43-101.

Mineral Processing and Metallurgical Testing

The Company has not performed any mineral processing or metallurgical testing within the Property.

Mineral Resource Estimates

The Company has not performed any resource estimates on the Property. There are no resource or reserve estimates on the Property.

Adjacent Properties

It is the express opinion of the Author that the Property is currently in a greenfield exploration stage. There are no adjacent properties that have advanced beyond the status of the Property.

Other Relevant Data and Information

There is no additional data or information that the Author is aware of that would change his findings, interpretation, conclusions and recommendations for the potential of the Weyman Property.

Interpretation and Conclusions

The Weyman Property covers a total of 2,803.89 hectares (6,923.61 acres) in the southern Quesnel terrane. It hosts the southern margin of the Wild Horse batholith, a calc-alkalic intrusion in the Eastern Belt of that terrane (Figure 18). V.A. Preto, who investigated the Quesnel terrane for the British Columbia Geological Survey, maintained (2005, pers. com.), “Belts within the Quesnel terrane host intrusive centres spaced roughly 10 to 11 kilometers apart. Hydrothermal systems and porphyry deposits tend to be clustered around those intrusive centres; thus, the most prospective parts of the Quesnel terrane are near the intrusive centres.” Accordingly, the Weyman Property should be prospective for porphyry-type mineralization.

The Weyman Property is sparsely-explored. Only four recent exploration programs have been conducted in that area. From 1984 until 1999, diamond drilling and trenching was conducted by Harold Adam and associates at the Pilot showings area in the eastern part of the Property area (Figures 4 to 6). In 2014, HPX Quesenellia Holdings Inc. conducted a reconnaissance, total metal ion soil survey (Figures 4 and 7 to 9). The eastern margin of that survey grid was on ground covered by the western part of the current Weyman Property. In 2020, Monumental Gold Corp. conducted an airborne magnetic survey over all but the eastern boundary area of the Weyman Property (Figures 4 and 10 to 13). In 2021, Monumental Gold Corp. conducted total metal ion soil survey over two grids (Figures 4 and 14 to 17). The eastern grid was centered on the Pilot showings area. The western grid was centered on the 2014 HPX Cordilleran Eastern Target soil anomaly in the southwestern part of the Property.

As at the effective date of the Technical report (June 5, 2023), 1,286 hectares (3,176 acres) or about 45.9% of the Property area has not been subjected to any recent ground exploration. The Weyman Property can easily be defined as an early-stage exploration property.

From 1984 until 1999, Harold Adam, a professional prospector and driller and the owner of claims covering the Pilot showings area, conducted six drill programs in the Pilot showings area. He drilled a total of 15 diamond drill holes, four AQ holes and 11 BQ holes, for a total length of 1,049.4 m (3,443 ft). He also excavated two bulldozer trenches northeast of the 1932-era Pilot shaft (Figures 5 and 6).

The drill holes transected background to mildly anomalous concentrations of base metals, silver and gold in quartz lenses, breccias and stockworks in andesitic to dioritic rocks. Mineralization seems to have been localized along a northeast-southwesterly trending shear zone located northwest of the contact between Triassic-age Nicola Group mafic volcanic rocks and Late Palaeozoic-age Cache Creek Group argillic rocks. Also, it is located near the surface trace of the westerly dipping Pilot Thrust. Alteration and mineralization like that at the Pilot showings area may occur at several places along the surface traces of thrust faults in the southeastern part of the Weyman Property area.

The Author opines that mineralization at the Pilot showings area constitutes a minor mineral occurrence due to local shearing, metamorphism, and possibly mineral mobilization up the plane of the Pilot Thrust. That mineralization neither enhances nor detracts from the potential of the whole Weyman Property.

Since 2014, exploration in the Weyman Property area has been mostly focused on the western part of the Property area where an extensive westerly dipping thrust fault, the Weyman Thrust, is associated with an intense aeromagnetic low, and elevated copper, molybdenum and gold in soils (Figures 4, and 7 to 17). The Author considers the area adjacent with the Weyman thrust to be the main exploration target on the Property.

The terrain sampled by HPX Quesenellia Holdings Inc. in 2014 comprised a suite of intermediate to mafic meta-volcanic and felsic to intermediate igneous rocks variably covered with Pleistocene and Holocene- age glacial and para-glacial unconsolidated material.

Jeff Clarke and Graham Boyd (2015) identified the Eastern and Western Target areas in the northern part of the 2014 grid, apparently based on the copper and gold concentrations in the soils of those areas.

Clarke's and Boyd's (2015) Eastern Target area is centered on the western part of the Weyman Property. There, soil copper concentrations were up to 115 ppm as compared with an average over the whole survey area of 25 ppm copper. Soil-gold concentrations ranged up to 0.37 ppb as compared with an average of 0.4 ppb gold.

Molybdenum concentrations in the 2014 HPX Quesenellia grid area are of particular interest (Figure 8). The Author has worked on several copper-molybdenum prospects in British Columbia and he has found that soil-molybdenum concentrations are typically somewhat less than 1 ppm molybdenum. Along most of the lines in the grid area, soil molybdenum concentrations exceed 1 ppm. The highest soil-molybdenum concentration identified by the 2014 soil survey was 4.81 ppm in the Eastern Target area.

Molybdenum is a metal that is not found in great concentrations in most mineral deposit types related to mafic volcanic and most granitic igneous rocks like those mapped in the Weyman Property area. It tends to be related to the hydrothermal systems that produce porphyry-type deposits. The soil-molybdenum concentrations encountered across the western part of the current Weyman Property area indicate that the area is prospective for such deposits.

The 2020 Monumental Gold aeromagnetic survey results revealed that there are a total of four magnetic domains in the Weyman Property area, two in the area's eastern part and another two in its western part. The eastern and western domains are separated by a the steeply westward-dipping Weyman Thrust that transects the survey area from north to south (Figures 10 to 13).

There is a domain of moderately high magnetism associated with the Triassic-age Wild Horse batholith in the northeastern part of the property area. A northwesterly trending texture across that domain is interpreted to be related to a set of faults that cross the batholith. The contact between the northeastern domain related to the batholith and the southeastern magnetic domain hosted by meta-volcanic and meta-sedimentary rocks of the Triassic-age Nicola Group is represented by a distinct change in magnetism across a trend oriented at 060°-240°.

The southeastern magnetic domain is an area of moderate magnetism. At least three westerly dipping thrust faults are evident in the magnetic distribution across that domain. They are interpreted to be related to local stacking of comparatively ductile meta-sedimentary and meta-volcanic rocks as they were shoved eastward past the rigid mass of the Wild Horse batholith. Like with the Weyman Thrust in the western part of the property area, areas of low magnetism located west of, and above the thrust plates in the southeastern domain are interpreted to have been due to alteration and silicification migrating upward through rocks above the thrust plates. The Pilot showings area is located at the surface trace of one of the thrust faults, herein named "the Pilot Thrust". It is expected that the silicification, alteration, and sulphide mineralization at the Pilot showings area may be typical of that located near surface along the thrust fault planes throughout the southeastern magnetic domain.

The Weyman Thrust, which separates the eastern and western magnetic domains in the Property area, is much more extensive and more magnetically intense than those in the southeastern magnetic domain . Unlike in the eastern part of the property area, the magnetic characters of the two western magnetic domains are related to fluid movement along the plane of the Weyman Thrust and not primarily to underlying rock types.

In the western boundary area of the Property area, is an area of comparatively high magnetism with a high degree of magnetic variability (Figures 10 to 13). The textures created by the vertical and horizontal magnetic gradients indicate that there was significant fluid movement through the rocks of that magnetic domain. Circular structures formed in the distribution of the horizontal magnetic gradient suggest the presence of plumes of hydrothermal alteration.

Directly above the plane of the Weyman Thrust is a domain of very low magnetism (Figures 10 and 13). This is interpreted to be due to intense alteration above the fault plane. In the Weyman Property area, it covers a surface area of about 6 km^2 (2.23 mi^2). It is assumed that the lower margin of the domain of low magnetism is on the plane of the Weyman Thrust and that its upper margin is above and roughly parallel with the thrust plane. Thus, it is assumed to be in the form of a westward dipping plate.

Results of the 2014 HPX Quesenellia soil survey indicate that copper and gold are concentrated near the upper margin of the domain of low magnetism like at the 2014 HPX Quesenellia Eastern Target area. The relation between soil-molybdenum concentrations in the 2014 HPX Quesenellia survey and the domain of low magnetism are less direct. The Author believes that most of the copper, gold, and molybdenum in these rocks predates the Weyman Thrust and the alteration associated with it. During the alteration along the Weyman Thrust, molybdenum has been relatively immobile, and gold and copper have been mobilized and to some extent re-deposited during alteration above that fault plane. Probably, the stability of molybdenum in soils makes it a reliable indicator of the location of original copper-molybdenum-gold porphyry mineralization.

The 2021 Monumental Gold western grid covered the southwestern part of the Weyman Property in the areas of the 2014 HPX Cordilleran Eastern Target soil anomaly and the central part of the aeromagnetic low present on the upper plate west of the Weyman Thrust.

Soil copper concentrations were significantly greater in the 2021 western grid area than they were in the eastern grid area (Figures 14 and 15). This may have been due in part to substantial vertical displacement on the Weyman Thrust which has resulted in rocks from depth west of the thrust having been over-ridden over rocks to the east of it.

The distribution of copper in soils in the 2021 western grid area bears little relation to the aeromagnetic low that is present west of the Weyman Thrust (Figure 15). The Author interprets that the timing of the distribution of copper in those rocks did not coincide with that of the development of the aeromagnetic low.

The most prominent soil-copper anomaly in the 2021 western grid area is in the eastern part of the grid where it appears that a secondary thrust fault related to and parallel with the Weyman Thrust intersects a northwesterly trending sub-vertical fault as defined by the 2020 aeromagnetic survey. That anomaly may be the result of more than one generation of copper mobilization, where it has risen from depth to surface.

Soil-copper concentrations in the 2021 eastern grid area ranged up to 86 ppm (Figure 14). In general, copper concentrations were greater in soils over the meta-volcanic and meta-sedimentary rocks in the southeastern part of the 2021 eastern grid area than they were in soils over rocks mapped as part of the Wild Horse intrusion in the northwestern part of that grid. Copper concentrations in soils in the 2021 eastern grid area were greatest in the area adjacent to the Pilot Thrust flanking the Pilot showings area. The source of the extensive soil-copper anomaly in the southwestern corner area of the 2021 eastern grid is unknown.

In general, concentrations of soil-copper in the 2021 western soil-grid area are greater and more concentrated in anomalous areas than those of the 2021 eastern soil-grid area. Thus on the basis of soil-copper results and those of the 2020 aeromagnetic survey, the 2021 western soil grid area, the area in the western part of the Weyman Property west of the Weyman Thrust, is the most prospective area for porphyry-type copper, molybdenum, and gold deposits on the Weyman Property.

The focus of Tom Dyakowski's (2021) investigation of the results of the 2021 Monumental Gold soil survey on the Weyman Property was on the ratio of soil-copper and soil-manganese (Figures 14 to 17). Dyakowski noted an opinion expressed by J,.R. Lang and S.R. Titley (1998) that manganese was depleted in relation with copper in the vicinity of porphyry-type deposits. Dyakowski (2021) expressed disappointment that no porphyry-type deposits were revealed by the soil-copper:manganese ratio in the 2021 soil-grid areas.

Concentrations of soil-copper are much greater and better organized into anomalies in the 2021 western grid area than they are in the 2021 eastern grid area and high soil-manganese concentrations are most common in the 2021 eastern grid area. Thus, the soil-copper:manganese ratio is significantly higher in the 2021western grid area than it is in the 2021 eastern grid area. That may be due to both metals migrating differentially from depth toward surface in both areas. This agrees with the Author's structural interpretation from the results of the 2020 Monumental Gold aeromagnetic survey (Figure 13).

As a result, rocks at surface west of the Weyman Thrust plane may be closer to porphyry-type mineralization than those east of the thrust plane. Whether or not there is porphyry-type mineralization present, it would be expected that manganese would be more mobile than copper and would be found in greater abundance nearer to surface in rocks east of the Weyman Thrust plane. The soil-copper: manganese ratio may or may not be diagnostic to discerning the relative distance or direction to a porphyry-type deposit.

In conclusion, the Weyman Property is an early-stage exploration property over which mostly preliminary exploration programs have been conducted. Those programs, aeromagnetic and total metal ion soil surveys, have been designed to assist in defining the existence of porphyry copper-molybdenum-gold alteration and mineralization. Once the existence of such alteration and mineralization has been verified, the process of quantification can commence.

Geophysical surveys are remote in that they are investigations of one or more physical properties of the rock or regolith surveyed in the hope that those properties relate to the localization of economic mineralization. Experience with other surveys conducted in the past over areas of known economic mineralization are often used by interpreters of geophysical surveys to form opinions of the likelihood of the results of a survey being an indicator of economic mineralization.

The results of the 2020 airborne magnetic survey were a record of magnetic properties of the rock and regolith surveyed across the Weyman Property. The magnetic qualities of that material do not necessarily relate to the localization of economic quantities of mineralization. The risk is that despite good looking targets having been generated by the 2020 airborne magnetic survey, it is possible that no economic quantities of mineralization may be found on it.

Total metal ion soil surveys are more direct investigations into the possibility of the presence of economic mineralization than are geophysical surveys but they still are remote in that physical samples of the regolith overlying rock potentially hosting economic mineralization are being taken and analyzed. They also suffer from risks.

The most important factor related to the success of a total metal ion soil survey is that the soil being sampled is relatively thin and is the result of the weathering and breakdown of the underlying rock and that the elemental concentrations in the soil relate to those in the underlying rock. Soils developed atop thick exotic material forming such surficial features as glacial tills, mass debris flows, and glacial drumlin fields can return total-metal, soil-sample results that are almost meaningless.

Also, the various mobilities of different elements can determine the locations and strengths of soil anomalies. For example, in most climates, silver in soils is much more mobile than lead and soil-silver anomalies are commonly down-hill from the lead anomalies from the same underlying mineral occurrence. Also in wet climates, copper in soil breaks down into mobile minerals that are leached away while molybdenum in soils alters into more stable minerals that remain as soil anomalies. Consequently on the wet west coast of British Columbia, molybdenum which is commonly a minor component of porphyry deposit mineralization forms better soil anomalies and is more reliable as an indicator of mineralization than is copper which is more abundant in the original mineralization.

Based on historic work done on the Property, and its geologic setting, the author recommends that further work be carried out on the Weyman Property for the discovery of a porphyry copper-molybdenum-gold deposit.

Recommendations

It is recommended that a two-phase program comprising total metal ion soil survey and geological mapping followed by induced polarization survey be conducted on the Weyman Property.

The most prospective exploration target on the Weyman Property is the upper plate of the westerly dipping Weyman Thrust, located in the western part of the Property. Thus, recommended exploration is focused there.

First-phase Recommended Program: Soil Survey and Geological Investigation

The first-phase program should be conducted over two grids located adjacent with the northern and eastern boundaries of the 2021 Monumental Gold western soil grid to effectively extend the 2021 grid northward and eastward over the WEYMAN (1070560) claim (Figures 2, 13, 15, and 17).

The recommended northern grid should comprise a series of 24 2.5-km (1.525-mi) long lines laid out along east-west U.T.M. grid lines from U.T.M. 5,582,100 N. to 5,584,400 N. The lines should extend from 710,500 E. (in the west) to 713,000 E. (in the east) to result in a total line length of 60 km (36.6 mi). Lines should be 100 m (328 ft) apart; soil samples should be taken at 50-m (164-ft) intervals along each line. A maximum of 1,224 samples should be taken over the recommended northern grid.

The 2021 Monumental Gold western soil grid did not extend sufficiently eastward to cover the surface trace of the Weyman Thrust (Figures 15 and 17). Soil-survey results in that area could produce valuable information about fluid transport along the fault plane which could be used to differentiate between structural and hydrothermal fluid movement.

The recommended eastern grid should comprise a series of 5 1.3-km (0.793-mi) long lines laid out along north-south U.T.M. grid lines from U.T.M. 712,600 E. to 713,000 E. The lines should extend from 5,580,700 N. (in the south) to 5,582,000 N. (in the in the north) to result in a total line length of 6.5 km (4.0 mi). Lines should be 100 m (328 ft) apart; soil samples should be taken at 50-m (164-ft) intervals along each line. A maximum of 135 samples should be taken over the recommended eastern grid.

It is estimated that a maximum total of 1,359 samples should be taken over both recommended grids.

Any rock outcrops and mineral occurrences encountered in the program area should be mapped by a geologist at a scale of 1:5,000.

The estimated cost of the first phase of the recommended exploration program is as follows:

Table 7

Estimated Cost of the Recommended First-phase Exploration Program

Item	Cost	Accumulated Cost
Wages for Field Work: 1 Project and soil survey supervisor (P.Geo.), 28 days @ $720/day . . . . 1 senior geologist (P.Geo.), 12 days @ $720/day . . . . 1 geologist, 12 days @ $600/day . . . . 1 senior geochemical technician, 28 days @ $500/day . . . . 3 geochemical technicians, 28 days @ $400/person-day	 $20,160 $ 8,640 $ 7,200 $14,000 $33,600 $83,600	$ 83,600
Transport Costs: 3 4X4, 1-ton pick-up trucks; 28 days @ $160/day/truck . . . . 1 ATV and transport trailer, 28 days @ $150/day . . . . Fuel	 $ 13,440 $ 4,200 $ 4,200 $ 21,840	$ 21,840
Camp and Crew Costs: Hotel, 164 person-days @ $136/person-day . . . . Camp food and meals in transit; 164 person/days @ $50/day . . . . Field and sampling supplies	 $ 22,304 $ 8,200 $ 1,200 $ 31,704	$ 31,704
Analysis Costs: ICP analysis of 1,380 soil samples inc. duplicates @$20/sample . . . . ICP analysis of 20 rock samples @$60/sample	 $ 27,600 $ 1,800 $ 29,400	$ 29,400
Itemized Field Work Costs		**$ 166,544**
Office, Environmental and Compliance Costs: Project administration, 15% of itemized field work costs listed above	$ 24,982	$ 24,982
Research and reporting: GIS preparation of maps from soil and geological surveys, 15 days @ $600/day . Research and reporting, 30 days @ $720/day	 $ 9,000 $ 21,600 $ 30,600	$ 30,600
Itemized Cost of Recommended First-phase Program		**$ 222,126**
Goods and services tax (G.S.T.) (5% of $222,126)		$ 11,106
Itemized Budget		**$ 233,232**
Contingency 10% of itemized budget		$ 23,323
Total Estimated Cost of Recommended First-phase Program		**$ 256,555**

Note about inflation: Since the last soil survey was conducted on the Weyman Property in 2021, exploration costs have risen significantly due to inflation. Charts produced by economic analysts indicate that inflation has stabilized at around 4% per year. However, it would take only one significant geopolitical incident for that to change for the worse. The Author opines that it is likely that a substantial amount of the 10% contingency included in the budgets for the two recommended exploration programs may be needed to complete them if the rate of inflation gains momentum before they are completed.

Second-phase Recommended Program: 3D Induced Polarization Survey

The second phase of the recommended program would be contingent on reasonable encouragement having been generated from the results of the first phase of the recommended exploration program. It should comprise an induced polarization survey conducted over the most prospective part of the recommended first-phase soil-grid and/or the 2021 Monumental Gold western grid.

In an induced polarization survey, the ground must be charged through electrodes connected to generators by wires strung out along grid lines requiring lines to be brushed out in places. It is recommended that every second line in the most prospective area of the recommended phase-one soil grid and/or the 2021 Monumental Gold western soil grid be brushed out and subjected to induced polarization survey.

The resulting induced polarization grid would comprise a total of 32 km (19.52 mi) of cut lines spaced 200 m (656 ft) apart. The shape and orientation of the recommended induced polarization grid would depend on the shape and orientation of the most prospective area defined by the results of the first-phase soil survey.

The estimated cost of the second phase of the recommend exploration program is as follow:

Table 8

Estimated Cost of the Recommended Second-phase Exploration Program

Item	Cost	Accumulated Cost
Line Cutting Wages: 1 line brusher and field party chief, 35 days @ $600/day . . . . 3 line brushers, 35 days @ $400/day each.	 $ 21,000 $ 42,000 $ 63,100	$ 63,000
Line Cutting Transport Costs: 1-ton 4X4 pick-up truck; 35 days @ $160/day . . . . 1 ATV and transport trailer, 35 days @ $150/day . . . . Fuel	 $ 5,600 $ 5,250 $ 1,700 $ 12,550	$ 12,550
Line Cutting Camp and Crew Costs: Hotel, 4-person crew, 140 person-days @ $150 /person-day . . . . Camp food and meals in transit; 140 person-days @ $50/person-day . . . . 4 chain saws, 140 saw-days @ $50/saw-day . . . . Field supplies including replacement chains	 $ 21,000 $ 7,000 $ 7,000 $ 900 $ 35,900	$ 35,900
3-D Induced Polarization Program (1.3 x SJ Geophysics calculation of 2020): All-inclusive price for 33.8 km of surveyed line with a dipole size of 112m and a current injection spacing of 50 m including logistical report . . . . 1 geologist, 28 days, data compilation, and assessment report production @ $720/day	$247,000 $ 20,160 $267,160	$ 267,160
Office, Environmental and Compliance Costs: Project administration . . . . Filing and maintenance of Notice of Work	 $ 12,000 $ 5,000 $ 17,000	$ 17,000
Itemized Cost of Recommended Second-phase Program		**$ 395,610**
Goods and services tax (G.S.T.) (5% of 395,6100)		$ 19,781
Itemized Budget		**$ 415,391**
Contingency 10% of itemized budget		$ 41,539
Total Estimated Cost of Recommended Second-phase Program		**$ 456,930**

The estimated total cost of both phases of the recommended program is $713,485.

USE OF AVAILABLE FUNDS

The Company is not raising any funds in conjunction with this prospectus. Accordingly, there are no proceeds.

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 period commencing December 19, 2022 and ended August 31, 2023, the Company sustained a net and comprehensive loss of $14,575. All funds available to the Company will be used to fund future and anticipated negative cash flow from its operating activities.

Funds Available and Principal Purposes

The Company had working capital of $311,784 as of September 30, 2023, its most recent month end, excluding funds received in connection with the Special Warrant Private Placement as of such date. The net proceeds of the Company under the Special Warrant Private Placement were $297,300.50. The Company's total available funds are therefore approximately $591,084, which will be used for the purposes described below:

Use of Available Funds	($)
Complete recommended Phase 1 exploration program on the Property(1)	256,555
Initial listing expenses(2)	40,000
Payments under Property Agreement due within twelve months of the Listing Date	60,000
General and administrative costs for next 12 months(3)	190,000
Unallocated working capital	44,529
TOTAL:	**591,084**

Notes:

(1) See "The Weyman Property – Recommendations." The Phase 1 program expected cost is $256,555.
(2) Including legal, audit, securities commissions, and Exchange fees.
(3) See the table below for a description of the estimated administrative costs of the Company for the next 12-month period.

Upon Listing Date, the Company estimates that its working capital will be sufficient to meet its administrative costs and exploration expenditures for the 12-month period following the Listing Date, which exploration expenditures are expected to be sufficient to cover the cost of the Phase 1 program at the Property.

Administrative costs for the 12-month period following the Listing Date are comprised of the following:

General and Administrative Costs for 12-Month Period Following the Listing Date	($)
Transfer Agent and Regulatory Fees	10,000
Listing, Filing and Legal Fees	30,000
Accounting and Auditing	10,000
Office and Miscellaneous	10,000
Management Compensation	120,000(1)
News Release, Investor Relations and Associated Costs	10,000
TOTAL:	**190,000**

Note:

(1) The Company will pay Mr. Starr a monthly fee of $10,000 in connection with his duties as CEO of the Company after the Listing Date.

The use to which the $44,529 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 1 exploration program.

If the Company determines to retain the Option after the Listing Date, the Company will be obligated to (i) make further cash payments to the Optionor of $60,000 on or before the date that is twelve (12) months following the Listing Date and $25,000 on or before the date that is eighteen (18) months following the Listing Date. The cost of the recommended Phase 2 exploration program is estimated to be $456,930. The Company's unallocated working capital will not be sufficient to fund such expenditures, so if the Company determines to retain the Option after the Listing

Date and continue exploration on the Property, the Company will require additional financing. See "*The Weyman Property - Property Description, Location, and Access"*.

Business Objectives and Milestones

The Company's current business objective and sole current milestone is to complete the Phase 1 exploration program on the Property, as described herein. Based upon the recommendations of the Author in the Technical Report, the Company intends to carry out the Phase 1 exploration program shortly after the Listing Date, and the Company expects to complete the field work within 3 months of commencement, weather permitting. The proposed budget for Phase 1 in the Technical Report is based on a 3-month work program, but the exact timeline is subject to change. If the results of the Phase 1 exploration program are positive, the Company will look towards carrying out the recommended Phase 2 exploration program.

The Company's unallocated working capital will not be sufficient to fund the recommended Phase 2 exploration program on the Property. Therefore, in the event the results of the Phase 1 exploration program warrant conducting further exploration on the Property, the Company will require additional financing to complete the Phase 2 exploration program. 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 actually expended for the purposes described above could vary significantly depending on, among other things, mineral prices, unforeseen events, and the Company's future operating and capital needs from time to time. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary.

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 1 exploration program are not supportive of proceeding with Phase 2, or if continuing with the Phase 1 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 recommended work program, or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any funds so diverted for the purpose of conducting work or examining other properties acquired by the Company, although the Company has no present plans in this respect. Subscribers to the Special Warrant Private Placement must rely on the experience, good faith, and expertise of management of the Company with respect to future acquisitions and activities.

DIVIDENDS OR DISTRIBUTIONS

Dividends

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

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company's Management's Discussion and Analysis provides an analysis of the Company's financial results for the period commencing December 19, 2022 and ended August 31, 2023 and should be read in conjunction with the financial statements of the Company for such periods and the notes thereto. The Company's Management's Discussion and Analysis for the period commencing December 19, 2022 and ended August 31, 2023 is attached to this Prospectus as Schedule "C".

Certain information included in the Company's Management's Discussion and Analysis is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Cautionary Statement Regarding Forward-Looking Statements*" for further detail.

Disclosure of Outstanding Security Data

Common Shares

As at the date of this Prospectus, the Company has 15,497,736 Common Shares issued and outstanding, and the Company will have 18,290,741 Common Shares issued and outstanding following the exercise or deemed exercise of all the Special Warrants.

Stock Options

The Company has not granted any stock options as at the date of this Prospectus.

Warrants

As at the date of this Prospectus, the Company has no Warrants issued and outstanding. The Company will have 2,793,005 Warrants issued and outstanding following the exercise or deemed exercise of all the Special Warrants.

Special Warrants

As at the date of this Prospectus, the Company in aggregate had 2,793,005 Special Warrants outstanding, issued under Special Warrant Private Placement. Each Special Warrant entitles the holder to acquire, without further payment, one SW Share and one SW Warrant, with each SW Warrant exercisable into one Common Share for a period of two years from the Listing Date at an exercise price of $0.20. Each Special Warrant will automatically convert at 5:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the third business day after the Receipt; and (b) the date that is one year from the Closing Date. Following the exercise or deemed exercise of all the Special Warrants, the Company will have no Special Warrants outstanding.

Additional Disclosure for Junior Issuers

The Company anticipates that its estimated available funds of $591,084 will fund operations for the next 12-month period. Management estimates that the Company will require $256,555 to pay for the Phase 1 exploration program expenditures on the Property, $40,000 for initial listing expenses, $60,000 to pay the cash payments under the Property Agreement due within twelve months of the Listing Date, and $190,000 for general and administrative expenses. Other than the costs stated above, the Company does not anticipate incurring any other material capital expenditures during the next 12-month period.

DESCRIPTION OF SECURITIES DISTRIBUTED

Common Shares

The Company's authorized capital consists of an unlimited number of Common Shares, of which 15,497,736 are issued and outstanding as at the date of this Prospectus as fully paid and non-assessable. Following the exercise or deemed exercise of all the Special Warrants, there will be 18,290,741 Common Shares issued and outstanding. Holders of the Common Shares are entitled to vote at all meetings of the holders of the Common Shares and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of the Company's property or assets upon liquidation or wind-up.

The Board is authorized to issue additional Common Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further security holder action.

Special Warrants

The Company closed the Special Warrant Private Placement on August 31, 2023 issuing 2,793,005 Special Warrants. Each Special Warrant entitles the holder to acquire, without further payment, one (1) SW Share and one (1) SW Warrant, each SW Warrant exercisable into one (1) Common Share at an exercise price of $0.20 for two (2) years from the Listing Date. Each Special Warrant will automatically convert at 5:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the third business day after the Receipt; and (b) the date that is one year from the Closing Date.

The Company has provided to each Special Warrant holder 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 Special Warrant holder who acquires another of the Company's securities 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, then:

1. the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired;

2. the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Company on the acquisition of the Special Warrant; and

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

Upon conversion of the Special Warrants into SW Shares, holders of such Common Shares shall be entitled to vote at all meetings of the holders of Common Shares and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of the Company's property or assets upon liquidation or winding-up.

CONSOLIDATED CAPITALIZATION

The following table sets out the share capitalization of the Company as at the dates specified below.

Description	Authorized	Outstanding as at August 31, 2023	Outstanding as at the date of this Prospectus(1)(2)	Outstanding following the exercise of all the Special Warrants(2)
Common Shares	Unlimited	15,497,736	15,497,736	18,290,741
Warrants	Unlimited	nil	nil	nil
Special Warrants	Unlimited	2,793,005	2,793,005	nil
SW Warrants	Unlimited	nil	nil	2,793,005

Notes:

(1) See "Prior Sales".

(2) On an undiluted basis.

Fully Diluted Share Capitalization

Common Shares	Amount of Securities	Percentage of Total
Issued and outstanding as at the date of this Prospectus	15,497,736	73.50%
Common Shares reserved for issuance upon the exercise of the Special Warrants	2,793,005	13.25%
Common Shares reserved for issuance upon exercise of the Warrants	nil	nil
Common Shares reserved for issuance upon exercise of the SW Warrants	2,793,005	13.25%
Common Shares reserved for issuance upon exercise of options	nil	nil
Total Fully Diluted Share Capitalization after the Listing Date	**21,083,746**	**100%**

OPTIONS TO PURCHASE SECURITIES

Outstanding Options

The Company has not granted any stock options as at the date of this Prospectus.

Stock Option Plan

The Company does not have a stock option plan.

PRIOR SALES

The following table summarizes all sales of securities of the Company since the date of incorporation:

Date of Issue	Price per Security(1)	Number of Securities
December 19, 2022	$0.01	1 Common Share
February 6, 2023	$0.005	1,500,000 Common Shares
March 20, 2023	$0.02	9,999,234 Common Shares
April 26, 2023	$0.05	3,998,501 Common Shares
August 31, 2023	$0.10	2,793,005 Special Warrants

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Pursuant to the Escrow Agreement, the securities subject to contractual restriction and escrow are as shown in the following tables:

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class
Common Shares	1,750,002(1)	9.6%(2)
Special Warrants	151,750(3)	5.4%(4)

Notes:

(1) These Common Shares are held under the Escrow Agreement in accordance with NP 46-201. The Escrow Agent under the Escrow Agreement is Odyssey Trust Company.

(2) Based on 18,290,741 Common Shares issued and outstanding following the exercise of all the Special Warrants on an undiluted basis.

(3) These Special Warrants are held under the Escrow Agreement in accordance with NP 46-201. The Escrow Agent under the Escrow Agreement is Odyssey Trust Company.
(4) Based on 2,793,005 Special Warrants issued and outstanding.

Escrowed shareholder	Number of securities held in escrow or that are subject to a contractual restriction on transfer		Percentage of class	
	Common Shares	**Special Warrants**	**Common Shares(3)**	**Special Warrants(4)**
Mandeep Parmar(1)	1,400,002(2)	n/a	7.7%	n/a
Russell Starr	300,000(2)	150,750(2)	1.6%	5.4%
Amanuel Bein	50,000(2)	n/a	0.3%	n/a
Simon Tso	n/a	1,000(2)	n/a	0.04%

Notes:
(1) These securities are held by MSP Consulting Inc., a company of which Mandeep Parmar owns 100% of the issued and outstanding shares.
(2) These securities are held under the Escrow Agreement in accordance with NP 46-201. The Escrow Agent under the Escrow Agreement is Odyssey Trust Company.
(3) Based on 18,290,741 Common Shares issued and outstanding following the exercise of all the Special Warrants on an undiluted basis.
(4) Based on 2,793,005 Special Warrants issued and outstanding.

Escrow Agreement

NP 46-201 provides that all shares of an issuer owned or controlled by its Principals will be escrowed at the time of the issuer's initial public offering.

At the time of its initial public offering, 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.

Uniform terms of automatic timed release escrow apply to Principals of exchange listed issuers, differing only according to the classification of the issuer. As the Company anticipates that its Common Shares will be listed on the Exchange, it will be classified as an "emerging issuer". As such, the following automatic timed releases will apply to the securities held by its Principals:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	1/10 of the escrowed securities
6 months after the Listing Date	1/6 of the remaining escrowed securities
12 months after the Listing Date	1/5 of the remaining escrowed securities
18 months after the Listing Date	1/4 of the remaining escrowed securities
24 months after the Listing Date	1/3 of the remaining escrowed securities
30 months after the Listing Date	1/2 of the remaining escrowed securities
36 months after the Listing Date	The remaining escrowed securities

Assuming there are no changes to the escrowed securities initially deposited and no additional escrowed securities are deposited, automatic timed release escrow applicable to the Company will result in a 10% release on the Listing Date, with the remaining escrowed securities being released in 15% tranches every six months thereafter.

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

Pursuant to the terms of the Escrow Agreement, 1,750,002 Common Shares and 151,750 Special Warrants will be held in escrow on the Listing Date.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Company, as of the date of this Prospectus, (i) no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the currently outstanding Common Shares and (ii) assuming the exercise of the Special Warrants, no person beneficially will own or exercise control or direction over Common Shares carrying more than 10% of the votes attached to then outstanding Common Shares.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table provides the names, municipalities 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 hereof:

Name and Municipality of Residence and Position with the Company	**Director /Officer Since**	**Principal Occupation**	**Number and Percentage of Common Shares Beneficially Owned or Controlled, Directly or Indirectly**	
			As at the Date of this Prospectus(1)	**Following the exercise of the Special Warrants(2)**
Russell Starr(5) Collingwood, ON *Chief Executive Officer and Director*	CEO: July 28, 2023 Director: August 31, 2023	Director of Renegade Gold Inc. (April 2023 to Present); CEO of Trillium Gold Mines Inc. (July 2020 to July 2023); CEO and Executive Chair of Valour (February 2021 to February 2023); Director of Canada Nickel Company Inc. (December 2019 to February 2023); Senior Vice President of Auryn Resources Inc. (July 2015 to July 2020); Director of Gold Terra Resource Corp. (May 2017 to June 2020); Senior Vice President of Cayden Resources Inc. (June 2012 to December 2014).	300,000 (1.9%)	450,750(3) (2.5%)
Simon Tso Vancouver, BC *Chief Financial Officer and Corporate Secretary*	May 12, 2023	Partner at Athena Chartered Professional Accountant Ltd. (2018 to Present); Managing Partner at Simon & Co. Professional Corporation (2015 to Present); CFO of Pure to Pure Beauty Inc. (2022 to Present); Director and CFO of ALDD Ventures Corp. (2022 to Present); CFO of Surge Exploration Inc. (2019 to 2021); CFO of Nevada Energy Metals Corp. (2019 to 2021); Director and CFO of Jessy Ventures Corp. (2018 to 2019); Director of Finance at Mondivan Developments Group (2015 to 2019).	Nil	1,000 (0.01%)

Name and Municipality of Residence and Position with the Company	Director /Officer Since	Principal Occupation	Number and Percentage of Common Shares Beneficially Owned or Controlled, Directly or Indirectly	
			As at the Date of this Prospectus(1)	Following the exercise of the Special Warrants(2)
Mandeep Parmar(5)(6) Vancouver, BC *Director*	December 19, 2022	Director of Vital Battery Metals Inc. (December 2022 to Present); Capital markets consultant for various issuers on the CSE in the mining, oil & gas, healthcare, pharmaceutical and technology industries, including investor relations and corporate communications (2017 to Present).	1,400,002(4) (9.0%)	1,400,002(4) (7.7%)
Amanuel Bein(5)(6) Thunder Bay, ON *Director*	August 31, 2023	President and Principal Geologist at Bein Geosciences Ltd. (2019 to Present); VP Exploration of Power Metals Corp. (2023); Director of Collective Metals Inc. (2023); Chief Exploration Geologist at Rock Tech Lithium (2021 to 2023); Various geological positions including Senior Geologist and Acting Exploration Manager at Hudbay Minerals Inc. (2010 to 2021).	50,000 (0.3%)	50,000 (0.3%)

Notes:

(1) Percentage is based on 15,497,736 Common Shares issued and outstanding before the exercise of all the Special Warrants.

(2) Percentage is based on 18,290,741 Common Shares issued and outstanding following the exercise of all the Special Warrants.

(3) 150,000 common shares are held by 2509886 Canada Inc., a company of which Russell Starr owns 100% of the issued and outstanding shares.

(4) These securities are held by MSP Consulting Inc., a company of which Mandeep Parmar owns 100% of the issued and outstanding shares.

(5) Denotes a member of the Audit Committee of the Company.

(6) Denotes an independent director.

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 executive officers expires at the discretion of the Company's directors.

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 1,750,002 Common Shares, which is equal to 11.3% of the Common Shares issued and outstanding as at the date hereof.

Following the exercise of all the Special Warrants, the directors and executive officers of the Company as a group will beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 1,901,752 Common Shares of the Company, which is equal to 10.4% of the Common Shares issued and outstanding following the exercise of all the Special Warrants.

Background

The following is a brief description of each of the directors and executive officers of the Company, including their names, ages, positions and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date hereof, experience in the Company's industry and the amount of time intended to be devoted to the affairs of the Company:

Russell Starr – Chief Executive Officer and Director, 55 years old

Mr. Starr is a former Bay Street executive and associate hedge fund manager. Mr. Starr is also a seed investor in Echelon Wealth Partners, a large Canadian investment dealer. Mr. Starr held executive and board positions at Cayden Resources Inc. and Auryn Resources Inc. amongst other public issuers. As a senior executive, board member and corporate finance specialist with Cayden Resources Inc., Mr. Starr was integral in the marketing, financing development and ultimate sale of Cayden Resources Inc. for CAD $205M to Agnico Eagle Mines Limited in 2014. As chief executive officer of Trillium Gold Mines Inc. (now Renegade Gold Inc.), Mr. Starr led the consolidation of the confederation greenstone belt in the Red Lake mining camp, and the establishment of a world class exploration portfolio in both precious metals and critical elements. Mr. Starr holds a bachelor's degree in economics from Queen's University, a master's degree in econometrics from the University of Victoria, a MBA from the Ivey Business School from Western University and started his PhD before venturing to Bay Street.

As the Chief Executive Officer of the Company, Mr. Starr is responsible for the day-to-day operations, outside contractors and service providers, acquisitions and project development, and of the financial operations of the Company in conjunction with the Chief Financial Officer and with outside accounting, tax and auditor support. Mr. Starr expects to devote approximately 75% of his time to the Company's activities, but will at all times devote sufficient time to the Company's activities as is reasonably necessary to discharge his responsibilities as CEO. Mr. Starr is not an employee of the Company but is an independent consultant of the Company. Mr. Starr has entered into a non-disclosure agreement with the Company but has not entered into a non-competition agreement with the Company.

Simon Tso – Chief Financial Officer and Director, 34 years old

Mr. Tso is the principal of Athena Chartered Professional Accountant Ltd., a full-cycle accounting firm that assists both private and public companies with their financial reporting, regulatory filing and taxation requirements. Mr. Tso is also a co-founder of Zeus Capital Ltd., a boutique corporate finance firm that specializes in providing financial advisory, valuation and consulting services. Prior to his current roles, Mr. Tso spent a number of years as an associate at a local corporate finance firm and as a senior accountant at a firm of chartered accountants, where he managed numerous private and publicly-traded corporations, commonly acting as their Controller or Chief Financial Officer. Mr. Tso graduated with a Bachelor of Commerce (Finance) degree with honours from the UBC Sauder School of Business and is both a CFA Charterholder and a Chartered Professional Accountant.

As the Chief Financial Officer and Corporate Secretary of the Company, Mr. Tso is responsible for coordination of the financial operations and corporate secretarial matters of the Company in conjunction with the Chief Executive Officer and with outside accounting, tax and auditing firms. Mr. Tso expects to devote approximately 25% of his time to the Company's activities, but will at all times devote sufficient time to the Company's activities as is reasonably necessary to discharge his responsibilities as a CFO and Corporate Secretary. Mr. Tso is not an employee of the Company but is an independent consultant of the Company. Mr. Tso has not entered into a non-competition or non-disclosure agreement with the Company.

Mandeep Parmar – Director, 31 years old

Mr. Parmar has over a decade of public markets experience, with a focus on finance and capital raising, investor relations, and corporate development. He has assisted numerous public companies listed both in Canada and in the international markets, boasting a strong understanding of corporate structure and formation, financing and business development. Mr. Parmar has worked with many small-cap companies to assist in fundraising, structuring and the implementation of asset development programs to generate and build value. His experience spans different sectors such as mining, oil and gas, technology and healthcare sectors with a focus on roles relating to financing, investor relations and public relations. Mr. Parmar also serves as a director of Vital Battery Metals Inc.

Mr. Parmar expects to devote approximately 50% of his time to the Company's activities, but will at all times devote sufficient time to the Company's activities as is reasonably necessary to discharge his responsibilities as a Director. Mr. Parmar is neither an employee nor an independent consultant of the Company. Mr. Parmar has not entered into a non-competition or non-disclosure agreement with the Company.

Amanuel Bein – Director, 40 years old.

Mr. Bein has over 17 years experience in the exploration and mining industry where he has gained world-class knowledge and expertise in several mineral deposit types. He began his career as a field geologist while working for several junior mineral exploration companies in the Arabian Nubian Shield. Mr. Bein worked in the Bathurst Mining Camp between 2008 and 2010 while completing his graduate studies at the University of New Brunswick. He worked for Hudbay Minerals Inc. for more than ten years, and was able to experience the full mining cycle, including the discovery of the 1901 deposit and closure of the Reed mine. At Hudbay Minerals Inc., Mr. Bein led several regional and near-mine exploration programs in Manitoba, Saskatchewan and Arizona. He worked for Rock Tech Lithium between 2021 and 2023 as an Exploration Manager and was part of a team that executed extensive exploration programs that enabled growth of mineral resources and discovery of several spodumene pegmatites. Mr. Bein is also Vice President of Exploration at Power Metals Corp. and serves as an independent Director at Collective Metals Inc.

Mr. Bein expects to devote approximately 25% of his time to the Company's activities, but will at all times devote sufficient time to the Company's activities as is reasonably necessary to discharge his responsibilities as a Director. Mr. Bein is not an employee of the Company but is an independent consultant of the Company. Mr. Bein has entered into a non-disclosure agreement with the Company but has not entered into a non-competition agreement with the Company.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed herein, no director or executive officer of the Company is, as at the date of this Prospectus, or was within ten years before the date hereof, a director, Chief Executive Officer or Chief Financial Officer of any company, including the Company, that:

(i) was subject to a cease trade order, an order similar to cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer; or

(ii) was subject to an a cease trade order, an order similar to cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, 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.

Penalties or Sanctions

No director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

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

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

Bankruptcies

No director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

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

(ii) has, within the ten years before the date hereof, 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.

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, the director in a conflict will disclose his interest and abstain from voting on such matter, as required under applicable corporate laws.

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

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. The directors and officers of the Company are directors and officers of other companies, some of which are in the same business as the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligations to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

EXECUTIVE COMPENSATION

The Company was not a reporting issuer at any time during the fiscal period commencing December 19, 2022 and ended August 31, 2023, the Company's most recently completed financial year. Accordingly, and in accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to Named Executive Officers of the Company, once the Company becomes a reporting issuer, to the extent this compensation has been determined.

For the purposes hereof, the term Named Executive Officer, or NEO, means each Chief Executive Officer, each Chief Financial Officer and the Company's most highly compensated executive officer, other than the Chief Executive Officer and the Chief Financial Officer, who was serving as an executive officer as at the end of the Corporation's most recently completed financial year and whose total compensation exceeds $150,000 and any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the Company's most recently completed financial year. For the period ended August 31, 2023, the Company's NEOs were Russell Starr and Simon Tso.

Compensation Discussion and Analysis

At its present stage of development, the Company does not have any formal objectives, criteria and analysis for determining the compensation of its Named Executive Officers and primarily relies on the discussions and determinations of the board of directors.

Pursuant to an agreement between the Company and Mr. Starr dated July 28, 2023, the Company will pay Mr. Starr a monthly fee of $10,000 per month in connection with his duties as CEO of the Company after the Listing Date.

With a view to minimizing its cash expenditures not directed at the exploration of the Property, the Company does not intend to pay a material amount of compensation to management for the next 12 months. However, this policy will be re-evaluated periodically. The Company expects to grant incentive stock options to the Named Executive Officers and its non-executive directors, under a stock option plan to be adopted subsequent to listing on the Exchange in the amounts and on terms to be determined by the Board at that time.

Option Based Awards

The Company does not have a stock option plan and has not granted any stock options to its NEOs.

Defined Benefit Plans

The Company does not have any defined benefit or actuarial plan.

Termination and Change of Control Benefits

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

Director Compensation

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. As with the Named Executive Officers, the Board intends to compensate directors primarily through the grant of stock options, under a stock option plan to be adopted subsequent to listing on the Exchange, and reimbursement of expenses incurred by such persons acting as directors of the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

Other than routine indebtedness, as that term is defined in paragraph 10.3(c) of Form 51-102F5 *Information Circular* ("**Form 51-102F5**"), no directors, executive officers and employees and no former directors, executive officers and employees of the Company are or were indebted to the Company in connection with a purchase of securities and all other indebtedness as at the date of this Prospectus.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

Other than routine indebtedness, as that term is defined in paragraph 10.3(c) of Form 51-102F5, no directors or executive officers of the Company, and associates of such directors or executive officers are or were indebted to the Company as at the date of this Prospectus.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52-110F2 require the

Company, as an IPO venture issuer, to disclose certain information relating to the Company's audit committee and its relationship with the Company's independent auditors.

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule "A" to this Prospectus.

Composition of Audit Committee

The members of the Company's Audit Committee are:

Russell Starr (Chair)	Not Independent(1)	Financially Literate(2)
Mandeep Parmar	Independent(1)	Financially Literate(2)
Amanuel Bein	Independent(1)	Financially Literate(2)

Notes:

(1) A member of an audit committee is independent if 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. Mr. Starr is not independent because he serves as the Company's Chief Executive Officer.

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

Relevant Education and Experience

Each member of the Company's present 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 those principles in connection with estimates, accruals and reserves;

(b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the 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.

Russell Starr: Mr. Starr brings over 18 years of business experience in the capital markets. He has particular focus in the mineral exploration and development sector. Over such time, Mr. Starr has served in a variety of capacities, including Chief Executive Officer, President, Director, Corporate Finance and Senior Vice President. Through this work, he has been involved with project management, budgeting, preparation and review of financial statements and financial strategy.

Amanuel Bein: Mr. Bein has experience as a director and has held various geological positions of publicly listed issuers with a specific focus in the resource sector. Mr. Bein has been involved in a variety of matters requiring financial literacy including creating, interpreting and finalizing budgets and expenditures for work programs whilst also reviewing financial statements for resource issuers in these roles.

Mandeep Parmar: Mr. Parmar brings over 10 years of business experience in the capital markets, specializing in the start-up, development, operation, and financing of early-stage companies. He has particular focus in the mineral exploration and development sector. Through this work, he has been involved with project management, budgeting, preparation and review of financial statements and financial strategy. Mr. Parmar also currently sits on the board of directors of Vital Battery Metals Inc.

See "Directors and Executive Officers" for further details of each audit committee member's relevant education and experience.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4, 6.1(4), (5), or (6) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The fees billed or estimated to be billed by the Company's external auditors in each of the last two fiscal years for audit and non-audit related services provided to the Company or its subsidiaries (if any) are as follows:

Financial Year End	Audit Fees	Audit Related Fees(1)	Tax Fees(2)	All other Fees(3)
August 31, 2023(4)	$26,781	$Nil	$Nil	$Nil

Notes:

(1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
(2) Fees charged for tax compliance, tax advice and tax planning services.
(3) Fees for services other than disclosed in any other column.
(4) Period from December 19, 2022 to August 31, 2023.

Exemption

The Company has relied upon the exemption provided by section 6.1 of NI 52-110, which states that the Company, as an IPO Venture Issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

CORPORATE GOVERNANCE

General

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 is presented below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. The Board is comprised of three directors: Russell Starr, Amanuel Bein and Mandeep Parmar. As the size of the Board is small, the Board has no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Company.

Mr. Starr is not independent as Mr. Starr is the Chief Executive Officer of the Company. Messrs. Bein and Parmar are independent.

Directorships

Currently, the following directors and officers are also directors of the following other reporting issuers:

Name of Director or Officer	Name of Reporting Issuer and Name of Exchange
Russell Starr	Renegade Gold Inc. (TSX-V)
Amanuel Bein	Collective Metals Inc. (CSE)
Simon Tso	ALDD Ventures Corp. (TSX-V)
Mandeep Parmar	Vital Battery Metals Inc. (CSE)

Orientation and Continuing Education

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

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 management and in the best interests of the Company.

Nomination of Directors

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

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

Compensation

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

Other Board Committees

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

Assessments

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

PLAN OF DISTRIBUTION

This Prospectus qualifies the distribution of 2,793,005 Special Warrants, and the SW Shares and SW Warrants underlying the Special Warrants, to be issued, without additional payment, upon the exercise or deemed exercise of 2,793,005 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 and no agent or underwriter is involved.

Listing of Common Shares

The Company intends to apply to list its issued and outstanding Common Shares and all other Common Shares issuable by the Company as described in this Prospectus, on the Exchange. Listing of the Common Shares will be subject to the Company fulfilling all the listing requirements of the Exchange. The Special Warrants will not be listed on the Exchange.

IPO Venture Issuer

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). See "*Risk Factors*".

RISK FACTORS

General

The Company is in the business of exploring and, if warranted, developing mineral properties, which is a highly speculative endeavor. A purchase of any securities of the Company involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in securities of the Company should not constitute a significant portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective Subscribers should carefully evaluate the following risk factors associated with an investment in the Company's securities prior to purchasing securities of the Company.

Limited Operating History

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on any properties in which the Company has an interest. The purpose of the Special Warrants Private Placement was to raise funds to carry out exploration and, if thought appropriate, development with the objective of establishing economic quantities of mineral reserves. There is no guarantee that economic quantities of minerals will be discovered on any properties in which the Company has an interest in the near future or at all. If the Company does not generate revenue or is unable to raise further funds, it may be unable to sustain its operations in which case it may become insolvent and investors may lose their investment.

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.

Financing Risks

The Company has no history of earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its securities. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the properties owned by the Company. The Company's unallocated working capital is not sufficient to fund a follow-on Phase 2 exploration program on the Property and there is no assurance that the Company can successfully obtain additional financing to fund a Phase 2 program.

While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of the Property, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to purchasers under the Special Warrants Private Placement. At present it is impossible to determine what amounts of additional funds, if any, may be required.

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 Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties. 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.

If the Company cannot raise additional equity financing, then it may not earn its interest in the Property

The Company is required to make cash payments to the Optionor, and to incur work expenditures in order 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 inability to earn its interest in the Property.

Commercial Ore Deposits

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

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, 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.

Permits and Government Regulations

The future operations of the Company may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the 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.

Management

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

Key Person Insurance

The Company does not maintain key person insurance on any of its directors or officers, and as result the Company would bear the full loss and expense of hiring and replacing any director or officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Company from such loss of any director or officer.

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. The Company may face challenges to the title of 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 Title

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

On June 26, 2014, the Supreme Court of Canada (the "**SCC**") released a decision in *Tsilhqot'in Nation v. British Columbia* (the "**William Decision**"), pursuant to which the SCC upheld the First Nations' claim to Aboriginal title and rights over a large area of land in central British Columbia, including rights to decide how the land will be used, occupancy and economic benefits. The court ruling held that while the provincial government had the constitutional authority to regulate certain activity on aboriginal title lands, it had not adequately consulted with the Tsilhqot'in. The SCC also held that provincial laws of general application apply to land held under Aboriginal title if the laws are not unreasonable, impose no undue hardship, and do not deny the Aboriginal title holders their preferred means of exercising their rights. The Company will continue to manage its operations within the existing legal framework while paying close attention to the direction provided by the Courts regarding the application of this ruling.

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, including as a result of the significant market reaction to COVID-19. 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.

Negative Cash Flows From Operations

For the period from December 19, 2022 and ended August 31, 2023, the Company had negative cash flow from operating activities of $2,207. The Company continues to have negative operating cash flow. It is possible the

Company may have negative cash flow in any future period and as a result, the Company may need to use available cash, including proceeds from the Private Placements and any future financings to fund any such negative cash flow.

Resale of Common Shares

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

Community Groups

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. 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.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in executing on its business plan, creating revenues, cash flows or earnings. The value of the Common Shares will be affected by such volatility. There is currently no public market for the Common Shares. An active public market for the Common Shares might not develop or be sustained after the Listing Date. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the price at which the Special Warrant were issued.

Conflicts of Interest

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

- participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate; and

- no commissions or other extraordinary consideration will be paid to such directors and officers; and business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Company except on the same or better terms than the basis on which they are offered to third party participants.

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.

Dividend

The Company does not anticipate paying any dividends on its Common Shares in the foreseeable future.

PROMOTER

Mr. Parmar may be considered to be the Promoter of the Company in that he took the initiative in organizing the business of the Company.

Except as otherwise disclosed in this Prospectus (in particular, under the heading "*Directors and Executive Officers – Corporate Cease Trade Orders or Bankruptcies*"), no person who was a Promoter of the Company:

1. received anything of value directly or indirectly from the Company;

2. sold or otherwise transferred any asset to the Company within the last 2 years;

3. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days while that person was acting in the capacity as director, CEO or CFO;

4. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the person ceased to be a director, CEO or CFO and which resulted from an event that occurred while the person was acting in the capacity as director, CEO or CFO;

5. is at of the date hereof, or was within 10 years before the date hereof, a director or executive officer of any person or company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 or receiver manager or trustee appointed to hold its assets;

6. has, within 10 years before the date hereof, 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 person;

7. has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;

8. has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or

LEGAL PROCEEDINGS

Legal Proceedings

The Company is not currently a party to any legal proceedings, nor is the Company currently contemplating any legal proceedings, which are material to its business. Management of the Company is not currently aware of any legal proceedings contemplated against the Company.

Regulatory Actions

From incorporation to the date of this Prospectus, management knows of no:

(i) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority;

(ii) other penalties or sanctions imposed by a court or regulatory body against the Company necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and

(iii) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as noted below and in this Prospectus, from incorporation to the date of this Prospectus, none of the following persons or companies has had any material interest, direct or indirect, in any transaction which has materially affected or is reasonably expected to materially affect the Company:

(a) any director or executive officer of the Company;

(b) any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of the Company's outstanding voting securities; and

(c) any associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b).

AUDITORS

The auditor of the Company is BF Borgers CPA PC, having an address at 5400 W. Cedar Ave, Lakewood, CO 80226.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Company is Odyssey Trust Company, of 350 – 409 Granville Street, Vancouver, BC 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 from incorporation to the date of this Prospectus which are currently in effect and considered to be currently material:

1. The Registrar and Transfer Agent Agreement dated ●;
2. The Escrow Agreement dated ●;

3. The Property Agreement dated March 23, 2023.

Copies of the material contracts will be available under the Company's profile at www.sedar.com upon the issuance of the final receipt for this Prospectus.

EXPERTS

Names of Experts

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

The Technical Report was prepared by John Ostler, P.Geo. Mr. Ostler has no interest in the Company, the Company's securities or the Property.

BF Borgers CPA PC, auditor of the Company, who prepared the independent auditor's report on the Company's audited financial statements included in and forming part of this Prospectus, has informed the Company that it is independent of the Company within the meaning of the code of professional conduct of the Chartered Professional Accountants of British Columbia.

Interests of Experts

None of the persons set out under the heading "*Experts – Names of Experts*" have held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of its associates or affiliates when such person prepared the report, valuation, statement or opinion aforementioned or thereafter.

OTHER MATERIAL FACTS

There are no other material facts about the securities being distributed pursuant to this the Special Warrants Private Placement that are not disclosed under any other items and are necessary in order for this Prospectus to contain full, true and plain disclosure of all material facts relating to the Common Shares to be distributed.

RIGHTS OF WITHDRAWAL AND RESCISSION

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

FINANCIAL STATEMENTS

Audited financial statements of the Company for the period commencing December 19, 2022 and ended August 31, 2023 are included in this Prospectus as Schedule "B".

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee, or its Board of Directors in lieu thereof (the "**Audit Committee**"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

Composition

- *Number of Members*. The Audit Committee must be comprised of a minimum of three directors of the Company, a majority of whom will be independent. Independence of the board members will be as defined by applicable legislation.

- The members of the Committee will be appointed by the board of directors of the Company ("**Board**") annually at the first meeting of the Board following the annual meeting of the shareholders, to serve until the next annual meeting of shareholders or until their successors are duly appointed.

- *Chair*. The Board will designate one member to act as chair of the Audit Committee (the "**Chair**") or, if it fails to do so, the members of the Audit Committee will appoint the Chair among its members.

- *Financially Literacy.* All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

Meetings

- *Meetings and Quorum.* The Audit Committee will meet at least quarterly, with the authority to convene additional meetings as circumstances require. A majority of the members of the Audit Committee will constitute a quorum.

- *Agenda*. The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.

- *In Camera Sessions.* The Audit Committee will, when appropriate, hold in camera sessions without management present.

- *Minutes.* The Audit Committee will keep minutes of its meetings which will be available for review by the Board. The Audit Committee may appoint any person who need not be a member, to act as the secretary at any meeting. The Audit Committee may invite such officers, directors and employees of the Company and such other advisors and persons as it may see fit, from time to time, to attend at meetings of the Audit Committee.

Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

<u>External Auditor</u>

The Audit Committee will:

(a) *Selection of the external auditor*. Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.

(b) *Scope of Work*. Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.

(c) *Compensation*. Recommend to the Board the compensation to be paid to the external auditors.

(d) *Replacement of Auditor*. If necessary, recommend the replacement of the Auditor to the Board of Directors.

(e) *Approve Non-Audit Related Services*. Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.

(f) *Direct Responsibility for Overseeing Work of Auditors*. Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.

(g) *Resolution of Disputes*. Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

<u>Financial Statements and Financial Information</u>

The Audit Committee will:

(a) *Review Audited Financial Statements*. Review the audited financial statements of the Company and related MD&A, discuss those statements with management and with the Auditor, and recommend their approval to the Board.

(b) *Review of Interim Financial Statements*. Review and discuss with management the quarterly financial statements and related MD&A, and recommend their approval by the Board.

(c) *Public Disclosure*. review the annual and interim financial statements and related MD&A, news releases that contain significant financial information that has not previously been released to the public, and any other public disclosure documents that are required to be reviewed by the Audit Committee under any applicable laws and satisfy itself that the documents do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made before the Corporation publicly discloses this information.

(d) *Auditor Reports and Recommendations*. Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

<u>Risk Management, Internal Controls and Information Systems</u>

The Audit Committee will:

(a) *Internal Control*. Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.

(b) *Financial Management*. Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.

(c) *Accounting Policies and Practices*. Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.

(d) *Litigation*. Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.

(e) *Other.* Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

<u>Complaints</u>

(a) *Accounting, Auditing and Internal Control Complaints*. The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.

(b) *Employee Complaints*. The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

Authority

(a) *Auditor.* The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.

(b) *To Retain Independent Advisors.* The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.

Reporting

The Audit Committee will report to the Board on:

(a) the Auditor's independence;

(b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;

(c) the reappointment and termination of the Auditor;

(d) the adequacy of the Company's internal controls and disclosure controls;

(e) the Audit Committee's review of the annual and interim consolidated financial statements;

(f) the Audit Committee's review of the annual and interim management discussion and analysis;

(g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and

(h) all other material matters dealt with by the Audit Committee.

SCHEDULE “B”

FINANCIAL STATEMENTS FOR THE PERIOD FROM DECEMER 19, 2023 (DATE OF INCORPORATION) TO AUGUST 31, 2023

[See attached]

Greenridge Exploration Inc.

Financial Statements

For the Period from the Date of Incorporation on December 19, 2022 to August 31, 2023

(Expressed in Canadian Dollars)

BF Borgers CPA PC
Certified Public Accountants

5400 W Cedar Ave
Lakewood, CO 80226
Telephone: 303.953.1454
Fax: 303.945.7991

Independent Auditor's Report

To the Shareholders of Greenridge Exploration Inc.

Opinion

We have audited the financial statements of Greenridge Exploration Inc. ("the Company"), which comprise the statements of financial position as at August 31, 2023 and the statements of changes in shareholders' equity, operations and comprehensive loss, and cash flows for the period ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2023, and its financial performance and its cash flows for the period ended in accordance with International Financial Reporting Standards ("IFRS").

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 $14,575 during the period from incorporation on December 19, 2022 to August 31, 2023 and, its ability to continue as a going concern is contingent upon raising the necessary funds through the selling of investments, digital assets and issuance of equity or debt. 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 to this matter.

Other Information

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

Our opinion on the financial statements does not cover the other information and 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

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

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

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional scepticism 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ben Borgers.

/S BF Borgers CPA PC
BF Borgers CPA PC
Lakewood, Colorado
October 6, 2023

Greenridge Exploration Inc. (formerly 1392210 B.C. Ltd.)
Statement of Financial Position
(Expressed in Canadian Dollars)

	Note	As at August 31, 2023
		$
Assets		
Current assets		
Cash		**654,236**
Total current assets		**654,236**
Exploration and evaluation property	3	**29,127**
Total Assets		**683,363**
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities		**12,368**
Due to related parties	5	**11,105**
Total liabilities		**23,473**
Shareholders' Equity		
Share capital	4	**395,165**
Subscriptions received in advance		**279,300**
Deficit		**(14,575)**
Total Shareholders' Equity		**659,890**
Total Liabilities and Shareholders' Equity		**683,363**

Nature of Operations and Going Concern (Note 1)
Subsequent Event (Note 9)

These financial statements were approved and authorized for issuance on behalf of the Board of Directors on September 30, 2023.

"Mike Parmar"
Mike Parmar, Director

"Amanuel Bein"
Amanuel Bein, Director

Greenridge Exploration Inc. (formerly 1392210 B.C. Ltd.)
Statement of Operations and Comprehensive Loss
(Expressed in Canadian dollars, except number of shares)

	From the date of incorporation on December 19, 2022 to August 31, 2023
	$
Operating expenses	
Office and miscellaneous	200
Professional fees	17,368
Total expenses	17,568
Interest income	2,993
Net loss and comprehensive loss	(14,575)
Loss per common share – basic and diluted	(0.00)
Weighted average number of common shares	9,559,083

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

Greenridge Exploration Inc. (formerly 1392210 B.C. Ltd.)
Statement of Changes in Shareholders' Equity
(Expressed in Canadian dollars, except number of shares)

	Share Capital				
	Number	**Amount**	**Subscriptions Received**	**Deficit**	**Total Shareholders' Equity**
	#	$	$	$	$
Balance, December 19, 2022 (Date of Incorporation)	1	-	-	-	**-**
Shares issued for private placement	15,497,735	407,410	-	-	**407,410**
Shares issuance costs	-	(12,245)	-	-	**(12,245)**
Subscriptions received for special warrants	-	-	279,300	-	**279,300**
Net loss for the period	-	-	-	(14,575)	**(14,575)**
Balance, August 31, 2023	**15,497,736**	**395,165**	**279,300**	**(14,575)**	**659,890**

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

(Expressed in Canadian Dollars)

	For the period from incorporation on December 19, 2022 to August 31, 2023
	$
Operating activities	
Net loss for the period	(14,575)
Changes in working capital related to operating activities:	
Accounts payable and accrued liabilities	12,368
Cash used for operating activities	(2,207)
Investing activity	
Exploration and evaluation expenditures	(29,127)
Cash used in investing activity	(29,127)
Financing activities	
Proceeds from private placement	407,410
Subscriptions received for special warrants	279,300
Due to related parties	11,105
Share issuance costs	(12,245)
Cash provided by financing activities	685,570
Change in cash	654,236
Cash, beginning of period	-
Cash, end of period	654,236
Supplemental cash flows information:	
Cash paid for income taxes	-
Cash paid for interest	-
Cash received for interest	2,993

1. Nature of Operations and Going Concern

Greenridge Exploration Inc. (the "Company") was incorporated in the Province of British Columbia on December 19, 2022. The Company changed its name from 1392210 B.C. Ltd. to Greenridge Exploration Inc. on April 28, 2023. The Company's principal business activities include the acquisition and exploration of mineral property assets in Canada. The Company's registered and records office is Suite 6th Floor, 905 West Pender Street. Vancouver, BC.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with, loans from directors and companies controlled by directors and/or private placements of share capital. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. Significant Accounting Policies

(a) Statement of Compliance to International Financial Reporting Standards

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

(b) Basis of Preparation

The financial statements have been prepared on an accrual basis except for cash flow information and are based on historical costs modified where applicable. The financial statements are presented in Canadian dollars, which is also the functional currency, unless otherwise noted. The functional currency is the currency of the primary economic environment in which an entity operates. The policies set out below were consistently applied to all periods presented unless otherwise noted.

(c) Significant Judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. Areas requiring a significant degree of estimation and judgment relate to the fair value measurements for financial instruments and share-based payments, the recognition and valuation of provisions for decommissioning liabilities, the carrying value of exploration and evaluation properties, the valuation of all liability and equity instruments including warrants and stock options, the recoverability and measurement of deferred tax assets and liabilities and ability to continue as a going concern.

2. Significant Accounting Policies (continued)

(d) Financial Instruments

The following is the Company's accounting policy for financial instruments:

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics.

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

(ii) Measurement

Financial assets and liabilities at amortized cost

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

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of operations and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of operations and comprehensive loss in the period in which they arise.

Debt investments at FVTOCI

These assets are initially and subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in other comprehensive income ("OCI"). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

2. Significant Accounting Policies (continued)

(d) Financial Instruments (continued)

(iii) Impairment of financial assets at amortized cost (continued)

If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

(e) Exploration and Evaluation Property

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

(f) Share Capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity, net of any tax effects. The proceeds from the issue of units are allocated between common shares and share purchase warrants based on the residual value method. The fair value of common shares is based on the market closing price on the date the units are issued. Equity instruments issued to agents as financing costs are measured at their fair value at the date of grant. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2. Significant Accounting Policies (continued)

(g) Share based payments

The fair value of stock options granted using valuation models is only an estimate of their potential value and requires the use of estimates and assumptions.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. Under the residual method, one component is measured first and the residual amount is allocated to the remaining component. The Company measures the value of the common shares first. The balance, if any, is allocated to the warrants. Any fair value attributed to the warrants is recorded as reserves.

(h) 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, in the countries where the Company operates and generates taxable income. 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 profit or loss. 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 asset and liability 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 profit 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.

(i) Loss Per Share

Basic loss per share is computed by dividing net loss attributable to common shareholders by the weighted average number of shares outstanding in the period. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. The calculation of diluted loss per share excludes the effects of conversion or exercise of options and warrants if they would be anti-dilutive.

(Expressed in Canadian Dollars, except where noted)

2. Significant Accounting Policies (continued)

(j) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. At each financial position reporting date presented the Company has not incurred any decommissioning costs related to the exploration and evaluation of its mineral properties and accordingly no provision has been recorded for such site reclamation or abandonment.

(k) Accounting standards issued but not yet effective

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.

3. Exploration and evaluation property

On March 23, 2023, the Company entered into a property option agreement ("Option Agreement") to acquire the right to earn up to 100% interest in and to seven contiguous mineral claims located in British Columbia known as the Weyman Property (the "Property"). Pursuant to the Option Agreement, the Company must satisfy the following:

(a) Paying an aggregate of $100,000 in cash as follows:

  a. $15,000 on or before the date that is ten calendar days after March 22, 2023 ("Effective Date") (paid);
  b. $20,000 on or before the date that is ten calendar days after the date that the Company is publicly listed on an exchange (the "Listing Date");
  c. $20,000 on or before the date that is six months after the Listing Date;
  d. $20,000 on or before the date that is twelve months after the Listing Date; and
  e. $25,000 on or before the date that is eighteen months after the Listing Date;

(b) Issuing 200,000 common shares of the Company to the optionor on or before the date that is ten calendar days after the Listing Date;

(c) Incurring a minimum of $200,000 in expenditures on the property on or before the date that is two calendar years after the Listing Date.

The Property is subject to 2% Net Smelter Returns royalty.

The Company incurred the following mineral property expenditures on the Weyman Property:

	Period from incorporation on December 19, 2022 to August 31, 2023
	$
Option Payments	**15,000**
Reports	**14,127**
	29,127

4. Share Capital

Authorized and issued

- The Company has authorized an unlimited number of common shares with no par value.
- 15,497,736 common shares issued and outstanding.

During the period from incorporation on December 19, 2022 to August 31, 2023, the Company issued the following shares:

- On December 19, 2022, the Company issued 1 common share to the incorporator at $0.01 per share.

- On February 6, 2023, the Company issued 1,500,000 common shares at $0.005 per share for total proceeds of $7,500.

- On March 20, 2023, the Company issued 9,999,234 common shares at $0.02 per share for total proceeds of $199,985.

- On April 26, 2023, the Company issued 3,998,501 common shares at $0.05 per share for total proceeds of $199,925.

Special Warrants

As at August 31, 2023, the Company received a total of $279,300 related to 2,793,005 special warrants of the Company priced at $0.10 per special warrant (the “Offering”). Each special warrant will be converted into one unit of the Company on the date that is the earlier of (i) the third business day after the date on which a receipt for a final prospectus, and (ii) the date that is one year following closing of the Offering. Each unit will consist of one common share of the Company and one share purchase warrant exercisable at an exercise price of $0.20 for two years from the date the Company’s shares commence trading on an exchange.

During the period from incorporation on December 19, 2022 to August 31, 2023, the Company incurred $12,245 in costs to a third-party facilitator for their services with issuing special warrants.

5. Related Party Transactions

During the period from incorporation on December 19, 2022 to August 31, 2023, there were no payments to related parties.

During the period from incorporation on December 19, 2022 to August 31, 2023, expenses totalling $11,105 were paid by a company with a common director.

As of August 31, 2023, $11,105 was owed to related parties. This amount is due on demand, and carries no interest.

Certain directors and/or officers participated in various private placements (Note 4).

6. Financial Instruments

(a) Categories of Financial Instruments and Fair Value Measurements

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

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

The fair value of the Company's financial instruments approximates their carrying amount due to their short-term maturities.

The fair value of the Company's financial instruments has been classified within the fair value hierarchy as at August 31, 2023 as follows:

	Level 1	Level 2	Level 3	Total
Financial Instrument	$	$	$	$
Cash	654,236	-	-	654,236

(b) Management of Financial Risks

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

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company had no exposure to credit risk as the Company maintains all of its cash in a major bank. Accordingly, the Company has assessed credit risk as low.

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's liquidity and operating results may be adversely affected if its access to the capital markets is hindered. The Company has no source of revenue and has obligations to meets its administrative overheads and to settle amounts payable to its creditors. The Company manages liquidity risk by maintaining adequate cash and restricted cash balances. The Company continuously monitors both actual and forecasted cash flows and matches the maturity profile of financial assets and liabilities. As at August 31, 2023, the Company had $654,236 in cash to settle current liabilities of $23,473 and, as such, assessed liquidity risk as low.

Foreign Exchange 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 foreign exchange risk.

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 interest rate risk.

(Expressed in Canadian Dollars, except where noted)

6. Financial Instruments (continued)

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of two types of risk: interest rate risk and equity price risk.

7. Capital Management

The Company defines its capital as working capital and shareholders' equity. The Company manages its capital structure and makes adjustments to it based on the funds available to the Company in order to support future business opportunities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is dependent upon external financing. In order to carry future activities and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements. The Company did not institute any changes to its capital management strategy since inception.

8. Income Taxes

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	August 31, 2023 $
Net loss for the period	(14,575)
Statutory tax rate	27%
Expected income tax recovery at the statutory tax rate	(3,935)
Temporary differences not recognized	3,935
Income tax recovery	-

The Company has the following tax effected deduction temporary differences for which no deferred tax asset has been recognized:

	August 31, 2023 $
Non-capital loss carry-forwards	3,935
Unrecognized deferred tax assets	(3,935)
Net deferred tax assets	-

The Company has non-capital losses in Canada totaling approximately $14,575 that expire in 2043.

9. Subsequent Events

Subsequent to August 31, 2023, the Company repaid $11,105 owed to related parties.

SCHEDULE "C"

MANAGEMENT DISCUSSION AND ANALYSIS FOR THE PERIOD FROM DECEMER 19, 2023 (DATE OF INCORPORATION) TO AUGUST 31, 2023

[See attached]

GREENRIDGE EXPLORATION INC. (formerly 1392210 B.C. Ltd.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM THE DATE OF INCORPORATION ON DECEMBER 19, 2022 TO AUGUST 31, 2023
(Expressed in Canadian dollars)

Introduction

The following management discussion and analysis ("MD&A"), dated October 6, 2023, should be read in conjunction with audited financial statements of Greenridge Exploration Inc. (the "Company" or "Greenridge") and the accompanying notes for the period from the Date of Incorporation on December 19, 2022 to August 31, 2023. The financial statements for the period ended August 31, 2023, have been prepared in accordance with International Financial Reporting Standards. Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. For further information on the Company reference should be made to the Company's public filings which are available on SEDAR+ at www.sedarplus.ca. This MD&A was approved and authorized for issuance on behalf of the Board of Directors on September 30, 2023.

Going Concern

The Company's financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with, loans from directors and companies controlled by directors and/or private placements of common share. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

Description of Business

Greenridge Exploration Inc. (the "Company") was incorporated in the Province of British Columbia on December 19, 2022. The Company changed its name from 1392210 B.C. Ltd. to Greenridge Exploration Inc. on April 28, 2023. The Company's principal business activities include the acquisition and exploration of mineral property assets in Canada.

On March 23, 2023, the Company entered into a property option agreement ("Option Agreement") to acquire the right to earn up to 100% interest in and to seven contiguous mineral claims located in British Columbia known as the Weyman Property (the "Property"). Pursuant to the Option Agreement, the Company must satisfy the following:

(a) Paying an aggregate of $100,000 in cash as follows:

   a. $15,000 on or before the date that is ten calendar days after March 22, 2023 ("Effective Date") (paid);
   b. $20,000 on or before the date that is ten calendar days after the date that the Company is publicly listed on an exchange (the "Listing Date");
   c. $20,000 on or before the date that is six months after the Listing Date;
   d. $20,000 on or before the date that is twelve months after the Listing Date; and
   e. $25,000 on or before the date that is eighteen months after the Listing Date;

(b) Issuing 200,000 common shares of the Company to the optionor on or before the date that is ten calendar days after the Listing Date;

(c) Incurring a minimum of $200,000 in expenditures on the property on or before the date that is two calendar years after the Listing Date.

The Property is subject to 2% Net Smelter Returns royalty.

(Expressed in Canadian dollars)

Selected Financial Data - Summary of Annual Results

A summary of the Company's financial information is as follows:

	From the Date of Incorporation December 19, 2022 to August 31, 2023
	$
Net loss and comprehensive loss	(14,575)
Basic and diluted loss per share	(0.00)
Working capital	630,763
Total assets	683,363
Total liabilities	23,473

From the Date of Incorporation December 19, 2022 to August 31, 2023

A summary of the Company's financial performance is as follows:

	From the Date of Incorporation December 19, 2022 to August 31, 2023
	$
Office and miscellaneous	200
Professional fees	17,368
Interest income	2,993
Net loss and comprehensive loss	(14,575)
Loss per common share – basic and diluted	(0.00)

All the Company's resource properties are in the exploration stage. The Company has not had revenue from inception and does not expect to have revenue in the near future. The Company's operating results are not seasonal in nature and have been mainly related to the amount of exploration activities in each period. These costs are due to the incorporation and initial operations of the business.

Liquidity and Capital Resources

As at August 31, 2023, the Company had a net working capital of $630,763 and cash of $654,236.

Net cash used in operating activities during the period was $2,207. The cash used in operating activities for the period consists primarily of the operating loss, net of expenses not yet paid as of August 31, 2023.

Net cash used in investing activities during the period was $29,127. The Company paid $15,000 as an option payment pursuant to the Option Agreement related to the Property, and $14,127 for professional reports.

During the period, financing activities provided $685,570, net of financing costs, relating to net proceeds from the issuance of common shares and subscription receipts for special warrants.

(Expressed in Canadian dollars)

Financings

During the period from incorporation on December 19, 2022 to August 31, 2023, the Company issued the following shares:

- On December 19, 2022, the Company issued 1 common share to the incorporator at $0.01 per share.

- On February 6, 2023, the Company issued 1,500,000 common shares at $0.005 per share for total proceeds of $7,500.

- On March 20, 2023, the Company issued 9,999,234 common shares at $0.02 per share for total proceeds of $199,985.

- On April 26, 2023, the Company issued 3,998,501 common shares at $0.05 per share for total proceeds of $199,925.

Special Warrants

As at August 31, 2023, the Company received a total of $279,300 related to 2,793,005 special warrants of the Company priced at $0.10 per special warrant (the "Offering"). Each special warrant will be converted into one unit of the Company on the date that is the earlier of (i) the third business day after the date on which a receipt for a final prospectus, and (ii) the date that is one year following closing of the Offering. Each unit will consist of one common share of the Company and one share purchase warrant exercisable at an exercise price of $0.20 for two years from the date the Company's shares commence trading on an exchange.

During the period from incorporation on December 19, 2022 to August 31, 2023, the Company incurred $12,245 in costs to a third-party facilitator for their services with issuing special warrants.

Use of Proceeds

On February 6, 2023, the Company issued 1,500,000 common shares at $0.005 per share for total proceeds of $7,500. On March 20, 2023, the Company issued 9,999,234 common shares at $0.02 per share for total proceeds of $199,985. On April 26, 2023, the Company issued 3,998,501 common shares at $0.05 per share for total proceeds of $199,925. On August 31, 2023, the Company received a total of $279,300 related to 2,793,005 special warrants of the Company priced at $0.10 per special warrant, together (the "Offerings"). The Company intends to use the gross proceeds from the Offerings to advance the Company's Weyman Property exploration project, as well as for general working capital purposes, as estimated below.

	From the Date of Incorporation December 19, 2022 to August 31, 2023
	$
Total Proceeds	**686,710**
Expected allocation of net proceeds:	
Complete recommended Phase 1 exploration program on the Property	256,555
Initial listing expenses	60,000
Payments under Property Agreement due within twelve months of the Listing Date	60,000
General and administrative costs for next 12 months	195,000
Unallocated working capital	115,155
TOTAL:	**686,710**

Considering the current uncertainty as to the general market and competitive conditions, the Company continues to maintain its fiscally responsible approach to its mineral exploration activities. In particular, the Company continues to evaluate market conditions on an ongoing basis, with the goal of, among other things: (i) identifying the appropriate time to initiate certain business objectives, and (ii) exploring potential alternative, viable opportunities to further develop and expand the Company's business.

(Expressed in Canadian dollars)

As such, the Company notes that there may be circumstances where, for sound business reasons, the Company may be required to reallocate funds, including due to demands for shifting focus or investment in mining exploration and/or development activities, requirements for accelerating, increasing, reducing, or eliminating initiatives in response to changes in market, regulations and/or developments in the mining sector generally and in the price of copper, unexpected setbacks, and strategic opportunities, such as partnerships, strategic partners, joint ventures, mergers, acquisitions, and other opportunities.

Related Party Transactions

During the period from incorporation on December 19, 2022 to August 31, 2023, there were no payments to related parties.

During the period from incorporation on December 19, 2022 to August 31, 2023, expenses totaling $11,105 were paid by a company with a common director.

As at August 31, 2023, $11,105 was owed to related parties. This amount is due on demand, and carries no interest.

Certain directors and/or officers participated in various private placements

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements as at August 31, 2023 or at the date of this MD&A.

Proposed Transactions

As of the date of this MD&A, there is no firm offer that may result in a material transaction being considered by the Company. The Company continues to evaluate offers and assets that it may acquire in the future.

Subsequent Event

Subsequent to August 31, 2023, the Company repaid $11,105 owed to related parties.

Financial Instruments

(a) Categories of Financial Instruments and Fair Value Measurements

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

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

The fair value of the Company's financial instruments approximates their carrying amount due to their short-term maturities.

The fair value of the Company's financial instruments has been classified within the fair value hierarchy as at August 31, 2023 as follows:

	Level 1	Level 2	Level 3	Total
Financial Instrument	$	$	$	$
Cash	654,236	-	-	654,236

(b) Management of Financial Risks

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

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company had no exposure to credit risk as the Company maintains all of its cash in a major bank. Accordingly, the Company has assessed credit risk as low.

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's liquidity and operating results may be adversely affected if its access to the capital markets is hindered. The Company has no source of revenue and has obligations to meets its administrative overheads and to settle amounts payable to its creditors. The Company manages liquidity risk by maintaining adequate cash and restricted cash balances. The Company continuously monitors both actual and forecasted cash flows and matches the maturity profile of financial assets and liabilities. As at August 31, 2023, the Company had $654,236 in cash to settle current liabilities of $23,473 and, as such, assessed liquidity risk as low.

Foreign Exchange 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 foreign exchange risk.

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 interest rate risk.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of two types of risk: interest rate risk and equity price risk.

Capital Management

The Company defines its capital as working capital and shareholders' equity. The Company manages its capital structure and makes adjustments to it based on the funds available to the Company in order to support future business opportunities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is dependent upon external financing. In order to carry future activities and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements. The Company did not institute any changes to its capital management strategy since incorporation.

Significant Accounting Judgments, Estimates and Assumptions

The preparation of financial statements in accordance with International Financial Reporting Standards requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include:

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

Outstanding Share Data

The Company has authorized an unlimited number of common shares with no par value.

Type of Equity Instruments	Number, as at August 31, 2023 & Date of this MD&A
Common shares	15,497,736
Special warrants	2,793,005

Corporate Governance

The Company's Board of Directors substantially follows the recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The current Board of Directors is comprised of 3 individuals, Mandeep Parmar, Amanuel Bein and Russell Starr. Both Amanuel Bein and Russell Starr are neither executive officers nor employees of the Company and are unrelated in that they are independent of management.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements in this MD&A are forward-looking statements or forward-looking information (collectively "forward-looking statements") within the meaning of applicable securities legislation. We are hereby providing cautionary statements identifying important factors that could cause the actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The Company believes that the assumptions and expectations reflected in such forward-looking information are reasonable. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed.

Readers are cautioned that the foregoing lists of factors are not exhaustive.

The forward-looking statements in this MD&A are based on the reasonable beliefs, expectations and opinions of management on the date of this MD&A. Although we have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

Risk Factors

An investment in the Company should be considered highly speculative, due to the Company's stage and the inherent uncertainty in resource exploration and development.

The Company is exposed to risks and uncertainties including and not limited to the following:

Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production.

The Company's projects are at an early stage of exploration. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of minerals, metals or resources of value. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors.

The business of exploration for minerals and mining involves a high degree of risk. Whether a mineral deposit can be commercially viable depends upon a number of factors, including the particular attributes of the deposit, including size, grade and proximity to infrastructure; metal and uranium prices, which can be highly variable; and government regulations, including environmental and reclamation obligations. Few properties that are explored are ultimately developed into profitable, producing mines.

Substantial expenditures are required to establish the continuity of mineralized zones through drilling and to develop and maintain the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for any proposed development of the Company's properties can be obtained on a timely basis.

The marketability of any minerals acquired or discovered by the Company in the future 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 may result in the Company not receiving an adequate return on investment capital.

There is no assurance that any regulatory authority having jurisdiction will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise.

Financial Capability and Additional Financing

The Company has limited financial resources and has no assurance that additional funding will be available to it for further exploration and development of its projects. There can be no assurance that it will be able to obtain sufficient financing in the future to carry out exploration and development work on its projects. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company.

Mining Titles

There is no guarantee that the Company's title to or interests in the Company's property interests will not be challenged or impugned. The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

There can be no assurance that the Company's rights will not be challenged by third parties claiming an interest in the properties. In order to retain mining titles, the Company is obligated to perform certain annual work assessment requirements. A failure to perform adequate exploration work on specific mineral tenure claims is, in the absence of cash deposits, expected to result in the loss of such tenure.

Management

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

Conflicts of Interest

Certain directors and officers of the Company are, and are expected to continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships, joint ventures and other financial and/or mining interests which are potential competitors of the Company or otherwise adverse in interest. It is understood and accepted by the Company that certain directors and officers of the Company may continue to independently pursue opportunities in the mineral exploration industry. Situations may arise in connection with potential acquisitions, operational aspects, or investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the applicable corporate and securities legislation, regulation, rules and policies and the particulars of any agreements made between the Company and the applicable director or officer.

Dilution

If the Company raises additional funds through the sale of equity securities, shareholders may have their investment diluted. In addition, if warrants and options are issued in the future, the exercise of such options and warrants may result in dilution to the Company's shareholders. The Company intends to issue further equity in the future.

History of Losses and No Assurance of Profitable Operations

The Company has incurred a loss since incorporation. There can be no assurance that the Company will be able to operate
profitably during future periods. If the Company is unable to operate profitably during future periods, and is not successful in obtaining additional financing, the Company could be forced to cease its exploration and development plans as a result of lacking sufficient cash resources.

The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions may occur. These unexpected or unusual conditions may include rock bursts, cave-ins, fires, flooding and earthquakes. 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.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may adversely 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. Furthermore, the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, 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 non-compliance with environmental laws or regulations.

Fluctuating Commodity Prices

The Company's revenues, if any, are expected to be in large part derived from the sale of commodities. The prices of commodities, including prices related to lithium and uranium, have fluctuated widely in recent years and are affected by factors beyond the control of the Company including, but not limited to, economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply due to new mine developments, mine closures, and advances in various production and technological uses for commodities being explored for by the Company.

All of these factors, and other factors not detailed herein, may impact the viability of Company projects, and include factors which are not possible to predict with certainty.

Competitive Conditions

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical capabilities. Competition in the mining industry is primarily for mineral properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labor to operate the properties; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine for metals, minerals and uranium, but also conduct refining and marketing operations on a world-wide basis and most of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these mineral deposits could have a material adverse effect on the Company's results.

Inadequate Infrastructure May Affect the Company's Operations

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

CERTIFICATE OF THE COMPANY

Date: October 6, 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 Alberta, British Columbia and Ontario.

/s/ Russell Starr	*/s/ Simon Tso*
Russell Starr Chief Executive Officer, Director	Simon Tso Chief Financial Officer and Corporate Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Amanuel Bein	*/s/ Mandeep Parmar*
Amanuel Bein Director	Mandeep Parmar Director

CERTIFICATE OF THE PROMOTER

Date: October 6, 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 Alberta, British Columbia and Ontario.

/s/ Mandeep Parmar

Mandeep Parmar
Promoter