NOTE TO READER

This Listing Statement contains a copy of the prospectus of Baden Resources Inc. ("Baden Resources") dated May 14, 2021 (the "Prospectus"). Section 14 *Capitalization* of the Canadian Securities Exchange's (the "Exchange's") form of Listing Statement has been included following the Prospectus to provide additional disclosure on Baden Resources, as required by the Exchange.

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APPENDIX A

Prospectus Dated May 14, 2021

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 any information contained herein and it is an offence to claim otherwise.

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

PROSPECTUS

Non-Offering Prospectus Date: May 14, 2021

BADEN RESOURCES INC.

Suite 1510-789 West Pender Street
Vancouver, British Columbia, V6C 1H2

This prospectus (the "**Prospectus**") is being filed with the British Columbia Securities Commission (the "**BCSC**") and the Alberta Securities Commission (the "**ASC**") for the purpose of allowing Baden Resources Inc. (the "**Issuer**") to comply with Policy 2 – *Qualifications for Listing* on the Canadian Securities Exchange (the "**CSE**") in order for the Issuer to meet one of the eligibility requirements for the listing of the Issuer's common shares (the "**Common Shares**") on the CSE by becoming a reporting issuer pursuant to applicable securities legislation in the Provinces of British Columbia and Alberta. Upon the final receipt of this Prospectus by the BCSC, the Issuer will become a reporting issuer in British Columbia and Alberta.

Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Issuer from its general corporate funds.

On May 14, 2021, the Issuer received conditional approval to its application for listing on the Canadian Securities Exchange (the "**Exchange**"). Listing is subject to the Issuer fulfilling all of the listing requirements of the Exchange, which include confirmation that the public distribution satisfies the minimum requirement set out in the Policies of the Exchange.

An investment in the securities of the Issuer is highly speculative due to the nature of the Issuer's business and its present stage of development. At present, the Issuer's properties have no known commercial body of ore and the proposed work programs are only for the purpose of exploring for ore without the assurance of finding any commercial body of ore. An investment in natural resource issuers involves a significant degree of risk. The degree of risk increases substantially where the properties are in the exploration stage as opposed to the development stage.

Further, investments in early stage businesses such as the Issuer involve a high degree of risk and investors should not invest any funds in the Issuer unless they can afford to lose their entire investment. Subscribers must rely upon the ability, expertise, judgment, integrity and good faith of the management of the Issuer.

The Issuer was incorporated to find, explore and develop natural resource properties in North America. The Issuer has no present intention to pay any dividends on its Common Shares or any other classes of its securities. See "Description of the Securities Distributed." The Issuer has no history of earnings. See "Risk Factors."

No person has been authorized to provide any information or to make any representation not contained in this Prospectus and, if provided or made, such information or representation should not be relied upon. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

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

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. See "Risk Factors". The Issuer has applied to list its Common Shares on the Exchange. Listing is subject to the Issuer fulfilling all the listing requirements of the Exchange.

As of the date of this Prospectus, the Issuer does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, 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.

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BADEN RESOURCES INC.

PROSPECTUS SUMMARY

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

The Issuer	Baden Resources Inc. (previously defined as the "**Issuer**") was incorporated under the laws of the Province of British Columbia on January 19, 2020. The Issuer was formed to acquire, explore and develop mining claims in North America. The Issuer has entered into the Midway Property Option Agreement (as defined herein) pursuant to which it has agreed to purchase a 75% interest in the Midway Property (the "**Property**"). The Issuer previously entered into the Bertha Property Option Agreement (as defined herein) pursuant to which it had agreed to purchase a 100% interest in the Bertha property but the Issuer has subsequently terminated the option. See "Narrative Description of the Business" on page 25 of this Prospectus.
Business of the Issuer	The principal business of the Issuer is the exploration and, if warranted, development of natural resource properties. See "Description of the Business" on page 22 of this Prospectus.
Principal Property	The Issuer's principal property is the Property, located in in the Greenwood Mining Division in National Topographic System (NTS) Map Sheet 082E within North American Datum 83 (NAD83), Zone 11 and centered at approximately at 363,500E and 5,433,000N NAD 83 Zone 11N. The Property comprises 24 contiguous mineral claims totaling 7,096 hectares (17,535 acres), located in southern British Columbia between the towns of Midway, British Columbia and Rock Creek, British Columbia. See "Narrative Description of the Business: Property Description and Location" on page 25 of this Prospectus.
Listing	The Issuer has applied to have its common shares listed on the Canadian Securities Exchange. Listing is subject to the Company fulfilling all of the requirements of the Canadian Securities Exchange.
Use of Available Funds:	The estimated funds available to the Issuer as of April 30, 2021 are approximately $479,133. The expected principal purposes for which the available funds will be used are described below:

Use of Available Funds

Estimated regulatory fees related to the filing of a long form prospectus and listing on the CSE	10,000
Estimated legal, accounting, geologist and other expenses related to the Technical Report and to the filing of a long form prospectus and listing on the CSE	27,300
Option payment for the Midway Property due on listing	15,000
Exploration of the Midway Property as recommended in the Technical Report plus a further $25,000 for exploration[(1)]	150,000
Estimated general and administrative costs for next 12 months[(2)]	121,000

	Shareholder communications 5,000 Unallocated working capital 150,833 **TOTAL: $479,133** 1. See "Narrative Description of the Business – Estimated Exploration Costs." 2. See the table below for a description of the estimated general and administrative costs of the Issuer for the next 12-month period.
Directors, Officers and Senior Management	Howard Milne – President, CEO, and Director Steve Mathiesen –CFO, Corporate Secretary, and Director James Place – Director Daren Hermiston – Director See "Directors and Officers" on page 94 of this Prospectus.
Risk Factors	Investment in the Issuer involves a substantial degree of risk and should be regarded as speculative. As a result, the purchase of the Issuer's securities should be considered only by those persons who can afford a loss of their entire investment. Prospective investors should carefully consider, in addition to matters set forth elsewhere in this Prospectus, the following factors relating to the Issuer and the business of the Issuer. The Issuer faces various risks related to health epidemics, pandemics and similar outbreaks, including COVID-19, which may have material adverse effects on its business, financial position, results of operations and/or cash flows. The Issuer has no current mining operations and no revenue and will need to raise funds to carry out exploration of its properties. There is no assurance the Issuer will be able to raise additional funds or settle debt by the issuance of securities for debt to satisfy any indebtedness. In addition, if exploration programs are successful, additional funds will be required to place the Property into commercial production, and there are no assurances that the Issuer will be able to obtain such funds on the terms acceptable to the Issuer or at all. The business of mineral exploration involves a high degree of risk. Few mineral properties that are explored are ultimately developed into producing mineral properties. Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The success of the Issuer is largely dependent upon the performance of its directors and management. The Issuer's management is experienced in exploring for minerals, but lacks technical training and experience with developing and operating a mine. The Issuer will be applying for all necessary licenses and permits under applicable laws and regulations to carry on the exploration activities which it is currently planning in respect of the Property, and the Issuer believes it will comply in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in regulations and in various operational circumstances which may result in increased costs and delays as a result of the need to comply with applicable laws, regulations and permits. Amendments to current laws, regulations and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material impact on the Issuer and cause an increase in capital expenditures or exploration costs or a reduction in production levels for producing properties or require abandonment of new exploration properties. The Issuer and its assets may be subject to uninsurable risks. The Issuer may be unable to acquire additional meritorious mineral properties on terms it considers acceptable. Directors of the Issuer may, from time to time, serve as directors of, or participate in ventures with other companies involved in natural resource

	other legal proceedings. The Issuer intends to retain any future earnings to finance its business and operations and future growth and does not anticipate declaring any cash dividends in the foreseeable future. This information is presented as of the date of this Prospectus and is subject to change, completion, or amendment without notice. See "Risk Factors" on page 116 of this Prospectus.
Summary Financial Information	The following selected financial information has been derived from and is qualified in its entirety by the unaudited and audited financial statements and notes thereto included in this Prospectus, and should be read in conjunction with such financial statements and the related notes thereto, along with the "Management Discussion and Analysis" included on page 74 of this Prospectus. All financial statements of the Issuer are prepared in accordance with International Financial Reporting Standards ("IFRS").

	Six Months Ended December 31, 2020 (Unaudited)	**Fiscal Year Ended June 30, 2020 (Audited)**
Total Assets	$628,738	$312,310
Total Liabilities	$23,086	$30,586
Deficit	$(78,077)	$(53,595)
Shareholder Equity	$605,652	$281,724
Weighted Average of Common Shares Outstanding	10,854,315	3,377,951

FORWARD LOOKING STATEMENTS

This Prospectus contains "forward-looking statements" within the meaning of Canadian securities laws. Forward-looking statements reflect the Issuer's current views with respect to future events, are based on information currently available to the Issuer and are subject to certain risks, uncertainties, and assumptions, including those discussed above. Forward-looking statements include, but are not limited to, statements with respect to proposed expenditures for exploration work, and general and administrative expenses; expectations generally around the Issuer's business objectives and its ability to raise further capital for corporate purposes; the success of mining exploration work; title disputes or claims; environmental risks; unanticipated reclamation expenses; the estimation of mineral reserves and resources; and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as "intends", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ from those expressed or implied by the forward-looking statements. Such factors include, among others, actual results of current exploration activities; changes in project parameters as plans are refined over time; access to adequate services and supplies; the future price of gold and other precious or base metals; the ultimate ability to mine, process and sell mineral products on economically favourable terms; possible variations in mineral resources, grade or recovery rates; accidents, labour disputes and other risks of the mining industry such as the availability of qualified work force; delays in

obtaining, or inability to obtain, required approvals, licenses and permits, or sufficient working capital to develop and operate any proposed mine, as well as other factors discussed under "Risk Factors". Although the Issuer has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward- looking statements contained in this Prospectus are made as of the date of this Prospectus. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Issuer will update forward-looking statements in its management discussion and analysis as required.

CURRENCY RATES, METRIC EQUIVALENTS AND ABBREVIATIONS

All currency amounts in the Prospectus are stated in Canadian dollars unless otherwise indicated. All financial information with respect to the Issuer has been presented in Canadian dollars in accordance with generally accepted accounting principles in Canada.

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

To Convert from Metric	To Imperial	Multiply by
Grams (g)	Grains	15.43
Grams (g)	Ounces (troy) (oz)	0.032
Grams per tonne (g/t)	Ounces (troy) per ton (oz/ton)	0.029
Hectares (ha)	Acres (ac)	2.471
Kilometres (km)	Miles (mi)	0.621
Square Kilometres (km^2)	Square Mile (mi^2)	0.386
Metres (m)	Feet (ft)	3.281
Millimetres (mm)	Inches (in)	0.039
Tonnes (t)	Short tons (2000 pds)	1.102
Acres (ac)	Hectares (ha)	0.405

GLOSSARY OF TERMS

The following is a glossary of certain defined terms used frequently throughout this Prospectus:

"$"	unless otherwise noted all dollar amounts are considered to be in Canadian currency.
"Affiliate"	a company that is affiliated with another company as defined in the *Business Corporations Act (British Columbia)*.
"associate"	when used to indicate a relationship with a Person, means: (a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10 percent of the voting rights attached to all outstanding voting securities of the issuer; (b) any partner of the Person; (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity; and (d) in the case of a Person who is an individual (i) that Person's spouse or child, or (ii) any relative of that Person or of his spouse who has the same residence as that Person; but (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company.

"**Bertha Property Option Agreement**"	the agreement between the Issuer and Ken Ellerbeck dated January 20, 2020, granting the Issuer an option to acquire a 100% interest in the Property, subject to a production royalty of 2% of net smelter returns. The Issuer subsequently terminated the Bertha Property Option Agreement on February 17, 2021.
"Claims"	twenty-four (24) contiguous mineral claims that are the subject of the Midway Property Option Agreement. The claims that comprise the Property cover an area of 7,096 hectares in south-central British Columbia in the Greenwood District along the Canada - United States international boundary between the towns of Midway, British Columbia to the east and Rock Creek, British Columbia to the west.
"Common Shares"	one or more Common Shares in the capital of the Issuer.
"Directors"	the directors of the Issuer.
"Effective Date"	the date on which the final receipt for this Prospectus is issued by the British Columbia Securities Commission.
"Escrow Agent"	means Odyssey Trust Company.
"Escrow Agreement"	the escrow agreement among the Issuer, the Transfer Agent, the Directors and certain shareholders of the Issuer dated effective November 6, 2020**.**
"Exchange" or "CSE"	the Canadian Securities Exchange.
"Insider"	an insider as defined in the *Securities Act* (British Columbia), which includes the directors and senior officers of the Issuer or any subsidiaries of the Issuer and any person that has direct or indirect beneficial ownership of, or control or direction over, securities of the Issuer carrying more than 10% of the voting rights attached to the Issuer's outstanding voting securities.
"Issuer"	Baden Resources Inc.
"Midway Property Option Agreement"	the agreement between the Issuer and Grizzly Discoveries Inc. dated March 12, 2021, granting the Issuer an option to acquire a 75% interest in the Property, subject to a production royalty of 2.5% of net smelter returns.
"NI 43-101"	National Instrument 43-101 *Standards of Disclosure for Mineral Projects*, as published by the Canadian Securities Administrators.
"NSR Royalty"	a net smelter return royalty payable to the former owner of the Property, Mineworks Ventures Inc., equal to 2.5% on the proceeds from production, as described in the Midway Property Option Agreement, for all minerals derived from the Property.
"Owner"	the owner of the Property as defined in the Midway Property Option Agreement, namely Grizzly Discoveries Inc.
"Person"	a company or an individual.
"Property"	the contiguous 24-claim 7,096-hectare Midway property that comprises the Claims and that is the subject of the Midway Property Option Agreement.
"Prospectus"	this prospectus and any appendices, schedules or attachments hereto.
"**Qualified Person**" or "**QP**" or the "**author**"	Rachelle Hough, P. Geo., the author of the Technical Report.
Stock Option Plan	means the incentive stock option plan of the Company.

"Technical Report"	the NI 43-101 compliant technical report entitled "Technical Report on the Midway Property, South-Central British Columbia, Canada", with an effective date of April 30, 2021 and an amended date of April 30, 2021, and prepared by Rachelle Hough, P.Geo., the Qualified Person.
"Transfer Agent"	means Odyssey Trust Company.

TECHNICAL GLOSSARY OF TERMS

aeromagnetic survey	a common type of geophysical survey carried out using a magnetometer aboard or towed behind an aircraft. The principle is similar to a magnetic survey carried out with a hand-held magnetometer, but allows much larger areas of the Earth's surface to be covered quickly for regional reconnaissance. The aircraft typically flies in a grid-like pattern with height and line spacing determining the resolution of the data (and cost of the survey per unit area).
Ag	the chemical symbol for silver.
andesite	an extrusive igneous rock consisting primarily of plagioclase feldspars plus pyroxene and/or hornblende. Biotite, magnetite, quartz and sphene are common constituents. These rocks are found near the subduction zones of ocean tectonic plates, along continental margins.
amygdule	secondary deposit of minerals found in a rounded, elongated, or almond-shaped cavity in igneous rock.
amygdaloid	a volcanic rock in which rounded cavities formed by the expansion of gas or steam have later become filled with deposits of various minerals.
anomaly	a concentration or measurement in excess of statistical background.
argillite	a fine-grained sedimentary rock composed predominantly of indurated (hardened) clay particles.
argillized	the replacement or alteration of feldspars to form clay minerals, especially in wall rocks adjacent to mineral veins.
assay	a laboratory analysis to determine the presence, absence or concentration of one or more elemental components such as gold or copper.
Au	the chemical symbol for gold.
augite	a rock-forming mineral that commonly occurs in mafic and intermediate igneous rocks such as basalt, gabbro, andesite, and diorite. It is found in these rocks throughout the world, wherever they occur. Augite is also found in ultramafic rocks and in some metamorphic rocks that form under high temperatures.
azurite	a copper carbonate hydroxide mineral with a chemical composition of Cu3(CO3)2(OH)2, best known for its characteristic deep blue to violet-blue colour.
barite	a mineral consisting of barium sulfate (BaSO4) which is generally white or colorless, and is the main source of the element barium.

basalt	a fine-grained, dark, mafic igneous rock composed largely of plagioclase feldspar and pyroxene.
basic	characteristic of a rock, having relatively little silica.
batholith	large body of igneous rock formed beneath the Earth's surface by the intrusion and solidification of magma.
breccia	a coarse-grained clastic rock, composed of angular broken rock fragments held together by a mineral cement or in a fine-grained matrix; it differs from conglomerate in that the fragments have sharp edges and unworn corners. Breccia may originate as a result of talus accumulation, explosive igneous processes, collapse of rock material, or faulting.
calcite	a rock-forming mineral with a chemical formula of CaCO3 which is extremely common and found throughout the world in sedimentary, metamorphic, and igneous rocks.
chalcopyrite	a common mineral, a sulfide of copper and iron, sometimes called copper pyrite or yellow copper ore.
chloritize	to alter, as the ferromagnesian rockforming silicates (augite, hornblende, biotite, etc.), into the secondary mineral, chlorite.
clast	a grain of sediment, silt, sand, gravel, etc., especially as a constituent fragment of a clastic rock formation, as distinguished from a chemical or biogenic component of such a formation.
contiguous	all rocks belonging to the unit are in physical contact, at least in underground.
cuprite	an oxide mineral composed of copper oxide Cu2O and a minor ore of copper.
debouch	to emerge from a relatively narrow valley upon an open plain.
depocenter	the part of a sedimentary basin where a particular rock unit has its maximum thickness.
deposit	a mineralized body which has been physically delineated by sufficient drilling, trenching, and/or underground work, and found to contain a sufficient average grade of metal or metals to warrant further exploration and/or development expenditures; such a deposit does not qualify as a commercially mineable ore body or as containing mineral reserves, until final legal, technical and economic factors have been resolved.
diatreme	a volcanic pipe formed by a gaseous explosion.
diorite	any of various dark, granite-textured, crystalline rocks rich in plagioclase and having little quartz.

dyke	an intrusion into an opening cross-cutting fissure, shouldering aside other pre-existing layers or bodies of rock; this implies that a dike is always younger than the rocks that contain it.
EM	electromagnetic.
epidote	any of a group of colourless to green or yellow-green silicate minerals with the general chemical formula A2B3(SiO4)(Si2O7)O(OH), in which A is usually calcium (Ca), though manganese (Mn) or cerium (Ce) is sometimes substituted, and B is generally aluminum (Al), with the main substitution being ferric iron (Fe+3).
epiclastic	formed at the surface of the earth by the consolidation of fragments of preexisting rocks.
Fe	the chemical symbol for iron.
feldspar	a group of common rock-forming minerals that crystallized from magma.
felsic	a mnemonic adjective derived from (fe) for feldspar, (1) for lenad or feldspathoid, and (s) for silica, and applied to light-colored rocks containing an abundance of one or all of these constituents. Also applied to the minerals themselves, the chief felsic minerals being quartz, feldspar, feldspathoid, and muscovite.
fuchsite	also known as chrome mica, is a chromium rich variety of the mineral muscovite, belonging to the mica group of phyllosilicate minerals, with the following formula: K(Al,Cr)2(AlSi3O10)(OH)2.
gabbro / gabbroic	a usually coarse-grained igneous rock composed chiefly of calcic plagioclase and pyroxene.
geophysical survey	mapping rock structures and mineral deposits by methods of measuring physics of the earth. Includes measuring magnetic fields, force of gravity, electrical properties.
greywacke	a variety of sandstone generally characterized by its hardness, dark colour, and poorly sorted angular grains of quartz, feldspar, and small rock fragments or lithic fragments set in a compact, clay-fine matrix. It is a texturally immature sedimentary rock generally found in Paleozoic strata.
g/t	grams per metric tonne.
hornblende	a member of the amphibole group of more complex silicates, in which the tetrahedra are linked to form a continuous chain twice the width of the pyroxene chains. Hornblende is commonly found in metamorphic rocks such as schists and gneisses, and igneous rocks such as diorites and dacites.
igneous rock	is formed by magma or lava cooling and becoming solid. Igneous rock may form with or without crystallization, either below the surface as intrusive rocks or on the surface as extrusive rocks.

intercalated	a special form of interbedding, where two distinct depositional environments in close spatial proximity migrate back and forth across the border zone.
lineaments	a linear feature in a landscape which is an expression of an underlying geological structure such as a fault. Typically a lineament will appear as a fault-aligned valley, a series of fault or fold-aligned hills, a straight coastline or indeed a combination of these features. Fracture zones, shear zones and igneous intrusions such as dykes can also be expressed as geomorphic lineaments.
mafic	containing or relating to a group of dark-colored minerals, composed chiefly of magnesium and iron, that occur in igneous rocks.
malachite	a green copper carbonate hydroxide mineral with a chemical composition of Cu2(CO3)(OH)2 and one of the first ores used to produce copper metal.
manganese	a chemical element with the symbol Mn and atomic number 25, it is found as a free element in nature and often found in minerals in combination with iron.
mariposite	an informal name that is most often used for green micas that are thought to be colored by small amounts of chromium. The name “mariposite” has also been used for a group of green and white metamorphic rocks that contain significant amounts of green mica.
Mesozoic	designating or of the middle geologic era of the Phanerozoic Eon, subdivided into the Triassic, Jurassic, and Cretaceous periods and characterized by the development and extinction of the dinosaurs and the development of the first birds, mammals, and flowering plants.
metasomatism	the chemical alteration of a rock by hydrothermal and other fluids. It is the replacement of one rock by another of different mineralogical and chemical composition. The minerals which compose the rocks are dissolved and new mineral formations are deposited in their place.
Mg	the chemical symbol for magnesium.
Na	the chemical symbol for sodium.
Ni	the chemical symbol for nickel.
NSR	“net smelter return” royalty, cash proceeds for the economic materials from a smelter after various costs.
ore	a metal or mineral, or a combination of these, of sufficient value as to quality and quantity to enable it to be mined at a profit under current economic and technical conditions.
outcrop	an exposure of rock or mineral deposit that can be seen on surface, not covered by soil or water.

Pb	the chemical symbol for lead.
phenocryst	a conspicuous, large crystal embedded in a finer-grained matrix of smaller crystals in a porphyritic igneous rock.
plagioclase	any member of the series of abundant feldspar minerals usually occurring as light-coloured, glassy, transparent to translucent, brittle crystals.
porphyry	igneous rocks with relatively large mineral crystals set in a fine granted igneous groundmass.
ppb	parts per billion.
ppm	parts per million.
protolith	the original, unmetamorphosed rock from which a given metamorphic rock is formed.
pyrite	a sulphide mineral, iron sulphide.
pyroxene	any of a group of crystalline silicate minerals common in igneous and metamorphic rocks and containing two metallic oxides, as of magnesium, iron, calcium, sodium, or aluminum.
pyroxenite	an igneous rock consisting chiefly of pyroxenes.
pyrrhotite	an iron sulfide mineral with the formula Fe(1-x)S (x = 0 to 0.2) which is also called magnetic pyrite, because the color is similar to pyrite and it is weakly magnetic.
quartz	a mineral, the composition of which is silicon dioxide; a crystalline form of silica, which frequently occurs in veins.
rhyodacite	an extrusive volcanic rock intermediate in composition between dacite and rhyolite.
rhyolite	the fine-grained volcanic or extrusive equivalent of granite, light brown to gray and compact.
sampling	taking and sending a small proportion of a rock or mineral to a laboratory for analysis to determine if it contains minerals of economic interest.
Sb	the chemical symbol for antimony.
schist	a foliated metamorphic rock made up of plate-shaped mineral grains that are large enough to see with an unaided eye. It usually forms on a continental side of a convergent plate boundary where sedimentary rocks, such as shales and mudstones, have been subjected to compressive forces, heat, and chemical activity.
Si	the chemical symbol for silicon.

sediments	the rock particles or debris resulting from the weathering, break-up and erosion of pre-existing rocks.
sedimentary exhalative chert (SedEx deposits)	ore deposits which are interpreted to have been formed by release of ore-bearing hydrothermal fluids into a water reservoir (usually the ocean), resulting in the precipitation of stratiform ore.
sedimentary rock	is a type of rock that is formed by sedimentation of material at the Earth's surface and within bodies of water.
serpentinite	a rock composed of one or more serpentine group minerals, the name originating from the similarity of the texture of the rock to that of the skin of a snake.
shears	the response of a rock to deformation, usually by compressive stress, which forms particular textures. Shear can be homogeneous or non-homogeneous and may be pure shear or simple shear.
siliceous	any of a group of sedimentary rocks that consist largely or almost entirely of silicon dioxide (SiO2), either as quartz or as amorphous silica and cristobalite; included are rocks that have formed as chemical precipitates and excluded are those of detrital or fragmental origin.
silicification	the introduction of, or replacement by, silica, generally resulting in the formation of fine-grained quartz, chalcedony, or opal, which may fill pores and replace existing minerals.
sphalerite	a mineral zinc sulphide, which nearly always contains iron and it is a principal ore of zinc.
stratigraphy	a branch of geology concerned with the study of rock layers (strata) and layering (stratification). It is primarily used in the study of sedimentary and layered volcanic rocks.
strike	the direction, or course or bearing, of a vein or rock formation measured on a level surface.
sulfide or sulphide	a mineral compound characterized by the chemical bonding of sulphur with a metal.
tuff	a volcanic rock formed by the compaction of fine rock fragments blasted from a volcano, the fragments are generally smaller than 4mm in diameter.

CORPORATE STRUCTURE

Name and Incorporation

The Issuer, whose full name is "**Baden Resources Inc.**", was incorporated under the *Business Corporations Act (British Columbia)* on January 19, 2020. The Issuer's head office is located at Suite 1510, 789 West Pender Street, Vancouver, British Columbia, V6C 1H2. The Issuer's registered and records office address is located at 1510 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2.

The Issuer's Common Shares are not listed or posted for trading on any stock exchange.

The Issuer does not have any subsidiaries.

DESCRIPTION OF THE BUSINESS

Description of the Business

The Issuer is a mineral exploration and development company. Its activities consist of acquiring, exploring, developing, and, as the case may be, operating mining properties. It is anticipated that the Issuer will be mainly active in the field of mining exploration in British Columbia and that a material part of the funds from subscriptions of the Common Shares previously sold by the Issuer will be used in exploration work on the Property. See "Use of Available Funds" and "Narrative Description of the Business".

The Issuer does not presently operate a mine.

Mineral exploration and development of mining properties will constitute the principal business of the Issuer for the coming years. In the course of realizing its objectives, the Issuer will be called upon to enter into various agreements specific to the mining industry, such as purchase or option agreements to purchase mining claims and joint venture agreements.

Stated Business Objectives

The principal business carried on, and intended to be carried on, by the Issuer is the acquisition and exploration of mineral exploration properties in North America. The Property is in the early exploration stage. The Issuer's primary objective following listing of its Common Shares on the Canadian Securities Exchange is to undertake the recommended exploration program described in the section of this Prospectus entitled "Narrative Description of the Business". Upon listing of the Common Shares on the Canadian Securities Exchange, the Issuer plans to complete the recommended exploration program at a cost of CDN $125,000 on the Property, plus a further $25,000 of exploration work involving an IP survey, magnetic survey and further prospecting, mapping and sampling. The Issuer will require additional capital to complete any additional phases of exploration work. The additional capital may come from future equity or debt financings and there can be no assurance that the Issuer will be able to raise such additional capital if and when required or on terms acceptable to the Issuer or at all. See "Use of Available Funds" and "Risk Factors - Requirement for Further Financing".

History

The Issuer is currently in the business of acquiring and exploring mineral properties and has been since the commencement of operations subsequent to its incorporation on January 19, 2020. To date, the Issuer has entered into the Midway Property Option Agreement with Grizzly Discoveries Inc., an arm's length party and the sole owner of 24 contiguous mining claims situated in the Greenwood Mining Division, pursuant to which the Issuer has the exclusive right to prospect and explore for, mine by underground or open pit methods, mill, prepare for market, store, sell, and dispose of the same, together with such rights- of-way, easements, water and water rights, of every kind and nature, through, over, on or appertaining to the 24 mining claims as the Issuer may determine, subject to a production royalty of 2.5% of net smelter returns in favour of Mineworks Ventures Inc. that can be decreased to 1% with payments of $500,000 per 0.5%. The Issuer intends to complete the recommended exploration program on the Property set out in the Technical Report. The Issuer also intends to obtain and explore additional mineral properties of merit.

The Issuer does not anticipate any changes to occur in its business during the current financial year.

Prior to the Issuer entering into the Midway Property Option Agreement, the Issuer had previously held the right to acquire up to a 100% interest in a property located near Kamloops, British Columbia, pursuant to the Bertha Property Option Agreement. On February 17, 2021, the Bertha Property Option Agreement was terminated by the Issuer and the Issuer no longer has any interest in the Bertha property, nor is the Issuer subject to any obligations related to the Bertha Property Option Agreement. Prior to its termination, the Issuer had incurred costs to December 31, 2020 of $63,760 related to the Bertha property.

Significant Acquisitions and Significant Dispositions

The Issuer has not carried out any significant acquisitions or dispositions other than that the Issuer entered into the Midway Property Option Agreement and terminated the Bertha Property Option Agreement.

Midway Property Option Agreement

Under the Midway Property Option Agreement, Grizzly Discoveries Inc. granted to the Issuer the right to acquire an undivided 75% interest in the Property, free and clear of all liens, charges, encumbrances, claims, rights or interests of any other person, subject to the 2.5% NSR.

In order to exercise the option, the Issuer shall pay to the Owner the aggregate sum of $500,000 and issue a total of 800,000 Common Shares in instalments, and complete minimum expenditures on the Property in accordance with the following schedule:

DATE	BADEN SHARES	CASH	EXPENDITURES
On Signing Agreement		$5,000 (paid)	
Listing Date	200,000	$15,000	
October 31, 2021			$120,000
1st Anniversary of Listing Date	120,000	$50,000	
2nd Anniversary of Listing Date	120,000	$100,000	$200,000
3rd Anniversary of Listing Date	120,000	$110,000	$200,000

4th Anniversary of Listing Date	120,000	$110,000	$200,000
5th Anniversary of Listing Date	120,000	$110,000	$400,000
TOTAL:	**800,000 Shares**	**$500,000 Cash**	**$1,120,000 Expenditures**

(1) Expenditures means any and all expenditures and costs of any kind incurred in respect of the Property, including expenditures incurred on studies and all operator's fees and such expenditures shall be deemed to have been incurred upon the earlier of (i) the date of payment of same or (ii) the date upon which the expenditures become due and payable pursuant to the applicable contractual obligation, provided, however, that expenditures shall not include legal costs to prepare the Midway Property Option Agreement, nor implement any of the transactions contemplated therein, or to acquire additional mineral properties. For greater clarity, costs to maintain the Property in good standing shall qualify as expenditures, and such amounts shall be credited towards the optionee's expenditure obligations as outlined under Article 3 of the Midway Property Option Agreement.

On commencement of commercial production, the Property will be subject to a 2.5% net smelter return royalty referred to in the Midway Property Option Agreement.

For the purposes of the Midway Property Option Agreement, the term "NSR Royalty" means that 2.5% net smelter return royalty on the Property held by Mineworks Ventures Inc. pursuant to that option agreement on the Greenwood property dated March 1, 2008 between Mineworks Ventures Inc. and Grizzly Discoveries Inc., as amended April 9, 2008.

Trends

There are significant uncertainties regarding the prices of gold and silver and other minerals and the availability of equity financing for the purposes of mineral exploration and development. For instance, the price of silver, gold and other minerals has fluctuated widely in recent years and wide fluctuations are expected to continue. Interest in early-stage exploration companies is also subject to overall market sentiment. Apart from these risks, and the risk factors noted under the heading "Risk Factors," the Issuer is not aware of any other trends, commitments, events or uncertainties that would have a material adverse effect on our business, financial condition or results of operations.

NARRATIVE DESCRIPTION OF THE BUSINESS

Technical Report – Midway Property

The following information regarding the Property has been summarized from a technical report (previously defined as the "Technical Report") entitled "Technical Report on the Midway Property, South-Central British Columbia, Canada", with an effective date of April 30, 2021 and an amended date of April 30, 2021, prepared by Rachelle Hough, P.Geo. (previously defined as the "Qualified Person", "QP" or "author") and should be read in conjunction with this Prospectus. Ms. Hough is an independent qualified person as defined by NI 43-101. The Technical Report has been prepared in accordance with NI 43-101 and is available for inspection at the head office of the Issuer during normal business hours. This summary contains references to indicate to the reader the materials that have been used to compile the Technical Report. The Technical Report contains a complete list of all references used in this summary. The full Technical Report will also be made available on SEDAR at www.sedar.com.

Property Description and Location

1.1 Description and Location and Acquisition

The Midway Property (the Property) comprises 24 contiguous mineral claims totaling 7,096 hectares (17,535 acres), located in southern British Columbia between the towns of Midway, BC and Rock Creek, BC (see Figures 1 and 1a).

The Property is located in the Greenwood Mining Division in National Topographic System (NTS) Map Sheet 082E within North American Datum 83 (NAD83), Zone 11. The Property is centered at approximately at 363,500E and 5,433,000N NAD 83 Zone 11N. A detailed list of claims comprising the Midway Property is provided in Table 1.

The Midway mineral claims are wholly owned by Grizzly (Figure 1). Baden Resources Inc. (Baden) has entered into an option agreement with Grizzly to acquire a 75% working interest in the Midway Property upon completion of the terms of the Option Agreement as described in section 4.2 below.

A total of three active Crown Grants encompassing 52.6 ha lie within the Property and underlie Midway mineral claims. The Crown Grants are: Granada DL869, Texas DL662, and Sunrise DL1262S. In areas where a mineral claim overlies a subsurface Crown Grant that is in good standing, the subsurface mineral rights within the area of the Crown Grant are assigned to the Crown Grant holder. In this case, all three Crown Grants have had the subsurface mineral rights reverted to the Crown and therefore the subsurface rights are now all part of Grizzly's land holdings.

Figure 1: Mineral Claims at Baden Resources' Midway Property.

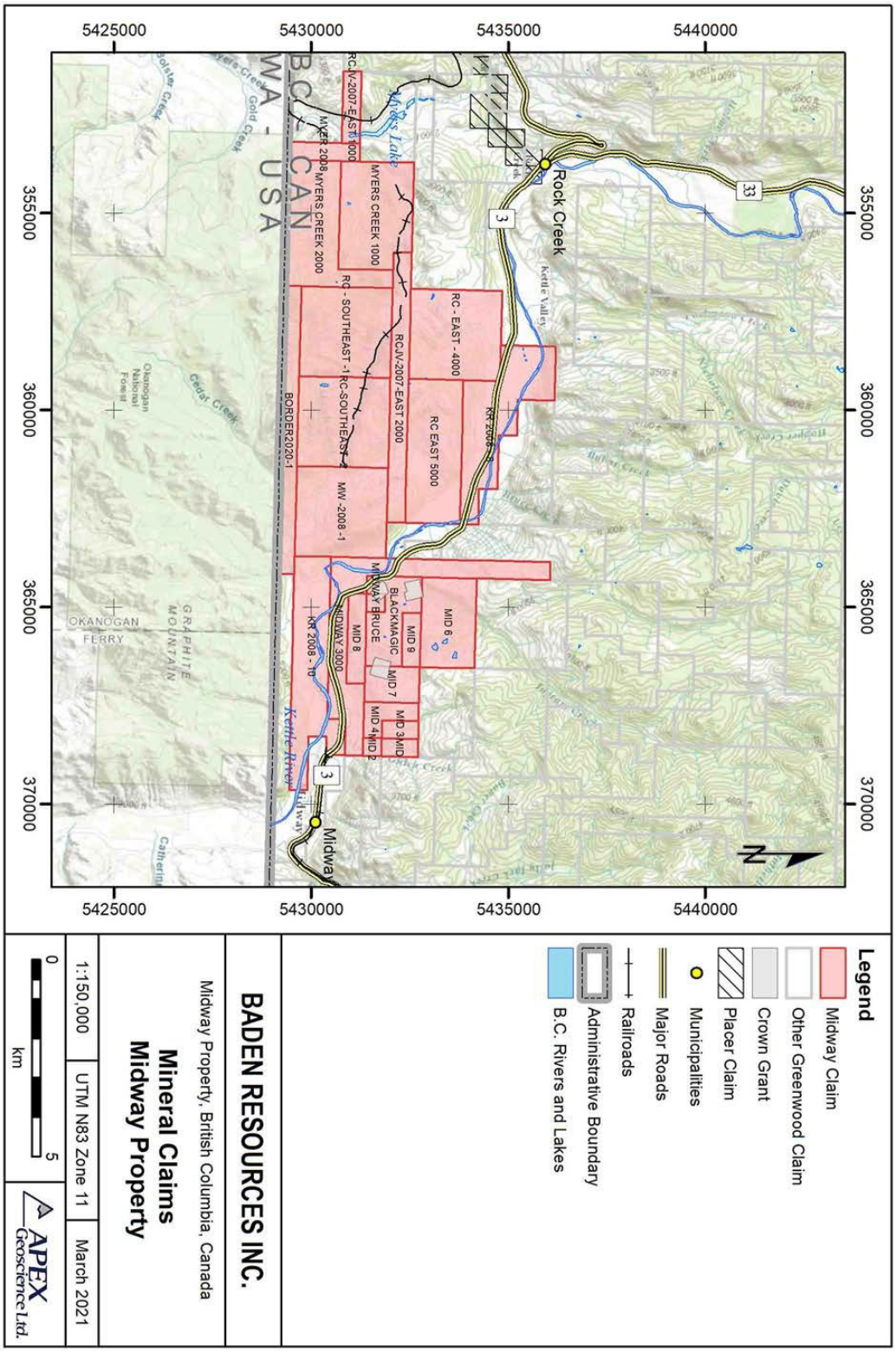


Figure 1a. General location of Baden Resources' Midway Property.

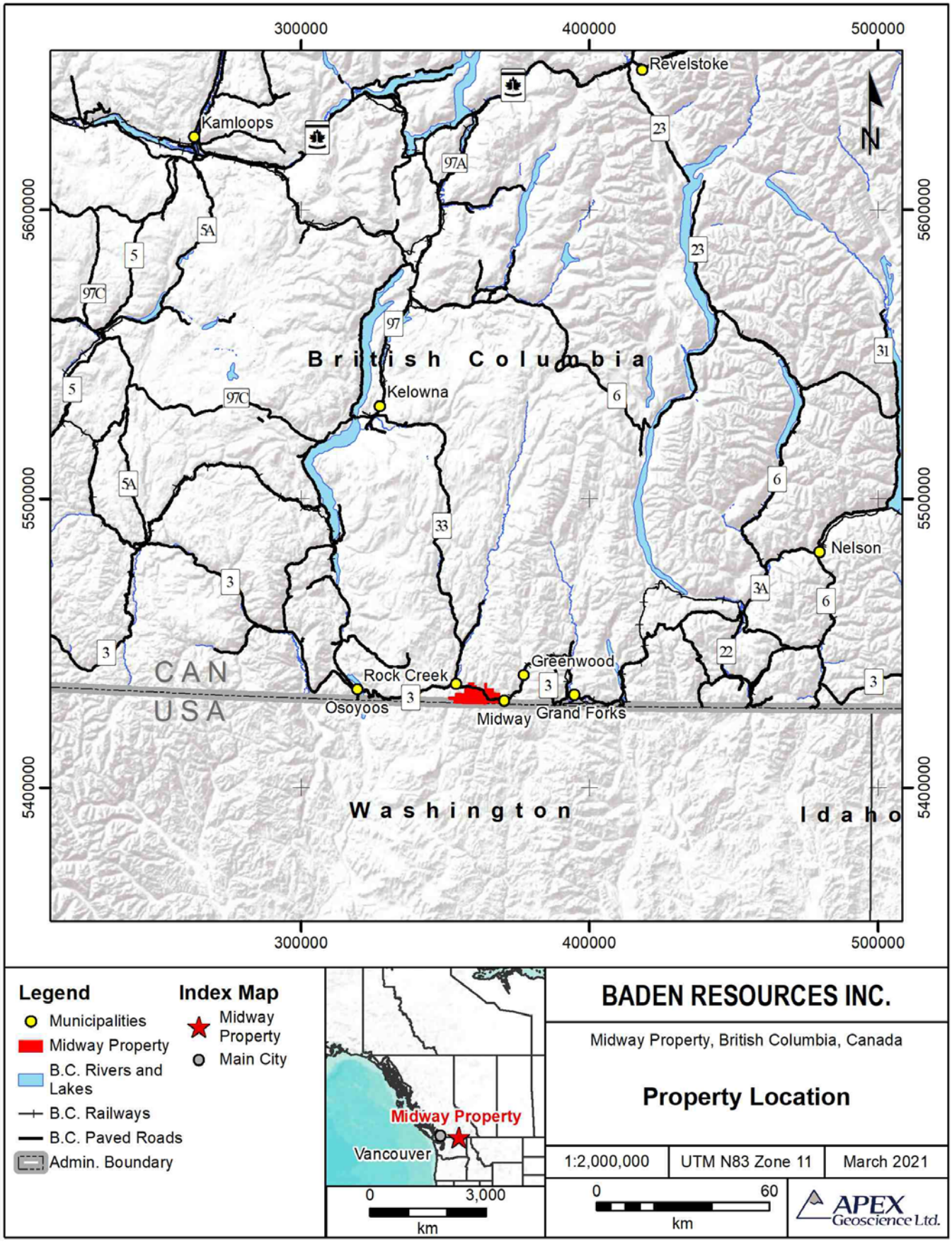


Table 1 Mineral Claim descriptions and status for the Midway Property (n=24 contiguous Mineral Claims).

Claim Number	Claim Name	Title Type	Issue Date	Good to Date	Status	Ownership	Area (Ha)
595308	MID 6	Mineral	2008/12/02	2023/01/31	Good	GRIZZLY DISCOVERIES INC. (100%)	317.63
1020892	BLACKMAGIC	Mineral	2013/07/09	2023/01/31	Good	GRIZZLY DISCOVERIES INC. (100%)	232.99
595312	MID 9	Mineral	2008/12/02	2023/01/31	Good	GRIZZLY DISCOVERIES INC. (100%)	63.54
595310	MID 7	Mineral	2008/12/02	2023/01/31	Good	GRIZZLY DISCOVERIES INC. (100%)	127.09
595274	MID 4	Mineral	2008/12/02	2023/01/31	Good	GRIZZLY DISCOVERIES INC. (100%)	84.73
595265	MID 3	Mineral	2008/12/02	2023/01/31	Good	GRIZZLY DISCOVERIES INC. (100%)	42.36
595229	MID	Mineral	2008/12/02	2023/01/31	Good	GRIZZLY DISCOVERIES INC. (100%)	42.36
595242	MID 2	Mineral	2008/12/02	2023/01/31	Good	GRIZZLY DISCOVERIES INC. (100%)	21.18
549963	MYERS CREEK 1000	Mineral	2007/01/21	2021/01/31	Protected	GRIZZLY DISCOVERIES INC. (100%)	487.24
549964	MYERS CREEK 2000	Mineral	2007/01/21	2021/01/31	Protected	GRIZZLY DISCOVERIES INC. (100%)	508.55
551177	RCJV-2007-EAST 2000	Mineral	2007/02/03	2021/01/31	Protected	GRIZZLY DISCOVERIES INC. (100%)	317.72
592123	RC - EAST - 4000	Mineral	2008/09/28	2021/01/31	Protected	GRIZZLY DISCOVERIES INC. (100%)	529.40
592114	RC - SOUTHEAST -1	Mineral	2008/09/28	2021/01/31	Protected	GRIZZLY DISCOVERIES INC. (100%)	529.67
1074314	BORDER2020-1	Mineral	2020/02/01	2021/02/01	Protected	GRIZZLY DISCOVERIES INC. (100%)	339.06
592935	KR 2008 - 8	Mineral	2008/10/15	2021/01/31	Protected	GRIZZLY DISCOVERIES INC. (100%)	529.29
592125	RC EAST 5000	Mineral	2008/09/28	2021/01/31	Protected	GRIZZLY DISCOVERIES INC. (100%)	508.25
592115	RC-	Mineral	2008/09/28	2021/01/31	Protected	GRIZZLY	529.65

	SOUTHEAST -2					DISCOVERIES INC. (100%)	
592118	MW -2008 -1	Mineral	2008/09/28	2021/01/31	Protected	GRIZZLY DISCOVERIES INC. (100%)	529.64
523678	MIDWAY 3000	Mineral	2005/12/09	2023/01/31	Good	GRIZZLY DISCOVERIES INC. (100%)	529.53
592937	KR 2008 - 10	Mineral	2008/10/15	2021/01/31	Protected	GRIZZLY DISCOVERIES INC. (100%)	529.72
1029348	MIDWAY BRUCE	Mineral	2014/07/02	2023/01/31	Good	GRIZZLY DISCOVERIES INC. (100%)	21.18
595311	MID 8	Mineral	2008/12/02	2023/01/31	Good	GRIZZLY DISCOVERIES INC. (100%)	105.92
551176	RCJV-2007-EAST 1000	Mineral	2007/02/03	2021/01/31	Protected	GRIZZLY DISCOVERIES INC. (100%)	84.75
576084	MYER 2008	Mineral	2008/02/13	2021/01/31	Protected	GRIZZLY DISCOVERIES INC. (100%)	84.76
						Total	**7,096.22**

1.2 Mineral Tenure

In B.C., a Mineral Claim has a set expiry date (the "Good To Date"), and in order to maintain the claim beyond that expiry date, the recorded holder must, on or before the expiry date, register either exploration and development work that was performed on the claim, or a payment in lieu of exploration and development. Only work described in the Mineral Tenure Act Regulation is acceptable for registration as assessment credit (British Columbia Ministry of Energy and Mines, 2017). The Mineral Claims are listed as having "good" status (n=11) with good to dates through to January 31, 2023 or have a "Protected "status (n=13).

The claims with "Protected" status have good to dates ending December 31, 2021. The "Protected" status is due to the Novel Coronavirus (COVID-19) pandemic. All claims staked before March, 2020 that came due in 2020 and 2021 were automatically protected and in good standing until December 31, 2021. Consequently, no assessment report and/or filing is necessary until that date.

In BC, the Mineral Claim work requirement is:

- $5 per hectare for each of the first and second anniversary years
- $10 per hectare for each of the third and fourth anniversary years
- $15 per hectare for each of the fifth and sixth anniversary years
- $20 per hectare for each of the subsequent anniversary years

Expenditures exceeding the minimum requirement can be applied to maintain a claim in good standing in full year multiples up to a maximum of 10 years in advance. Only work and associated costs for the current anniversary year of the mineral claim may be applied toward that claim unit. Any assessment credit not applied to a claim may be applied to the claim holder's portable assessment credit account (PAC).

Portable assessment credits may be used to satisfy up to 30% of the assessment requirements for an anniversary year if they are applied in combination with technical work filed for that year and in combination with the technical expenditures for that year satisfy the assessment costs for that anniversary year. A report detailing work done and expenditures must be filed with, and approved by, the B.C. Ministry of Energy, Mines and Natural Gas.

In British Columbia, the owner of a mineral claim acquires the right to the subsurface minerals which were available at the time of claim location and as defined in the B.C. Mineral Tenure Act (RSBC 1996 cH-292). Surface rights are not included.

1.3 Royalties and Agreements

Baden has entered into an option agreement with Grizzly on the Midway Property (Grizzly Discoveries, 2021). Under the terms of the Option Agreement Baden may acquire a 75% working interest in the Midway Property upon completion of the following:

• Cash payments totaling $500,000 consisting of: (i) $5,000 upon signing of the Option Agreement; (ii) $15,000 upon Baden's listing on the CSE; (iii) further payments totaling $480,000 paid on the first through fifth anniversary dates of Baden's listing on the CSE;

• Payments totaling 800,000 shares of Baden consisting of: (i) 200,000 shares upon Baden's listing on the CSE; (ii) 120,000 shares each of the first through fifth anniversary dates of Baden's listing upon the CSE; and

• Expenditures on the Midway Property totaling $1,120,000 consisting of: (i) $120,000 spend prior to October 31, 2021; (ii) $200,000 spend prior to the second, third and fourth anniversary dates of Baden's listing upon the CSE; (iii) $400,000 spend prior to the fifth anniversary dates of Baden's listing upon the CSE.

The Midway Property is subject to a 3rd Party net smelter returns royalty (NSR) of 2.5% owed to Mineworks Ventures Inc. (Mineworks). The NSR can be bought down to 1% with payments of $500,000 per 0.5% for a total payment of $1,500,000. The 3rd Party NSR covers an extensive area of the consolidated Grizzly Greenwood Property that includes the Midway Property claims. All buy down payments apply to the entire area covered by the NSR agreement.

1.4 Environmental Liabilities, Permitting and Significant Factors

A permit under the Mines Act is required for exploration activities involving any work on a claim that disturbs the surface by any mechanical means including drilling, trenching, excavating, blasting, construction or demolishment of a camp or access, induced polarization surveys using exposed electrodes and site reclamation (e.g., drilling). The application and subsequent permit are called a "Notice of Work" (NOW).

The recent NOW permit for Midway has expired, and trails and drill pads were reclaimed. A new NOW permit will be required to conduct additional drilling and/or any other ground disturbing exploration.

Access to private lands, including the use of private roads, does not require a permit, only a written approval by the landowner.

Grizzly has not performed any ground disturbing activities at the Midway Property. Kinross conducted drilling but has since reclaimed all of their roads and drill sites and have submitted application for final clearance with B.C. Ministry of Energy, Mines and Low Carbon Innovation (EMPR). A recent site inspection completed by the author on April 26th, 2021, confirmed that Kinross has reclaimed all roads and drill sites and that there are no visible environmental liabilities to which the Property is subject. There are no other significant factors or risks that the author is aware of that would affect access, title or the ability to perform work on the Property.

Accessibility, Climate, Local Resources, Infrastructure, and Physiography

2.1 Accessibility

The Property lies along the Canada – U.S.A. border, between the towns of Midway, BC, to the east and Rock Creek, BC, to the west. Access to the Property and the local infrastructure are both excellent. Highway 3, which connects Osoyoos and Grand Forks, crosses through the central part of the Property, largely in a west-east direction, entering the Property at the Kettle Valley Airfield in the west and exiting the Property directly east of the Town of Midway. The Property, south of the Kettle River, is accessible by the Fritz and Myers Creek Roads. Numerous roads and trails are present throughout the Property area facilitating access to the entire Property.

2.2 Site Topography, Elevation and Vegetation

In general, the topography of the claims can be described as gentle to moderate. Numerous major creeks flow south or west into the Kettle River. Typically, these creeks are moderately incised, and slopes may be quite steep in the creek valleys. Away from these valleys, slopes are gentler. Elevation on the Property ranges from about 580 metres (m) in the Kettle River Valley, to about 1,300 m along the Canada-USA border. In places there is good rock exposure while in other areas a thick layer of surficial material, which obscures the bedrock. The majority of the Property is devoid of tree cover, with mainly open grassy slopes dipping to the south. At higher elevations, vegetation consists of open, mixed (fir, pine, larch) second growth forest with minimal undergrowth.

2.3 Climate

The climate is moderately dry, with hot summers and little rainfall. Snowfall is typically in the order of 2 m at higher elevations, but less than 0.5 m on the south facing slopes of the Property. The Property is generally free of snow from mid-March to early December, while the higher elevations typically have snow cover from late November through early May. Water for drilling is available from numerous creeks on the Property.

2.4 Local Resources and Infrastructure

Limited services, including room, board and fuel, are available in the nearby communities of Greenwood, Midway, Rock Creek and Grand Forks. Grand Forks has a population of about 8,000 and is a major industrial and supply centre. Most services needed for exploration are available in Grand Forks. The closest full-service airports are in Kelowna located 130 km north of the Property, Penticton located 115 km northwest of the Property or Castlegar located 150 km northeast of the Property. Power and natural gas is available at numerous locations in the southern portion of the Property.

In the opinion of the author, the Property is of sufficient size to accommodate any potential exploration and mine infrastructure requirements.

3. History

The Boundary District, including the Republic area in Washington State, has a long history of exploration and mining activity. Placer gold (Au) was discovered in 1859 at Rock Creek a tributary to the Kettle River in the western portion of the area. Significant placer gold mining commenced in the area in 1860 with intermittent production from Rock Creek, McKinney Creek and the Kettle River through the early 1900s. The first hard rock mineral claim was staked near Boundary Falls in 1884. Shortly thereafter, gold and silver mining commenced in the Greenwood region at the Mount McKinney (Cariboo-Amelia), Providence, Skylark and No. 7 mines but by the mid 1890's took a back seat to the large copper-silver discoveries at the Phoenix, Motherlode and Eholt areas. Nonetheless, hard rock gold and silver production in the Boundary district was an important contributor to the economies of the region from the early 1890's until the 1940's.

Numerous significant mineralized areas and historic workings are found within the Midway claim group including the Bubar area to the north, the Myers Creek and Rock Creek workings in the west, and in the eastern area the historic Midway Mine, Texas, Lois, and Bruce showings (Figure 3.1).

3.1 Previous Exploration, Development and Production on the Midway Property

The information in this section regarding the previous exploration, development and production on the Midway Property has been sourced from Assessment Report 28002, written by Bruce Laird, for the Midway property in 2005 (Laird, 2005) and references therein, including Campbell (1998), Caron (1990; 2002b; 2003c), Chow (1985), Fyles (1983), Haman (1970), Hoffman and Caron (1991), Hoffman and Wong (1988), Kerr (1998), Lee (1990a; 1990b), Schatten (1994), Sookochoff (1984) and Von Einsiedel (2011).

1898: Tunnelling had been completed by 1898 on the Potter Palmer, about one km to the west of the Midway property. A 76 m long tunnel is reported at the Bruce showings in the vicinity of the Midway property. There are 19 crown grants and mineral claims shown on the old claim maps in the southeastern part of the Midway property.

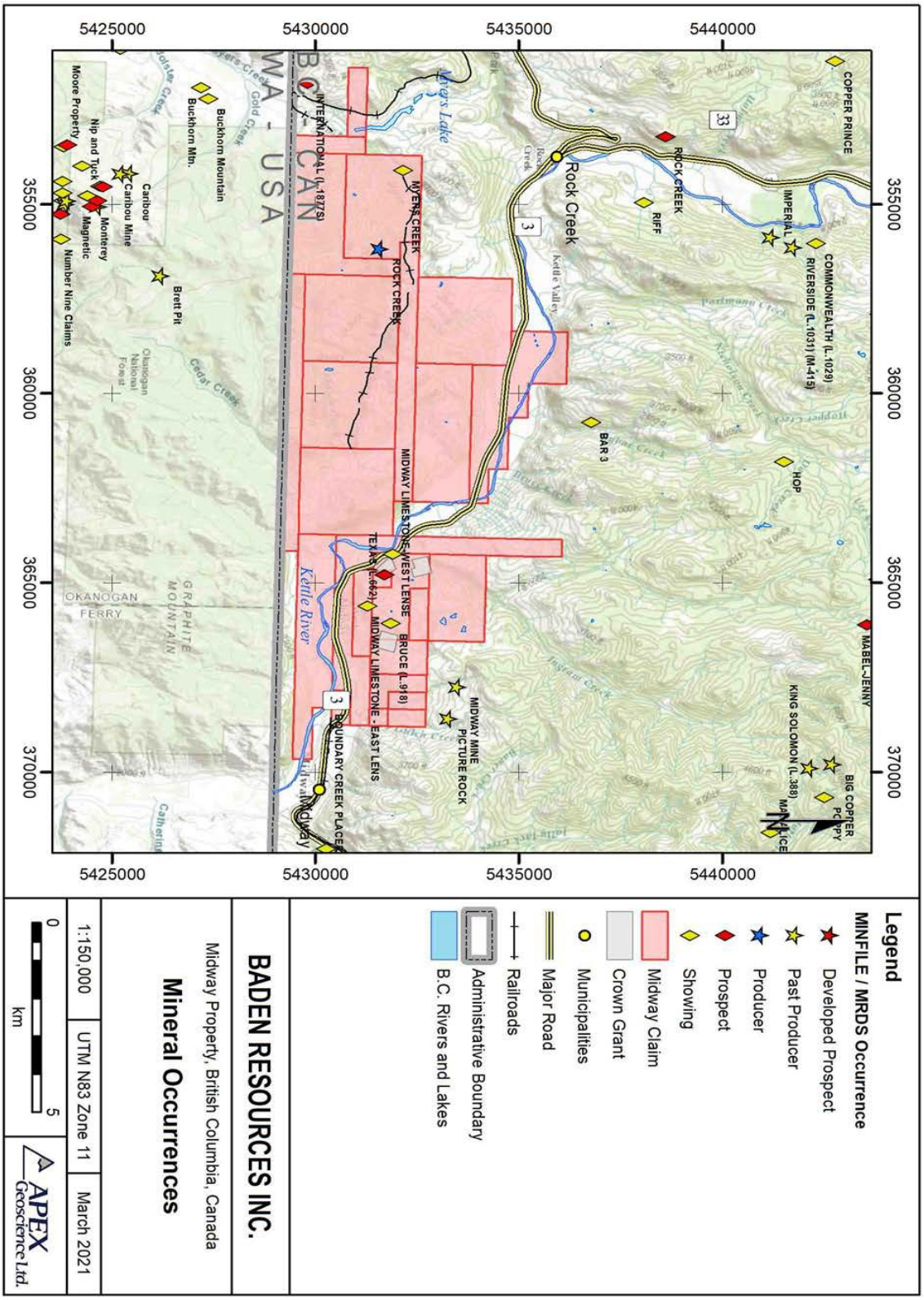
1909: Surface work is reported to have been done on the Bruce claim, and it is believed numerous other old pits and workings, including those at the Texas, Granada, and Midway Mine had been completed by 1909. At an unknown grade, 190 tonnes of ore were mined from the area.

1956: Noranda completed geological mapping and sampling on the Midway property. In the western part of the property near the Texas and Granada reverted crown grants, a garnet skarn was identified (Hoffman and Caron, 1991).

1960: Granby Mining Co. completed geological mapping and sampling on the Midway property (Hoffman and Caron, 1991).

1966: Geological mapping, sampling, and an IP survey on the western part of the Midway property were carried out by Utah Construction and Mining Company. Additionally, six diamond drill holes are reported with numerous intervals of skarn bearing sulfides noted. No assays are available for this drilling (Hoffman and Caron,1991).

Figure 3.1. Minfile Showings at the Midway Property.



1966-68: Granby Mining Co. conducted magnetometer and IP surveys over the eastern part of the Midway claim block and subsequently completed six diamond drill holes to test the lP anomalies (Hoffman and Caron, 1991).

1968: Underground development was completed by D. Moore at the Midway Mine (on the Rainbow property) resulting in 19 tonnes of ore grading 14 g/t Au, 1506 g/t Ag, 15% Pb, and 16% Zn (Hoffman and Caron, 1991).

1969: Texas Gulf Sulfur Co. staked claims on the western part of the Midway property wherein they identified structurally and stratigraphically controlled copper mineralization within rocks of the Brooklyn Formation as well as identified two anomalous zones with the completion of an IP survey (Hoffman and Caron, 1991).

1970: The Bubar claims 1 to 16 were staked during 1970 and soil sampled by DeKalb Mining Corp., initially on a regional scale then a detailed soil grid was completed on a 15 m spacing, focusing on the Bubar North and South anomalies. Soils were analysed for Pb, Zn, Ni, Mo, Cu, Ag and Co. The Bubar North anomaly contained anomalous Pb and Cu associated with greenstone tuffs and ultrabasic rocks close to limestones occurring on a major E-W trending lineament (Haman, 1970). Anomalous Ni was thought to be associated with ultrabasic lithologies of the Anarchist Group. The Bubar South Ni and Co anomaly (up to 1100 ppm and 48 ppm, respectively) measured 228 m along the north-south flowing Bubar Creek and 183 m either side of the Bubar Creek and was thought to be hosted by laterites overlying ultrabasic, serpentinized lithologies (Haman, 1970).

1972: Over the northern part of the Midway property, Bonus Resources Ltd. completed a copper soil survey and a fluxgate magnetometer survey (Hoffman and Caron, 1991).

1975: Two short drill holes for x-ray analysis were drilled by Santa Rita Mining Co. Ltd on the Midway property; one north of the Granada claim and the second east of the Texas claim. Drill core was not analyzed (Hoffman and Caron, 1991).

1978-83: The Midway property was staked by Maymac Explorations Ltd. which conducted soil sampling and VLF-EM surveys followed by 15 diamond drill holes in the southeastern part of the property. The drill hole labelled 81-5 is reported to have returned 1.8 g/t Au over 4 m (Hoffman and Caron, 1991).

1983: Dentonia Resources and Kettle River Resources optioned claims from D. Moore that covered the Midway Mine and Picture Rock Quarry. The companies also staked claims in the Rainbow section of the property. The claims underwent geological mapping, geochemistry, and geophysical surveys (Fyles, 1983).

1984: Kerr Addison Mines optioned the Rainbow property from Kettle River/Dentonia and completed geological mapping and geochemistry over a small portion of the claims (Chow, 1985). Prominent Resources Corp. completed a soil sampling, VLF and ground magnetics program (Sookochoff, 1984). The soils were analysed for Cu, Pb, Zn, Au, As and Mo with values of 310 ppb for Au reported. The geophysical and geochemical anomalies were described as trending N-S (Sookochoff, 1984).

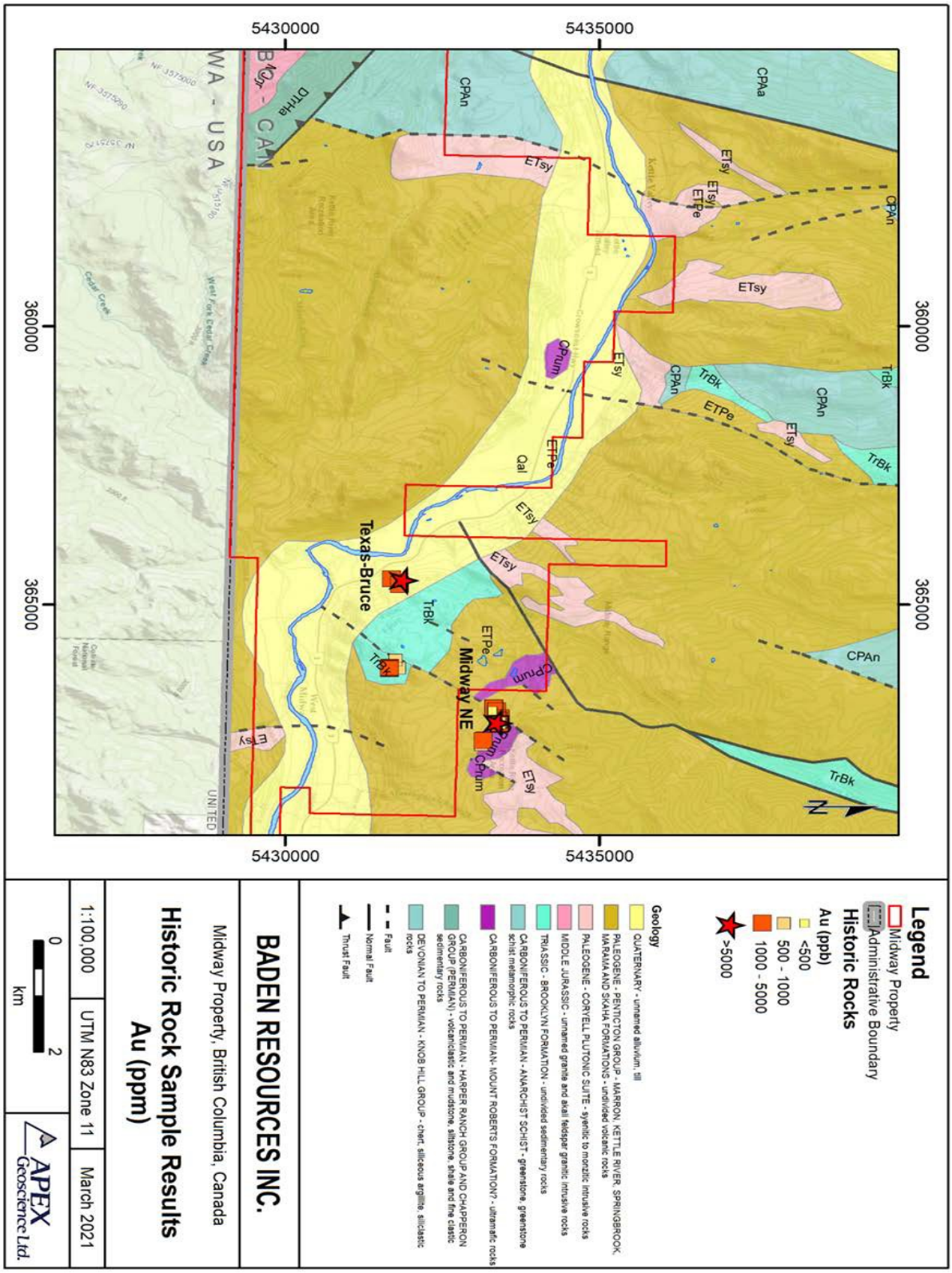
1987-88: BP Resources Canada Ltd. optioned the Rainbow property and completed geological mapping, geochemistry, and geophysical surveys over a portion of the property. BP also drilled four diamond drill holes to test the Picture Rock Quarry epithermal system at depth (Hoffman and Wong, 1988; Hoffman et al, 1989).

1989-90: The Rainbow property was then optioned by Minnova Inc. who then completed heavy mineral, rock and soil sampling and geological mapping (Lee, 1990a, 1990b). Immediately north and east of the Midway Mine, a large multi-element (Au, Ag, Pb, Zn, As) soil anomaly was identified. At the Midway Mine rock samples returned values of 2.8 g/t Au and 218 g/t Ag over a 4.5 metre interval. In the area of anomalous soils, near the Midway Mine, trenching was completed near Dry Lake. Diamond drilling was also completed in the vicinity of the Midway Mine and consisted of seven drill holes (Caron, 1990). Drilling intersected several significant low-grade intervals in skarn altered intrusive rocks including 10.5 m of 0.33 g/t Au and 52.7 g/t Ag in drillhole DDH 90-01 (Von Einsiedel, 2011). It is noteworthy that many of these drillholes are reported to have been shut down in skarn altered intervals of clastic rocks within the Brooklyn Formation, a typical host of skarn Cu-Au mineralization in the area.

1990-91: Battle Mountain Inc. optioned the Midway Property to assess the potential Au skarn in the area following the discovery of the Buckhorn Mountain (Crown Jewel) gold skarn in northern Washington, 13 km southwest of the Property in northern Washington. An extensive exploration program including soil and rock sampling, a ground magnetometer survey, geological mapping, and the re-logging and sampling of Maymac drill core was completed by Battle Mountain (Hoffman and Caron, 1991). The work covered a large area surrounding the Granada, Texas, Bruce and Lois occurrences in the eastern section of the Midway claim group (Figures 6.1). Soil sampling identified three large areas of anomalous Au-Cu-As, two of which are related to skarn mineralization evident in outcrop, and the third of unknown origin. A number of areas of anomalous Ni-Co-Cr in soils, were also identified in the Texas, Potter Palmer, Granada and Bruce areas. Rock and soil sampling also showed high gold values to be coincident with high copper values. Rocks produced significant gold values up to 15 g/t Au (Figure 3.2) with the highest gold in soil sample at 1.07 g/t Au. Selected resampling of the 1980 to 1983 Maymac drill core produced a highest intercept of 1.78 g/t Au over 3.96 m in diamond drillhole 83-5 (Hoffman and Caron, 1991). Five diamond drill holes were completed in the Texas and Potter Palmer areas.

Canim Lake Gold Corp. (Canim) conducted an extensive exploration program on the Myers Lake Property in 1994, now the western portion of Baden's Midway claim block, east of Myers Lake. The area is thought to be of a similar geologic environment to that of the Buckhorn Mountain (Crown Jewel) deposit, 7 km to the south, and possibly an extension of a north trending belt of similar gold mineralization. The program consisted of magnetometer and VLF-EM geophysical surveys, detailed geological mapping, and rock, soil and silt sampling. Two strongly anomalous rock chip samples assayed at 2.42 g/t Au and 2.04 g/t Au. Soil sampling indicated several northerly and northwesterly trending gold anomalies coincident with magnetic anomalies (Schatten, 1994).

Figure 3.2. Historic Rock Results for Gold at the Midway Property.



In 1997, Canim returned to the Myers Lake property to better delineate the previously interpreted gold in soil anomalies. The short exploration program reduced soil line spacing over the survey area and additional rock samples were collected. The survey successfully defined a northwest trending anomalous zone of gold (Kerr, 1998).

1998: Applied Mine Technologies Inc. performed a Landsat Thematic Mapper multispectral data analysis and GIS compilation over the Bubar #1 claim which contained 20 claim units and covered the Bubar mineral occurrence (Minfile no, 082ESE201) also called Rhubarb (Campbell, 1998).

2001: Gold City acquired the Rainbow property and amalgamated it into the Midway Property. Gold City then conducted a small exploration program consisting of rock geochemistry and limited vegetation, heavy mineral and silt sampling Caron (2002b). It was noted that the geological setting of the area is comparable to that of the Lamefoot deposit and that a gold-mercury association was observed (Caron, 2002b). The area of the historic Midway Mine is part of Infinity's Midway Property. The remaining lands sampled by Gold City are part of Baden's mineral claims.

2003: Gold City completed a trenching program near the Lone Boulder Hill and the Picture Rock Quarry exposing a siliceous breccia zone that returned 1.14 g/t Au over a true width of 2 m. A total of ten trenches were completed and further trenching around a highly altered area on Lone Boulder Hill was recommended (Caron, 2003c).

2004: Gold City expanded the soil grids over Picture Rock Quarry and Lone Boulder Hill resulted in multiple zones of elevated anomalous gold with a maximum assay of 426 ppb Au and additionally positioned a soil grid over Minnova's 1990 soil anomaly with tighter grid spacing (Laird, 2005). In 2004, Merit Mining Corp. acquired the Midway mineral claims and conducted a trenching, prospecting, and sampling program. Huakan (formerly Merit Mining) dropped all but one of the claims in 2012, with the remaining area subsequently being re-staked by Grizzly.

2005: Merit Mining Corp. completed an exploration program that included trenching, prospecting, and sampling (Laird, 2005).

2011: During early 2011, Infinity Minerals Corp. collected 640 soil samples and various rock grab samples on two claims covering the Midway Mine (Minfile No. 082M-194) and the Picture Rock Quarry (Minfile No.082M-194) gold-silver occurrences (Figure 3.2 and 3.3). The soil sampling results for gold and silver confirmed that the skarn mineralization to the south west of the property exhibits significant gold and copper values and extended the geochemical anomaly associated with the Midway Mine Prospect.

Geological Setting and Mineralization

4.1 Regional Geology

The Midway Property is located within the Boundary District of southern British Columbia and northern Washington State. The district is a highly mineralized area straddling the Canada-USA border. The district is centered on the Kettle River in south- central B.C. and the northeastern portion of Okanagan County and the northern portion of Ferry County in northeast Washington State and includes the historic Republic, Belcher, Rossland and Greenwood mining camps. Total reported production from the Republic, Belcher and Greenwood camps alone exceeds 6.7 million ounces (Moz) Au and 26.8 Moz Ag (see Tables 2a and 2c in Dufresne and Banas, 2013). Adding in the historic production from the

Rossland camp, which is has reported production of 2.8 Moz Au and 3.5 Moz Ag, the total reported historic production for the district is in excess of 9.5 Moz Au and 30.3 Moz Ag (see Tables 2a and 2c in Dufresne and Banas, 2013; Schroeter et al., 1989; Lasmanis, 1996; Schroeter and Pinsent, 2000; Höy and Dunne, 2001; Schroeter, 2003; Schroeter and Pardy, 2004; Wolff, 2010).

Over the last 60 years extensive regional mapping has been completed in the Boundary District by numerous geologists including Little (1957, 1961, 1983), Parker and Calkins (1964), Monger (1967), Muessig (1967), Fyles (1984, 1990), Church (1980, 1986), Cheney and Rasmussen (1996), Church and Jones (1997), Höy and Dunne (1997), Cheney (1998), Nixon (2002), Höy and Jackaman (2005), Massey (2006, 2007a. 2007b) and Massey and Duffy (2008a, 2008b). Due to the large number of people involved in the mapping over a large geographic area, different formational names have been used within different parts of the District, however the geological setting across the entire District is similar.

The Property is found within the Omineca belt of the Quesnellia terrane, which accreted to North America during the mid-Jurassic. The oldest rocks exposed in the area are Proterozoic to Paleozoic North American metamorphic basement rocks of the Grand Forks complex, found along the very eastern edge of the Property, and of the Okanagan complex (Monashee Gneiss), found just west of the Property. Post accretion, during the Eocene, these core complexes were uplifted. They are separated from the overlying, younger rocks by low-angle normal (detachment) faults that were related to an extensional event that yielded a series of prominent fault bounded grabens identified on Figures 4.1 and 4.2 as the Okanagan, Rock Creek, Toroda, Republic and Rossland grabens.

Figure 4.1. Midway Property Regional Geology, Grabens, Historic Gold Mines and Deposits.

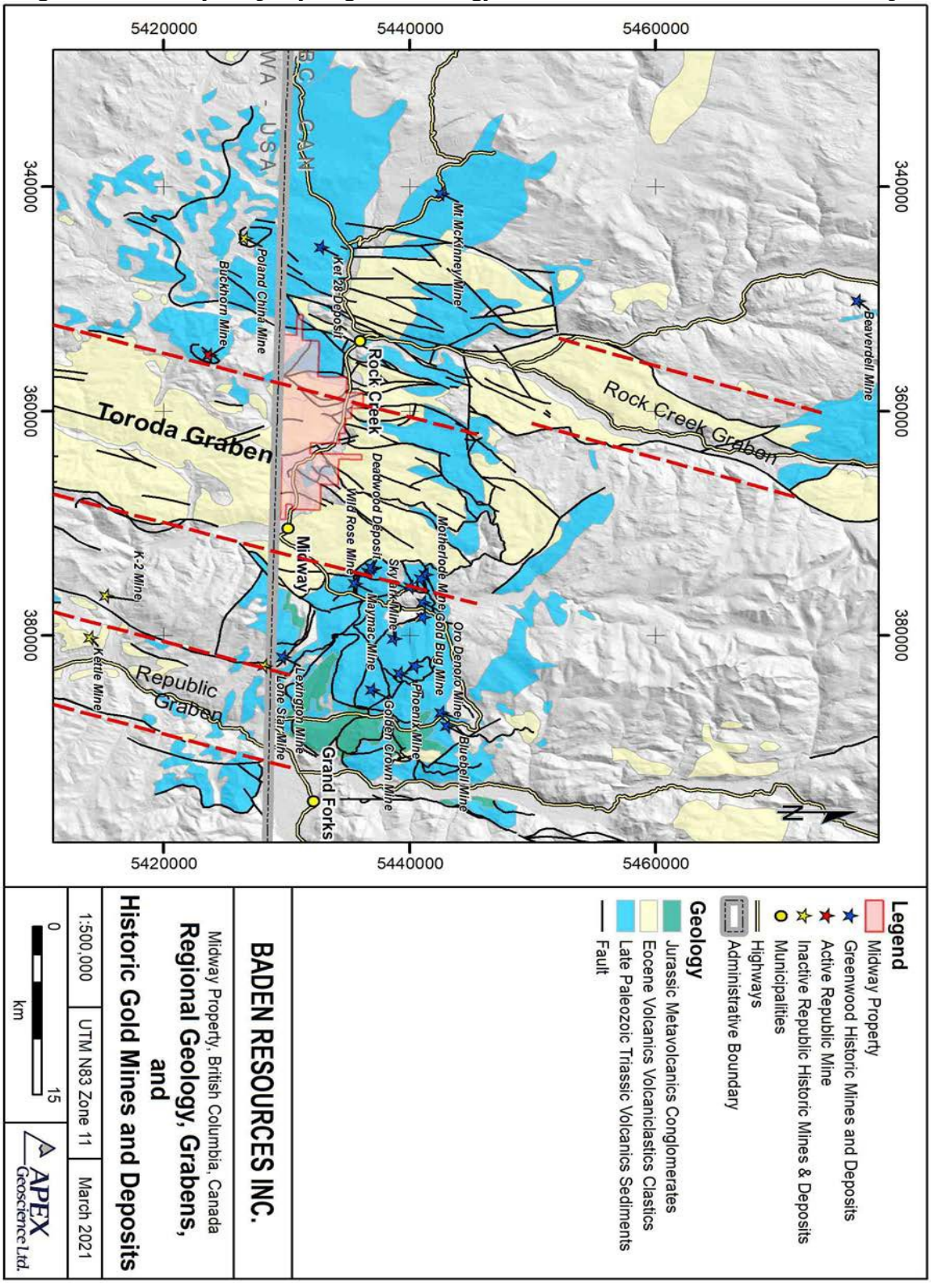
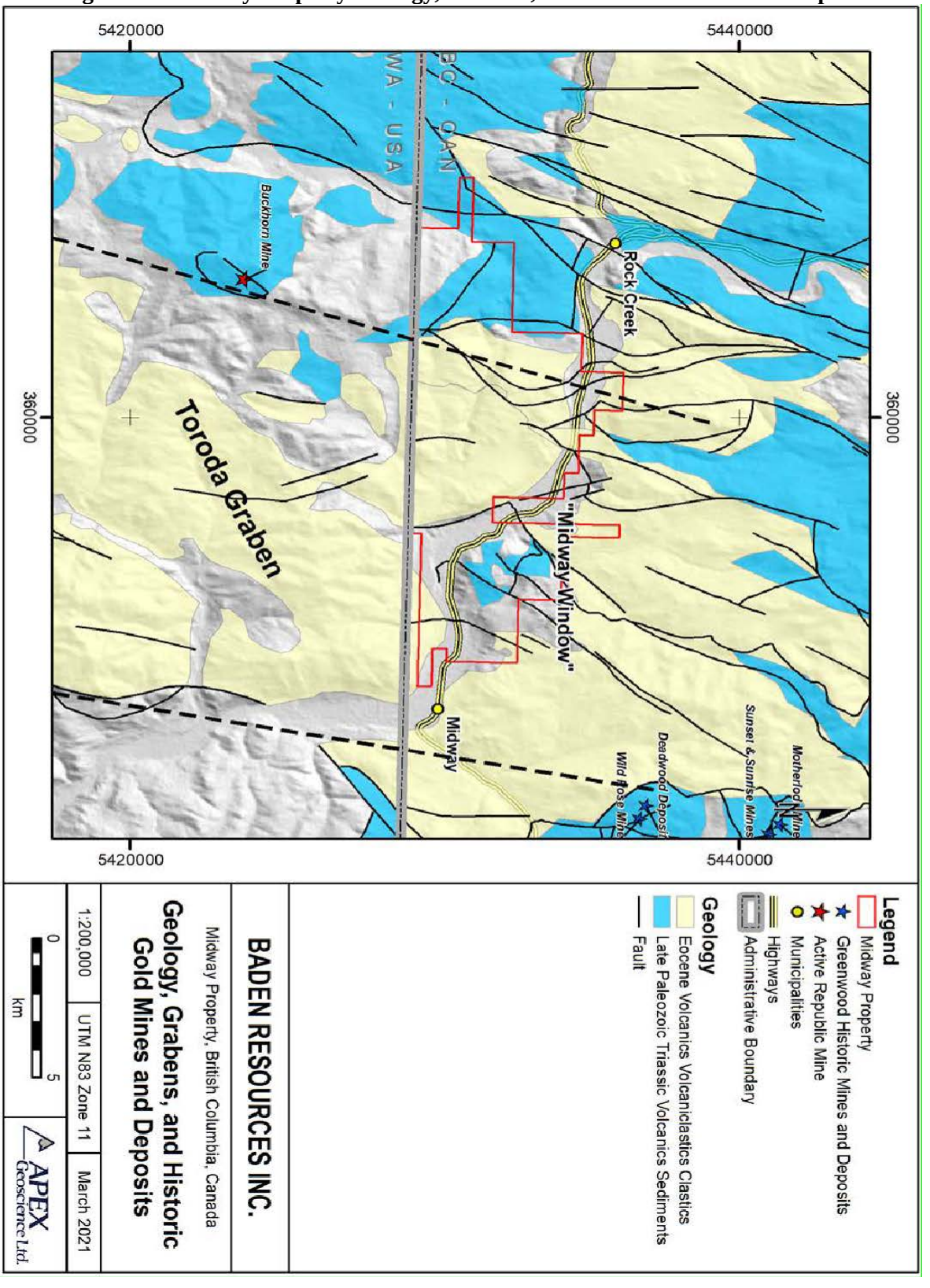


Figure 4.2. Midway Property Geology, Grabens, Historic Gold Mines and Deposits.



The oldest accreted rocks on the Property are mid to late Paleozoic volcanics and sediments and are found throughout the Property. On the eastern half of the Property, the Paleozoic rocks are separated into the Knob Hill Group and overlying Attwood Group. The Knob Hill Group is Permo-Carboniferous, possibly as old as Devonian, in age and is comprised of rocks dominantly of volcanic affinity, with mainly greenstones and massive and banded metacherts, along with lesser amounts of quartz chlorite schist, amphibolitic schists and gneisses, related intrusives, argillite and limestone bands. The rocks have been affected by deformation and metamorphism causing recrystallization and the development of foliation. Unconformably overlying the Knob Hill rocks are sediments and volcanics of the Permian Attwood Group that consist mainly of sedimentary rocks including black argillite, sharpstone conglomerate, greywacke, limestone lenses and lesser metavolcanic units. On the western half of the Property, the Paleozoic rocks of the Knob Hill and Attwood Groups are undivided and termed the Anarchist Group. Throughout the Property, ultramafic rocks of the Mount Roberts Formation are found in discrete areas generally in spatial association with thrust and other fault zones. These groups are significantly folded, overturned and faulted. In the Republic area, splays or imbrications of the Chesaw thrust fault comprise several separate belts of serpentinite, listwanite and metagabbro and may have several local names in the Greenwood area such as the Lind Creek, Mount Attwood and No. 7 faults.

The Paleozoic rocks are unconformably overlain by the Triassic Brooklyn Group, found in limited amounts in the western part of the Property but are abundant in the eastern part of the Property. The Brooklyn Group is characterized by thick basal sharpstone conglomerate, interfingering shales and limestones, and an upper sequence of volcanic breccias. The volcanic rocks at the top of the sequence may belong to the younger (Jurassic) Rossland Group. Both Attwood and Brooklyn rocks were affected by chlorite and amphibole grade regional metamorphism and tectonism. Locally this deformation resulted in the development of thrust faults, along with tight recumbent and overturned folds. The known skarn deposits and gold-bearing volcanogenic magnetite- sulphide (VMS) deposits in the district are hosted within the Triassic rocks. In the Greenwood area, Fyles (1990) has shown that the pre-Tertiary rocks form a series of five thrust slices, which lie above a basement high-grade metamorphic complex. The thrust slices are gently north dipping and marked in many places by bodies of serpentine. A strong spatial association between Jurassic thrust faults and gold mineralization in the area has been observed.

Tertiary sediments and volcanics unconformably overlie the older rocks and are found throughout the central and eastern parts of the Property. The oldest of the Tertiary rocks are conglomerate and arkosic and tuffaceous sediments of the Eocene Kettle River Formation. These sediments are overlain by andesitic to trachytic lavas of the Eocene Marron Formation, and locally by rhyolite flows and tuffs (such as in the Franklin Camp). The Marron volcanics are in turn unconformably overlain by lahars and volcanics of the Oligocene Klondike Mountain Formation. In the Greenwood area, three Tertiary fault sets are recognized, an early, gently east-dipping set, a second set of low angle west-dipping, listric normal (detachment-type) faults, and a late, steeply dipping, north to northeast trending set of right or left lateral or west side down normal faults (Fyles, 1990). Epithermal gold mineralization, related to Eocene structural activity, has been an important source Au in the Boundary District.

The Tertiary rocks are preserved in the upper plates of low-angle, listric, normal (detachment-type) faults related to the uplifted metamorphic core complexes, in a series of local, fault-bounded grabens (i.e. Republic graben, Toroda graben as shown in Figures 4.1 and 4.2; Cheney and Rasmussen, 1996; Fyles, 1990). In the Greenwood area, a series of these low angle faults occur (from east to west, the Granby River, Thimble Mountain, Snowshoe, Bodie Mountain, Deadwood Ridge, Windfall Creek,

and Copper Camp faults). These faults have taken a section of the Brooklyn stratigraphy and sliced it into a series of discrete blocks, each separated by a low angle fault. For example, the Phoenix section is rooted by the Snowshoe fault with about one kilometre of offset to the west on the Snowshoe fault. Overlying rocks are now exposed about six kilometres to the west in the Deadwood Camp in a complex zone of faulting. The Deadwood segment was in turn overlain by rocks now situated to the west above the Copper Camp fault. The low angle Tertiary faults have displaced pre-Tertiary mineralization (i.e. the Deadwood camp represents the top of the Phoenix deposit); however current thinking attributes at least some of the gold in the deposits to the low angle Tertiary faults that underlie them.

Igneous activity in the area ranges from Triassic to Tertiary. Numerous igneous intrusions are found in the area and range in composition from ultramafic rocks to an assortment of granite to syenite and diorite plutonic rocks and related hypabyssal bodies. The oldest intrusions are Triassic in age and are heterogeneous hornblende diorites/gabbros locally referred to as the 'Old Diorite' unit which is likely related to the Brooklyn Group greenstones. These rocks occur as numerous small, stock-like bodies that are associated with major faults scattered across the central part of the Greenwood mining area. Serpentinized ultramafic rocks are also widely distributed throughout the area and often associated with the 'Old Diorite' unit or structures. The serpentinite was emplaced as lenses and sill-like bodies, probably in semi-solid state, along unconformity surfaces and in major fault zones. The mid-Jurassic Nelson intrusions, composed mainly of porphyritic granite and granodiorite, occur as a large body east of the Kettle Fault (east of the Property) and smaller bodies scattered in other parts of the area. The Jurassic/early Cretaceous Greenwood and Wallace Creek plutons are found around the town of Greenwood. They are comprised of biotite-hornblende granodiorite bodies, which are associated with many of the skarns and quartz veins. Cretaceous to Tertiary plutonism resulted in granites and granodiorites of the extensive Okanagan Batholith, including the Valhalla and Ladybird intrusions which dip into the north western part of the Property. The Coryell intrusions are among the youngest igneous rocks in the area forming small stocks, dikes and sills on fault zones and unconformities; these intrusions are feeders for the Eocene age Marron volcanic rocks.

4.2 Property Geology

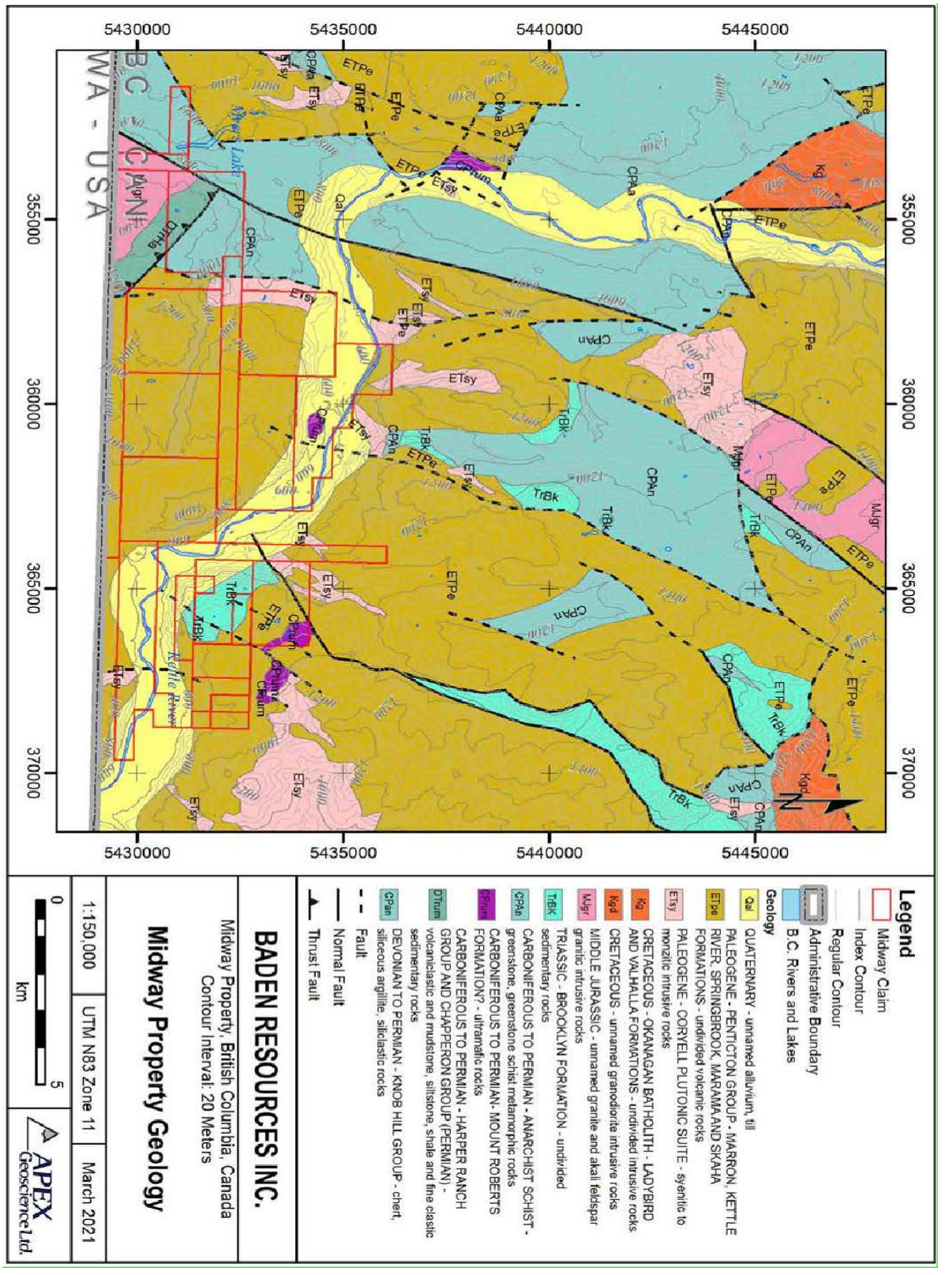
The local geology of the Grand Forks to Mt McKinney area has been largely outlined and mapped by Little (1957, 1961, 1983), Church (1986), Fyles (1990), Nixon (2002), Höy and Jackaman (2005), Massey (2006, 2007a, 2007b) and Massey and Duffy (2008a, 2008b). There are subtle naming differences between all of the geological maps, however, APEX has digitized portions of and merged the individual maps in order to create a composite of geology for the Boundary region and specifically the area that underlies the Midway Property and presented in Figure 4.3.

The Midway claim block lies within the north trending Toroda Graben, which consists of Tertiary and pre-Tertiary rocks within the upper plate of low-angle detachment-type faults (Figures 7.1 and 7.2). These detachment faults are situated northeast of, and parallel to, the Republic graben in Washington. Echo Bay's K2 mine, the former Kettle mine and the Emanuel Creek vein, are near the western margin of the Republic graben and are approximately 17 km southeast of the Midway claim block. Eocene extensional tectonics and related volcanism are associated with the epithermal gold mineralization in the Republic area to the south as well as the KS, Kettle and Emanuel Creek mines. Pre-Eocene mineralization is hosted in the Paleozoic and Triassic rocks within the grabens. Within the Toroda Graben, the Midway claim overlies an inlier of these older rocks called the "Midway Window", which is surrounded by Eocene volcanics and sediments (Cowley, 2004b).

Across the northern section of the Midway claim block, a large east-west trending serpentinite-listwanite belt marks the position of a major, regional, north dipping thrust fault with related alteration and localized mineralization. The hanging wall of the thrust fault is primarily composed of Eocene volcanics and sediments of the Marron and Kettle River Formations. The footwall of the thrust includes rocks of the Triassic Brooklyn Formation locally intruded by Jurassic-Cretaceous and Eocene intrusives. The serpentinite belt is representative of a Paleozoic ophiolite suite that has been tectonically emplaced along the thrust fault. The serpentinite is strongly talc-carbonate altered to listwanite and locally is intensely siliceous, occasionally with minor amounts of mariposite and disseminated pyrite. Additionally, emplaced along the thrust fault is a series of north dipping, low angle sills related to the Jurassic Lexington porphyry intrusive suite. These sills include a range of compositions from monzonite to diorite, both with variable low quartz, and also includes a unique coarse feldspar quartz porphyry. Gradational contacts are common between the different phases in the sills. These sills are host to the mineralization at the Midway Mine. An Eocene aged epithermal chalcedonic breccia system occurs along the fault zone and is thought to exemplify epithermal style gold mineralization. Strong argillic and sericitic alteration occurs locally at the Midway Mine - Picture Rock Quarry and Lone Boulder Hill areas which may be related to Eocene structural activity and associated epithermal style veining (Cowley, 2004b).

In the southwest part of the claim block, stratigraphy typically strikes northwest, dips to the northeast and consists of a sequence of sediments, volcaniclastics, limestone and volcanics. A sharpstone conglomerate unit (the basal unit within the Brooklyn sequence) has been intersected in the footwall of the thrust fault from drilling at the Midway Mine - Picture Rock Quarry area. Because of the occurrence of sharpstone conglomerate in drill core, calcareous greenstone seen in trenches and outcrop in the area, formerly included in the Permian Knob Hill Group is now reinterpreted as part of the Triassic Brooklyn Formation (Cowley, 2004b).

Figure 4.3 Midway Property Geology.



4.3 Mineralization

The Midway Mine and the Picture Rock quarry are past producers that lie in a small section of off Property claims that are surrounded by the Midway claim group. The Midway Mine has Jurassic aged shear and vein type mineralization hosted in Jurassic quartz feldspar porphyry (similar to Lexington porphyry) which intrude serpentinite. Steep shear zones within the altered intrusives are host to massive pyrite, arsenopyrite, galena, sphalerite and stibnite. The Midway Mine has recovered over 28 kg Ag, 0.2 kg Au, 156 kg of lead and 156 kg Zn (BC Minfile 082ESE128). The Picture Rock past producer had significant vein mineralization of chalcedony and chrysoprase, with a dominant metaplutonic host rock with lithologies of listwanite, serpentinite, feldspar porphyry dyke and breccia. Commodities from this past producer were primarily gemstones and agate however, anomalous gold and silver related to an epithermal quartz breccia system near the quarry has been explored by trenching. Sampling of breccia vein yielded 0.43 g/t gold over 1.8 m length and included values up to
1.2 g/t gold and 1 g/t silver (BC Minfile 082ESE242; Cowley, 2004b).

The Lois showing and Texas prospect also occur off property but are surrounded by the eastern section of the Midway property. The Texas prospect shows significant chalcopyrite and pyrite, with local chalcocite and magnetite in skarn-type mineralization hosted along the contact between Triassic Brooklyn Group limestone and sharpstone conglomerate which are intruded by Cretaceous monzonitic porphyry (BC Minfile 082ESE119). A crowded feldspar porphyry phase appears to be genetically related to the skarn mineralization. Characteristics Au-copper skarn, volcanogenic magnetite- sulphide and epithermal gold mineralization are noted on the property (BC Minfile 082ESE119). A grab sample taken at the Texas prospect assayed 4.72 g/t gold, 172.6 g/t silver and 7.7% copper (BC Minfile 082ESE119; Cowley, 2004b). At the Lois (Bruce) showing, skarn occurs as a northeast trending band at the contact of Brooklyn limestone and sharpstone conglomerate. The Triassic sediments are intruded by Eocene Coryell dikes, however mineralization is considered to be Jurassic in age. Pyrite, chalcopyrite and magnetite occur as disseminations and fracture fills in the skarn while abundant malachite staining covers outcrop. A grab sample taken from the showing assayed 1.1 g/t gold and 8.5% copper (BC Minfile 082ESE198; Caron, 2003c). Approximately 190 tonnes of ore was mined from the skarn zone however the grade was not documented (BC Minfile 082ESE198). It is noted that a gold-mercury association occurs in the Texas and Lois areas (BC Minfile 082ESE198). The Myers Creek showing, located on the western section of the Midway claim block, shows shear and vein hosted mineralization of chalcopyrite and pyrite within a chlorite-quartz-calcite schist of the Carboniferous Anarchist Group (BC Minfile 082ESE243). Mineralized quartz vein zones also occur in Jurassic-Cretaceous granodiorite southwest of the showing. A rock chip sample taken from one of the shears yielded 2.4 g/t gold (BC Minfile 082ESE243).

Deposit Types

The unique and diverse geology of the Greenwood area results in a variety of different types of mineral occurrences and potential ore deposits. Based on the author's field visits and reviewing of data, the Property is under-explored and is prospective for a number of different types of precious and base metal deposits. The information in the following sub-sections on the type of deposits being explored for at the Midway Property has been sourced and compiled from Ash and Alldrick (1996), Caron (1997c; 2005c; 2006a-f; 2012), Church (1986), Derkey (1999), Dufresne and Banas (2013), Fifarek et al. (1996), Gelber (2000), Höy and Dunne (2001), Huakan International Mining Inc. (2005), Kinross Gold Corp. (2003; 2012), Lasmanis (1996), Muessig (1967), Nixon (2002) Nixon and Archibald (2002), Panteleyev (1995a-b), Rasmussen (1993; 2000), Ray (1995; 1998), Tschauder (1986) and Wolff (2010).

5.1 Skarn (Copper, Gold)

Skarns form as a result of alteration of country-rocks (typically carbonate) by high temperature, mildly acidic fluids of magmatic origin. These fluids dissolve carbonates thereby forming space for development of calc-silicate mineral assemblages. Formation fluids are typically low-CO_2 and saline (10-50 wt% NaCl). The depth and temperature for the formation of skarn deposits is variable, ranging from one to several kilometres depth and 400-700°C respectively.

Most economic skarns are classified as calcic exoskarns. Exoskarns form as a result of replacement of the country rock, as opposed to the endoskarn which forms within the intrusive body providing the formation fluids. Development of the exoskarn occurs predominantly where the main fluid flow is outwards from the intrusion. These economic calcic exoskarns may be enriched in Fe, Cu, Ag, Pb, Mo, W, Sn, Au, As, U, REE, F, and B. Furthermore, ore minerals present in calcic exoskarn deposits are: Scheelite ($CaWO_4$), Wolframite ($Fe,MnWO_4$), Cassiterite (SnO_2), Magnetite (Fe_3O_4), Base metal sulphides (ie: FeS_2, $Fe_{1-x}S$, $CuFeS_2$), and Au.

The igneous events associated with skarn deposits may include sills, dikes, or stocks of varying compositions. Deposits may form as disseminated grains within the host rock, irregular lenses, tabular ore bodies, or localized along fractures, folds, faults and sill-dike margins. The most common tectonic setting Au, copper skarns occur where Andean-type plutons intrude older continental-margin carbonate sequences. However, in British Columbia, these gold-copper skarns have been found to be associated with oceanic island arc plutonism. Also specific to British Columbia is the age of these gold copper skarns, which typically finds them to be Early-Middle Jurassic in age (Ray, 1995, 1998).

Jurassic-Cretaceous intrusive activity into limestone and limey sediments is the source of several of the gold and copper-gold skarn deposits found within the Boundary District. Typically, these deposits are hosted within the Triassic Brooklyn Formation. Examples of this type of deposit include the Buckhorn Mountain Mine near Chesaw, Washington, the historic Phoenix deposit 6 km east of Greenwood, and the Motherlode Sunset and Greyhound deposits 3 km west of Greenwood. Historic production from Phoenix is 27 million tonnes at 0.9% Cu and 1.12 g/t Au and from Motherlode is 4.2 million tonnes at 0.8% Cu and 1.3 g/t Au (Church, 1986).

5.2 Mesothermal Quartz Veins with Gold (+Silver, Lead, Zinc) including Serpentinite Association

Mesothermal quartz vein hosted gold deposits are formed within deep transcrustal fault zones in response to terrane collision. These transcrustal fault zones occur at depths of 6 to 12 km in the brittle- ductile transition zone at pressures between 1 to 3 kilobars and temperatures from 200 º to 400 ºC. Gold bearing mesothermal veins appear to form after compression and transpression events related to accretion of oceanic terranes during the post-Middle Jurassic, such as the collision of terranes in the Cordilleran Orogen of Western Canada (Ash & Alldrick, 1996). These major structures act as conduits for CO_2-H_2O-rich (5-30 mol% CO_2), low salinity (<3 wt% NaCl) aqueous fluids, with high Au, Ag, As (+/- Sb, Te, W, Mo) and low Cu, Pb, Zn metal contents. Gold is deposited at crustal levels within and near the brittle-ductile transition zone with deposition caused by sulphidation (the loss of H_2S due to pyrite deposition) primarily as a result of fluid-wallrock reactions.

In more competent lithologies, tabular fissure veins are the primary deposit form. In contrast, less competent lithologies tend to form veinlets and stringers which form stockworks as the primary

deposit form. Mineralized splays typically show the most complex structure, with evidence for multiple episodes of veining and deformation. Structurally, rocks under these conditions deform plastically when strained slowly, but fracture brittlely during rapid deformation, such as during seismogenic fault slippage (i.e., shear zones at these depths display both brittle and ductile deformation features). Often, the largest concentrations Au are found near the intersection of quartz veins with serpentinized or ultramafic rocks. Serpentinite bodies can also be used to delineate favourable regional structures (Ash and Alldrick, 1996).

Mesothermal quartz veins hosting gold-silver mineralization in the region are often related to the Cretaceous-Jurassic Nelson intrusives. Veins may be found within the intrusives or within the adjacent country rock. Examples include Camp McKinney, gold bearing quartz veins, hosted primarily by the Permo-Triassic Anarchist Group greenstones, quartzite, chert and limestone. Past production at Camp McKinney was 124,452 tonnes at an average grade of 20.39 g/t Au (with minor lead, zinc and silver). This production was primarily from one near vertical quartz vein, with an average thickness of about one metre and mined over a strike length of approximately 750 meters (BC Minfile 082ESW020).

A number of gold deposits within the Boundary District are associated with massive sulphide and/or quartz/calcite veins within structurally emplaced serpentinite bodies along regional fault zones. Known ore bodies have traditionally been small, but often very high grade. On the Lexington - Lonestar property 10 km south of Greenwood, Merit Mining Corp. released a NI 43-101 compliant Indicated Resource of 329,000 tonnes grading 8.3 g/t Au and 1.3% Cu or 11.3 g/t Au equivalent, at a cut-off of 6 g/t Au equivalent for the Grenoble Zone (Huakan International Mining Inc., 2005). Mineralization on the Athelstan-Jackpot and Golden Crown properties southeast of Phoenix, the Snowshoe property west of Phoenix, the California mine near Republic, and the Morning Star mine near Danville are similarly associated with serpentinite.

5.3 Epithermal Quartz Veins and Gold along Eocene Structures (Low Sulphidation Epithermal Au- Ag)

Epithermal quartz veins occur at depths varying from surficial to approximately one kilometre and can be formed during any age. These deposits can be hosted by volcanic or sedimentary sequences, and may also occur in orogenic terranes. Thus, this deposit may be hosted by varying lithologies which implies that there is a low genetic relationship to the country rock. An important characteristic of the country rock however is its permeability, because this will have a major effect on fluid flow. Low sulphidation epithermal deposits are most commonly found in younger geological units due to difficulties in preservation, making Archean deposits extremely rare. Low sulphidation is derived from near-neutral, bisulfide-bearing fluids sourced by groundwater circulation.

Alteration in low sulphidation epithermal systems is characterized by a Quartz-Adularia-Carbonate-Sericite assemblage. Epithermal quartz veins are commonly associated with rhyolitic rock and form approximately one million years after the magmatic system has finished. High Ag/Au ratios with variable concentrations of Cu, and anomalous Mo, W, Mn, F, Se are typical of low sulphidation epithermal deposits. Mineralization is marked by open-space filling ore textures and is generally associated with volcanic-related hydrothermal to geothermal systems. The ore minerals present in this deposit are Pyrite (FeS_2), Electrum (Au, Ag), Gold (Au), Silver (Ag), Chalcopyrite ($CuFeS_2$), Sphalerite ((Zn, Fe)S), Galena (PbS), and Argentite (Ag_2S) (Panteleyev, 1995a,b).

South of the Property, the Republic district in Washington State has produced more than 3.5 million ounces of gold, at an average grade of close to 17 g/t Au from Eocene-aged low sulphidation epithermal veins as of today (Table 6.32c; Lasmanis, 1996; Wolff, 2010). The veins formed in a hot

spring environment before the deposition of the Oligocene Klondike Mountain Formation and after deposition of the Sanpoil (Marron) volcanics (Tschauder, 1986, 1989; Muessig, 1967). Erosion has taken place on many areas of the Klondike Mountain Formation, exposing or removing the paleosurface; however, a number of the Republic deposits are blind deposits beneath post mineral sediments of the Klondike Mountain Formation. In the Republic district, mineralization extends to depths up to 500 m and can reach a maximum length of 180 m. The contact of the Sanpoil volcanics hosts the region's epithermal veins grading into stockwork zones capped by silicified breccias with disseminated pyrite and low-grade gold values. Gold and sulphide mineralization is also associated with both high and low angle Tertiary faults. A number of epithermal deposits have been discovered in the Republic and Curlew areas (i.e. Golden Eagle, Kettle, K2, Emanuel Creek, Emanuel North (Fifarek et al., 1996; Gelber, 2000, Kinross Gold Corp., 2012). The Emanuel Creek vein near Curlew is a 'blind' vein discovery, under an average 1250 ft of post- mineral cover, with grades of up to 1.3 oz/t Au over widths in excess of 100 ft (Kinross Gold Corp., 2003).

5.4 Jurassic Alkalic Intrusives with Copper, Gold, Silver and/or PGE Mineralization

Alkalic-type deposits are a form of low sulphidation epithermal deposits that are typically associated with alkali intrusive/extrusive complexes. The veins and mineralized breccias are characterized by Quartz-Fluorite-Carbonate-Adularia-Roscoelite assemblages, with minor sericitic or roscoelitic wallrock alteration. The ore found in Alkalic-type deposits commonly have low Ag/Au ratios with anomalous concentrations of base metals, Sb, Hg, F, Ba, and locally platinum group elements. Ore minerals include: Electrum (Au, Ag), Au-Ag-Tellurides, and base metal sulphides. In addition to these ore minerals, the occurrence of fluorite, roscoelite, and tellurides are distinctive of this particular deposit. Roscoelite, if present, is important to this typical deposit as it is a strong gold indicator mineral. Telluride-bearing vein and breccia systems develop late in the history of alkali intrusive complexes, and ore fluids are low temperature (<200 °C) and low salinity (0-10 wt% NaCl). Furthermore, these intrusives are broadly related to subduction and the fluids often contain significant content of gases such as CO2.

Copper-gold and copper-silver-gold-PGE (platinum group element) mineralization is hosted within Jurassic-aged alkalic intrusives in the Boundary District, where there is a strong spatial association between Jurassic thrust faults and alkalic intrusions. Grizzly's Sappho property hosts an example of this style of mineralization represented by a low-grade copper-gold-silver-PGE-molybdenum porphyry system hosted in a Jurassic quartz feldspar porphyry intrusion (Dufresne and Banas, 2013). Near the town of Midway, the Sappho showings are host to Jurassic aged syenite and pyroxenite with massive to semi-massive chalcopyrite-magnetite-pyrite and PGE mineralization with associated gold and silver (Caron, 2005c; Nixon, 2002; Nixon and Archibald, 2002; Dufresne and Banas, 2013). Near Rossland 5.5 million tonnes of ore grading 16 g/t has been produced from 20 veins located in an area of approximately 1200 by 600 m. These veins are related to the Jurassic aged Rossland monzonite, described as parallel, en echelon, gold bearing massive pyrrhotite-pyrite- chalcopyrite and quartz veins (Höy and Dunne, 2001). Gold bearing massive sulphide veins on the Golden Crown property near Phoenix and at the Wild Rose zone on the Wild Rose property have similarities to Rossland style veins (Caron, 2006f).

5.5 Gold-bearing Volcanogenic Magnetite-Sulphide Deposits (Lamefoot Type)

Volcanic-hosted massive sulphide deposits (VHMS) are exhalative deposits of base-metal-sulphides on the seafloor. These deposits form by the expulsion of heated, saline, metalliferous fluids along active fault structures related to the evolution of the volcano-sedimentary basin. The expelled fluids enter the overlying seawater as a plume, and either spread out along the seafloor or as a layer

within the water column.

Rapid precipitation of sulphides occurs by the cooling and mixing of the expelled fluids with the ambient seawater. Deposition of the sulphides form layers of fine-grained crystals or as colloids. Commonly, the VHMS deposits are hosted by sub-marine volcano-sedimentary sequences which range in composition from rhyolite to basalt, and can also include volcaniclastics. The composition of a VHMS deposit is primarily: Cu, Pb, Zn, Ag, and Au with by-products: Sn, Cd, Sb, and Bi.

Research and exploration within the Boundary District of southern British Columbia and the State of Washington has resulted in the discovery of a new VHMS deposit type which has a strong association with magnetite. This new precious metal enriched deposit has been called "Lamefoot-Type" mineralization. This new deposit was discovered by Crown Resources and Echo Bay Minerals within the Boundary District in the late 1980's. At least four deposits of this new style of mineralization were discovered and subsequently mined in the Republic area at the Lamefoot, Overlook, Key East and Key West mines. It has been described as gold bearing, magnetite- pyrrhotite-pyrite syngenetic volcanogenic mineralization (Lasmanis, 1996; Rasmussen, 1993 and 2000). The gold occurs within the Triassic Brooklyn Formation and is spatially associated with massive iron exhalative/replacement mineralization (Derkey, 1999). It is to be noted that the Brooklyn Formation consists of the lower sharpstone and siltstone (Rawhide) members and upper limestone member. Similar host rocks and mineralization has been identified in the Greenwood area and is believed to be present on the Property.

The gold bearing massive magnetite and sulphides at the Overlook, Lamefoot and Key East and West deposits in Ferry County, Washington all occur at the same stratigraphic horizon, with a stratigraphic footwall of felsic volcaniclastics, a massive limestone hanging wall, and with auriferous quartz-sulphide and sulphide veinlets in the footwall of the deposits. In the Greenwood Camp, the Sylvester K Deposit, currently owned by Kettle River, is an example of this style of mineralization (Caron, 1997c; 2012). Mineralization occurs within the same stratigraphic position in the Brooklyn Formation as the Lamefoot, Overlook and Key deposits.

Recent exploration in the district suggests that some of the metals in the "skarn" deposits (Phoenix, Motherlode) pre-date the skarn event. All of the major "skarn" deposits in the district occur at the same stratigraphic position within the Brooklyn Formation as the Lamefoot VMS horizon (Caron, 2005c). The skarn alteration may simply be a redistribution of earlier syngenetic mineralization on this horizon, with perhaps some additional metals (particularly gold) introduced along structures cutting the horizon (Caron, 2005c).

Exploration

Baden has not completed any surface exploration at Midway. However, Grizzly completed limited exploration between 2008 and 2011, and Kinross in a joint venture with Grizzly completed significant exploration between 2015 and 2018. The results of these programs are summarized in the following sections below.

The Midway claim group is underlain by a fairly extensive package of Eocene aged volcanics and sediments hosted within the Toroda Graben (Figures 5.1 and 5.2). There are two areas of Paleozoic to Triassic aged rocks; along the west edge of the block and the northeast edge of the block just north of Midway, in an area known as the "Midway Window" (Figure 5.2). The Paleozoic volcanics and sediments along the west edge of the Midway Property in the Myers Creek area are mapped as part of the Anarchist Group of rocks. The rocks lie along the west edge of the Toroda Graben and are directly on strike and north of Kinross' Buckhorn gold mine, which lies 5 km south of the International border

and the Midway Property (Figures 5.1 and 5.2). The Midway Property is being explored for a number of different mineral deposit types including structurally-hosted (mesothermal) and/or intrusive-related (epithermal and skarn-type) precious metal deposit models (see Section 8 of the Technical Report).

6.1 2008 and 2009 Airborne Geophysical Surveys

During 2008 and 2009, two helicopter geophysical surveys were completed by Aeroquest International for Grizzly over a large area of the consolidated Greenwood Property including over the Midway Property. The first survey was flown between June 16 and June 27, 2008, totalling 2,355.1 line-km and roughly covered the eastern half of the Greenwood property, overlapping small portions of the eastern extent of the Midway Property (Figures 9.1 and 9.2). A second survey, considered an extension to the first survey, was flown between August 10 and August 20, 2009, totalling 1,611.3 line-km and covered the southwest third of the Greenwood Property. The 2009 survey covered the majority of the current Midway Property claims. From the combined 2008-2009 surveys approximately 525 line km were flown over the current Midway Property. The airborne survey flight lines for both surveys were orientated east- west (90°/270°) with a 150 m line spacing, along with tie lines oriented north-south at 1.5 km line spacing. The helicopter-borne geophysical survey measured conductivity and magnetics with an AeroTEM III time domain electromagnetic (EM) system which was employed in conjunction with a high-sensitivity Geometrics G-823A caesium vapour magnetometer. It was attached to a Eurocopter AS350B2 "A-Star" helicopter, provided by VIH Helicopters Ltd. The nominal ground clearance of the magnetometer was 51 m during the 2008 survey and 84 m during the 2009 survey. The average speed of the helicopter was 75 km/h. The EM data was acquired as a high density data stream which translates to a geophysical reading every 1.5 to 2.5 seconds along the flight path. Data verification and quality control included a comparison of the acquired GPS data with the flight plan; verification of the RMS and base station magnetometer data and then importing the data into Oasis Montaj (Geosoft) for final QA/QC and production of preliminary and final EM, magnetic and flight path maps (Brown, 2008; Garrie, 2009; Dufresne and Banas, 2009a,b).

The two surveys were successful in identifying a number of distinct EM and magnetic features that relate to certain geological formations and structural features that have aided in the geological mapping of the area. The 2009 helicopter-borne EM and magnetic survey identified a number of conductors and weak EM anomalies not only associated with the Midway Window but also a number of areas underlain by Eocene volcanic and sedimentary rocks (Figures 6.1 and 6.2). In the area of Myers Creek, the 2009 helicopter-borne EM and magnetic survey identified a number of conductors and priority EM anomalies associated with the Paleozoic Anarchist Group rocks and structures at the west edge of the Toroda graben. A number of the anomalies are spatially related to magnetic anomalies that may also be of interest.

6.2 2008 to 2011 Grizzly Discoveries Inc. Exploration Programs: Stream Sediment and Rock Sampling

Grizzly completed a limited reconnaissance level stream sediment and rock sampling program over the Midway Property between 2008 and 2011. In 2009, 19 rock samples were collected over the Property with an additional 12 samples collected in 2011. None of the rock samples returned anomalous results. In 2008, one HMC (heavy mineral concentrate) stream sample was collected from the Midway Property with an additional four samples collected in 2011. The HMC stream sediment sampling from 2011 in the Myers Creek area yielded a number of interesting gold grain anomalies with visible gold grain counts of 3, 4, 13 and 15 (Figures 6.3). Additionally, one sample in the Myers Creek area just south of the Property boundary returned 7 visible gold grains. On their own these results may seem

modest, however, when viewed in the context of the nearby analogous gold deposits they are considered to be quite significant. Analogous gold deposits within the Republic Graben, including the K2 and Kettle Mines are located 15 km and 18 km southeast of Midway, respectively, both these deposits are not exposed at surface and have very little surface expression. The epithermal gold mineralization comprising these deposits was found through HMC stream sampling in areas where streams had cut down through the hotspring paleosurface.

Anomalies in the eastern half of the Midway claim block also warrant follow-up exploration even though they appear to be underlain by areas of Tertiary volcanic and sediments. They are coincident with a strong EM anomaly, are adjacent to a large magnetic anomaly that suggests an underlying batholith, which could possibly be the same intrusive unit as that found at the Buckhorn Mine 8 km to the southwest.

Historical exploration work around the Myers Creek showing identified magnetic highs coincident with geochemical gold soil anomalies, possibly indicative of buried magnetite skarn mineralization. The stratigraphy in and around Myers Creek is similar to that found around the Buckhorn Mine. Dolomite sits on top of variably metamorphosed sediments and volcanics (schist), is partly underlain by quartzite, with a band of meta-andesite separating the schist unit and the granodiorite body that underlies the southwest portion of the claim group (Schatten, 1994).

Figure 6.1 Midway Property Airborne Total Magnetic Intensity, EM Anomalies and Geochemical Results: HMC (Stream) and Rocks.

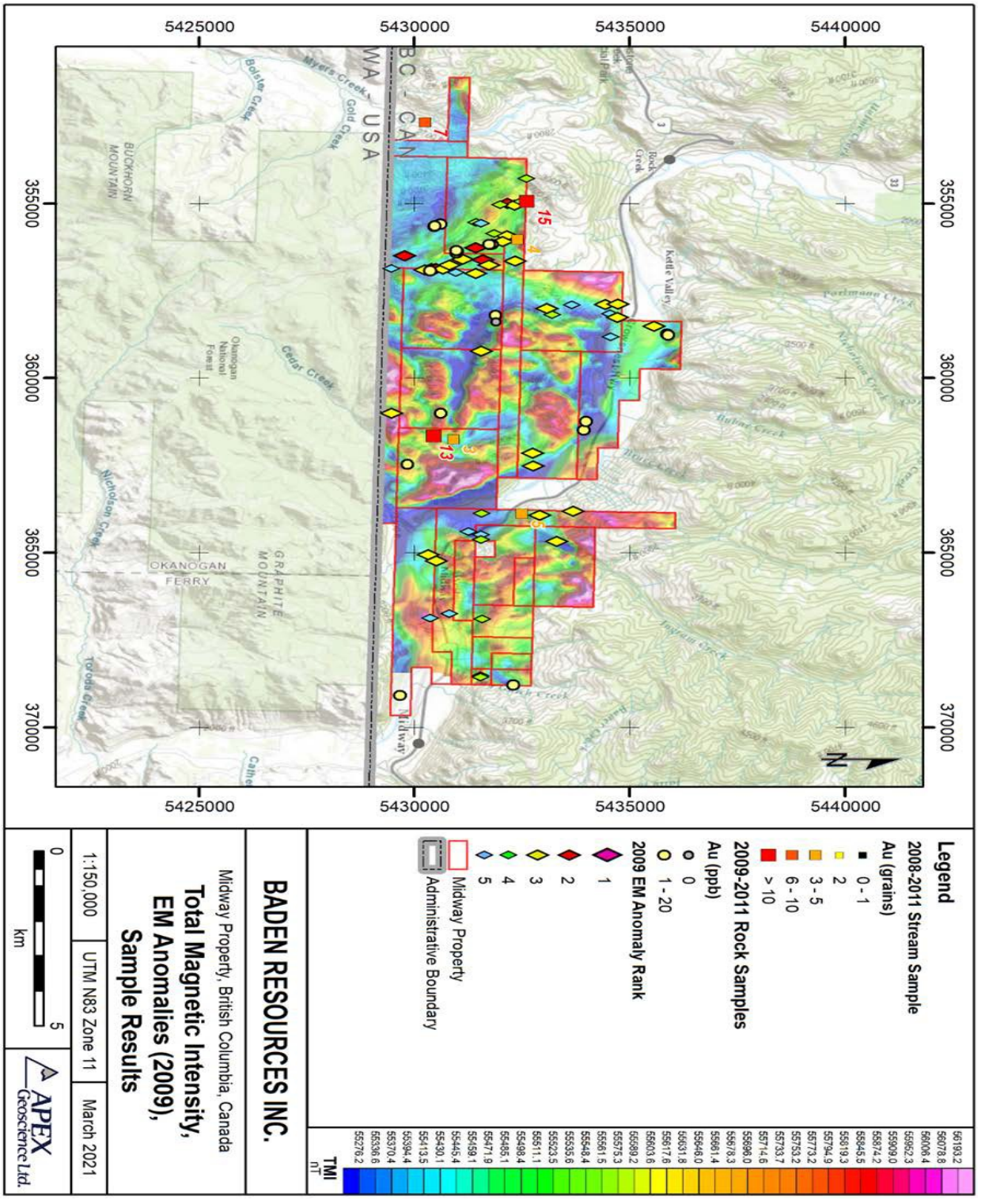


Figure 6.2 Midway Property Airborne EM, EM Anomalies, and Geochemical Results: HMC (Stream) and Rocks.

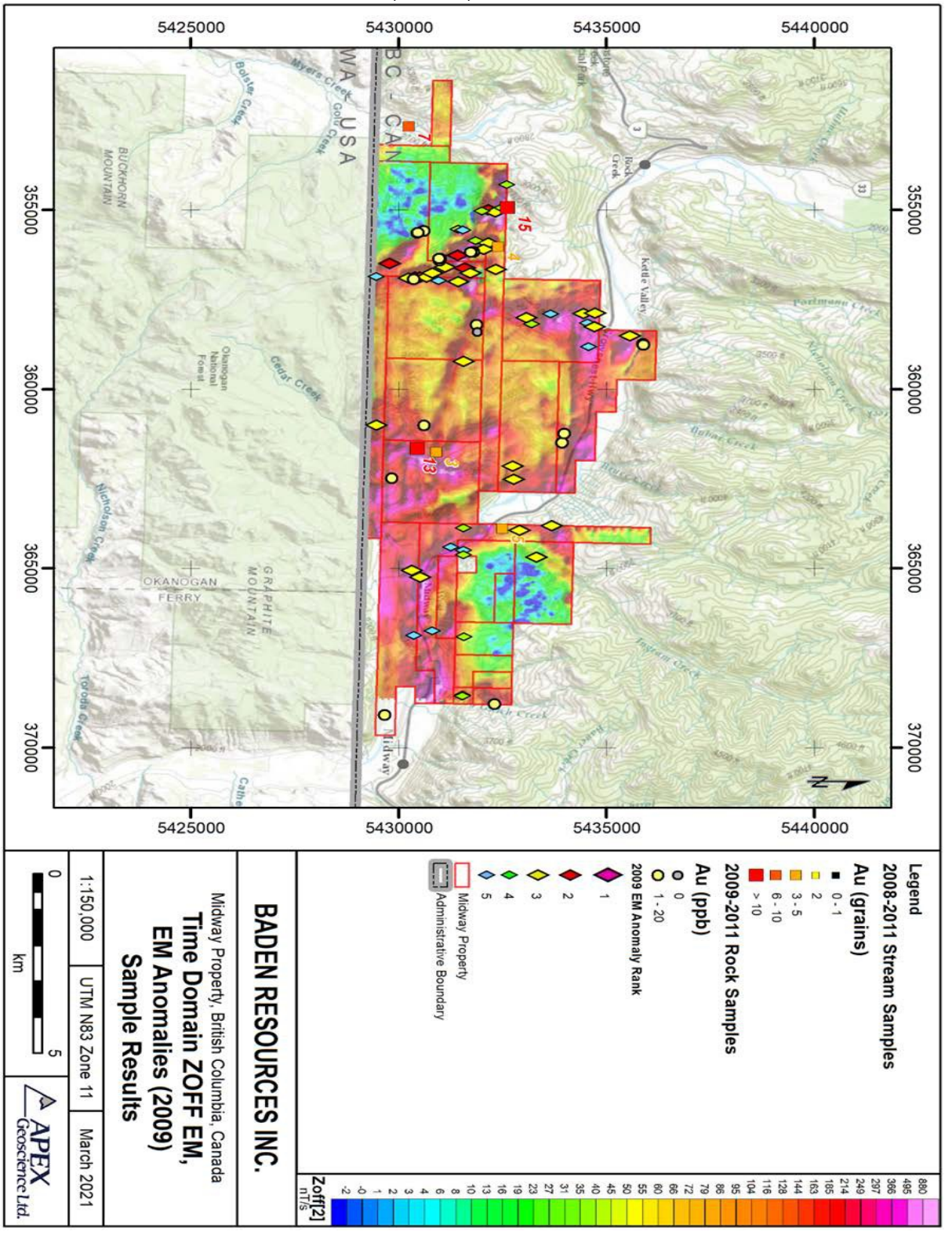
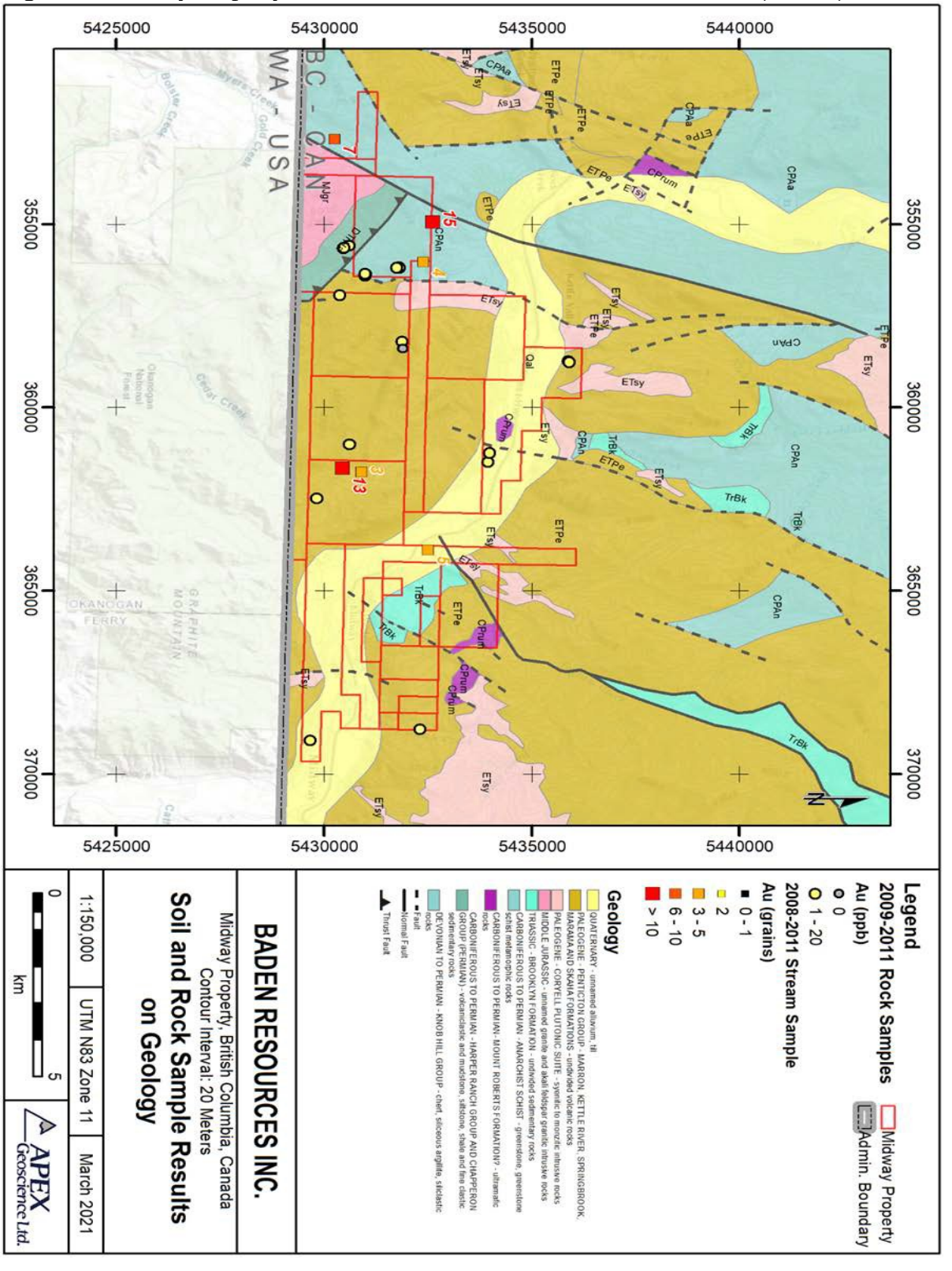


Figure 6.3 Midway Property 2008-2011 Surface Geochemical Results: HMC (Stream) and Rocks.



6.3 2015 Kinross Exploration Program

In September 2015, K.G. Exploration (Canada) Inc. (a wholly owned subsidiary of Kinross) entered into an agreement with Grizzly to acquire 75% interest in certain claims of the Grizzly consolidated Greenwood property, including claims of the Midway Property. During 2015, field work commenced on the Midway Property with the intent of reproducing historical results. Exploration work conducted by Battle Mountain in 1990 defined a north trending gold soil anomaly extending erratically from the skarn mineralization at the Texas showing toward the north for over 2,000 m. The Ingram Creek soil sampling grid was established with the intent of re-locating the anomaly and extending it to the northwest. Due to late season adverse conditions the grid was not completed in 2015 (Figure 9.4). A total of 52 soil samples were collected during the program which defined a 180 m x 100 m Au (+ multi- element) anomaly with samples returning up to 0.114 ppm Au. A total of 15 rock samples were also collected: 3 rock samples were collected from the area of the soil grid and 12 rock samples were collected from the Texas showing to verify historical geochemistry results from the skarn. Samples from the soil grid returned highly elevated As, Cr, and Ni values suggesting an ultramafic association. Samples from the Texas showing confirmed typical skarn geochemistry (Cu, Au, As, Mo) and returned elevated Hg, Sb, Se, and Te suggesting a possible epithermal overprint (Caron, 2016).

6.4 2016 Kinross Exploration Program

In 2016, Kinross completed an exploration program that included rock, soil, and silt sampling, and detailed geological mapping on the Midway Property. The work was divided into 4 areas due to differences in geology and mineralization: the Midway NW (Ingram Creek) area, Midway NE area, Midway Texas-Bruce area, and the Midway Big Sexy area (Figure 9.4 and 9.5; Caron, 2016).

A total of 130 soil samples was collected in the Midway NW (Ingram Creek) area to complete the 2015 soil grid, along with 33 rock grab samples. Combined with the 2015 soil sample results, a 450 m long Au (+ Ag, As, Sb, Mo, Cu, Hg, Se, Te) anomaly was delineated with samples returning values up to 0.396 ppm Au. The anomaly remains open to the southeast and is likely sourced from altered felsic intrusive rocks that cut the Triassic sediments. In places, these sediments form a sill-like body within the fault zone which separates the Triassic rocks from the overlying Eocene sediments and volcanics. No significant assays were returned from the rock samples collected in this area (Figure 9.5; Caron, 2016).

In the Midway NE area, a small soil grid totaling 112 samples was established to confirm a Cu-Au soil anomaly from the 1990 Battle Mountain soil surveying program. Epithermal alteration and veining was observed in the area, however soil sample results returned only weak Ag, Sb, Se, and Hg anomalies. The historical Cu-Au anomaly was not reproduced. Rock samples collected in the area did not return any significant results (Figure 9.5; Caron, 2016).

Two separate soil grids were established in the Midway Texas-Bruce Showing area intended to confirm a Cu-Au soil anomaly from the 1990 Battle Mountain work. A total of 75 soil samples were collected from the Texas grid which was centered on the Texas skarn occurrence. The samples results returned assay results of up to 0.859 ppm Au, 0.528 ppm Au, and 0.335 ppm Au, and defined a strong Cu-Au-Ag-Sb-Hg (+/- Bi, Co, Se, Te, As) northwest trending soil anomaly that remains open to the northwest. The approximately 325 m x 150 m soil anomaly is coincident with an area of strong copper- gold skarn mineralization. Numerous pits, adits and several historical diamond drill holes were observed in the area. A total of 435 soil samples were collected from the Bruce skarn area, approximately 1.4 km east of the Texas showing. A strong, east-west trending, Cu-Au-Ag-Co soil anomaly was identified, approximately 200 m x 100 m in size. The soil anomaly is coincident with known skarn mineralization.

A smaller Cu-Au soil anomaly was also identified approximately 300 m to the east (Figure 9.5; Caron, 2016).

A total of 61 rock samples were collected from the Texas-Bruce area. The Cu-Au skarn mineralization in the area is hosted in Triassic Brooklyn Formation limestone and calcareous sediments in contact with Jurassic intrusions. Of those, 18 skarn samples with greater than 0.5 ppm Au were obtained, 16 from the Texas showing, and 2 from the Bruce showing. All samples returned elevated Cu, Ag, Hg, Te, Sb, and Se values suggesting a possible epithermal overprint (Figure 9.5; Caron, 2016).

In 2016, a 285-soil sample grid was completed by Kinross with 70 rocks in the Big Sexy area, which abuts the Texas-Bruce area to the east. This area was discovered during recent mapping and rocks sampling work. Epithermal alteration and veining were mapped within Triassic sediments and with possible Jurassic hornblende diorite intrusions which post-dates the skarn event. Marron volcanics and Eocene Kettle River Formation sediments unconformably overlie the older rocks, with all cut by Scatter Creek biotite diorite dikes and Klondike Mountain Formation basalt dikes. Of the 70 rock samples, 16 returned greater than 0.1 ppm Au (up to 4.17 ppm Au). A roughly 3 m thick blanket of massive silica along the basal Eocene unconformity occurs intermittently over a 1 x 1 km area. This unit shows elevated Au, As, Hg, Sb, and Mo (up to 1.175 ppm Au), with 15% marcasite dissemination near the eastern end of the mapped area near the Big Sexy showing (up to 0.139 ppm Au) (Figures 9.5; Caron, 2016).

Results from the soil sampling delineated a 600 m x 250 m Au-Cu-Ag anomaly over the exposed epithermal system. The western portion of the anomaly returned values up to 0.336 ppm Au, and coincides with a north-trending, 200 m long by 50-75 m wide zone of silicification that returned rock assays up to 4.2 ppm Au from chalcedonic quartz veins. These veins occur in the Brooklyn clastic sedimentary rocks and hornblende diorite along the footwall of the unconformity, which shows strong silicification and widespread argillic alteration. The eastern portion of the anomaly returned values up to 0.122 and 0.102 ppm Au and coincides with an additional zone of alteration and veining which returned rock sample results to 0.762 ppm Au (Figures 9.5; Caron, 2016).

Figure 6.4 2015-2016 Soil and Rock Sample Results Overview.

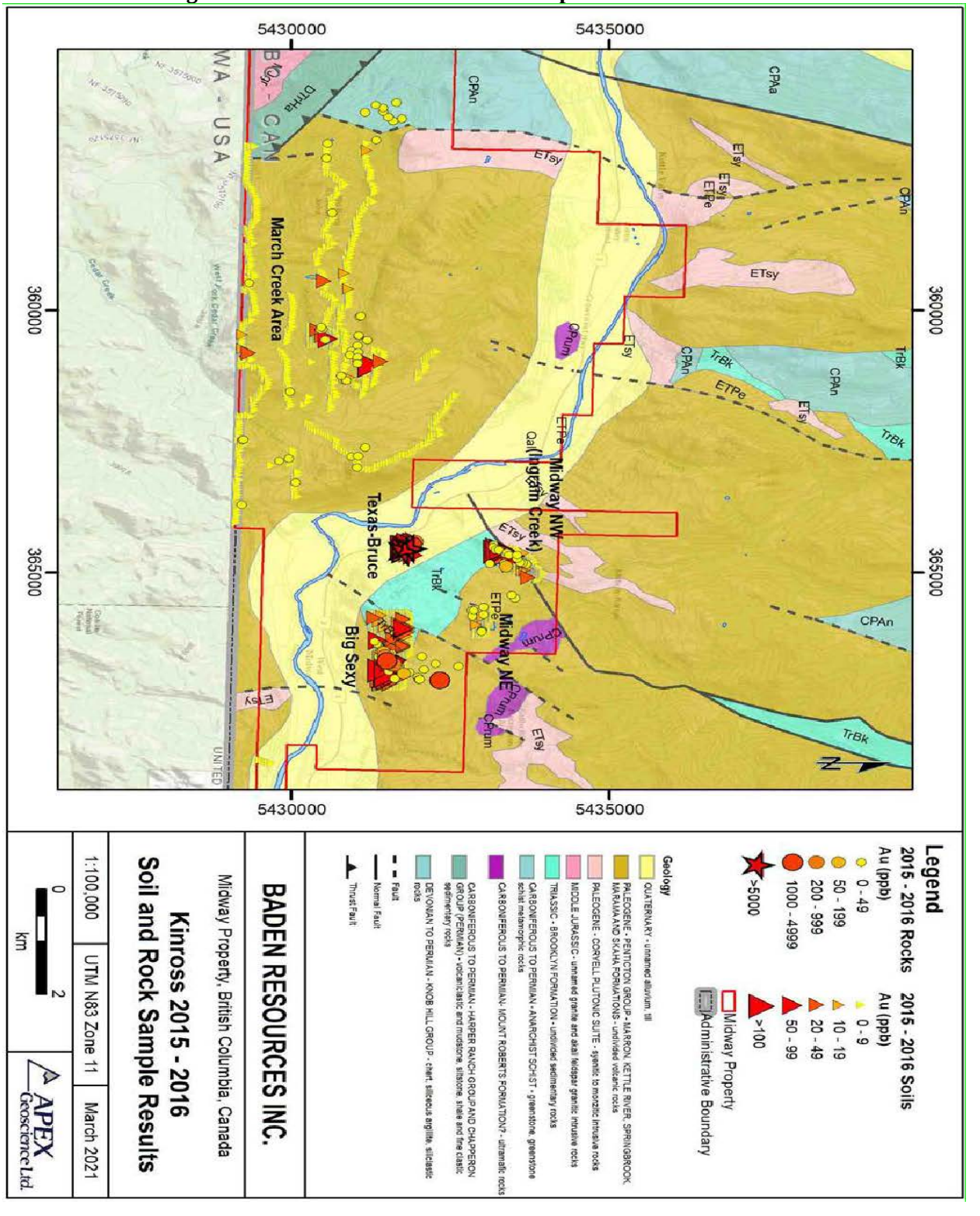
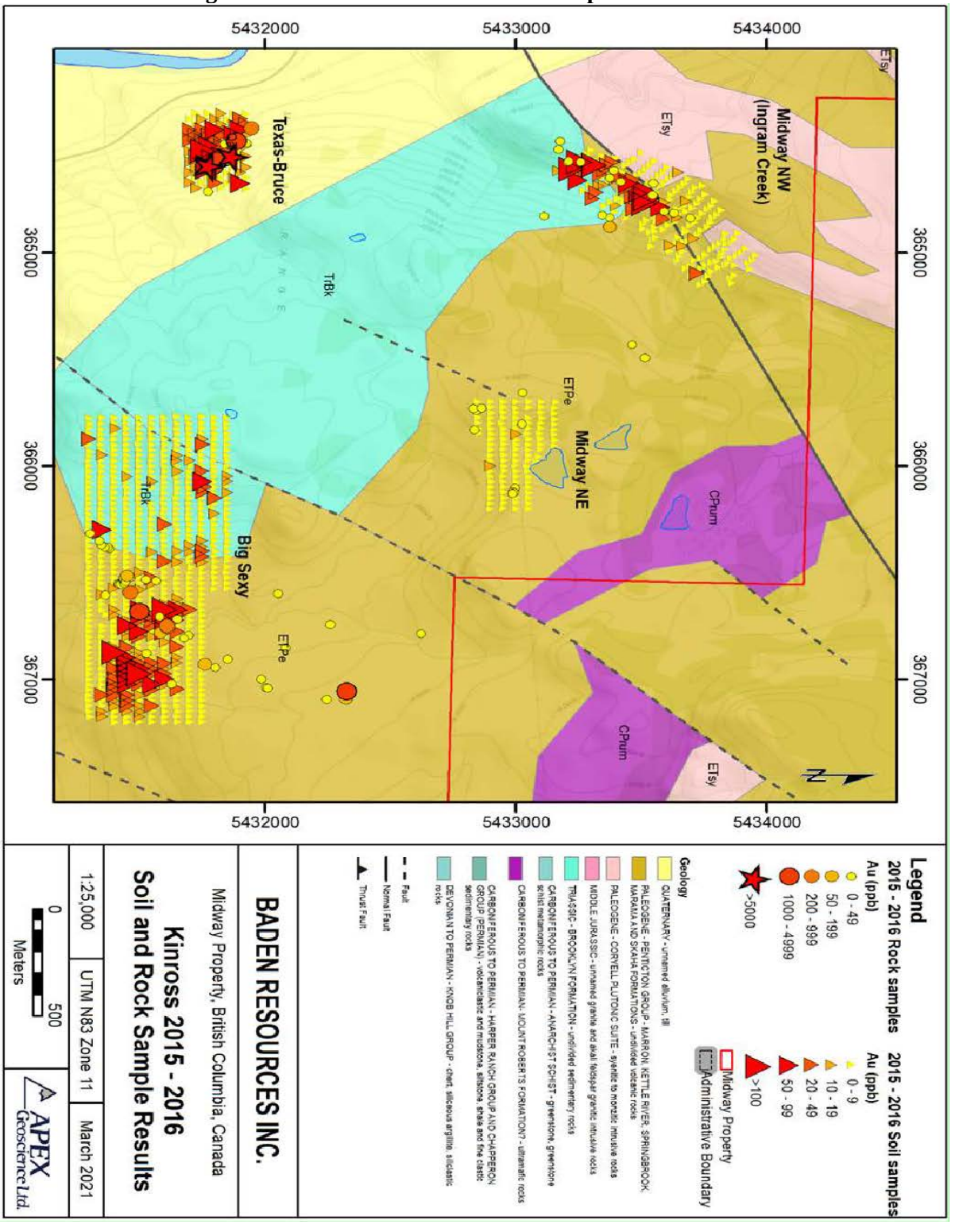


Figure 6.5 2015-2016 Soil and Rock Sample Results Detail.



Drilling

Baden has not conducted any drilling at the Midway Property.

7.1 2017 Drilling

Between July 22 and August 3, 2017, a total of 3 HQ diamond drill holes totalling 668.4 m were completed at the Big Sexy Showing by Kinross. The drilling was designed to test the surface mapping which outlined a large zone of silicification, chalcedonic quartz veining, and argillic alteration, along with possible skarn alteration attributed to intrusive units. Results from the drill program encountered more skarn alteration than epithermal alteration, with occasional low-grade gold (Table 10.1; Figure 10.1; Allen, 2018).

Hole GM-17-01 was drilled to 233.8m and targeted the down dip extension of surface veining and alteration. The silica veining at the top of the hole and argillic alteration through mid-hole returned very poor results. The skarn alteration and associated semi-massive sulphides bands were also unmineralized, with the program highlight coming from the mineralized and brecciated base of an argillicly altered diorite yielding anomalous gold up to 9.7 g/t Au over 0.8 m core length (Allen, 2018).

Hole GM-17-03 was drilled to a depth of 230.6m and planned to target the veins mapped to the south at depth. Results from the hole were generally poor, therefore hole GM-17-02 (drilled out of sequence) was changed to target the potentially mineralized skarn zone to the west. The hole was completed to a depth of 204m and intercepted 3 fairly significant, epidote dominated skarn zones (Allen, 2018).

7.2 2018 Drilling

Kinross completed 4 HQ core holes between July 23 and August 24 totaling 1,420 m. The program was planned to target the epithermal system mapped at surface to the immediate east of the 2017 drill program area, as well as the Big Sexy Showing. Although the program did not produce significant Au assays, it did confirm the epithermal alteration continues at depth (Table 10.1; Figure 10.1; Allen, 2019).

Hole GM1804 was completed to 269m and intended to test the surface mineralization and alteration associated with the Big Sexy Showing from the west. Hole GM1806 was completed to a depth of 297m, positioned south of the Big Sexy Showing, and planned to drill directly under the showing to test the alteration at depth. Holes GM1805 and GM1807 were completed to a depth of 377m and 477m respectively and planned to target the small-scale chalcedonic quartz veins and argillic alteration mapped to the east. The drilling yielded weak gold and silver mineralization in GM1804 up to 0.25 g/t Au, and up to 7.93 g/t Ag over 1.0 m core length from a hydrothermally brecciated and intensely argillic altered volcanic-sedimentary sequence interpreted as part of the Eocene Marron Formation. Extensive argillic alteration along with widespread brecciation and sporadic sulphide mineralization, with occasional low grade but anomalous gold and silver, was intersected in all 4 holes (Allen, 2019).

Figure 7.1 Rock and Soil Results with 2017 and 2018 Drill Collars and Drill Traces on the Midway Claim Group.

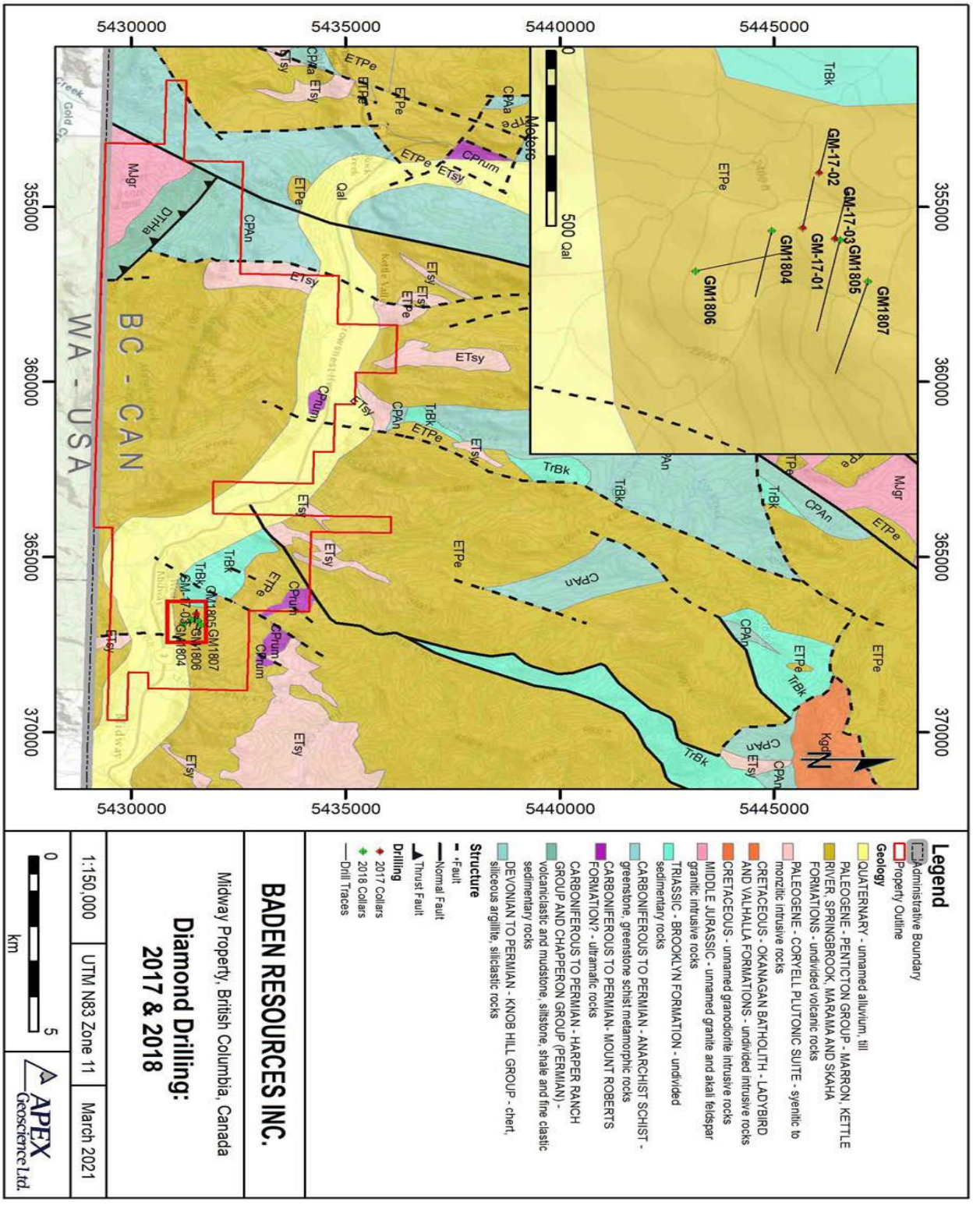


Table 7.1 Kinross Drillhole Collars

Hole	Easting (N83z11)	Northing (N83z11)	Elevation (m)	Azimuth	Dip	Depth (m)
GM-17-01	366788	5431471	761	280	-50	233.8
GM-17-02	366630	5431509	769	280	-50	204.1
GM-17-03	366818	5431546	784	280	-50	230.6
GM1804	366795	5431399	742	100	-45	269.0
GM1805	366822	5431559	781	100	-45	377.0
GM0806	366910	5431221	679	345	-45	297.0
GM1807	366940	5431624	794	105	-55	477.0
Total						**2088.5**

The 2018 drilling failed to encounter chalcedonic quartz veining at depth but did see significant epithermal alteration in proximity to NNE structures similar to those mapped at surface. The strong argillic alteration encountered is now thought to be related to Eocene aged dacite intrusive units, and Eocene rocks are interpreted to overlie Triassic Brooklyn Formation rocks in the Big Sexy area previously thought to correlate with the Lexington Porphyry. The 2018 drilling also suggests the rock units encountered are Eocene in age, unconformably overlie Triassic Brooklyn Formation rocks around the Big Sexy area, dip shallowly to the east, with minor displacement along the NNE striking Eocene normal faults. This correlates well with the shallow skarn alteration found in the Brooklyn sediments to the west, to that found at depth to the east (Allen, 2019).

Sampling Preparation, Analyses and Security

8.1 Sample Collection, Preparation and Security

Baden has not conducted any exploration and therefore sample collection, sample preparation and security of the samples is not applicable for them. The following section details the relevant methodologies employed by Grizzly and Kinross for their recent exploration work.

The exploration work conducted by Grizzly at the Greenwood project from 2008 to 2012 has included the collection and analysis of several sample types including soil, rock (mostly grab), stream sediment (heavy mineral concentrates – HMC) and drill core. Sampling at the actual Midway Property during this period was limited to a few HMC and rock grab samples.

Soil samples were normally collected along predetermined grid lines and received individual sample numbers. Standard 4”x6” paper soil sample bags, marked on both sides with unique sample numbers, were filled with B-horizon soil at each sample site. Individual sample sites were marked with flagging and locations were recorded using a hand-held GPS. Sample and sample site descriptive information was recorded in the field on individual tyvek sample cards for later transcription into exploration databases.

Rock samples were collected by placing between 2 and 5 kg of material into plastic sample bags marked on both sides with individual sample numbers. Sample descriptions, including hand-held GPS location information, were recorded in the field on individual tyvek sample cards, which included a detachable sample tag that was removed and placed inside each sample bag before it was sealed with a

cable tie. Each rock sample location was marked in the field with flagging and an Aluminum sample tag, both marked with the respective sample number.

Stream sediment samples were collected in the field along specific drainages at locations where sediment was clearly being deposited. Approximately 2-3 shovels of stream sediment material were sieved to -2 mm and was panned in the field to achieve approximately 2 - 3 kg of rough heavy mineral concentrate that was transferred to a plastic sample bags marked on both sides with individual sample numbers and sealed with cable ties. Sample descriptions, including hand-held GPS location information, were recorded in the field on individual tyvek sample cards. Each sample location was marked in the field with flagging and an Aluminum sample tag, both marked with the respective sample number.

No drilling has been completed by Grizzly at the Midway Property. The drillholes completed at the Greenwood Project by Grizzly to date have been spotted and located upon completion using hand-held GPS and have not been formally surveyed. In the opinion of the author, this level of location accuracy (+/- 3-5 m) is adequate given the current status of the drilled targets. Downhole surveys were completed throughout using various tools, such as the Reflex Easy-Shot, at a rate of at least 1 survey per 50 m of hole depth, or more frequently if significant deviation was noted. Drill cores were collected by logging geologists at the drill or were returned to the logging facility by the drillers, at the end of each shift. Drill cores were maintained within a secure facility throughout the logging and sampling process. Individual samples were collected by splitting, and later cutting, the drill core with half returned to the core box and the other half being placed in a plastic sample bags marked on both sides with individual sample numbers and sealed with cable ties.

Throughout the 2008-2012 exploration programs, samples of the same type were removed from the field, grouped in a secure facility, catalogued and then placed into heavy woven poly “rice” bags ready for shipping to laboratories for analysis. The rice bags were sealed with cable ties and, in the case of drill core samples, were also sealed with an individually numbered security seal. Samples were then shipped to various laboratories (see Table 11.1 below) using commercial freight carriers and emails confirming sample receipt were received from the laboratories. No issues were noted with respect to security during the sample shipping process throughout the 2008-2012 exploration programs. Furthermore, the author considers the sample handling procedures and protocols utilized throughout the 2008-2012 Greenwood exploration programs to be adequate with respect to ensuring sample security.

Table 8.1. Summary of 2008-2012 Greenwood Project Sampling and Analytical Laboratories.

	Rocks		Soils		HMC		Core	
	(samples)	Lab	(samples)	Lab	(samples)	Lab	(samples)	Lab
2008	38	TLS			127	SRC		
2009	599	ALS					1494	ALS
2010	1061	ALS	1946	ALS	26	SRC	3262	ALS
2011	975	ALS	8272	ALS	16	SRC	2429	ALS
2012							1000	ALS

8.2 Analytical Procedures

Rock samples collected in 2008 were sent to TSL Laboratories (TSL) in Saskatoon, SK (Table 11.1). All subsequent rock samples were sent to ALS Chemex (ALS) Laboratories in North Vancouver, B.C. for analysis. All soil samples, collected during the 2010-11 Greenwood exploration programs, were sent to ALS for analysis. All HMC stream samples were sent to the Saskatchewan Research Council Geoanalytical Laboratories (SRC) in Saskatoon, SK. All drill core samples collected during the recent Greenwood exploration programs were sent to ALS for analysis.

8.2.1 TSL Laboratories

The rock samples collected at the Greenwood Project in 2008 were submitted to TSL Laboratories in Saskatoon, SK, which is an ISO\IEC17025 accredited laboratory and is independent of the author, APEX and Grizzly. The samples were analysed for gold by fire assay (FA) and a suite of 30 elements by Aqua Regia Inductively Coupled Plasma Spectrometry (ICP) geochemical analysis. The gold fire assay analysis used a standard 30g FA with an Atomic Absorption (AA) wet chemical finish. The detection limit for this technique was 5 ppb Au and assay values greater than 3000 ppb Au were re- assayed on a second aliquot of pulverized material using a gravimetric finish. In the opinion of the author of the Technical Report, the analytical techniques utilized by TSL conform to industry standards and were appropriate for the type and sample submitted and adequate to provide reliable analytical results.

8.2.2 ALS Chemex Laboratories

All 2009-2012 Greenwood Project soil, rock and drill core samples were submitted to ALS Laboratories in North Vancouver, B.C., which is an ISO\IEC17025 accredited laboratory and is independent of the author, APEX and Grizzly. The samples were submitted for gold FA and multi-element (35 element) geochemical analysis by ICP- AES (inductively coupled plasma analysis with atomic emission spectroscopy). Rock and soil samples were analysed by ICP following an Aqua Regia digestion whereas drill core samples were geochemically analysed following a near total 4-acid digestion.

Rock and drill core sample preparation at ALS commenced with samples sorting, cataloguing and drying followed by crushing to better than 70% passing a 2 mm sieve. A homogenized, 250-gram split from the -2mm portion of the sample is then pulverized to 85%, or better, passing through a 75 micron sieve. The prep equipment is cleared between each sample with compressed air and brushes and is periodically cleaned by processing river gravel and sand. In addition, screen tests are conducted as part of the lab's internal QC program to ensure that both the crushing and pulverization processes are meeting the desired specification.

The samples were all analyzed for gold by a 30g fire assay with an ICP (AES) finish. Assay values greater than 1000 ppb gold were re-assayed using a gravimetric finish. The FA-ICP detection limit was 1 ppb Au and 50 ppb for the FA-Gravimetric technique. Finally, a total of 50 rock samples in 2009 and 57 rock and 225 core samples in 2010 were selected based on favourable gold, copper and silver contents and were additionally analyzed for their Pt and Pd content using FA with an ICP-AES finish. Initial "over-limit" values for Au, Ag, Cu, Pb, Zn were all finalized using higher threshold "assay" procedures.

The 2010 and 2011 soil samples were submitted to ALS for analysis. Soil samples were first weighed and then catalogued and then the entire sample was screened to –180µm and both fractions are saved and all analyses performed on the (-) fraction. The fine fraction from each soil sample was assayed

for gold by FA with an ICP (AES) finish on a 30-gram aliquot. A standard 0.1 to 1 g aliquot was also sent for geochemical analysis by ICP-AES.

8.2.3 SRC Laboratories

In 2008, 2010 and 2011, HMC stream sediment samples were sent to the SRC in Saskatoon, SK, for physical gold grain recovery. SRC is independent of the author, APEX and Grizzly. The samples were subjected to various gravity and magnetic processes to extract the gold grains, which were eventually identified using a binocular microscope and described. Upon arrival, the HMC samples were screened to 1.7 mm. The (+) 1.7 mm fraction is bagged, weighed and stored. The (-) 1.7 mm fraction was concentrated in a Knelson concentrator with the light material bagged and stored. The concentrate material was then screened to 0.85 mm with the (+) 0.85 mm fraction being bagged and stored and the (-) 0.85 mm fraction was demagnetized and processed using a Mozely separator after which light material was stored and gold grains were picked from the concentrate. The picked gold grains were then put back into the original Knelson concentrate (-0.85 mm fraction). The sample was then dried and weighed in preparation for further processing.

Fire assaying was also conducted on the HMC samples submitted to the SRC in 2010. For this procedure the sample is completely crushed, ground and sieved to ±106 µm. A 30 g aliquot of sample pulp was assayed for Au, Pt and Pd using an ICP-OES (Optical Emission Spectrometry) finish with a 1 ppb detection limit.

8.3 Quality Assurance – Quality Control (QA/QC)

The Technical Report discusses the results of exploration work completed by Grizzly at the Midway Property from 2008 to 2011, and by Kinross from 2015 to 2018. The 2008 to 2011 work was conducted by APEX but was limited in scope. The 2015 to 2018 work was conducted by Kinross and a number of consultants other than APEX. The following section discusses the results of the QA/QC programs completed at the Property during the work programs described in sections 9 and 10 of the Technical Report.

In addition to the rigorous internal QA/AC systems implemented by each laboratory where exploration samples from the Property have been analysed, a comprehensive QA/QC program was instituted by APEX in 2008 and has been in place since that time. The QA/QC program was implemented for the purpose of ensuring that sample and analytical data is consistent and reliable. The program comprises protocols and procedures that applied in the field as well as lab analyses. These protocols outlined strict sample collecting and data recording procedures in the field and the monitoring of analytical data throughout the programs.

The primary focus of the Greenwood Project QA/QC program is the analysis of drill core samples. Although basic QA/QC procedures were applied to other types of samples, such as rock and soil samples, a more rigorous program was applied to drill core sample analysis due to its potential use in subsequent quantitative analyses (i.e. resource estimation). As a result, the following discussion will focus on the QA/QC program conducted by Kinross with respect to drilling they completed on the Property in 2017 and 2018, under their recent canceled option agreement with Grizzly.

A total of 3 drillholes (668.4m) was completed by Kinross on the Midway Property in 2017. Unfortunately, there is no information available regarding an analytical QA/QC program for that limited drill program. However, the 2018 Midway drill program (also Kinross) comprised a further 4 holes (1420m) and included a formal analytical QA/QC program. The 2018 Midway drilling resulted in the

collection of 672 half-core samples, along with 26 quartered-core duplicate samples, 38 Blank (pulp) samples and 43 Standard pulp samples (or CRMs – Certified Reference Material). This represents a total of almost 16% QC sampling (~4% Duplicate samples and ~12% Standards and Blanks).

The 2018 Midway drilling duplicate sample gold assays are illustrated in Figure 11.1 below. Briefly, the data shows no issues with respect to either sampling or analytical bias and only a reasonable amount of variance is observed with an overall 0.9587 Correlation Coefficient between the original and duplicate gold assays. Similarly, there were no issues identified in the Au Fire Assay data for the 38 Blank (pulp) samples inserted into the 2018 Midway drilling sample stream (Figure 11.2). The blank used was BL-10, also purchased from CDN Labs in Vancouver, which is certified to assay <0.1 g/t (ppm) Au by standard instrumental finish fire assay techniques. Only 2 samples returned assay values above this certified value but neither assayed >50ppb Au, which (at 5X the certified limit) is considered to be the acceptable limit for the blank.

Figure 8.1. 2018 Midway Drilling Duplicates (Au – Fire Assay).

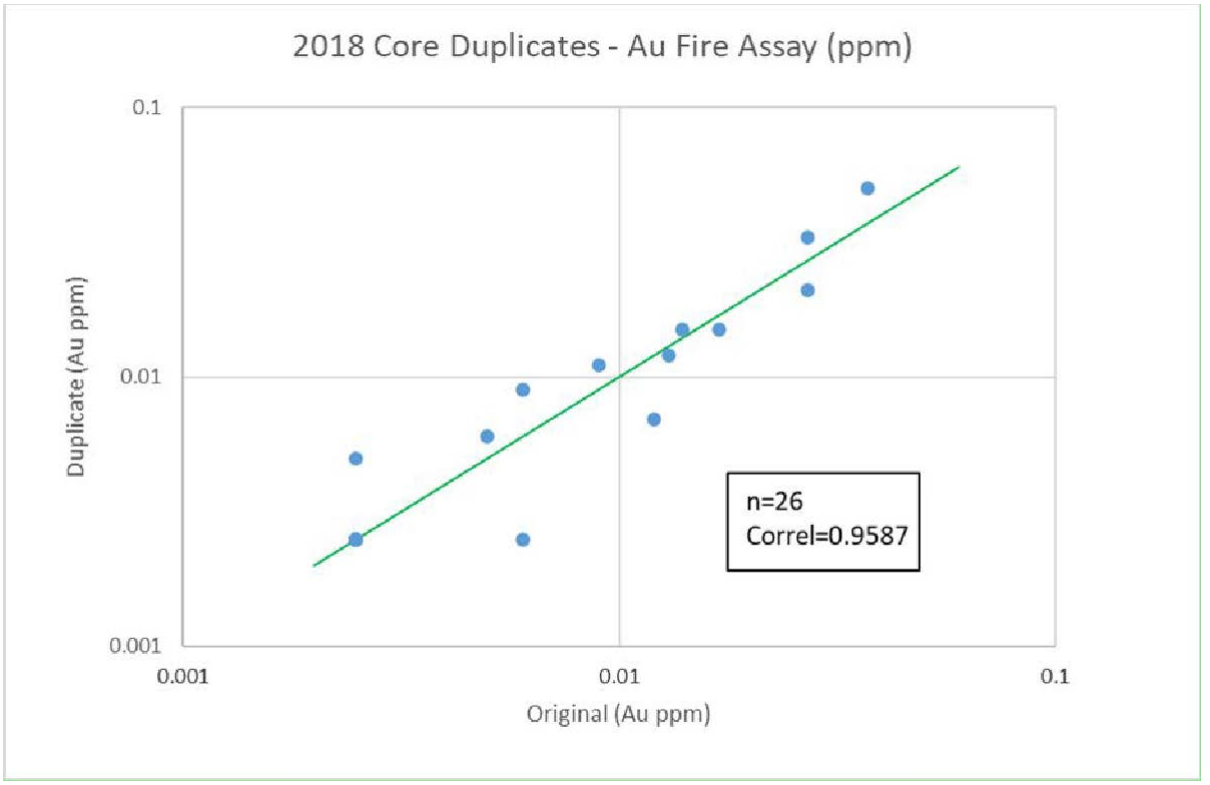


Figure 8.2. 2018 Midway Drilling Blank Pulps (Au – Fire Assay).

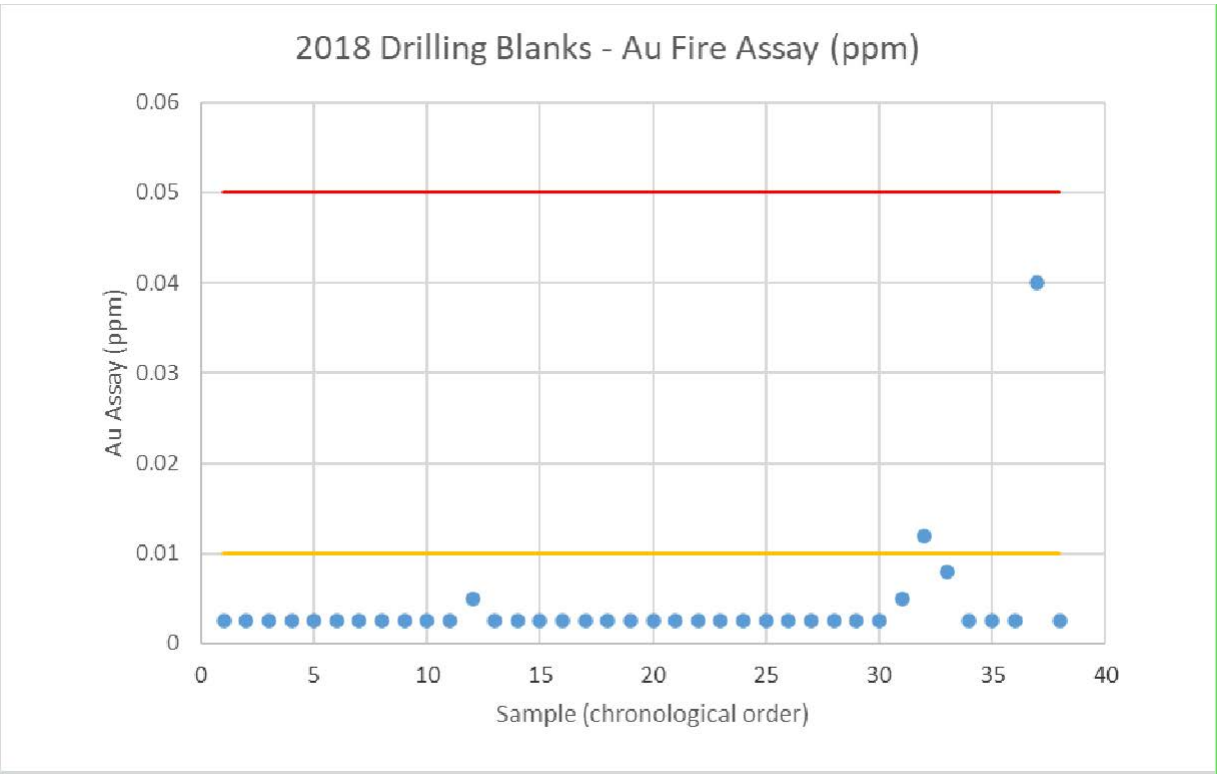


Figure 8.3. 2018 Midway Drilling Standards CDN-GS-P4C and P4G (Au – Fire Assay).

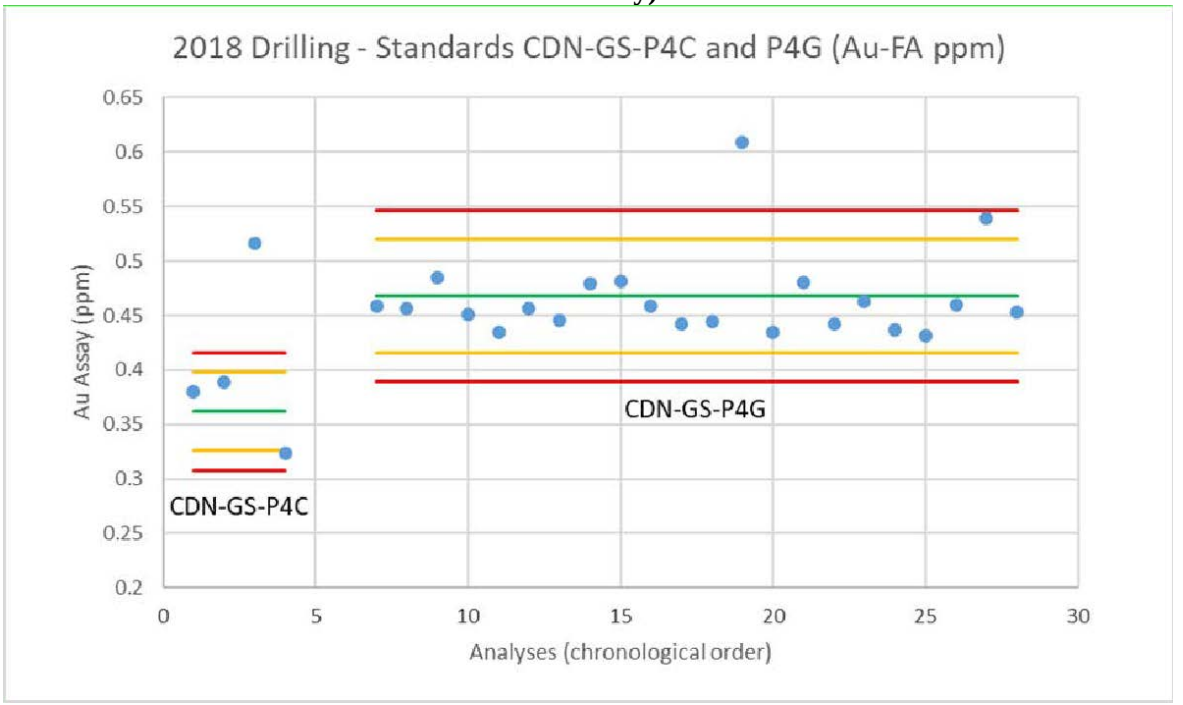


Figure 8.4. 2018 Midway Drilling Standards CDN-GS-2R and 2S (Au – Fire Assay).

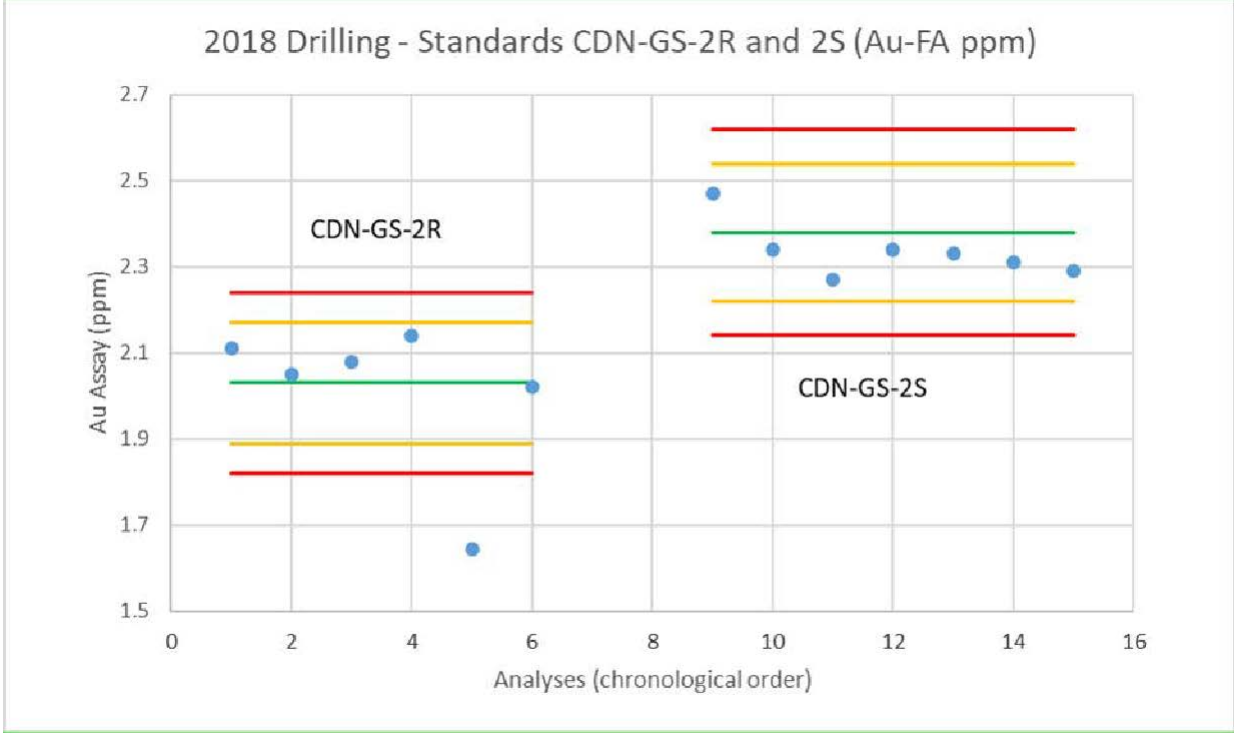
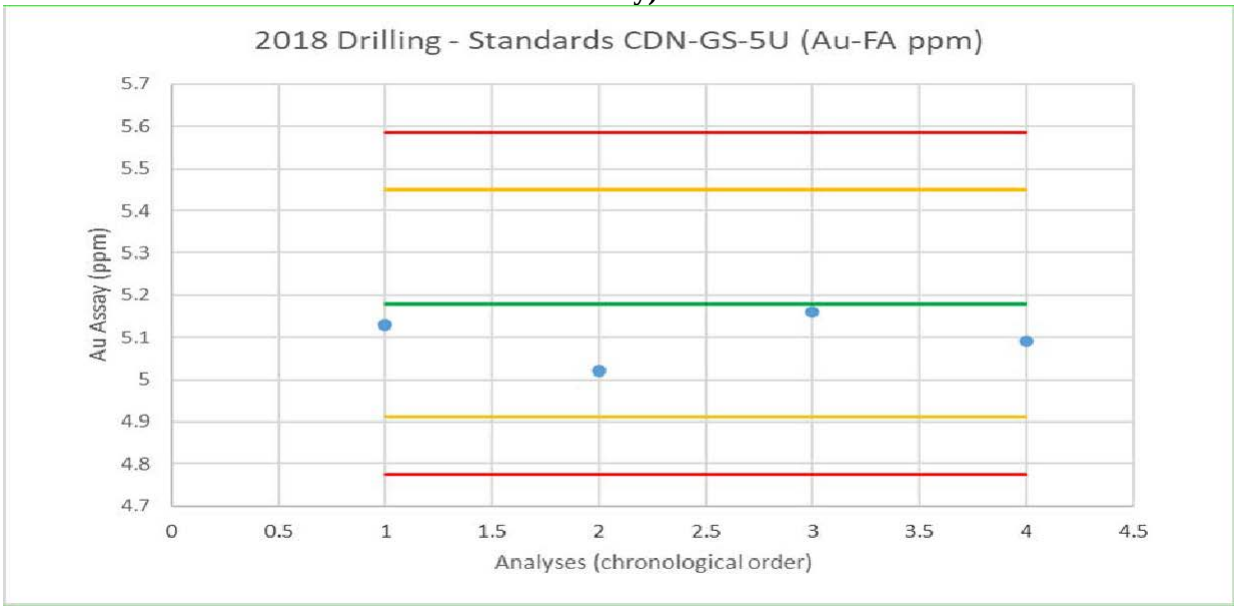


Figure 8.5. 2018 Midway Drilling Standards CDN-GS-5U (Au – Fire Assay).



The Standard samples inserted into the 2018 Midway drill sample stream comprised samples from 5 different reference standards, which is not ideal as it results in a low (or "non-statistical") number of analyses of each standard, which in turn makes the interpretation of the data more difficult. The CRMs utilized during the 2018 drill program are summarized in Table 11.1. In total, there were 3 CRM assay results that fell outside of their acceptable limits. This represents approximately 7% of the CRM samples, which is generally high but is only marginally higher than the normally acceptable 5% limit. As discussed above, analysis of the individual "failures" is difficult as P4C failure was 1 of only 4 analyses and the 2R failure was 1 of only 6 analyses. However, the single CDN-GS-P4G sample represents 1 in 22 analyses or a failure rate of 4.5%, which is a more acceptable rate.

The net result of the 2018 Midway drilling QAQC sampling is that there was no significant evidence of any issues with respect to analytical accuracy or precision during their analysis at the ALS Laboratories in Vancouver, BC.

8.4 Adequacy of Sample Collection, Preparation, Security and Analytical Procedures

In the opinion of the author of the Technical Report, there were no issues with respect to the sample collection methodology, sample security, sample preparation or sample analyses in any of the exploration programs completed at the Midway Property since 2008. As a result, the data within the project's exploration databases is considered suitable for use in the further evaluation of the Property.

Data Verification

The following section describes the data verification procedures applied to the exploration data discussed in the Technical Report as well as the details of recent site inspections completed at the Property by Mr. Gerald Holmes, B.Sc., P.Geo., a Contributor to this Technical Report, and Ms. Rachelle Hough, B.Sc., P.Geo., a QP and the author of the Technical Report.

9.1 Contributor's Site Visit

Mr. Holmes visited the Property on March 25th and 26th, 2021. Mr. Holmes verified recent reported work completed on the Property, including visually verifying the location of Kinross diamond drill hole GM17-02, and collected a total of 10 rock grab samples. Four rock grab samples were collected from the Big Sexy area and six rock grab samples were collected from the Midway NW Ingram Creek area (Figure 12.1). Descriptive information including location data was recorded for each sample. Rock grab samples collected by Mr. Holmes were submitted to ALS Labs in North Vancouver, BC, Canada for analysis with selected summary results listed below in Table 9.1.

Table 9.1 Locations and select results of samples collected at the Midway Property by Mr. Holmes in March 2021

Sample ID	Easting	Northing	Coordinate System	Prospect	Au (ppm)	Ag (ppm)	As (ppm)	Cu (ppm)	Cr (ppm)	Ni (ppm)	Co (ppm)
21JHP001	5438310	805298	UTM N83 Zone 11	Big Sexy	0.064	<0.5	6	789	202	45	10
21JHP002	5438498	805399	UTM N83 Zone 11	Big Sexy	0.312	12.1	20	1435	25	10	2
21JHP003	5438387	805279	UTM N83 Zone 11	Big Sexy	0.287	1.1	69	34	26	20	12
21JHP004	5438397	805389	UTM N83 Zone 11	Big Sexy	0.006	0.5	22	101	164	21	2
21JHP005	5439772	802969	UTM N83 Zone 11	Ingram Creek	0.008	<0.5	56	39	80	39	6
21JHP006	5439849	803069	UTM N83 Zone 11	Ingram Creek	0.006	<0.5	6	44	65	32	6
21JHP007	5439875	803068	UTM N83 Zone 11	Ingram Creek	0.006	<0.5	35	38	191	70	9
21JHP008	5439963	803055	UTM N83 Zone 11	Ingram Creek	0.002	<0.5	85	10	1320	897	41
21JHP009	5439963	803055	UTM N83 Zone 11	Ingram Creek	<0.001	<0.5	7	4	15	14	10
21JHP010	5440112	803099	UTM N83 Zone 11	Ingram Creek	0.012	<0.5	405	5	1530	1245	58

Mr. Holmes collected four rock grab samples from the Midway Big Sexy location that confirm the presence of anomalous Au, Ag, Cu and various precious metal pathfinder elements described by Kinross. Highlights from the Kinross rock sampling program included sample Q155845 returning 4.17 ppm Au. In an effort to reproduce the results, the location was visited and sampled by Mr. Holmes. Sample 21JHP001 was collected from outcrop, and although not visually mineralized, the sample showed strong argillic alteration, silicification, with minor vugs and limonite staining. A sample of talus collected (21JHP002) nearby was likely from the same outcrop exposure, with the rock consisting of mainly massive silica with large vugs and disseminated pyrite. Two additional samples were collected on the east side of the northerly trending normal fault. Sample 21JHP003 was collected from a strongly hematitic and brecciated outcrop, with large vuggy silica veining with minor carbonate infill. Sample 21JHP004 was collected from outcrop near drill hole collars GM17-03 and GM18-05, this a sample of quartz vein with orange limonite staining and disseminated pyrite.

Two samples collected by Mr. Holmes from the Big Sexy area returned gold values of 0.312 and 0.287 ppm Au from samples 21JHP002 and 21JHP003, respectively, confirming the presence of anomalous gold with the alteration at Big Sexy. Mineralized copper values of 789 and 1,435 ppm Cu were returned from samples 21JHP001 and 21JHP002. In addition to anomalous gold and copper values, sample 21JHP002, a talus sample of massive silica with large vugs and disseminated pyrite, returned 12.1 ppm Ag.

In the Midway NW Ingram Creek area, the 2015 and 2016 soil sampling programs conducted by Kinross delineated a 450 m long Au in soil anomaly with values up to 0.396 ppm Au. Mr. Holmes collected six rock grab samples along the western rim of the grid (Figure 12.1). Samples 21JHP005, 21JHP006, and 21JHP007 were collected along the southwest edge of the soil anomaly, all from Triassic Brooklyn Formation chert-pebble conglomerate outcrops with significant hematite-altered matrix. This unit is known locally as ‘sharpstone conglomerate’ and is associated with major skarn deposits and stratabound gold-bearing VMS deposits in the area including the Texas and Bruce showings. Sample 21JHP008, fault gouge with trace fuchsite (Cr-mica) staining, was collected from a western trending fault separating hangingwall limestone from a fine-grained intrusive unit with trace pyrite dissemination (sample 21JHP009). Finally, sample 21JHP010 was collected from a disturbed limestone unit intruded by a horneblende-diorite. The sample was collected from a large quartz vein with trace fuchsite.

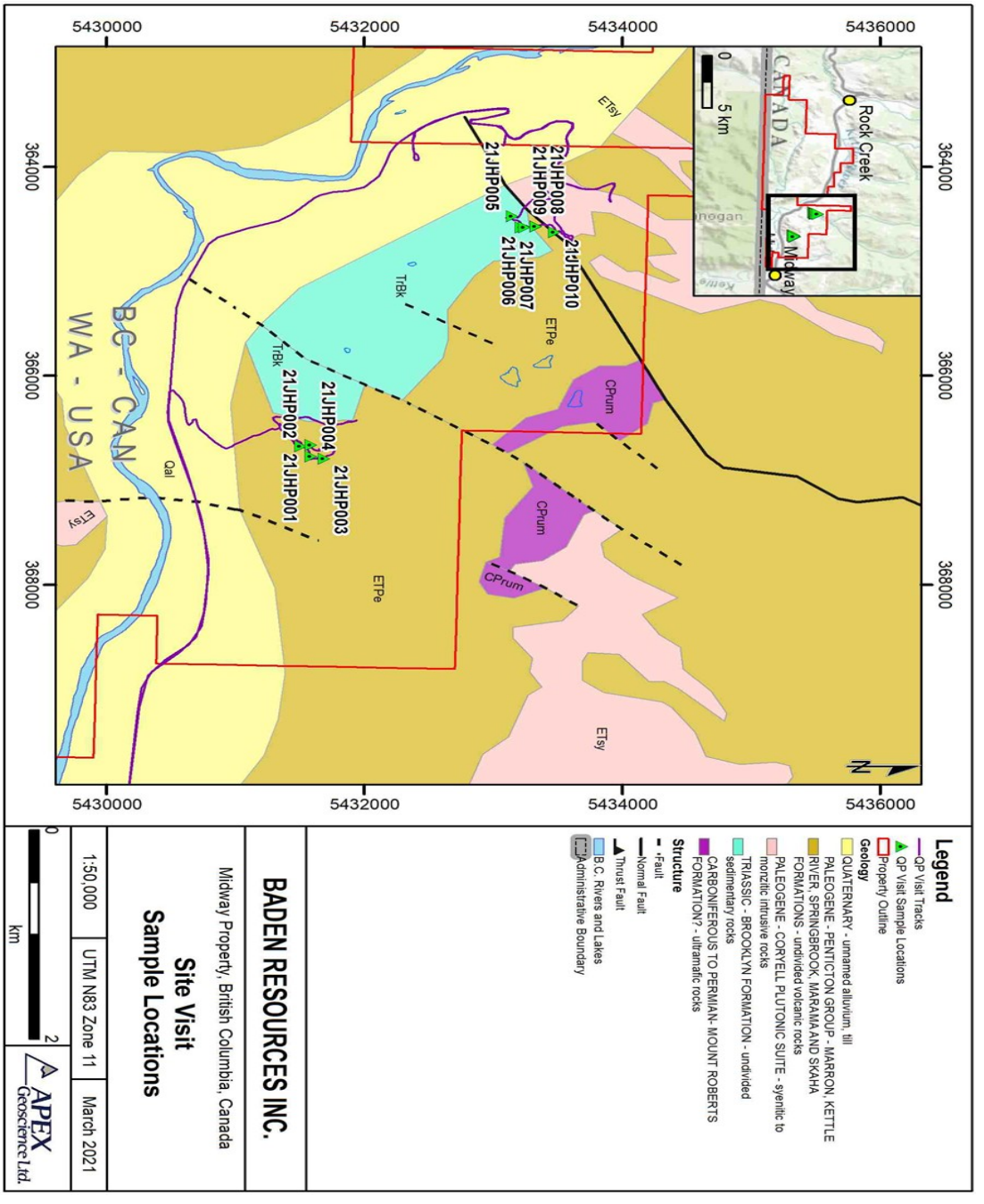
Elevated values of chromium (Cr), nickel (Ni) and cobalt (Co) were returned from two samples collected by Mr. Holmes from the Midway NW Ingram Creek area. Sample 21JHP008, a fault gouge sample with trace fuchsite staining, returned values of 1,320 ppm Cr, 897 ppm Ni and 41 ppm Co. Sample 21JHP010, collected from a large quartz vein with trace fuchsite, returned values of 1,530 ppm Cr, 1,245 ppm Ni and 58 ppm Co. Sample 21JHP010 also contained elevated (405 ppm) arsenic. In addition, these samples contained elevated values of calcium (Ca) and magnesium (Mg) with 9.2% Ca and 14.05% Ca and 7.67% Mg and 9.54% Mg in 21JHP008 and 21JHP010, respectively.

The samples were bagged, sealed and sent to ALS Canada Ltd. (ALS) in North Vancouver, BC, by Mr. Holmes. ALS Global is accredited in accordance with the recognized International Standard ISO/IEC 17025:2005 and is independent of Baden, Grizzly, Mr. Holmes and the author of this Technical Report. Rock sample preparation at ALS commenced with sample sorting, cataloguing and drying followed by crushing to better than 70% passing a 2 mm sieve. A homogenized, 250-gram split from the -2mm portion of the sample was then pulverized to 85%, or better, passing through a 75 micron sieve. The samples were analyzed for gold by a 30g fire assay with an ICP (AES) finish and for 33 element geochemistry by four acid digestion followed by Inductively Coupled Plasma (ICP) atomic emission spectroscopy (AES). The specific ALS laboratory codes included: Au-ICP21 (Au 30 g FA ICP-AES) and ME-1CP61 (ICP-AES).

9.2 Author's Site Visit

Mrs. Rachelle Hough, B.Sc., P.Geo., the author of this Technical Report, conducted a site inspection of the Property on April 26th, 2021. Mrs. Hough verified the geology of the Property and verified recent work completed on the Property by Kinross, including the confirmation of the location of drill hole GM17-02. Additionally, the author inspected the locations of the samples collected by Mr. Holmes on March 25th to 26th, 2021, and collected seven rock grab samples in proximity to Mr. Holmes' samples. Three samples were collected at Big Sexy and four were collected from the Midway NW Ingram Creek area. Rock grab samples collected by the author were submitted to ALS in North Vancouver, BC, Canada for analysis and the results are pending.

Figure 9.2. Author's Site Visit Sample Locations.



9.2 Data Verification Procedures

The data generated during work conducted by APEX and the author and discussed in the Technical Report has been the subject of a continuous verification program instituted by APEX as part of ongoing database compilation work. The data obtained from work conducted by Kinross includes analytical certificates, analytical standards, and sample descriptions and locations. A formal review of the data conducted as part of this Technical Report did not identify any significant errors or issues.

9.2.1 Non-Analytical Data Verification

In the opinion of the author of the Technical Report, industry standard procedures have been observed that are acceptable for ensuring the accuracy of all non-analytical data pertaining to exploration work that has been conducted at the Property since 2008. This includes timely plotting and checking of all field samples, reviews of sample descriptions, assessing the sampling procedures, and provisions for formal data verification once transcribed from field books and sample cards to digital files by the Project Supervisor. These procedures are considered adequate to ensure data validity.

Ms. Hough was also able to verify the presence of mineralization, as well as confirm at least one drill hole location by comparing the location data in the Kinross reporting with the location from a hand-held GPS device. No issues were found with respect to non-analytical data within the exploration data provided.

9.2.2 Analytical Data Verification

As described above, the data generated during work conducted by APEX and the author and discussed in the Technical Report has been the subject of a continuous verification program instituted by APEX as part of the database compilation process. In reviewing the recent work conducted by Kinross on the Property, the author examined the analytical certificates for stream, rock, and soil sampling to that reported and did not identify any significant errors or issues in comparison to digital database files. Therefore, in the opinion of the author, the analytical data relating to the exploration work conducted on the Property is valid, and industry standard procedures have been followed.

9.3 Validation Limitations

The author could not visit the Texas-Bruce area due to complexities associated with accessing the isolated area. The central and eastern portion of the Midway NW Ingram Creek soil grid was also inaccessible due to the steep terrain in the northerly-trending valley. The author was only able to confirm the location of drill hole GM17-02 from the Kinross drill programs due to access issues.

9.4 Adequacy of the Data

Based on the data review conducted as part of the Technical Report, as well as Ms. Hough's and Mr. Holmes' site visits, the author of the Technical Report has concluded that the exploration data pertaining to the Midway Property is sufficiently validated and reliable for use in the Technical Report and in the ongoing exploration work.

10. Mineral Processing and Metallurgical Testing

There has been no mineral processing and/or metallurgical testing completed on any samples taken from the Property.

11. Mineral Resource Estimates

There are no current mineral resources defined at the Property.

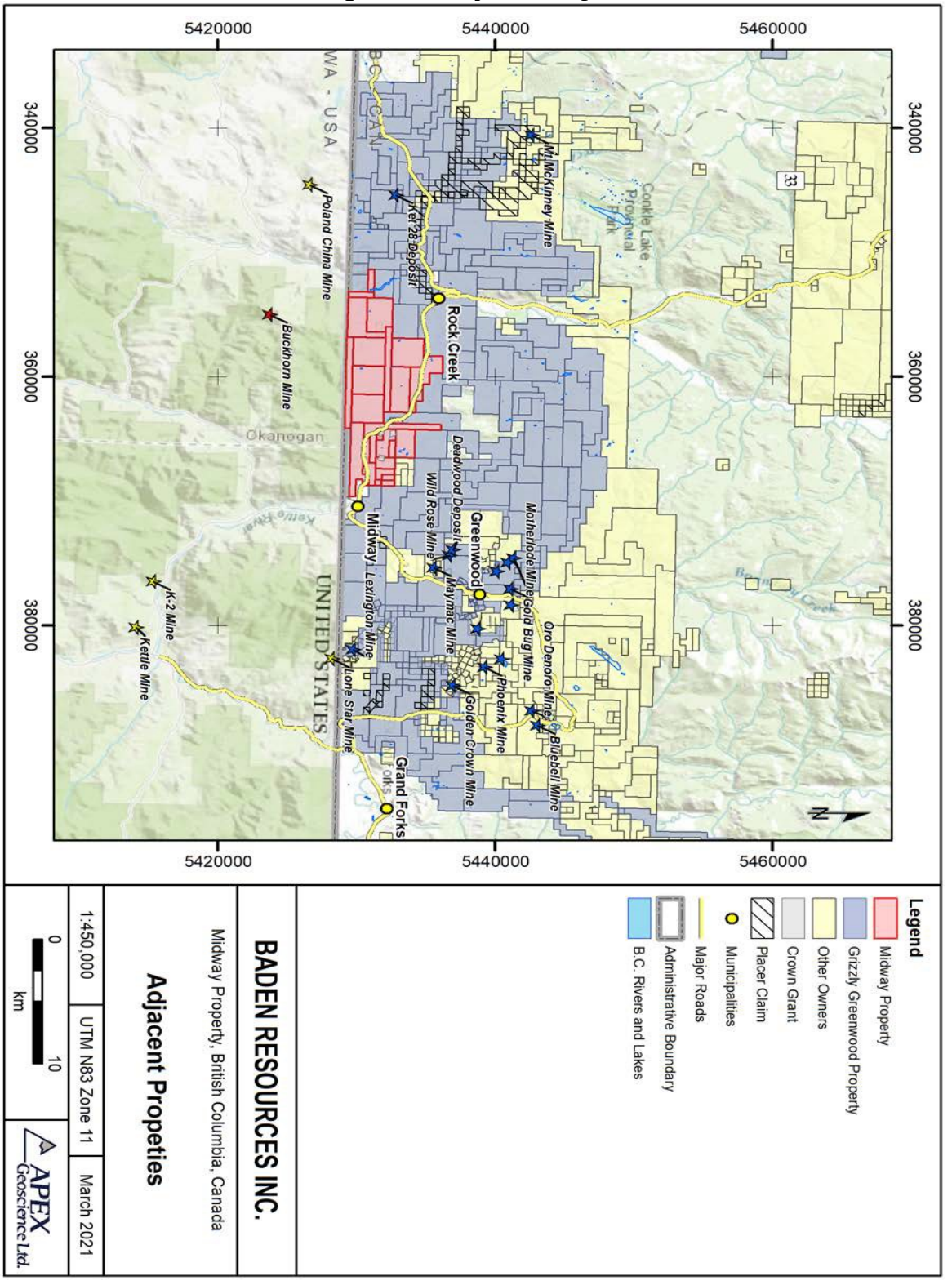
12. Adjacent Properties

The reader is cautioned that the following section discusses mineralization, mineral showings, mineral occurrences, historical mines and/or mineral deposits that are not located on the Midway Property but are located in the vicinity of the Property. The author of the Technical Report has not had the opportunity to visit most of these sites and mineral deposits, or verify any of information presented below, and the reader is further cautioned that this information is not intended to imply that such mineralization exists at the Midway Property. The information provided in this section is simply intended to describe examples of the type and tenor of mineralization that exists in the region and is being explored for at the Midway Property.

12.1 Consolidated Greenwood Property

The Midway Property was explored as part of the consolidated Greenwood Property owned by Grizzly in 2008 to 2011 and by Kinross in 2015 to 2018. Hence the Midway Property is largely surrounded by claims belonging to the consolidated Greenwood Property (Figure 15.1). Grizzly has conducted exploration on the various claim blocks that comprise the Greenwood Property since 2008, however, only limited reconnaissance level exploration has been conducted by Grizzly at the Midway Property. In addition, at the time of Grizzly's reconnaissance level exploration at Midway, the Company did not own a key piece of the Midway land package covering the "Midway Window". The majority of the recent exploration at the Midway Property was conducted by Kinross under a JV agreement with Grizzly between 2015 and 2018. Numerous mineralized areas are known on the Greenwood Property, comprising structurally controlled Au, Ag, plus or minus (±) Cu, Pb, Zn and PGE bearing quartz veins with possible relation to intrusive systems (i.e. epithermal and skarn-type alteration systems) and, in some cases, VMS settings.

Figure 12.1 Adjacent Properties.



Recent exploration by Grizzly has focused on the Ket 28 target located on the Rock Creek claims west of the Midway Property. In 2020, Grizzly completed 15 diamond drill holes totaling 1,975 m. Gold mineralization was intersected in 14 out of the 15 holes. Key intervals include 0.92 g/t Au over 14 m, including 4.53 g/t Au over 2 m, (20KT14) and 0.48 g/t Au over 11.84 m, including 3.6 g/t Au over 1 m (20KT13). Other key intersections include 1.59 g/t Au over 17.8 m, including 7.37 g/t Au over 3.08 m, (20KT02) and 0.77 g/t Au over 31 m, including 1.42 g/t Au over 11.5 m (20KT04). Drilling indicates the presence of wide zones of hydrothermal Au-Ag associated with extensive alteration along a northwest structure. Grizzly's 2020 drilling expanded the volume and extent of gold mineralization at surface and to depth at Ket 28, with a strike length of greater than 500 m, a width of about 100 m and multiple near flat lying zones intersected from surface up to a depth 125 m depth.

Other areas of interest in Grizzly's Greenwood Project include the Copper Mountain claims located to the north of the Midway Property. The Motherlode, Sappho, Attwood-Overlander and Grandby properties located east of the Midway Property, and the Dayton Property located to the west of the Midway Property (Figure 15.1). For summaries of the exploration conducted by Grizzly on those properties see Dufresne and Banas (2013).

12.2 Grizzly's Adjacent Properties in the Greenwood Region

In the Greenwood area, exploration and mining dates back to the early 1880's. The first phase of exploration and development was focused on high grade gold and silver veins, such as the Cariboo- Amelia (Mt McKinney), Providence, Skylark, No. 7 and Dentonia Mines. Significant historical producers in the Greenwood area are summarized in Table 15.1, with their locations shown on Figure 6.1. Similarly, historical production within the Republic District, located in Washington State south of the Greenwood area, is summarized in Table 15.2 (Tables 15.1 and 15.2 are modified from Tables 2a and 2c in Dufresne and Banas, 2013). The reader is cautioned that this information is not intended to imply that such mineralization exists at the Midway Property. The information provided in this section is simply intended to describe examples of the type and tenor of mineralization that exists in the region and is being explored for at the Midway Property.

Grizzly's Copper Mountain claims lie within the northern part of the Toroda Graben bordering the northern and eastern edge of the Midway Property. This property has yielded results that are considered to be examples of the Porphyry and/or Skarn styles of mineralization in the region. Rock grab sampling in 2009 and 2010 returned numerous samples with greater than 10 g/t Au and up to 129 g/t Au in the area of the Mabel Jenny and Prince of Wales showings. In 2010 drilling intersected wide zones of low-grade gold and silver mineralization, accompanied by widespread propylitic alteration, biotite hornfels and silicification in a number of holes. Highlights include the discovery of new gold mineralization at the Prince of Wales target with a core intersection of 1.0 g/t Au over 30 m; several narrow, 0.5 to 1.5 m intersections of near massive sulphide (pyrite and pyrrhotite) intersected in 2 drillholes, yielding up to 1.1 g/t Au, 2.12 g/t Ag and 0.08% Cu across 7.07 m at the Mabel Jenny North target; 0.21 g/t Au over a 42.8 m, along with low grade gold mineralization over the entire drill hole interval from surface to 163.8 m depth at Mabel Jenny.

Table 12.1. Historic Production Figures from Past Producing Mines in the Greenwood area (after Dufresne and Banas, 2013)

Mine	Mined (tonnes)	Au (g/t)	Ag (g/t)	Cu (%)	Au (ounces)	Ag (ounces)	Cu (pounds)	Location	Source
Phoenix Area									
Phoenix Pit (Knob Hill)	21,552,283	1.31	8.49	1.09	***911,133***	*5,884,485*	*519,608,137*	Off Property (<1.4km)	(BC MINFILE 082ESE020)
Snowshoe*	545,129	2.36	9.081	1.16	***41,280***	*159,138*	*13,937,677*	Off Property (<2.3km)	(BC MINFILE 082ESE025)
Rawhide*	855,634	1.23	8.08	0.99	***33,939***	*222,136*	*18,610,012*	Off Property (<2.1km)	(BC MINFILE 082ESE026)
Brooklyn*	292,834	2.92	11.72	1.22	***27,487***	*110,293*	*7,864,683*	Off Property (<1.8km)	(BC MINFILE 082ESE013)
Other	5,475	7.53	47.34	0.23	***1,326***	*586*	*1959.8894*	Off Property (<2.1km)	
Sylvestor K	5,090	5.10			***835***			Off Property (<1.4km)	(BC MINFILE 082ESE046); Caron; 2012)
Motherlode Area									
Motherlode**	4,245,875	1.27	5.0	0.82	***173,312***	*688,174*	*76,974,321*	On Property (Motherlode)	(BC MINFILE 082ESE034)
Sunset**	109,305	1.32	6.8	0.79	***4,649***	*24,014*	*1,910,235*	On Property (Motherlode)	(BC MINFILE 082ESE035)
Greyhound	803,326	0.02	0.43	0.07	***500***	*11,220*	*1,315,987*	On Property (Motherlode)	(BC MINFILE 082ESE050)
Dentonia Camp (Jewel)	132,431	10.50	66.52		***44,701***	*283,194*	*14,407*	Off Property (<0.5km)	(BC MINFILE 082ESE055, 126, 152)
Pathfinder Camp	2,214	10.35	93.01	0.80	***737***	*6,621*	*38,922*	Off Property (<1.7km)	(BC MINFILE 082ESE074, 075, 079)
Senator Camp	6,416	5.37	12.41	0.22	***1,108***	*2,559*	*30,787*	Off Property (<0.6km)	(BC MINFILE 082ESE057, 158, 187)
Eholt, Oro Denoro, Emma Camp	460,093	0.80	22.1	1.77	***11,815***	*326,910*	*17,982,129*	Off Property (<5km)	(BC MINFILE 082ESE060, 62, 63 etc)
Providence, Elkhorn, Gold Bug**	10,749	17.75	4,035.6		***6,135***	*1,394,596*	*578*	On/Off Property (<0.3km)	(BC MINFILE 082ESE001, 02, 48)
Defiance Camp**	495	14.39	2,269.8		***229***	*36,121*		On Property (Overlander)	(BC MINFILE 082ESE012, 212, 215)
Epu - Bay Camp**	2,575	34.40	1,349.3		***2,848***	*111,700*		On/Off Property (<0.3km)	(BC MINFILE 082ESE004-6, 08, 216)
Skylark/H Zone	35,164	3.21	484.4	0.03	***3,624***	*547,605*	*21,023*	Off Property (<0.4km)	(BC MINFILE 082ESE011)
Golden Crown & Winnipeg	55,804	7.20	21.63	0.22	***12,913***	*38,798*	*274,508*	Off Property (<0.5km)	(BC MINFILE 082ESE032, 33)
Athelstan**	16,739	9.39	11.2	0.30	***5,054***	*6,002*	*111,985*	On Property (Overlander)	(BC MINFILE 082ESE047)
Lexington Trend**									
No. 7, City of Paris & Mabel	15,788	7.57	206.6	0.38	***3,843***	*104,872*	*133,189*	On/Off Property (<0.3km)	(BC MINFILE 082ESE042, 43, 149)
Other Small Producers	12,318	4.31	150.5	1.24	***1,706***	*59,612*	*336,598*	On/Off Property (<0.3km)	
Cariboo-Amelia (Mt McKinney)	124,691	20.37	8.13		***81,656***	*32,582*		Off Property (<1.0km)	(BC MINFILE 082ESW020)
Total Historic Production:	**29,285,338**				***1,369,995***	***10,051,217***	***659,167,139***		

*Subsequent production in addition to these totals are included with the Phoenix Mine production totals.

**Historic production from within Grizzly mineral claims but producer covered by pre-existing and currently active crown grant not owned by Grizzly. See text for further discussion.

Table 12.2. Historic Production Figures from Past Producing Mines in the Republic area, Washington State near the Midway Property

Deposit	Period From	To	Milled (tonnes)	Au (g/t)	Ag (g/t)	Au (ounces)	Ag (ounces)	Type of Mineralization	Source
Kettle Operations									
Buckhorn	2008	2012	1,643,000	13.83		**730,786**		Skarn	(Kinross Gold Corp, 2008 - 2012)
Lamefoot	1994	2001	2,860,364	7.27		**607,225**		VMS Replacement (Skarn?)	(Cooper, Pers Comm., 2011)
Overlook	1990	1995	1,896,513	5.21		**288,995**		VMS Replacement (Skarn?)	(Cooper, Pers Comm., 2011)
K2	1997	2007	1,282,948	6.89		**257,760**		Epithermal Quartz	(Cooper, Pers Comm., 2011)
Key East & West	1992	1993	928,980	4.80		**129,882**		VMS Replacement (Skarn?)	(Cooper, Pers Comm., 2011)
Emanuel Creek	2003	2007	671,511	9.77		**191,161**		Epithermal Quartz	(Cooper, Pers Comm., 2011)
Kettle (Granny)	1990	1993	246,336	8.91		**63,932**		Epithermal Quartz	(Cooper, Pers Comm., 2011)
East Vein	2000	2003	227,010	5.93		**39,344**		Epithermal Quartz	(Cooper, Pers Comm., 2011)
Knob Hill & Mud Lake	1896	1985	2,958,744	20.54	116.9	**1,952,017**	11,110,405	Epithermal Quartz	(Wolff et al., 2010; United States Geological Survey, 1984 - 1995)
Golden Promise	1987	1995	685,726	24.22	113.8	**533,991**	2,509,863	Epithermal Quartz	(Wolff et al., 2010; United States Geological Survey, 1984 - 1995)
Mountain Lion & Trevitt Pierce	1896	1947	152,600	5.68	39.1	**25,300**	273,950	Epithermal Quartz	(Wolff et al., 2010)
South Penn		1987	29,300	1.78		**1,524**		Epithermal Quartz	(Wolff et al., 2010)
Ben Hur, San Poil & Trade Dollar	1902	1950	190,677	11.41	62.3	**69,940**	381,714	Epithermal Quartz	(Wolff et al., 2010)
Lone Pine & Last Chance etc	1901	1947	290,915	13.10	104.4	**122,522**	976,013	Epithermal Quartz	(Wolff et al., 2010)
Surprise & Black Tail	1902	1950	169,166	16.63	108.3	**90,462**	588,866	Epithermal Quartz	(Wolff et al., 2010)
Quilp	1901	1940	146,288	13.17	85.7	**61,922**	403,337	Epithermal Quartz	(Wolff et al., 2010)
Pearl & Cove	1910	1943	27,510	7.44	38.4	**6,586**	34,070	Epithermal Quartz	(Wolff et al., 2010)
Tom Thumb	1902	1949	23,049	11.45	55.2	**8,493**	40,892	Epithermal Quartz	(Wolff et al., 2010)
Republic	1896	1949	127,050	22.66	110.7	**92,596**	429,339	Epithermal Quartz	(Wolff et al., 2010)
Golden Dike/Comstock	1896	1988	136,079	3.43	5.14	**15,000**	22,500	Intrusion/Hornfels	(United States Geological Survey, 1984 – 1988)
Morning Star	1903	1943	6,701	22.42	68.6	**4,831**	14,785	Mesothermal Quartz	(Parker and Calkins, 1964)
Lone Star	1897	1978	500,712	1.00		**16,098**		VMS Replacement/Manto?	(Cowley and Puritch, 2007)
Total Historic Production			***15,201,179***	***10.87***	***106.2***	***5,310,367***	***16,785,734***		

Grizzly's Dayton Property borders the Midway Property to the northwest and west and is an example of porphyry style Cu-Au mineralization. The Dayton Prospect is hosted in Late Paleozoic Anarchist volcanics and sediments along the west edge of the Rock Creek graben. A large Nelson aged batholith is mapped nearby to the west, and a number of Eocene porphyry style stocks and smaller intrusions have been mapped in the vicinity of the Dayton Prospect. During 2010, a total of 1,021 soil samples were collected with a total of 40 samples yielding at least 50 ppb Au up to a maximum of 272 ppb Au defining an excellent Au in soil anomaly 200 m wide by 450 m long. The Au anomaly is accompanied by high Cu with more than 100 soil samples yielding greater than 100 ppm up to 1,225 ppm Cu. Surface sampling and mapping identified the presence of abundant pyrite and chalcopyrite associated with hornfels and skarn spatially associated with altered alkaline intrusives. Drilling during 2010 and 2011 resulted in the discovery of widespread Cu-Au mineralization at the Dayton target area associated with the soil anomaly and coincident Induced Polarization (IP) anomalies. Holes 10DA01 to 10DA06 encountered widespread sulphides, predominantly pyrite and chalcopyrite, accompanied by intense alteration, silicification and widespread Cu-Au mineralization. The mineralization is hosted in a variety of rock types including diorite, quartz-feldspar porphyry, volcanic breccias, hornfels, basalts and mudstone. Highlights include hole 10DA01, which yielded 0.18 g/t Au and 0.029% Cu across 96.0 m with a higher-grade portion of 0.61 g/t Au and 0.042% Cu across 8.1 m core length. The first hole in the 2011 program (11DA09) was designed to drill test coincident anomalous Au in soils and the Dayton East IP chargeability anomaly and yielded a wide bulk tonnage style low grade Au-Cu zone of mineralization grading 0.25 g/t Au and 0.07% Cu over 117 m core length with a higher-grade zone of 0.43 g/t Au and 0.15% Cu over 51.0 m core length at the top of the zone and immediately below the casing. The Au-Cu mineralization is hosted in a unit of potassic altered basalt with significant breccia zones comprised of basalt and feldspar porphyry clasts with chloritization, silicification and up to 5% pyrite and minor chalcopyrite. The style of mineralization and alteration is in line with intrusion related porphyry style Au-Cu deposits across B.C.

12.3 Golden Dawn Minerals Inc.'s Projects

Of Golden Dawn Minerals' (Golden Dawn) properties east of the Midway Property, the most significant are the Lexington-Lone Star and Golden Crown properties. The information presented on these properties has been largely sourced from Cowley and Puritch (2006a, b), Puritch et al. (2007) and Cowley et al. (2017).

The Lexington Property (containing the Lexington-Grenoble Deposit) is located 16 km east of the Midway Property near the US border and adjoins the Lone Star Property that lies within the United States. The Lexington-Grenoble Deposit exhibits structurally controlled mineralization as massive sulphide and/or quartz/calcite veins within structurally emplaced serpentinite bodies along regional thrust fault zones within Paleozoic rocks that are likely hosted within the northernmost extent of the Republic Graben. Known gold-bearing sulphide-rich bodies have traditionally been small, but often very high grade. The Lexington-Grenoble Deposit was briefly put into production in early 2008 and suspended in December, 2008. Current mineral resources for the Lexington-Grenoble Deposit are reported by Cowley et al. (2017).

The Lone Star Property contains two mineralized zones; the Lone Star Pit Zone (or Lone Star mine), located ~1 km from the Lexington-Grenoble Deposit, comprising copper and gold mineralization; and the Southwest Zone, which contains locally high-grade gold mineralization. The Lone Star deposit consists of stacked en echelon pyrite- chalcopyrite-magnetite-gold zones and closely resembles the Lexington-Grenoble Deposit (Cowley and Puritch, 2006b; Puritch et. al., 2007; Cowley et al., 2017). The Southwest Zone contains numerous historical adits and shaft workings seemingly focused on the contact between the serpentinite footwall and the overlying dacite near the Bacon Creek Fault (the western limit of the Republic Graben).

On the Golden Crown property, located 7 km northeast of the Lexington property, the Lind Creek thrust sheet exposes Permian aged Knob Hill Group greenstones and serpentinites that are intruded by diorite (Cowley and Puritch, 2006a). The Snowshoe fault places Brooklyn formation against Knob Hill Group in the northern section of the property (Cowley and Puritch, 2006a). The property is of interest as volcanics, intrusives and serpentinite are known to host gold in massive sulphide veins or zones of pyrrhotite-pyrite and lesser chalcopyrite as elsewhere in the Greenwood region. Current mineral resources for the Golden Crown property are reported by Cowley et al. (2017).

Golden Dawn's Boundary Falls property and historical mine is located 10 km northeast from the Midway claim group. The Boundary Falls area contains Jurassic aged thrust faults and also Tertiary north-trending strike-slip faults. In the northeastern section of the property, the Lind Creek thrust fault emplaces Knob Hill Complex rocks above Mount Attwood Formation metasediments, which hosts the Croesus, Johannesberg and Lead King showings (Caron, 2006e). Near the Skomac showing, two splays of east-west trending, moderate north dipping thrust faults occur that are currently interpreted as part of the Mount Attwood fault system (Caron, 2006a). The Skomac veins are located within a fault block (composed primarily of metasediments: carbonaceous argillite and interbedded cherty sandstone/cherty conglomerate, thought to be part of the Mount Attwood Paleozoic Formation) between these two fault splays. The historical mine was established on polymetallic sulphide rich veins that are potentially intrusion related to epithermal in nature.

Minework's Wild Rose Zone is comprised of three parallel, northwest trending, moderately dipping copper-gold-bearing veins that occur both within the Wild Rose Fault and in the hanging wall of the fault zone. The host hanging wall rocks are comprised of argillites, cherts, tuffaceous sediments, siliceous greenstones and andesites of the Late Paleozoic Knob Hill Formation. The footwall rocks are characterized as chert breccias and chert pebble conglomerates of the Triassic Brooklyn Formation. The Wild Rose veins are typically massive pyrrhotite-pyrite-chalcopyrite veins that average one to two metres in width, although locally they are quartz rich with lesser amounts of sulphide. Historically, considerable drilling (and underground exploration) has been completed to test the veins. Some of the better historic drill intercepts include 8.7 g/t Au over 2.3 m core length, 9.3 g/t Au over 2 m core length and 25.7 g/t Au over 0.7 m core length (Caron, 2005c; 2006d,e; Dufresne et al., 2011; Dufresne and Nicholls, 2013).

Golden Dawn's Deadwood Gold Zone is located about 100 m along strike to the northwest of the Wild Rose Zone and likely represents the on-strike continuation of the Wild Rose Zone. The Deadwood Gold Zone is an area of intense silicification (hornfels) with pyrite- biotite-chlorite-epidote alteration and widespread low-grade gold mineralization (including several high-grade veins) in the hanging wall of the Wild Rose Fault. Historical drilling highlights to date include an intersection of 0.85 g/t Au over 63.16 m core length, indicative of the low grade, bulk tonnage potential of the Deadwood Gold Zone (Dufresne et al., 2011; Dufresne and Nicholls, 2013).

Kettle River Resources Ltd., a wholly owned subsidiary of Golden Dawn owns several properties in the Greenwood region northeast of the Midway property including several past-producing mines within the Boundary Mining District) (Caron, 2005c), the most significant of which was the Phoenix Mine. The mineralization at Phoenix is thought to represent a Triassic volcanogenic massive sulphide-oxide event (regionally and stratigraphically below the Brooklyn limestone unit). This event pre-dates the skarn alteration, although gold skarn-type mineralization does occur and was historically the accepted mineralization model (Caron, 2005c). The Phoenix area also experienced Tertiary faulting with associated hydrothermal alteration and gold mineralization (Caron, 2005c). Other areas of mineralization on the Kettle River claims can be attributed to small skarn zones associated with the

contact of Nelson granodiorite intrusive with Knob Hill Group and Brooklyn Formation rocks. The Phoenix area mines produced more than 1 million ounces of Au and close to 560 million pounds of Cu (Table 12.1).

12.4 Other Greenwood Projects of Note

The Motherlode and Sunset past producing mines (BC Minfiles 082ESE034 and 082ESE035, respectively) are currently owned by YGC Resources Ltd. (Veris Gold Corp.) as part of their larger Motherlode-Greyhound Property. These past producers host copper skarn mineralization that occur along the contact between the Brooklyn limestone and the underlying sharpstone conglomerate. The better zones of mineralization appear to be either in the transition zone or within the Brooklyn Limestone itself. The main mineralized zone at the Motherlode mine is exposed over a distance of approximately 365 m with a width of approximately 60 m. The underground workings of the mine go to a depth of 152 m. Exploration and development at the Motherlode dates back to the late 1890's and operations ceased in 1918, with the closing of the Greenwood smelter. Open pit mining was conducted between 1956 and 1962 by Woodgreen Copper Mines Ltd.

The Sunset mine consists of two open pits, 120 m apart, along a northwest- southeast direction, located with 600 m southeast of the Motherlode open pit. At the Sunset, the ore bodies are relatively flat lying and are thought to occur along the limbs of an anticlinal structure trending in a northerly direction. Chalcopyrite is the dominant ore mineral and production between 1900 and 1918 resulted in over 1.9 million lbs of copper and 4,649 oz of gold.

The historic Camp McKinney Mine produced gold at an average grade of 24.7 g/t Au during the late 1800's to early 1900's. The historic Camp McKinney mine is hosted in late Paleozoic volcanics of the Anarchist Group and is located near the western margin of the Rock Creek Graben. The historical mine is currently owned by Ximen Resources Inc. The Mount McKinney camp reportedly produced more than 81,000 ounces of gold from 1894 to 1907, 1940 to 1946 and again from 1960 to 1962 (see Table 12.1). The reader is cautioned that this information is not intended to imply that such mineralization exists at the Midway Property. The information provided in this section is simply intended to describe examples of the type and tenor of mineralization that exists in the region and is being explored for at the Midway Property.

12.5 Adjacent Properties in the Republic Area, Ferry Country, Washington State

The Midway Property is located within the "Boundary Mining District", which comprises an area of recent and historical mining that straddles the Canada-US international border and includes the Greenwood mining camp in British Columbia and the Republic District in Washington State. The geology underlying the Midway Property represents the northern extension of the geology associated with the Republic District in the United States, which hosts numerous historic and recent gold mines and deposits. The Republic area has produced in excess of 5.3 million ounces of gold and 16.7 million ounces of silver from relatively continuous production since 1896 to today and is by far Washington State's top producing precious metal district (see Table 12.2).

Kinross's Buckhorn Mountain (Crown Jewel) gold deposit is located some 6km south of the Midway Property within Washington State, USA. The Buckhorn Mine comprises gold mineralization associated with skarn alteration within metasediments thought to belong to the Permian Attwood Group and developed along the southern margin of the Jurassic/Cretaceous Buckhorn Mountain pluton (SRK Consulting Inc., 2003). Gold mineralization is associated with the upper and lower contacts of a marble unit developed within the upper Buckhorn Mountain Sequence (SRK Consulting Inc., 2003). Past

production totals are provided in Table 12.2.

Epithermal type precious metal veins within the Republic District have produced in excess of 3.5 million ounces of gold from mostly high-grade underground mines (Table 15.2). Examples of such mineralization include Kinross' Kettle, K2, and Emanuel Creek deposits, which are located in Washington State approximately 16 to 18 km southeast of the Midway Property. The Kettle, K2, and Emanuel Creek epithermal quartz veins grade into stockwork zones capped by silicified breccias associated with low grade gold and locally disseminated pyrite. These Tertiary aged epithermal type deposits show potential for high grade underground targets as well as bulk tonnage gold targets. Gold-sulphide mineralization is also associated with both high and low angle Tertiary faults.

The Lamefoot Deposit, located in Washington and formerly mined by Echo Bay Mining (now a subsidiary of Kinross), is a gold-bearing volcanogenic magnetite-sulphide deposit which is geologically and structurally similar to mineralization in the Brooklyn rocks of the Greenwood Mining District (Caron, 2005c). This deposit is characterized by syngenetic deposition of gold spatially associated with massive magnetite and sulphide mineralization within the Triassic Brooklyn Formation, although some of the mineralization may also be related to a late stage epigenetic Jurassic or Tertiary intrusive activity (Caron, 2003b). The deposit was mined out by 2002 and was reported to have produced 2.86 million tonnes of ore mined at an average grade of 7.27 g/t Au (Wolff, 2010; Cooper Pers Com., 2011; Table 12.2). The reader is cautioned that this information is not intended to imply that such mineralization exists at the Midway Property. The information provided in this section is simply intended to describe examples of the type and tenor of mineralization that exists in the region and is being explored for at the Midway Property.

13. Other Relevant Data and Information

The author is not aware of any other relevant information with respect to the Property that is not disclosed in the Technical Report.

14. Interpretation and Conclusions

14.1 Results and Interpretations

The Midway claim group (the claim group) is composed of 24 claims, totaling 7,096 hectares (17,535 acres), all of which are owned (100%) by Grizzly. Baden recently entered into an Option Agreement with Grizzly (see Grizzly News Release dated March 15, 2021) with respect to the Midway Property whereby Baden may acquire a 75% working interest in the Property. In order to complete the option, Baden will be required to issue 800,000 shares and make staged cash payments totalling CDN$500,000 to Grizzly. In addition, Baden will be required to complete a total expenditure of CDN$1,120,000 on the Midway claim group. The Property is subject to a Net Smelter Return (NSR) royalty of 2.5%, owned by Mineworks), which can be bought down to 1% with payments of CDN$500,000 per 0.5% (i.e. a total of payment of CDN$1.5 million is required to reduce the NSR to 1.0%).

The Midway Property is an early stage exploration project with a favourable structural, regional geological and stratigraphic setting that is situated within the Boundary District. The Property does not contain any current mineral resources. However, the Boundary district, including the Republic and

Toroda grabens, is a highly mineralized area that has produced in excess of 6 million ounces of gold. Kinross' Buckhorn Gold Mine lies 7 km south of the Midway Property along the south margin of the Buckhorn pluton and along the west edge of the Toroda Graben. The Rock Creek and Toroda grabens, along with related structures and geology underlie large portions of the Midway Property.

The Property is hosted in Paleozoic to Triassic rocks within and near the western boundary of the Toroda graben. The claims cover an area referred to as the "Midway Window", which is an inlier of pre-Tertiary rocks surrounded by Eocene age volcanics and sediments within the Toroda graben. The Midway Window area covers an easterly trending belt of serpentinite and listwanite alteration that is interpreted as a major regional, north dipping thrust fault. There is considerable alteration localized along the fault zone and there are several silicified (chalcedonic) breccia zones which have yielded rock samples with high grade Au and Ag values and a number of gold in soil anomalies. The rocks in the footwall of the listwanite belt comprise sediments and volcaniclastics belonging to the Triassic aged Brooklyn Formation.

The Boundary District, including the Republic area in Washington State, has a long history of exploration and mining activity. Placer gold (Au) was discovered in 1859 at Rock Creek a tributary to the Kettle River in the western portion of Baden's mineral claim holdings. Historic work commenced on the Property in 1898 and has continued intermittently to the present. Numerous gold occurrences and mineralized areas are known on the Property including the Bubar Showing to the north, the Myers Creek and Rock Creek occurrences and showings in the west, and the Midway, Texas, Lois, Bruce and Big Sexy showings in the east part of the Property. Types of mineralization that have been identified on the Property to date include Au-Ag bearing epithermal veins, Cu-Au-Ag mineralization associated with Jurassic to Cretaceous alkalic porphyry style buried intrusives, and Cu-Au-Ag +/- base metals related to skarn alteration zones.

Exploration work conducted by Grizzly from 2008 to 2011 included airborne electromagnetic and magnetic geophysical surveys, stream sediment sampling, and rock grab sampling. The 2009 airborne geophysical survey was successful in identifying a number of conductors and weak EM anomalies not only associated with the Midway Window but also a number of areas underlain by Eocene volcanic and sedimentary rocks in the southern to southwestern portion of the Midway Property. In addition, the HMC stream sediment sampling conducted in 2011 yielded several anomalous samples with multiple gold grain counts. This combined with several EM anomalies proximal to a large magnetic anomaly suggesting an underlying batholith, warrant follow-up sampling, prospecting and ground geophysical surveys.

Recent exploration work conducted by Kinross in the Texas-Potter and Bruce area resulted in the newly discovered Big Sexy Showing. Epithermal alteration and veining was mapped within Triassic sediments and with possible Jurassic hornblende diorite intrusions which post-dates the skarn event associated with the Bruce showing. Marron volcanics and Eocene Kettle River Formation sediments unconformably overlie the older rocks, all cut by Scatter Creek biotite diorite dykes and Klondike Mountain Formation basalt dykes. Along the basal Eocene unconformity, a roughly 3 m thick blanket of massive silica has been mapped intermittently over a 1 km x 1 km area. This unit shows elevated Au, As, Hg, Sb, and Mo (up to 1.175 ppm Au), with 15% marcasite dissemination near the eastern end of the mapped area near the Big Sexy showing (up to 0.139 ppm Au). Results from the soil sampling delineated a 600 m x 250 m Au-Cu-Ag anomaly with values up to 0.336 ppm Au, this coincident with a 200 m x 50-75 m wide zone of silicification which returned rock assays up to 4.2 ppm Au from chalcedonic quartz veins. These veins occur in the Brooklyn clastic sedimentary rocks and hornblende diorite along the footwall of the unconformity, which shows strong silicification and widespread argillic

alteration. The eastern portion of the anomaly returned values up to 0.122 and 0.102 ppm Au and coincides with an additional zone of alteration and veining which returned rock sample results to up to 0.762 ppm Au.

In 2017 and 2018, Kinross completed a total of 7 core holes totaling 2,089 m in the Big Sexy area to evaluate if the surface mapped epithermal system continues at depth. Although the drilling did not produce significant Au assays nor chalcedonic quartz veining at depth, significant epithermal alteration in proximity to NNE structures was found similar to that mapped at surface. The strong argillic alteration encountered is now thought to be related to Eocene aged dacite intrusive units, and Eocene rocks are interpreted to overlie Triassic Brooklyn Formation rocks in the Big Sexy area previously thought to correlate with the Lexington Porphyry. The drilling also suggests the rock units encountered are Eocene in age, unconformably overlie Triassic Brooklyn Formation rocks around the Big Sexy area, dip shallowly to the east, with minor displacement along the NNE striking Eocene normal faults. This correlates well with the shallow skarn alteration found in the Brooklyn sediments to the west, and at depth to the east (Allen, 2019). Additional work is still warranted at the Big Sexy Target including ground geophysical surveys such as magnetics and perhaps Induced Polarization (IP) surveys.

Two recent site inspections have been conducted at the Midway Property. Mr. Gerald Holmes, a Contributor to the Technical Report, visited the Property on March 25th and 26th, 2021. Mr. Holmes verified recent reported work completed on the Property, including visually verifying the location of Kinross diamond drill hole GM17-02, and collected a total of 10 rock grab samples. Four rock grab samples were collected from the Big Sexy area and six rock grab samples were collected from the Midway NW Ingram Creek area. Rock grab samples collected by Mr. Holmes were submitted to ALS Canada Ltd. (ALS) in North Vancouver, BC, Canada for analysis. ALS is independent of Baden, Grizzly, Mr. Holmes and the author of the Technical Report. Two samples collected from Big Sexy yielded gold values of 0.312 and 0.287 ppm Au. In addition, sample 21JHP002 returned 12.1 ppm Ag and 1,435 ppm Cu. Mr. Holmes' sampling confirmed Au-Cu-Ag mineralization in the silica zone of the Big Sexy area. Furthermore, samples collected by Mr. Holmes from the Midway NW Ingram Creek area returned elevated values of chromium, nickel and cobalt, as well as elevated values of calcium and magnesium.

Ms. Rachelle Hough, B.Sc., P.Geo., the author of the Technical Report and a QP, conducted a site inspection of the Property on April 26th, 2021. Mrs. Hough verified the geology of the Property and verified recent work completed on the Property by Kinross, including the confirmation of the location of drill hole GM17-02. Additionally, the author inspected the locations of the samples collected by Mr. Holmes on March 25th to 26th, 2021, and collected seven rock grab samples in proximity to Mr. Holmes' samples. Three samples were collected at Big Sexy and four were collected from the Midway NW Ingram Creek area. Rock grab samples collected by the author were submitted to ALS in North Vancouver, BC, Canada for analysis and the results are pending.

14.2 Risks and Uncertainties

The author of the Technical Report is not aware of any unusual risk factors that might impact future exploration and potential development on the Property other than the normal risks and uncertainties associated with mineral exploration. The Property is at an early stage of exploration and there are no known mineral resources on the Property.

15. Recommendations

The Technical Report discusses the results of recent exploration work that has been completed at the Midway Project which, although still at a relatively early stage of exploration, has resulted in the identification of a number of compelling surface geochemical anomalies associated with extensive zones of alteration (silicification +/- sulphidation) primarily within Tertiary (likely Eocene-age) volcanics located at the northern and northwestern portions of the Toroda Graben. The majority of these anomalies remain untested and where recent drilling has been conducted, several surface gold geochemical anomalies remain unexplained. The north-northeast trending Toroda Graben is located immediately west of the parallel Republic Graben, which is host to a number of Eocene-aged low sulphidation epithermal precious metal (gold) deposits located approximately 17 km southeast of the Midway Property.

In addition, alteration and geochemical anomalies have also been identified on the Midway Property associated with the "Midway Window", which represents a block of older (pre-Tertiary) Paleozoic to Triassic aged rocks. These rocks are located along the west edge of the Toroda Graben and lie directly along strike (following the western boundary of the Toroda Graben) north-northeast of Kinross' Buckhorn Gold Mine, which lies 6 km south of the International border and the Midway Property. The Buckhorn Mine is an example of the gold and copper-gold skarn-type deposits that are also found within the Boundary District associated with Jurassic-Cretaceous intrusive activity in Paleozoic sediment.

Table 15.1. Estimated costs for a recommended work program at the Midway Property

Phase I	**Fieldwork**				**(CDN$)**
Administrative / General					
Administration and Project Management					$11,000
Soil Sampling	500	samples	$ 25	/sample	$12,500
Prospecting (Rock Sampling)	200	samples	$ 35	/sample	$7,000
Sampling (labour and accommodations)	14	days	$ 1,500	/day	$21,000
Geological Mapping	14	days	$ 500	/day	$7,000
Geophysical Surveying: Ground Magnetics	21	days	$ 500	/day	$10,500
Geophysical Surveying: Additional IP	14	days	$ 4,000	/day	$56,000
				Total (Phase 1)	**$125,000**
Phase 2	**Drilling**				
Drilling - Midway and/or other areas	1000	m	$ 300	/m	$300,000

As a result of the recent work that has been completed at the Midway Property by Grizzly and Kinross, along with the geological setting and prospectivity of the Property, and the author's site visit, the author of the Technical Report considers the Midway Property to be a 'Property of Merit' warranting additional exploration. Specifically, there are large portions of the Property that require ongoing reconnaissance level evaluation and thus additional geochemical sampling (stream sediment, rock and soil sampling), geological mapping and prospecting work is recommended at a number of locations

throughout the Property. In addition, ground geophysical surveying is recommended for portions of the Property where significant anomalies have been previously identified, including at the main Midway Window target area. The estimated cost of the Phase 1 recommended work program is approximately CDN$125,000. Following the completion of this work but dependent on the results of this work, a follow-up drilling program will likely be required. For planning purposes, a Phase 2 drill program of about 1,000 m of core drilling is also recommended that would require an estimated expenditure on the order of CDN$300,000.

USE OF AVAILABLE FUNDS

Proceeds

This is a non-offering prospectus. The Issuer is not raising any funds in conjunction with this Prospectus and accordingly, there are no proceeds.

The Issuer has historically generated negative cash flows and there is no assurance that the Issuer will not experience negative cash flow from operations in the future. For the year ended June 30, 2020, the Issuer sustained net losses from operations and had negative cash flow from operating activities of $53,595. Any negative cash flow from operating activities in future periods will be covered entirely by proceeds.

Funds Available

As at April 30, 2021, the Issuer had working capital of $479,133, comprised of cash and cash equivalents of $470,762 and receivables of $8,371, which will be expended on the principal purposes set out below. The Issuer's working capital is primarily comprised of net proceeds of the private placement financings previously completed by the Issuer. See "Prior Sales" below for further details.

Use of Available Funds	($)
Estimated regulatory fees related to the filing of a long form prospectus and listing on the CSE	10,000
Estimated legal, accounting, geologist and other expenses related to the Technical Report and to the filing of a long form prospectus and listing on the CSE	27,300
Option payment pursuant to the Midway Property Option Agreement due on listing	15,000
Exploration of the Midway Property as recommended in the Technical Report(1) by October 31, 2021	125,000
Further exploration of the Midway Property by October 31, 2021(2)	25,000
Estimated general and administrative costs for next 12 months(3)	121,000
Shareholder communications	5,000
Unallocated working capital	150,833
TOTAL:	**$479,133**

(1) See "Narrative Description of the Business – Estimated Exploration Costs."
(2) The 13 protected claims of the Midway Property require $212,825 of exploration work done by

December 31, 2021, to extend the claims to January 31, 2023. The Issuer and the owner of the claims have agreed that the Issuer will expend a total of $150,000 for work in 2021 and the owner will expend or contribute from its portable assessment credits (PAC) account, a further $64,000 in order to extend the claims.

(3) See the table below for a description of the estimated general and administrative costs of the Issuer for the next 12-month period.

A summary of the estimated annual general and administrative costs is as follows:

General and Administrative Costs for 12 Month Period Following the Listing Date	**($)**
Management Fees	48,000
Regulatory Fees	16,000
Transfer Agent	6,000
Legal and Accounting	26,000
Office Rent	18,000
Miscellaneous	7,000
TOTAL:	$121,000

Business Objectives and Milestones

The recommended work program outlined in the Technical Report calls for expenditures of CDN $125,000 for Phase I exploration work on the Property. Management intends to proceed with the recommended work program to assess the viability of the Property. The business objective is to assess the results of the planned work and, if warranted, implement additional work to further explore the Property (subject to available funds). This work could include additional rock and soil sampling, additional geophysical surveys, and trenching and drilling that would be carried out over a number of years, which would require additional capital or the entering into of a joint venture. The overall objective of the Issuer is to discover a body of gold mineralization of sufficient size that leads to economic analysis. The steps or milestones to achieve the stated objectives for Phase I of the program are outlined below.

Milestones

Milestone	**Estimated Time to Complete**	**Estimated Cost to Complete**
(1) Additional IP	14 days	$56,000
(2) Ground magnetics	21 days	$10,500
(3) Sampling	14 days	$33,500
(4) Prospecting (rock)	14 days	$7,000
(5) Mapping	14 days	$7,000

It is estimated that the recommended exploration program would take three months to complete.

As set forth above, the budget for the milestones for the objectives of Phase I is $114,000, and together with $11,000 for administration and project management, the total budget to complete the Phase I recommended exploration program is $125,000. The Issuer has agreed to spend a further $25,000 on work in 2021. Each of the milestones outlined above comprises a separate and distinct activity, but each item is an integral element to complete the program and enables the Issuer to make decisions on achieving its business objectives. It is anticipated the work will be carried out in the summer of 2021 such that any follow-up work can be completed during the calendar year.

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 Issuer. Accordingly, the Issuer may abandon in whole or in part any of its property interests or may, as work progresses, alter the recommended work program, or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any funds so diverted for the purpose of conducting work or examining other properties acquired by the Issuer, although the Issuer has no present plans in this respect. The timing of the Issuer's use of available funds could also be adversely impacted by the COVID-19 pandemic as discussed herein.

DIVIDEND POLICY

The Issuer has not paid out any dividends or distributions and does not have a policy regarding dividends or distributions.

BADEN RESOURCES INC.

MANAGEMENT DISCUSSION AND ANALYSIS

For the six months ended on December 31, 2020

The following MD&A of Baden Resources Inc. (the "Issuer") has been prepared by management, in accordance with the requirements of NI 51-102 as of March 23, 2021, and should be read in conjunction with the unaudited condensed interim financial statements and accompany notes for the six months ended December 31, 2020 and the audited financial statements for the period from incorporation on January 19, 2020 to June 30, 2020 and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Issuer. The Issuer is not a "Venture Issuer" as defined in NI 51-102.

All financial information in this MD&A has been prepared in accordance with IFRS. All monetary amounts are expressed in Canadian dollars, the presentation and functional currency of the Issuer, unless otherwise indicated.

Overview

The Issuer was incorporated in the Province of British Columbia on January 19, 2020 under the name of "Baden Resources Inc." The Issuer is in the process of exploring mining claims which are held under option and has not yet determined whether or not the optioned properties will contain economically recoverable reserves.

As at December 31, 2020, the Issuer reported working capital of $536,892 and may require financing from outside participation to continue exploration and subsequent development of its mining claims under the option and to be able to make payments required under the Bertha Option Agreement. As at December 31, 2020 the Issuer had not yet achieved profitable operations, has accumulated losses of $78,077 since its inception and expects to incur further losses in the development of its business, all of which casts doubt about the Issuer's ability to continue as a going concern. The Issuer's ability to continue as a going concern is dependent on continued financial support from its shareholders, the ability of the Issuer to raise equity financing, the attainment of profitable operations and external

financings.

Exploration Activities

Area and Location

The Bertha Property is comprised of nine (9) contiguous mining claims that are the subject of the Bertha Property Option Agreement. The claims that comprise the Property cover an area of 1,461 hectares and are located 35 kilometers southwest of Kamloops, British Columbia, within the Kamloops Mining District.

The following table summarizes the Company's exploration and evaluation asset expenditures to December 31, 2020:

	December 31, 2020	June 30, 2020
	$	$
Acquisition costs:		
Balance, beginning of period	**10**	-
Additions	**-**	10
Balance, end of period	**10**	10
Deferred exploration expenditures:		
Balance, beginning of period	**57,950**	-
Consulting	**5,800**	10,000
Geophysical program	**-**	47,950
Balance, end of period	**63,750**	57,950
	63,760	57,960

Results of Operations - For the three months ended December 31, 2020:

Revenues

Due to the Issuer's status as an exploration stage mineral resource Issuer and a lack of commercial production from its properties, the Issuer currently does not have any revenues from its operations.

Expenses

During the three months ending December 31, 2020, the Issuer recorded a loss of $3,876. Some of the significant charges to operations are as follows:

- Professional fees of $2,960.

Results of Operations - For the six months ended December 31, 2020:

Revenues

Due to the Issuer's status as an exploration stage mineral resource Issuer and a lack of commercial production from its properties, the Issuer currently does not have any revenues from its operations.

Expenses

During the six months ending December 31, 2020, the Issuer recorded a loss of $24,482. Some of the significant charges to operations are as follows:

- Share-based compensation of $5,540 related to the issuance of 75,000 stock options at an exercise price of $0.10 per share for 5 years.
- Listing, filing, transfer agent fees of $12,893.
- Professional fees of $5,960.

Summary of Quarterly Results

	December 31, 2020	September 30, 2020	June 30, 2020	period from incorporation on January 19, 2020 to March 31, 2020
Revenue	Nil	Nil	Nil	Nil
Loss for the period	(3,876)	(20,606)	(30,681)	(22,914)
Deficit	(78,077)	(74,201)	(53,595)	(22,914)
Loss per share (Basic & Diluted)	(0.00)	(0.00)	(0.01)	(0.01)
Current assets	559,978	577,654	254,350	63,955
Total assets	628,738	640,614	312,310	113,915
Total liabilities	23,086	31,086	30,586	1,510

For the quarter ended December 31, 2020, Revenue was Nil, Loss for the period was $3,876, Loss per share was $(0.00), Current assets was $559,978, Total assets were $628,738 and Total liabilities were
$23,086.

Figures for the periods prior to December 31, 2019 are not available as the Issuer was only incorporated in January 19, 2020.

Liquidity and Capital Resources

As at December 31, 2020, the Issuer had working capital of $536,892 and an accumulated deficit of $78,077. The financial statements have been prepared in accordance with IFRS on an ongoing basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The continuation of the Issuer is dependent upon the financial support of creditors and stockholders, refinancing debts payable, obtaining additional long-term debt or equity financing, as well as achieving and maintaining a profitable level of operations. The Issuer believes it will require additional working capital to meet operating and exploration costs for the upcoming year.

During the six months ended December 31, 2020, the Issuer completed the following transactions:

- On July 30, 2020, the Company issued 1,710,000 common shares at $0.10 per unit for proceeds of $171,000 for the first tranche of the private placement.

- On September 3, 2020, the Company issued 1,760,000 common shares at $0.10 per unit for proceeds of $176,000. In relation to the issuance, the Company paid $4,130 in cash and issued 77,700 finders warrants. Each finders' warrant is exercisable at $0.10 for up to 18 months after listing on the Canadian Securities Exchange.

- The Issuer granted stock options for 75,000 shares exercisable at $0.10 per share.

Cash Flow Analysis

Operating Activities

During the six months ended December 31, 2020, cash used in operating activities was $25,116.

Financing Activities

During the six months ended December 31, 2020, cash generated by financing activities was $347,000. During the period, the Issuer received net proceeds of $342,870 from private placement financings.

Investing Activities

During the six months ended December 31, 2020, cash used in investing activities was $10,800. The Issuer spent $5,800 on exploration and evaluation assets and $5,000 on a reclamation bond on the Bertha Property.

Contractual Obligations

The Issuer is subject to certain contractual obligations associated with the Bertha Property Option Agreement. In order to exercise the option under the Bertha Property Option Agreement, the Issuer shall pay to the Owner of the Property the aggregate sum of $300,020 and issue a total of 600,000 common shares in instalments, and complete minimum expenditures on the Property in installments equaling $653,000. As of December 31, 2020, the Issuer has paid $10 under the Bertha Property Option Agreement and incurred exploration expenditures of $63,750.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Issuer as a whole. The Issuer has determined that key management personnel consist of members of the Issuer's Board of Directors and corporate officers. There were no remuneration of directors and key management personnel for the six months ended December 31, 2020.

Risks and Uncertainties

The Issuer is engaged in the acquisition and exploration of mining claims. These activities involve significant risks which careful evaluation, experience and knowledge may not, in some cases eliminate the risk involved. The commercial viability of any material deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure. Government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a mineral deposit.

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

Annual losses are expected to continue until the Issuer has an interest in a mineral property that produces revenues. The Issuer's ability to continue its operations and to realize assets at their carrying values is dependent upon the continued support of its shareholders, obtaining additional financing and generating revenues sufficient to cover its operating costs. The Issuer's financial statements do not give effect to any adjustments which would be necessary should the Issuer be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the consolidated financial statements.

Any forward-looking information in this MD&A is based on the conclusions of management. The Issuer cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the Issuer's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the Issuer and other factors.

Capital risk management

The Issuer's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Issuer includes shareholders' equity, comprised of issued share capital, contributed surplus and deficit, in the definition of capital.

The Issuer's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to further exploration on its properties. To secure the additional capital necessary to pursue these plans, the Issuer will attempt to raise additional funds through the issuance of equity, debt or by securing strategic partners.

The Issuer is not subject to externally imposed capital requirements. The Issuer's financial instruments and risk exposures are summarized below.

Currency risk

Foreign exchange risk arises from purchase transactions as well as recognized financial assets and liabilities denominated in foreign currencies. The Issuer's functional and presentation currency is the Canadian dollar.

Credit risk

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. The Issuer is exposed to credit risk with respect to its cash. The Issuer reduces its credit risk by maintaining its primary bank accounts at large financial institutions.

Liquidity risk

Liquidity risk is the risk that the Issuer will not be able to meet its obligations as they fall due. The Issuer manages its liquidity risk by forecasting cash flows from operations and anticipated investing

and financing activities. Senior management is also actively involved in the review and approval of planned expenditures.

As at December 31, 2020, the Issuer had a working capital of $536,892.

The Issuer has liquidity risk and is dependent on raising additional capital to fund exploration and operations.

Fair Value risk

Fair value represents the amounts at which a financial instrument could be exchanged between willing parties, based on current markets for instruments with the same risk, principal and remaining maturity. Fair value estimates are based on quoted market values and other valuation methods.

The carrying values of cash, reclamation bonds, bank overdraft and accounts payable and accrued liabilities approximate fair values due to the relatively short-term maturities of these instruments.

FAIR VALUE HIERARCHY

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 values of cash are measured based on level 1 inputs of the fair value hierarchy.

Outstanding Shares, Stock Options and Warrants

As at the date of this MD&A, the Issuer had the following outstanding share data:

	Number	Exercise price	Expiry date
Common shares	11,736,000	Nil	Nil
Warrants	4,077,700	$ 0.10	18 months from the date the common shares are listed on the Canadian Securities Exchange
Stock options	725,000	$ 0.10	February 28, 2025-July 6, 2025

Off-Balance Sheet Arrangements
The Issuer has no off-balance sheet arrangements.

Proposed Transactions
The Issuer has no proposed

transactions. *Significant Accounting*

Policies Restoration liabilities

The Issuer recognizes the fair value of restoration liabilities related to statutory, contractual or legal obligations associated with the retirement of mining claims in the year in which it is incurred when a reasonable estimate of fair value can be made, in which case the carrying amount of the related mining claim is increased by the same amount as the net present value of the restoration liability. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. The Issuer's estimates of such costs could change as a result of changes in regulatory requirements and assumptions regarding the amount and timing of the future expenditures and changes in the net present value.

Acquisition, exploration and evaluation expenditures

The Issuer is in the exploration stage with respect to its investment in exploration properties and follows the practice of capitalizing all costs relating to the acquisition of its interest in properties excluding mining lease agreements. All exploration and development expenditures are expensed in the period incurred. Such costs include, but are not exclusive to, geological, geophysical studies, exploratory drilling and sampling. The aggregate acquisition costs related to abandoned mineral properties are charged to income at the time of any abandonment or when it has been determined that there is evidence of permanent impairment.

An impairment charge relating to a mineral property is subsequently reversed when new exploration results or actual or potential proceeds on sale or farmout of the property result in a revised estimate of the recoverable amount but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized.

The recoverability of amounts shown for interest in exploration properties is dependent upon the discovery of economically recoverable reserves, the ability of the Issuer to obtain financing to complete development of the properties, and on future production or proceeds of disposition.

The Issuer recognizes in income costs recovered on exploration properties when amounts received or receivable are in excess of the carrying amount.

All capitalized acquisition costs of interests in properties are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that the capitalized acquisition cost is not expected to be recovered, it is charged to the results of operations. Exploration areas where reserves have been discovered, but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is underway as planned.

Share Capital

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

Income/Loss per share

The Issuer presents basic and diluted income/loss per share data for its Common Shares, calculated by

dividing the income/loss attributed to common shareholders of the Issuer by the weighted average number of Common Shares outstanding during the period. Diluted income/loss per share does not adjust the income/loss attributed to the common shareholders or the weighted average number of Common Shares outstanding when the effect is anti-dilutive.

Provisions

A provision is recognized in the statements of financial position when the Issuer has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured 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. The Issuer has recorded no provisions at December 31, 2020.

Income Taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

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

Financial instruments

Financial instruments are accounted for in accordance with IFRS 9, “Financial Instruments: Classification and Measurement”. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income (“FVTOCI”); or (iii) fair value through profit or loss (“FVTPL”). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial

assets not classified and measured at amortized cost or FVTOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

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

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash is measured at FVTPL.

Receivables are measured at amortized cost.

Impairment of financial assets

IFRS 9 uses the expected credit loss ("ECL") model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company's receivables.

Impairment

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Trade payables are classified under other financial liabilities and carried on the statement of financial position fair value through profit or loss.

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 and loss.

Foreign currency translation

Foreign currency transactions are initially recorded in the functional currency at the transaction date exchange rate. At closing date, monetary assets and monetary liabilities denominated in a foreign currency are translated into the functional currency at the closing date exchange rate.

Non-monetary items measured at historical cost are translated using the historical exchange rate. Non-monetary items measured at fair value are translated using the exchange rates at the date when fair value was determined.

Related Party transactions

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

Critical Accounting Estimates

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

Information regarding significant areas of estimation, uncertainty and critical judgements made in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are the following:

Share-based payments

Judgment is applied in determining the share price to be assigned to shares issued to enter into mining lease agreements.

Recovery of deferred tax assets

Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the probability that the Issuer will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction.

Additionally, future changes in tax laws in the jurisdictions in which the Issuer operates could limit the ability of the Issuer to obtain tax deductions in future periods.

Determination of functional currency

In accordance with IAS 21 *The Effects of Changes in Foreign Exchange Rates*, management determined that the functional currency of the Issuer and its subsidiary is the Canadian dollar.

Other significant accounting estimates include the amounts accrued for restoration liabilities.

Internal Controls Over Financial Reporting

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Issuer will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Management's Responsibility for Financial Statements

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

BADEN RESOURCES INC.

MANAGEMENT DISCUSSION AND ANALYSIS

For the period from incorporation on January 19, 2020 to June 30, 2020

The following MD&A of Baden Resources Inc. (the "**Issuer**") has been prepared by management, in accordance with the requirements of NI 51-102 as of September 8, 2020 and should be read in conjunction with the audited financial statements for the period from incorporation on January 19, 2020 to June 30, 2020 and the related notes contained therein which have been prepared under IFRS. The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Issuer. The Issuer is not a "Venture Issuer" as defined in NI 51-102.

All financial information in this MD&A has been prepared in accordance with IFRS. All monetary amounts are expressed in Canadian dollars, the presentation and functional currency of the Issuer, unless otherwise indicated.

Overview

The Issuer was incorporated in the Province of British Columbia on January 19, 2020 under the name of "Baden Resources Inc." The Issuer is in the process of exploring mining claims which are held under option and has not yet determined whether or not the optioned properties will contain economically recoverable reserves.

As at June 30, 2020, the Issuer reported working capital of $223,764 and may require financing from outside participation to continue exploration and subsequent development of its mining claims under the option and to be able to make payments required under the Bertha Option Agreement. As at June 30, 2020 the Issuer had not yet achieved profitable operations, has accumulated losses of $53,595 since its inception and expects to incur further losses in the development of its business, all of which casts doubt about the Issuer's ability to continue as a going concern. The Issuer's ability to continue as a going concern is dependent on continued financial support from its shareholders, the ability of the Issuer to raise equity financing, the attainment of profitable operations and external financings.

Significant Events

On January 20, 2020, the Issuer entered into an option agreement to acquire 100% of the mineral claims known as the Bertha Property.

Exploration Activities

Area and Location

The Bertha Property is comprised of nine (9) contiguous mining claims that are the subject of the Bertha Property Option Agreement. The claims that comprise the Property cover an area of 1,461 hectares and are located 35 kilometers southwest of Kamloops, British Columbia, within the Kamloops Mining District.

The following table summarizes the Company's exploration and evaluation asset expenditures to June 30, 2020:

	June 30, 2020
	$
Acquisition costs:	
Balance, beginning of period	-
Additions	10
Balance, end of period	10
Deferred exploration expenditures:	
Balance, beginning of period	-
Consulting	10,000
Geophysical program	47,950
Balance, end of period	57,950
	57,960

Results of Operations - For the period from incorporation on January 19, 2020 to June 30, 2020:

Revenues

Due to the Issuer's status as an exploration stage mineral resource Issuer and a lack of commercial production from its properties, the Issuer currently does not have any revenues from its operations.

Expenses

During the period from incorporation on January 19, 2020 to June 30, 2020, the Issuer recorded a loss of $53,595. Some of the significant charges to operations are as follows:

- Share-based compensation of $21,019 related to the issuance of 650,000 stock options at an exercise price of $0.10 per option for 5 years.
- Professional fees of $32,076.

Selected Annual Information

The following table summarizes selected financial data for the Issuer for most recently completed financial year and should be read in conjunction with the financial statements.

	period from incorporation on January 19, 2020 to June 30, 2020
	$
Revenue	Nil
Loss for the year	(53,595)
Deficit	(53,595)
Loss Per Share (Basic & Diluted)	(0.02)
Current assets	254,350
Total assets	312,310
Total liabilities	30,586

Summary of Quarterly Results

	June 30, 2020	period from incorporation on January 19, 2020 to March 31, 2020
Revenue	Nil	Nil
Loss for the period	(30,681)	(22,914)
Deficit	(53,595)	(22,914)
Loss per share (Basic & Diluted)	(0.01)	(0.01)
Current assets	254,350	63,955
Total assets	312,310	113,915
Total liabilities	30,586	1,510

For the quarter ended June 30, 2020, Revenue was Nil, Loss for the period was $30,681, Loss per share was $(0.01), Current assets was $254,350, Total assets were $312,310 and Total liabilities were $30,586.

Figures for the periods prior to December 31, 2019 are not available as the Issuer was only incorporated in January 19, 2020.

Liquidity and Capital Resources

As at June 30, 2020, the Issuer had working capital of $223,764 and an accumulated deficit of $53,595. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") on an ongoing basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The continuation of the Issuer is dependent upon the financial support of creditors and stockholders, refinancing debts payable, obtaining additional long-term debt or equity financing, as well as achieving and maintaining a profitable level of operations. The Issuer believes it will require additional working capital to meet operating and exploration costs for the upcoming year.

During the period from incorporation on January 19, 2020 to June 30, 2020 the Issuer completed the following transactions:

- On January 19, 2020, the Company issued 2,200,000 common shares at $0.005 per share to directors for gross proceeds of $11,000.

- On March 31, 2020, the Company issued 2,066,000 common shares at $0.05 per share for gross cash proceeds of $103,300, of which 1,040,000 were issued to directors.

- On June 29, 2020, the Company issued 4,000,000 units at $0.05 per units for proceeds of $200,000, of which 150,000 were issued to directors. Each unit consists of one common share and one warrant. Each warrant is exercisable into a common share at $0.10 per share for a period of 18 months from the date the common shares are listed on a Canadian exchange.

- The Issuer issued options for 650,000 shares to directors exercisable at $0.10 per option.

Cash Flow Analysis

Operating Activities

During the period from incorporation on January 19, 2020 to June 30, 2020, cash used in operating activities was $14,312.

Financing Activities

During the period from incorporation on January 19, 2020 to June 30, 2020, cash generated by financing activities was $314,300. During the period, the Issuer received net proceeds of $314,300 from private placement financings.

Investing Activities

During the period from incorporation on January 19, 2020 to June 30, 2020, cash used in investing activities was $57,960. The Issuer spent $57,960 on the Bertha Property for acquisition and geophysical program reports.

Contractual Obligations

The Issuer is subject to certain contractual obligations associated with the Bertha Property Option Agreement. In order to exercise the option under the Bertha Property Option Agreement, the Issuer shall

pay to the Owner of the Property the aggregate sum of $315,020 and issue a total of 600,000 common shares in instalments, and complete minimum expenditures on the Property in installments equalling $653,000. As of June 30, 2020, the Issuer has paid $10 under the Bertha Property Option Agreement and incurred exploration expenditures of $57,950.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Issuer as a whole. The Issuer has determined that key management personnel consist of members of the Issuer's Board of Directors and corporate officers. There were no remuneration of directors and key management personnel for the period ended June 30, 2020.

The Issuer recognized share-based compensation of $21,019 for related parties during the period from incorporation on January 19, 2020 to June 30, 2020.

Final Quarter Results

During the final quarter of fiscal 2020, the Issuer recorded total expenses of $30,681. Professional fees of $30,576 incurred by the Issuer during the three months ended June 30, 2020 related mainly to preliminary services performed regarding being listed on the Canadian Securities Exchange ("CSE"). The Company incurred $105 in operating, general and administration expenses.

Subsequent Events

On July 24, 2020, the Issuer granted 75,000 stock options to a director, exercisable at $0.10 per share for a period of 5 years.

Subsequent to June 30, 2020, the Issuer issued 3,470,000 common shares through private placements at $0.10 per share for gross proceeds of $347,000. In relation to the issuance, the Issuer paid $4,330 in cash for finders' fees and issued 77,700 finders' warrants. Each finders' warrant is exercisable at $0.10 for up to 18 months after listing on the Canadian Securities Exchange.

Risks and Uncertainties

The Issuer is engaged in the acquisition and exploration of mining claims. These activities involve significant risks which careful evaluation, experience and knowledge may not, in some cases eliminate the risk involved. The commercial viability of any material deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure. Government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a mineral deposit.

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

Annual losses are expected to continue until the Issuer has an interest in a mineral property that produces revenues. The Issuer's ability to continue its operations and to realize assets at their carrying values is dependent upon the continued support of its shareholders, obtaining additional financing and generating revenues sufficient to cover its operating costs. The Issuer's financial statements do not give effect to any adjustments which would be necessary should the Issuer be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the consolidated financial statements.

Any forward-looking information in this MD&A is based on the conclusions of management. The Issuer cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the Issuer's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the Issuer and other factors.

Capital risk management

The Issuer's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Issuer includes shareholders' equity, comprised of issued share capital, contributed surplus and deficit, in the definition of capital.

The Issuer's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to further exploration on its properties. To secure the additional capital necessary to pursue these plans, the Issuer will attempt to raise additional funds through the issuance of equity, debt or by securing strategic partners.

The Issuer is not subject to externally imposed capital requirements. The Issuer's financial instruments and risk exposures are summarized below.

Currency risk

Foreign exchange risk arises from purchase transactions as well as recognized financial assets and liabilities denominated in foreign currencies. The Issuer's functional and presentation currency is the Canadian dollar.

Credit risk

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. The Issuer is exposed to credit risk with respect to its cash. The Issuer reduces its credit risk by maintaining its primary bank accounts at large financial institutions.

Liquidity risk

Liquidity risk is the risk that the Issuer will not be able to meet its obligations as they fall due. The Issuer manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management is also actively involved in the review and approval of planned expenditures.

As at June 30, 2020, the Issuer had a working capital of $223,764.

The Issuer has liquidity risk and is dependent on raising additional capital to fund exploration and operations.

Fair Value risk

Fair value represents the amounts at which a financial instrument could be exchanged between willing parties, based on current markets for instruments with the same risk, principal and remaining maturity. Fair value estimates are based on quoted market values and other valuation methods.

The carrying values of cash, reclamation bonds, bank overdraft and accounts payable and accrued liabilities approximate fair values due to the relatively short-term maturities of these instruments.

FAIR VALUE HIERARCHY

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 values of cash are measured based on level 1 inputs of the fair value hierarchy.

Outstanding Shares, Stock Options and Warrants

As at the date of this MD&A, the Issuer had the following outstanding share data:

	Number	Exercise price	Expiry date
Common shares	11,736,000	Nil	Nil
Warrants	4,077,700	$ 0.10	18 months from the date the common shares are listed on the Canadian Stock Exchange
Stock options	650,000	$ 0.10	February 28, 2025
	75,000	$ 0.10	July 24, 2025

Off-Balance Sheet Arrangements
The Issuer has no off-balance sheet arrangements.

Proposed Transactions
The Issuer has no proposed transactions.

Significant Accounting Policies

Restoration liabilities

The Issuer recognizes the fair value of restoration liabilities related to statutory, contractual or legal obligations associated with the retirement of mining claims in the year in which it is incurred when a reasonable estimate of fair value can be made, in which case the carrying amount of the related mining claim is increased by the same amount as the net present value of the restoration liability. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. The Issuer's estimates of such costs could change as a result of changes in regulatory requirements and assumptions regarding the amount and timing of the future expenditures and changes in the net present value.

Acquisition, exploration and evaluation expenditures

The Issuer is in the exploration stage with respect to its investment in exploration properties and follows the practice of capitalizing all costs relating to the acquisition of its interest in properties excluding mining lease agreements. All exploration and development expenditures are expensed in the period incurred. Such costs include, but are not exclusive to, geological, geophysical studies, exploratory drilling and sampling. The aggregate acquisition costs related to abandoned mineral properties are charged to income at the time of any abandonment or when it has been determined that there is evidence of permanent impairment.

An impairment charge relating to a mineral property is subsequently reversed when new exploration results or actual or potential proceeds on sale or farmout of the property result in a revised estimate of the recoverable amount but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized.

The recoverability of amounts shown for interest in exploration properties is dependent upon the discovery of economically recoverable reserves, the ability of the Issuer to obtain financing to complete development of the properties, and on future production or proceeds of disposition.

The Issuer recognizes in income costs recovered on exploration properties when amounts received or receivable are in excess of the carrying amount.

All capitalized acquisition costs of interests in properties are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that the capitalized acquisition cost is not expected to be recovered, it is charged to the results of operations. Exploration areas where reserves have been discovered, but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is underway as planned.

Share Capital

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

Income/Loss per share

The Issuer presents basic and diluted income/loss per share data for its Common Shares, calculated by dividing the income/loss attributed to common shareholders of the Issuer by the weighted average number of Common Shares outstanding during the period. Diluted income/loss per share does not adjust the income/loss attributed to the common shareholders or the weighted average number of Common Shares outstanding when the effect is anti-dilutive.

Provisions

A provision is recognized in the statements of financial position when the Issuer has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured 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. The Issuer has recorded no provisions at June 30, 2020.

Income Taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

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

Financial instruments

Financial instruments are accounted for in accordance with IFRS 9, “Financial Instruments: Classification and Measurement”. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income (“FVTOCI”); or (iii)

fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVTOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

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

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash is measured at FVTPL.

Receivables are measured at amortized cost.

Impairment of financial assets

IFRS 9 uses the expected credit loss ("ECL") model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company's receivables.

Impairment

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Trade payables are classified under other financial liabilities and carried on the statement of financial position fair value through profit or loss.

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 and loss.

Foreign currency translation

Foreign currency transactions are initially recorded in the functional currency at the transaction date exchange rate. At closing date, monetary assets and monetary liabilities denominated in a foreign currency are translated into the functional currency at the closing date exchange rate.

Non-monetary items measured at historical cost are translated using the historical exchange rate. Non-monetary items measured at fair value are translated using the exchange rates at the date when fair value was determined.

Related Party transactions

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

Critical Accounting Estimates

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

Information regarding significant areas of estimation, uncertainty and critical judgements made in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are the following:

Share-based payments

Judgment is applied in determining the share price to be assigned to shares issued to enter into mining lease agreements.

Recovery of deferred tax assets

Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the probability that the Issuer will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction.

Additionally, future changes in tax laws in the jurisdictions in which the Issuer operates could limit the ability of the Issuer to obtain tax deductions in future periods.

Determination of functional currency

In accordance with IAS 21 *The Effects of Changes in Foreign Exchange Rates*, management determined that the functional currency of the Issuer and its subsidiary is the Canadian dollar.

Other significant accounting estimates include the amounts accrued for restoration liabilities.

Internal Controls Over Financial Reporting

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Issuer will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI52-109.

Management's Responsibility for Financial Statements

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

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

As of the date of this Prospectus, 11,736,000 Common Shares were issued and outstanding as fully paid and non-assessable. Holders of Common Shares have full voting rights for the election of directors and for all other purposes whatsoever, have one vote for each Common Share held, and are entitled to be given or to receive notice of and to attend meetings of the shareholders of the Issuer. The holders of the Common Shares shall be entitled to receive, if, as, and when declared by the directors, such dividends as may be declared thereon by the directors from time to time. Holders of Common Shares shall be entitled to receive dividends on the Common Shares exclusive of any other shares of the Issuer. The holders of the Common Shares shall have the right to share rateably, on a parity with the holders of shares of all other classes of common shares, in the remaining assets of the Issuer upon any winding-up of the Issuer.

Warrants

As of the date of this Prospectus, there are 4,000,000 Common Share purchase warrants outstanding, with each warrant exercisable into a common share at $0.10 per share for a period of 18 months from the date the common shares are listed on a Canadian exchange. In addition, there are 77,700 finders'

warrants outstanding, with each finders' warrant exercisable at $0.10 for up to 18 months after listing on the Canadian Securities Exchange.

The number of Common Shares issuable upon exercise of the Common Share purchase warrants and the finder's warrants will be subject to standard antidilution provisions, including an adjustment in certain events including, without limitation, the subdivision or consolidation of the outstanding Common Shares, the issue of Common Shares or securities convertible into Common Shares by way of stock dividends or distribution, a dividend or distribution paid to all or substantially all of the holders of Common Shares, the issue of rights, options or warrants to all or substantially all of the holders of Common Shares in certain circumstances, and the distribution to all or substantially all of the holders of Common Shares of any other class of shares, rights, options or warrants, evidences of indebtedness or assets. The number of warrant shares issuable upon exercise of warrants will also be subject to standard anti-dilution adjustments upon share consolidations, share splits, spin-off events, rights issues and reorganizations.

Options

The Issuer adopted the Stock Option Plan on March 16, 2020 and issued options for 650,000 shares exercisable at $0.10 each up to February 28, 2025, with an additional grant of options for 75,000 shares exercisable at $0.10 up to July 24, 2025. The Issuer intends to present the stock option plan to the shareholders at its next annual general meeting for continuing approval. See "Options to Purchase Securities".

CONSOLIDATED CAPITALIZATION

The following table sets forth the share and loan capital of the Issuer as at the dates below. The table should be read in conjunction with and is qualified in its entirety by the Issuer's audited financial statements for the fiscal year ended June 30, 2020.

Description	Authorized Capital	Outstanding as of June 30, 2020	Outstanding as of the date of this Prospectus
Common Shares	Unlimited	$314,300 (8,266,000 Common Shares)	$661,300 (11,736,000 Common Shares)
Common Share purchase warrants	N/A	Exercisable into 4,000,000 Common Shares	Exercisable into 4,000,000 Common Shares
Finder's warrants	N/A	Nil	Exercisable into 77,700 Common Shares
Long-term Debt	N/A	Nil	Nil

The following table sets out the share capital of the Issuer on a fully diluted basis:

	Fully Diluted Share Capital	
	Number of Common Shares	Percentage of Common Shares (%)
Common Shares issued and outstanding as at the date of the Prospectus(1)	11,736,000	70.12%
Common Shares to be issued pursuant to the	200,000	1.19%

Midway Property Option Agreement		
Common Shares reserved for issuance under the Stock Option Plan	725,000	4.33%
Common Shares reserved for issuance upon the exercise of outstanding Common Share purchase warrants	4,000,000	23.90%
Common Shares reserved for issuance upon the exercise of outstanding finder's warrants	77,700	0.46%
Total:	16,738,700	100%

Note:

(1) Pursuant to the terms of the Midway Property Option Agreement, the Issuer agreed to issue 200,000 Common Shares and pay $5,000 on the signing of the Midway Property Option Agreement and $15,000 to the optionor on the date that the Issuer's Common Shares are listed on the CSE. See "Narrative Description of the Business".

OPTIONS TO PURCHASE SECURITIES

On March 16, 2020, the Board of Directors adopted a stock option plan (the "**Stock Option Plan**") under which Options may be granted to the Issuer's directors, officers, employees and consultants. See *"Executive Compensation."*

The following is a summary of the material terms of the Stock Option Plan:

(i) effective on the date the Common Shares are listed and posted for trading on the Canadian Securities Exchange, the maximum number of Options which may be granted to any one holder under the Stock Option Plan within any 12-month period shall be 10% of the number of issued and outstanding Common Shares (unless the Issuer has obtained disinterested shareholder approval if required by applicable laws);

(ii) if required by applicable laws, disinterested shareholder approval is required to the grant to related persons, within a 12-month period, of a number of Options which, when added to the number of outstanding Options granted to related persons within the previous 12 months, exceed 10% of the issued Common Shares;

(iii) the expiry date of an Option shall be no later than the tenth anniversary of the grant date of such Option;

(iv) the maximum number of Options which may be granted to any one consultant within any 12- month period must not exceed 5% of the number of issued and outstanding Common Shares;

(v) the exercise price of any Option issued under the Stock Option Plan shall not be less than the Market Value (as defined in the Stock Option Plan) of the Common Shares as of the grant date; and

(vi) the Board, or any committee to whom the Board delegates, may determine the vesting schedule for any Option.

The following table summarizes the allocation of the Options granted by the Issuer up to the date of this Prospectus:

Optione	Number of	Exercise	Expiry Date
Executive Officers as a group[(1)]	500,000	$0.10	February 28, 2025
Directors as a group[(2)]	225,000	$0.10	February 28, 2025 (150,000 July 24, 2025 (75,000)
Consultants as a group[(3)]	N/A	N/A	N/A
Employees as a group	N/A	N/A	N/A
Total:	**725,000**		

Notes:
(1) This information applies to two executive officers of the Issuer, both of which are also directors of the Issuer.
(2) This information applies to two directors of the Issuer. Directors who are also executive officers are excluded from this figure.

PRIOR SALES

The Issuer sold the following amount of Common Shares since incorporation and within 12 months of the date of this Prospectus.

1) On January 18, 2020, the Issuer issued 2,200,000 Common Shares at a subscription price of $0.005 for each share for proceeds of $11,000.

2) On March 31, 2020, the Issuer issued 2,066,000 Common Shares at a subscription price of $0.05 for each share for proceeds of $103,300.

3) On June 29, 2020, the Issuer issued 4,000,000 units at a subscription price of $0.05 per unit for proceeds of $200,000, of which 150,000 were issued to directors. Each unit consists of one common share and one warrant. Each warrant is exercisable into a common share at $0.10 per share for a period of 18 months from the date the common shares are listed on a Canadian exchange.

4) On July 30, 2020, the Issuer issued 1,710,000 Common Shares at a subscription price of $0.10 for each share for proceeds of $171,000.

5) On September 3, 2020, the Issuer issued 1,760,000 Common Shares at a subscription price of $0.10 for each share for proceeds of $176,000. In relation to the issuance, the Issuer paid $4,330 in cash for finders' fees and issued 77,700 finders' warrants. Each finders' warrant is exercisable at $0.10 for up to 18 months after listing on the Canadian Securities Exchange.

ESCROWED SECURITIES

In accordance with National Policy 46-201 *Escrow for Initial Public Offerings* ("**NP 46-201**"), all Common Shares of the Issuer held by a principal of the Issuer prior to the listing of the Common Shares on the Canadian Securities Exchange are subject to escrow restrictions. A principal who holds securities carrying less than 1% of the voting rights attached to the Issuer's outstanding securities immediately after the listing of the Common Shares on the Canadian Securities Exchange is not subject to the escrow requirements under NP 46-201. Under the NP 46-201, a "principal" is defined as:

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

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

(c) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's IPO; 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 IPO and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

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

The following escrowed shares held by principals of the Issuer will be released pro rata to such shareholders as to 10% on the date of final Exchange notice and 15% every six months thereafter over a 36-month period. The escrowed shares are subject to the direction and determination of the Exchange. Specifically, escrowed shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the Exchange.

Pursuant to an agreement (the "**Escrow Agreement**") dated November 6, 2020 among the Issuer, the Escrow Agent and the principals of the Issuer, the principals agreed to deposit in escrow their Common Shares with the Escrow Agent.

As of the date of this Prospectus, the following securities are subject to the Escrow Agreement:

Designation of class	Number of securities held in escrow	Percentage of class as of the date of this Prospectus

Common Shares	3,440,000[1]	29.31%[2]

Notes:

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

(2) Based on 11,736,000 Common Shares issued and outstanding as at the date of this Prospectus, excluding the 200,000 Common Shares to be issued pursuant to the Midway Property Option Agreement and assuming that the 4,000,000 outstanding Common Share purchase warrants, the outstanding 77,700 finder's warrants and the 725,000 stock options have not been exercised.

The following sets forth particulars of the escrowed shares that are subject to the Escrow Agreement as of the date of this Prospectus.

Shareholder	**Number of securities [2]**	**Percentage of escrowed shares at the date of this Prospectus**	**Percentage of class as of the date of this Prospectus[3]**
Howard Milne[1]	1,050,000	30.52%	8.95%
Steve Mathiesen	2,150,000	62.5%	18.32%
James Place	240,000	6.98%	2.04%
Total	**3,440,000**	**100%**	**29.31%**

Notes:

(1) Includes 50,000 Common Shares held by Mr. Milne's spouse.

(2) The Common Shares are held in escrow by the Escrow Agent and will be released in accordance with the schedule below.

(3) Based on 11,736,000 Common Shares issued and outstanding as at the date of this Prospectus, excluding the 200,000 Common Shares to be issued pursuant to the Midway Property Option Agreement and assuming that the 4,000,000 outstanding Common Share purchase warrants, the outstanding 77,700 finder's warrants and the 725,000 stock options have not been exercised.

On the date the issuer's securities are listed on a Canadian exchange (the listing date)	**1/10 of the escrow securities**
6 months after the listing date	1/6 of the remaining escrow securities
12 months after the listing date	1/5 of the remaining escrow securities
18 months after the listing date	1/4 of the remaining escrow securities
24 months after the listing date	1/3 of the remaining escrow securities
30 months after the listing date	1/2 of the remaining escrow securities
36 months after the listing date	The remaining escrow securities

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and senior officers of the Issuer as of the date hereof, the following are the only persons that beneficially own, directly or indirectly, or exercise control or direction over voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Issuer:

Name	**Type of Ownership**	**Number of Shares**	**% of Outstanding**

		Owned, Controlled or Directed	Shares[3]
Steve Mathiesen, an officer and director of the Issuer	Registered/Beneficial	2,150,000[1]	18.32%
Howard Milne, an officer and director of the Issuer	Registered/Beneficial	1,050,000[2]	8.95%

Notes:

(1) On a fully diluted basis, Mr. Mathiesen holds 2,550,000 Common Shares, representing 15.33% of 16,638,700 Common Shares on a fully diluted basis.

(2) Includes 50,000 Common Shares held by Mr. Milne's spouse. On a fully diluted basis, Mr. Milne holds 1,350,000 Common Shares, representing 8.11% of 16,638,700 issued and outstanding Common Shares on a fully diluted basis.

(3) Percentage is based on 11,736,000 Common Shares issued and outstanding as of the date of this Prospectus, excluding the 200,000 Common Shares to be issued pursuant to the Midway Property Option Agreement and assuming that the 4,000,000 outstanding Common Share purchase warrants, the outstanding 77,700 finder's warrants and the 725,000 stock options have not been exercised.

DIRECTORS AND OFFICERS

Name, Address, Occupation, and Security Holding

The following table sets forth particulars regarding the current Directors and Officers of the Issuer:

Name, Position with the Issuer and Province and Country of Residence	Director/Officer Since	Principal Occupation For Past Five Years	Number of Securities and Percentage[3] Beneficially Owned or controlled directly or indirectly, as of the date of this Prospectus
Howard Milne[1][2] *President, CEO and Director British Columbia, Canada*	January 18, 2020	Principal, HDM Capital Inc., a private management company. Vice President Business Development of Edison Cobalt Corp. from December 2016 to September 2019; formerly President of Edison from November 2014 to January 2017; CEO and a director of Freeman Gold Corp. from October 2018 to May 2020.	1,050,000 Common Shares (8.95%) 50,000 Common Share purchase warrants 250,000 stock options

Name, Position with the Issuer and Province and Country of Residence	Director/Officer Since	Principal Occupation For Past Five Years	Number of Securities and Percentage[3] Beneficially Owned or controlled directly or indirectly, as of the date of this Prospectus
Steve Mathiesen [2] *CFO, Corporate Secretary and Director British Columbia, Canada*	January 18, 2020	President of Sash Management Ltd, a private consulting company, since Jan 2012, which provides the services of Mr. Mathiesen as a director, secretary or consultant to primarily private companies, including a mortgage funds group and a software development company; officer to August 2018 and a director to November 2018 of RockBridge Resources Inc.; Director of Lotus Ventures Inc. from November 2014 to March 2019; CFO and a director of Freeman Gold Corp. from October 2018 to June 2020.	2,150,000 Common Shares (18.32%) 150,000 Common Share purchase warrants 250,000 stock options
James Place[1][2] *Director British Columbia, Canada*	January 18, 2020	Professional Geoscientist. Owner/ Consultant, Geomorph Consulting 2001 to present; Director, President and CEO, Highbank Resources Ltd. since April, 2013; Chief Geologist, ECL Environmental Solutions, 2011-2013. From February 2018, President and CEO to November 2019 and a director of Belmont Resources Inc. to present; director of Freeman Gold Corp. from October 2018 to April 2020.	240,000 Common Shares (2.04%) 150,000 stock options
Daren Hermiston [1] *Director British Columbia, Canada*	July 6, 2020	CEO of Kona Consulting Inc. (management consulting company) January 2009 to present; agent and advisor with Pointswest Sports and Entertainment from January 2009 to present.	75,000 stock options

Notes:

(1) Member of the Audit Committee. Mr. Place is the Chair of the Audit Committee.
(2) All of these shares shall be subject to escrow (see "Escrowed Securities").
(3) Percentage is based on 11,736,000 Common Shares issued and outstanding as of the date hereof.
(4) Percentage is based on 11,736,000 Common Shares issued and outstanding as of the date of this Prospectus, excluding the 200,000 Common Shares to be issued pursuant to the Midway Property Option Agreement and assuming that the 4,000,000 outstanding Common Share purchase warrants, the outstanding 77,700 finder's warrants and the 725,000 stock options have not been exercised.

The terms of the foregoing director and officer appointments shall expire at the next annual shareholders meeting.

The Issuer has one committee, the audit committee (the "**Audit Committee**") whose members are Howard Milne, James Place and Daren Hermiston. Mr. Place is the Chair of the Audit Committee.

A description of the principal occupation for the past five years and summary of the experience of the directors and officers of the Issuer is as follows:

Howard Milne, age 80, is the President, Chief Executive Officer and a Director of the Issuer.

Howard D. Milne is a strategist in the area of sales and marketing and possesses experience in the development of private and public companies. Mr. Milne has held various corporate roles including CEO and Vice President, as has a background in investor relations acting for various listed companies.

Mr. Milne played a role in the launch of Victory Ventures Inc. (now Edison Cobalt Corp.) on the TSX Venture Exchange and was the Vice President of Business Development to September 2019 of Edison Cobalt Corp. listed on the TSX Venture Exchange. Mr. Milne was CEO and a director of Freeman Gold Corp., listed on the CSE, from October 2018 to May 2020.

Mr. Milne will be working part-time for the Issuer and anticipates devoting approximately 40% of his working time to the Issuer. Mr. Milne is an independent contractor of the Issuer.

Steve Mathiesen, age 71, is the Chief Financial Officer, Corporate Secretary and a Director of the Issuer.

Steve Mathiesen was a corporate and securities lawyer for more than 30 years and is now a corporate director. Until 2011, he was a partner at the national law firm, McMillan LLP. He is currently on the board of or consultant to several private companies. He holds the ICD.D designation from the Institute of Corporate Directors and is a non-practicing member of the Law Society of BC.

Mr. Mathiesen will be working part-time for the Issuer and anticipates devoting approximately 30% of his working time to the Issuer. Mr. Mathiesen, through his consulting company Sash Management Ltd., offers his services to the Issuer as an independent contractor.

James Place, age 60, is a Director of the Issuer.

Mr. Place is a professional geoscientist (registered in BC) with more than 30 years of experience in the aggregate, heavy construction, and engineering fields. He has worked on all phases of mineral projects from exploration and permitting through to testing, development, marketing, production and reclamation; primarily in Western North America.

Mr. Place has held positions with public companies (Belmont Resources Inc., Highbank Resources Ltd., and Edison Cobalt Corp.), government, engineering companies, and environmental consulting companies. Included are the BC Ministry of Transportation; Levelton Consultants Ltd. of Richmond, B.C.; Uplands Resources Inc. –Vice President Exploration and Quality Control; and ECL Environment Solutions as Senior Geologist.

Mr. Place received a Bachelor of Science degree in Physical Geography from the University of Victoria (B.C.) in 1983. Mr. Place has been a registered professional geoscientist with the Association of Professional Engineers and Geoscientists of British Columbia since 1992.

Mr. Place will be working part-time for the Issuer and anticipates devoting approximately 5% of his working time to the Issuer. Mr. Place is an independent contractor and has not entered into a non-competition or non-disclosure agreement with the Issuer.

Daren Hermiston, age 34, is a Director of the Issuer.

Daren Hermiston has been an agent/advisor with Pointswest Sports and Entertainment from January 2009 to present. Mr Hermiston provides his services on a contract basis to Pointeswest through his company, Kona Consulting Inc. and focuses on sales, marketing and management of professional hockey clientele globally. He previously studied Business Administration at Thompson Rivers University, and holds a US Sports Academy NCAA Compliance Certificate (sports marketing and coaching) and an NCCP Coaching Leadership Certificate. He is a guest lecturer at Simon Fraser University for Sports and Entertainment Marketing.

Mr. Hermiston will be working part-time for the Issuer and anticipates devoting approximately 5% of his working time to the Issuer. Mr. Hermiston is an independent contractor and has not entered into a non-competition or non-disclosure agreement with the Issuer.

Aggregate Ownership of Securities

As of the date of this Prospectus, all directors, officers, and promoters of the Issuer, as a group, directly or indirectly beneficially own 3,440,000 Common Shares, representing approximately 29.31% of the issued and outstanding Common Shares on an undiluted basis. On a fully diluted basis, all directors, officers, and promoters of the Issuer, as a group, will directly or indirectly beneficially own 4,365,000 Common Shares, representing approximately 26.23% of the issued and outstanding Common Shares on a fully diluted basis.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, no director, officer, promoter or other member of management of the Issuer has, within the past ten years, been a director, officer or promoter of any other issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than 30 consecutive days; or

(b) was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Nomad Ventures Inc., at the time that James Place was a director, was subject to a cease trade order from July 5, 2016 to August 16, 2016 for failure to file annual audited financial statements for the year ended February 29, 2016 and management's discussion and analysis for the period ended February 29,

2016. The cease trade order was revoked by the British Columbia Securities Commission on August 16, 2016.

Penalties or Sanctions

No director or executive officer of the Issuer has, within the past ten years, been subject to any penalties or sanctions imposed by a court or by a securities regulatory authority relating to securities legislation or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

No current or proposed director, officer, or promoter of the Issuer has, within the past ten years, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold the assets of that individual.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Issuer holding positions as directors or officers of other companies. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to potential acquisition of interests in businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers will be in direct competition with the Issuer. Conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act (British Columbia)*.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Issuer does not have a compensation program other than paying consulting fees and incentive bonuses. The compensation of the executive officers is determined by the Board, based in part on recommendations from the Chief Executive Officer. The Board recognizes the need to provide a compensation package that will attract and retain qualified and experienced executives, as well as align the compensation level of each executive to that executive's level of responsibility. The objectives of the Issuer's compensation policies and practices are:

- to reward individual contributions in light of the Issuer's performance;
- to be competitive with the companies with whom the Issuer competes for talent;
- to align the interests of the executives with the interests of the shareholders; and
- to attract and retain executives who could help the Issuer achieve its objectives.

During the most recent financial year ended June 30, 2020, neither the Chief Executive Officer nor the Chief Financial Officer was paid any remuneration.

Mr. Milne entered into a consulting agreement with the Issuer dated as of March 16, 2020 (intended to be effective upon the listing of the Common Shares on the Canadian Securities Exchange), through his wholly-owned consulting company, HDM Capital Inc. Pursuant to the agreement, Mr. Milne has agreed to provide his services as Chief Executive Officer and President at a remuneration of $2,000 per month commencing on the date the Issuer's Common Shares are listed on the Canadian Securities Exchange, with an allowance of $100 per month to cover all telecommunications, Internet, and related expenses. Mr. Milne is also entitled to participate in the Issuer's Stock Option Plan and any options granted to Mr. Milne shall have a 180-day tail period in the event Mr. Milne ceases to be engaged by the Issuer. The agreement may be terminated by Mr. Milne at any time or by the Issuer at any time after the Issuer's Common Shares have been listed on the Canadian Securities Exchange for six months, upon 60 days' written notice.

Mr. Mathiesen entered into a consulting agreement with the Issuer dated as of March 16, 2020 (intended to be effective upon the listing of the Common Shares on the Canadian Securities Exchange), through his consulting company Sash Management Ltd. Pursuant to the agreement, Mr. Mathiesen has agreed to provide his services as Chief Financial Officer and Corporate Secretary at a remuneration of $2,000 per month commencing on the date the Issuer's Common Shares are listed on the Canadian Securities Exchange, with an allowance of $100 per month to cover all telecommunications, Internet, and related expenses. Mr. Mathiesen is also entitled to participate in the Issuer's Stock Option Plan and any options granted to Mr. Mathiesen shall have a 180-day tail period in the event Mr. Mathiesen ceases to be engaged by the Issuer. The agreement may be terminated by Mr. Mathiesen at any time or by the Issuer at any time after the Issuer's Common Shares have been listed on the Canadian Securities Exchange for six months, upon 60 days' written notice.

The objectives of consulting fees are to recognize market pay and acknowledge the competencies and skills of individuals. The rate established for each executive officer is intended to reflect each individual's responsibilities, experience, prior performance and other discretionary factors deemed relevant by any compensation committee that may be formed in future. In deciding on the consulting fee portion of the compensation of the executive officers, major consideration is given to the fact that the Issuer is an early stage exploration company and does not generate any material revenue and must rely exclusively on funds raised from equity financings. In the future, the objectives of incentive bonuses in the form of cash payments will be designed to add a variable component of compensation, based on corporate and individual performances for executive officers and employees. The objectives of the stock option will be to reward achievement of long-term financial and operating performance and focus on key activities and achievements critical to the ongoing success of the Issuer. The Issuer has no other forms of compensation, other than payments made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Issuer, to the best of its ability, at competitive industry rates for work of a similar nature by reputable arm's length service providers. Actual compensation will vary based on the performance of the executives relative to the achievement of goals and the price of the Issuer's securities, as well as the financial condition of the Issuer.

The Board evaluates individual executive performance with the goal of setting compensation at levels that it believes is comparable with executives in other companies of similar size and stage of development operating in the same industry. In connection with setting appropriate levels of compensation, members of the Board base their decisions on their general business and industry knowledge and experience and publicly available information of comparable companies while also taking into account the Issuer's relative performance and strategic goals. In determining the level of compensation payable to the Issuer's Chief Executive Officer, the Board will consider the following

benchmark companies: Blue Lagoon Resources Inc. (CSE: BLLG); Core Assets Corp. (CSE: CC); Edgemont Gold Corp. (CSE: EDGM); and Goldblock Capital Inc. (CSE: GBLK).

In the course of its deliberations, the Board considered the implications of the risks associated with adopting the compensation practices currently in place. The Board does not believe that its current compensation practices create a material risk that the NEOs or any employee would be encouraged to take inappropriate or excessive risks, and no such risks have been detected to date. The Board will continue to include this consideration in its deliberations and believes that it would detect actions of management and employees of the Issuer that constitute or would lead to inappropriate or excessive risks.

The Issuer does not have a policy that would prohibit the NEOs or directors from purchasing financial instruments that are designed or would have the effect of hedging the value of equity securities granted to, or held by, these individuals.

Option-Based Awards

Once implemented, the incentive stock option portion of the compensation will be intended to provide the executive officers of the Issuer with a long-term incentive in developing the Issuer's business. Options to be granted under the stock option plan will be approved by the Board, and if applicable, its subcommittees, after consideration of the Issuer's overall performance and whether the Issuer has met targets set out by the executive officers in their strategic plan. All previous grants of option-based awards will be taken into account when considering new grants.

Compensation Governance

For the 2020 fiscal year, management had direct involvement in and knowledge of the business goals, strategies, experiences and performance of the Issuer. As a result, management played an important role in the compensation decision-making process. The CEO may also provide a self-assessment of his own individual performance objectives and/or results achieved, if requested by the Board. No such requests were made by the Board during 2020.

Performance Assessment

Rather than strictly applying formulas and weightings to forward-looking performance objectives, which may lead to unintended consequences for compensation purposes, the Board exercises its discretion and uses sound judgment in making compensation determinations. For this reason, the Board does not measure performance using any pre-set formulas in determining compensation awards for NEOs. The Board’s assessment of the overall business performance of the Issuer, including corporate performance against both quantitative and qualitative objectives and, where appropriate, relative performance against peers, provides the context for individual executive officer evaluations for all direct compensation awards.

Corporate Performance

In the future, it is the intention that the Board will approve annual corporate objectives in line with the Issuer’s key longer-term strategies for growth and value creation. These quantitative and qualitative objectives will then be used by the Board as a reference when making compensation decisions. It is the intention of the Board to review the results achieved by the Issuer and discuss them with management on

an annual basis. For the purposes of determining total compensation, the Board will then determine an overall rating for actual corporate performance relative to an expected level of performance.

This overall corporate performance rating will provide general context for the Board's review of individual performance by the NEOs.

Individual Performance

As with the corporate objectives, individual executive officer's performance objectives may include a combination of quantitative and qualitative measures with no pre-determined weightings. During 2020, the Board determined that no compensation should be paid to the NEOs as the financial condition and size of the Issuer did not warrant the payment of cash or share compensation.

Compensation Committee

The Issuer currently does not have a compensation committee in place and the Board intends to approve all compensation decisions in the near future, provided that directors who are also officers are exempt from participating in such compensation discussions. The Issuer may establish a compensation committee in the future to assist the Board in fulfilling its responsibility to shareholders, potential shareholders and the investment community by reviewing and providing recommendations to the Board regarding executive compensation, succession plans for executive officers, and the Issuer's overall compensation and benefits policies, plans and programs.

Compensation Consultant

At no time since the Issuer's most recently completed financial year has the Issuer retained a compensation consultant or advisor to assist the Board in determining compensation for any of the Issuer's directors or executive officers.

Compensation of Named Executive Officers of the Issuer

Summary Compensation Table

During the financial year ended June 30, 2020, the Issuer had two Named Executive Officers (as described in National Instrument 51-102, *Continuous Disclosure Obligations*), namely Howard Milne and Steve Mathiesen, the Chief Executive Officer and Chief Financial Officer of the Issuer, respectively.

The following table sets forth the compensation of the Named Executive Officers for the period indicated:

Name and Principal position	**Year**	**Salary ($)**	**Share-based awards ($)**	**Option-based awards ($)**	**Non-equity Incentive plan compensation ($)**		**Pension value ($)**	**All other compensation ($)**	**Total compensation ($)**
					Annual incentive plans	**Long-term incentive plans**			

Howard Milne, President and Chief Executive Officer[1]	June 30, 2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Steve Mathiesen, Chief Financial Officer and Corporate Secretary[2]	June 30, 2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) During the financial year end, Mr. Milne, through his wholly-owned consulting company HDM Capital Inc., entered into a consulting agreement with the Issuer dated as of March 16, 2020, which is intended to be effective upon the listing of the Common Shares on the Canadian Securities Exchange. See "Executive Compensation".

(2) During the financial year end, Mr. Mathiesen, through his wholly-owned consulting company Sash Management Ltd., entered into a consulting agreement with the Issuer dated as of March 16, 2020, which is intended to be effective upon the listing of the Common Shares on the Canadian Securities Exchange. See "Executive Compensation".

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each Named Executive Officer and directors by the Issuer during the period from the Issuer's incorporation on January 19, 2020 to the date of this Prospectus for services provided or to be provided, directly or indirectly, to the Issuer:

Compensation Securities

Compensation Securities							
Name and Position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, & percentage of class[1]**	**Date of issue or grant**	**Issue, conversion or exercise price (CAD$)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry Date**
Howard Milne CEO, President, and director	Options	250,000 (34.48%)	February 28, 2020	$0.10	N/A	N/A	February 28, 2025
Steve Mathiesen CFO, Corporate	Options	250,000 (34.48%)	February 28, 2020	$0.10	N/A	N/A	February 28, 2025

Secretary, and director							
James Place Director	Options	150,000 (20.69%)	February 28, 2020	$0.10	N/A	N/A	February 28, 2025
Daren Hermiston Director	Options	75,000 (10.34%)	July 24, 2020	$0.10	N/A	N/A	July 24, 2025

(1) Percentage is based on 725,000 stock options outstanding as of the date hereof.

The following table sets forth information concerning all awards outstanding under incentive plans of the Issuer at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the Named Executive Officers:

Outstanding Share-Based Awards and Option-Based Awards

	Option-based Awards				**Share-based Awards**	
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options ($)**	**Number of shares or Common Shares of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**
Howard Milne President and CEO	Nil	Nil	Nil	Nil	Nil	Nil
Steve Mathiesen CFO and Corporate Secretary	Nil	Nil	Nil	Nil	Nil	Nil

Since incorporation on January 19, 2020 to the date of this Prospectus, there has been no exercise of compensation securities of the Issuer issued to Named Executive Officer and directors of the Issuer.

The following table sets forth details of the value vested during the financial year ended June 30, 2020 for each of the Named Executive Officers for option-based awards, share based awards and non-equity incentive plan compensation:

Incentive Plan Awards – Value Vested or Earned

Name	Option-based awards - Value vested during the year ($)	Share-based awards - Value vested during the year ($)	Non-equity incentive plan compensation - Value earned during the year ($)
Howard Milne President and CEO	Nil	Nil	Nil
Steve Mathiesen CFO and Corporate Secretary	Nil	Nil	Nil

Pension Plan Benefits

The Issuer does not have a pension plan or provide any benefits following or in connection with retirement.

Termination and Change of Control Benefits

The Issuer does not have any plan or arrangement with respect to compensation to its executive officers which would result from the resignation, retirement or any other termination of employment of the executive officers' employment with the Issuer or from a change of control of the Issuer or a change in the executive officers' responsibilities following a change in control.

Compensation of Directors

Upon the listing of the Common Shares on the Canadian Securities Exchange, the Issuer intends to compensate its directors for attending meetings by paying an attendance fee of $100 per meeting. Other than this fee, the Issuer has no standard arrangement pursuant to which directors are compensated by the Issuer, for their services in their capacity as directors other than the unissued treasury shares that may be issued upon the exercise of the directors' incentive stock options. There has been no other arrangement pursuant to which directors are compensated by the Issuer in their capacity as directors.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Prospectus, no director, executive officer or employee of the Issuer or their respective associates or affiliates is or has been indebted to the Issuer at any time.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Issuer. The Board is committed to sound corporate governance practices, which are in the interest of its shareholders and contribute to effective and efficient decision making.

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Issuer has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Issuer's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Issuer at its current stage of development and therefore these guidelines have not been adopted. The Issuer will continue to review and implement corporate governance guidelines as the business of the Issuer progresses and becomes

more active in operations. National Instrument 58-101 *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices in Form 58-101F2, which disclosure is set out below.

1. Board of Directors

The mandate of the Board is to supervise the management of the Issuer and to act in the best interests of the Issuer. The Board acts in accordance with:

(a) the *Business Corporations Act (British Columbia)*;

(b) the Issuer's articles of incorporation;

(c) the Audit Committee Charter; and

(d) other applicable laws and company policies.

The Board approves all significant decisions that affect the Issuer before they are implemented. The Board supervises their implementation and reviews the results.

The Board is actively involved in the Issuer's strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management. The Board is responsible for reviewing and approving the strategic plan. At least one Board meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. Management must seek the Board's approval for any transaction that would have a significant impact on the strategic plan.

The Board periodically reviews the Issuer's business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Issuer's internal control and management information systems. The Board also monitors the Issuer's compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board periodically discusses the systems of internal control with the Issuer's external auditor.

The Board is responsible for choosing the President and appointing senior management and for monitoring their performance and developing descriptions of the positions for the Board, including the limits on management's responsibilities and the corporate objectives to be met by the management.

The Board approves all the Issuer's major communications, including annual and quarterly reports, financing documents and press releases. The Board approves the Issuer's communication policy that covers the accurate and timely communication of all important information. It is reviewed annually. This policy includes procedures for communicating with analysts by conference calls.

The Board, through its Audit Committee, examines the effectiveness of the Issuer's internal control processes and management information systems. The Board consults with the internal auditor and management of the Issuer to ensure the integrity of these systems. The internal auditor submits a report to the Audit Committee each year on the quality of the Issuer's internal control processes and management information systems.

The Board is responsible for determining whether or not each director is an independent director. Directors who also act as officers of the Issuer are not considered independent. Directors who do not also act as officers of the Issuer, do not work in the day-to-day operations of the Issuer, are not party to any material contracts with the Issuer, or receive any fees from the Issuer except as disclosed in this Prospectus, are considered independent. Howard Milne and Steve Mathiesen are not independent directors by virtue of their positions as CEO and CFO of the Issuer, respectively. Jim Place is considered an independent director of the Issuer.

2. Directorships

The directors of the Issuer currently hold directorships in other reporting issuers. The following table sets forth information for each director of the Issuer who is, or within the five years prior to the date of this Prospectus, has been a director or officer of any other reporting issuer:

Name of Director	**Name and Jurisdiction of Reporting Issuer**	**Name of Trading Market**	**Position From and To**
Howard Milne	Edison Cobalt Corp. (British Columbia)	TSX Venture Exchange	Vice-President and director November 2009 to September 2019
	Freeman Gold Corp. (British Columbia)	Canadian Securities Exchange	CEO and a director from October 2018 to May 2020
Steve Mathiesen	Rockbridge Resources Inc. (British Columbia)	TSX Venture Exchange	President and CEO from May 2013 to August 2018 Director and Corporate Secretary from November 2007 to November 2018
	Lotus Ventures Inc. (British Columbia)	Canadian Securities Exchange	Director from November 2014 to March 2019
	Freeman Gold Corp. (British Columbia)	Canadian Securities Exchange	CFO and a director from October 2018 to June 2020
James Place	Belmont Resources Inc. (British Columbia)	TSX Venture Exchange	From February 2018 President and CEO to November 2019, and a director to present
	Highbank Resources Ltd. (British Columbia)	TSX Venture Exchange	President, CEO and a director from 2013 to present
	Edison Cobalt Corp. (British Columbia)	TSX Venture Exchange	Director from 2016 to May 2019
	Bankers Cobalt Corp. (British Columbia)	TSX Venture Exchange	Director from 2014 to 2017

	Freeman Gold Corp. (British Columbia)	Canadian Securities Exchange	Director from October 2018 to April 2020
	79 Resources Ltd. (British Columbia)	Canadian Securities Exchange	Director from August 2020 to present
	Rockland Resources Ltd. (British Columbia)	Canadian Securities Exchange	Director from February 2021 to present
Daren Hermiston	BioVaxys Technology Corp. (British Columbia)	Canadian Securities Exchange	Director from October 2020 to present

3. Orientation and Continuing Education

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

4. Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Issuer'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 Issuer.

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

5. Nomination of Directors

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

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

6. Compensation

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

The Board decides the compensation of the Issuer's officers, based on industry standards and the Issuer's financial situation.

7. Other Board Committees

The Board has no committees other than the Audit Committee.

8. Assessments

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

Audit Committee

The charter of the Audit Committee is set out below:

BADEN RESOURCES INC.
(the "Company")

AUDIT COMMITTEE CHARTER

1. Mandate

The audit committee will assist the board of directors (the "**Board**") in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors, the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee members hip as well and the Company ' s business, operations, and risks.

2. Composition

The Board will appoint from among their membership an audit committee after each annual general meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors.

2.1 Independence

A majority of the members of the audit committee must not be officers, employees or control persons of the Company.

2.2 Expertise of Committee Members

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise. The Board shall interpret the qualifications of financial literacy and financial management expertise in its business judgment and shall conclude whether a director meets these qualifications.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other time that the audit committee may determine. The audit committee shall meet at least annually with the Company's Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. 1n carrying out this duty, the audit committee shall:

(a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;

(b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;

(c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;

(d) review and recommend to the Board the compensation to be paid to the external auditors; and

(e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

(a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and

(b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 Financial Reporting

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

(a) review significant accounting and financial reporting issues, especially complex, unusual, and related party transactions; and

(b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

(c) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;

(d) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and

(e) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

(f) review and approve the interim financial statements prior to their release to the public; and

(g) review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

(h) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 Non-Audit Services

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

(a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minim is Non-Audit Services

(b) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:

(i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or

(ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

(c) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

(i) the pre-approval policies and procedures are detailed as to the particular service;

(ii) the audit committee is informed of each non-audit service; and

(iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 Other Responsibilities

The audit committee shall:

(a) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;

(b) establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;

(d) review the policies and procedures in effect for considering officers' expenses and perquisites;

(e) perform other oversight functions as requested by the Board; and

(f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 Reporting Responsibilities

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

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

(b) set and pay the compensation for any advisors employed by the audit committee; and

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

6. Guidance - Roles & Responsibilities

The following guidance is intended to provide the Audit Committee members with

additional guidance on fulfillment of their roles and responsibilities on the committee:

6.1 Internal Control

(a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;

(b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and

(c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 Financial Reporting

General

(a) review significant accounting and reporting issues including recent professional and regulatory pronouncements. and understand their impact on the financial statements;

(b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and

(c) understand industry best practices and the Company' s adoption of them.

Annual Financial Statements

(d) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members , and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;

(e) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;

(t) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;

(g) consider management's handling of proposed audit adjustments identified by the

external auditors; and

(h) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

(i) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;

(i) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and

(k) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:

(i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;

(ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financial statements are consistent with changes in the Company' s operations and financing practices ;

(iii) generally accepted accounting principles have been consistently applied;

(iv) there are any actual or proposed changes in accounting or financial reporting practices;

(v) there are any significant or unusual events or trans actions;

(vi) the Company's financial and operating controls are functioning effectively;

(vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and

(viii) the interim financial statements contain adequate and appropriate disclosures.

6.2 Compliance with Laws and Regulations

(a) periodically obtain updates from management regarding compliance with this policy and industry “best practices”;

(b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and

(c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.3 Other Responsibilities

Review with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements.

Composition of the Audit Committee

The members of the Audit Committee are Daren Hermiston, Howard Milne and James Place. James Place and Daren Hermiston are independent as that term is defined in National Instrument 52-110 Audit Committees ("NI 52-110"). All members of the Audit Committee are "financially literate" as that term is defined in NI 52-110.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Issuer. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

Relevant Education and Experience

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

(a) an understanding of the accounting principles used by the Issuer 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 Issuer's financial statements or experience actively supervising individuals engaged in such activities; and

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

Howard Milne - Mr. Milne played a role in the launch of Victory Ventures Inc. (now Edison Cobalt Corp.) on the TSX Venture Exchange and was the Vice President of Business Development to September 2019 of Edison Cobalt Corp. listed on the TSX Venture Exchange. Mr. Milne was CEO and a director of Freeman Gold Corp., listed on the CSE, from October 2018 to May 2020. Based on his experience, Mr. Milne has an understanding of financial reporting requirements respecting financial statements sufficient enough to enable him to discharge his duties as an audit committee member.

James Place - Mr. Place has held positions with public companies (Chairman, President and CEO of Belmont Resources Inc., President and CEO of Highbank Resources Ltd., and director of Edison Cobalt Corp.), and is a member of the board of directors of Belmont Resources Inc., 79 Resources Ltd. And Rockland Resources Ltd. Through his experience with junior listed companies, Mr. Place has an understanding of financial reporting requirements respecting financial statements sufficient enough to enable him to discharge his duties as an audit committee member.

Daren Hermiston – Mr. Hermiston has an extensive background in marketing public and private companies throughout various sectors. He also is an agent/advisor with Pointswest Sports and Entertainment from January 2009 to present and provides his services on a contract basis through his company, Kona Consulting Inc. Through Pointwest, he acts as an agent for a number of NHL and other professional hockey players globally and his duties include negotiating contracts, assisting with player financial matters and extensive dealings with lawyers, tax advisors, accountants, financial advisors and insurance professionals. As such, Mr. Hermiston is very familiar with financial statements and complex accounting issues and is financially literate.

See also "Directors and Officers" for further details.

Audit Committee Oversight

At no time since inception was a recommendation of the Audit Committee made to nominate or compensate an external auditor not adopted by the board of directors.

Reliance on Certain Exemptions

At no time since inception has the Issuer relied on the exemption in Section 2.4 of NI 52-110 (de minimis non-audit services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval of Policies and Procedures

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

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by DMCL, Chartered Professional Accountants, of Vancouver, British Columbia, to the Issuer to ensure auditor independence. Estimated fees to be billed by DMCL Chartered Professional Accountants for audit and non-audit services for the fiscal year ended June 30, 2020 are outlined in the following table.

Nature of Services	**Estimated Fees of the Auditor for the Fiscal Year Ended June 30, 2020**
Audit Fees(1)	$8,000
Audit-Related Fees(2)	-
Tax Fees(3)	-
All Other Fees(4)	-
Total	**$8,000**

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Issuer's consolidated financial statements. Audit Fees include aggregate fees for review of tax provisions and for accounting consultations

on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

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

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

(4) "All Other Fees" include all other non-audit services, in the aggregate.

Exemption

The Issuer is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110.

PLAN OF DISTRIBUTION

This is a non-offering prospectus. No securities are offered pursuant to this Prospectus. The Issuer is not a reporting issuer in any province or territory of Canada.

The Issuer has applied to list its Common Shares described in this Prospectus on the Exchange. Listing will be subject to the Issuer fulfilling all of the listing requirements of the Exchange.

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

RISK FACTORS

The Common Shares should be considered highly speculative due to the nature of the Issuer's business and the present stage of its development. In evaluating the Issuer and its business, investors should carefully consider, in addition to the other information contained in this Prospectus, the following risk factors. These risk factors are not a definitive list of all risk factors associated with an investment in the Issuer or in connection with the Issuer's operations. There may be other risks and uncertainties that are not known to the Issuer or that the Issuer currently believes are not material, but which also may have a material adverse effect on its business, financial condition, operating results or prospects. In that case, the trading price of the Common Shares could decline substantially, and investors may lose all or part of the value of the Common Shares held by them.

An investment in securities of the Issuer should only be made by persons who can afford a significant or total loss of their investment. There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this Prospectus.

The possible sale of Common Shares released from escrow on each release date could negatively affect the market price of the Common Shares and also result in an excess of sellers of Common Shares to buyers of Common Shares and seriously affect the liquidity of the Common Shares. See "Escrowed Securities".

1. No Ongoing Operations and No Production History

The Issuer is a mineral exploration company and has no operations or revenue.

2. Requirement to Maintain Obligations Under the Midway Property Option Agreement

Pursuant to the Midway Property Option Agreement, the Issuer is required to pay all taxes assessed against any personal property which it may place on the Claims and must pay any taxes or increase in taxes assessed against the Claims due to its operations thereon. Pursuant to the Midway Property Option Agreement, the Issuer is required to seek and maintain, at its own cost and expense, all permits, governmental or other, needed to conduct its operations on the Property.

3. Coronavirus (COVID-19)

As of the date of this Prospectus, markets, governments and health organizations around the world are working to contain the outbreak of the coronavirus (COVID-19). COVID-19 presents a wide range of potential issues or complications for the Issuer, most of which the Issuer is not able to know the full extent of at the time of this Prospectus. The following is a summary of what the Issuer believes may impact their business as a result of COVID-19: disruptions to business operations resulting from quarantines of employees, customers and third party service providers in areas affected by the outbreak; disruptions to business operations resulting from travel restrictions; and uncertainty around the duration of the virus' impact. At the time of this Prospectus it is unclear as to whether COVID-19 represents a material disruption of the Issuer's business.

There are no comparable recent events which may provide guidance as to the effect of the spread of novel COVID-19 and a potential pandemic, and, as a result, the ultimate impact of the novel COVID-19 outbreak or a similar health epidemic is highly uncertain and subject to change. The Issuer does not yet know the full extent of potential delays or impacts on its business, our operations or the global economy as a whole. However, the effects could have a material impact on the Issuer's operations, and it will continue to monitor the novel COVID-19 situation closely.

4. Absence of Prior Public Market

There has been no prior public market for the Common Shares, and an active trading market may not develop or, if it does develop, may not be sustained. The lack of an active market may impair shareholders' ability to sell their Common Shares at the time they wish to sell them or at a price that they consider reasonable. The lack of an active market may also reduce the fair market value and increase the volatility of the Common Shares. An inactive market may also impair the Issuer's ability to raise capital by selling Common Shares and to acquire other exploration properties or interests by using its Common Shares as consideration.

5. Volatility of Share Prices

Share prices are subject to changes because of numerous factors beyond the Issuer's control, including reports of new information, changes in its financial situation, the sale of its Common Shares in the market, its failure to achieve financial results in line with the expectations of analysts, or announcements by the Issuer or any of its competitors concerning results. There is no guarantee that the market price of the Common Shares will be protected from any such fluctuations in the future.

In the past, companies have experienced volatility in their share value and have been the subject of securities class action litigation. The Issuer might become involved in securities class action litigation in the future. Such litigation often results in substantial costs and diversion of management's attention and resources and could have a negative effect on the Issuer's business and results of operation.

6. Limited Operating History

The Issuer has no history of earnings. There are no known commercial quantities of mineral reserves on the Issuer's Property. There is no assurance that the Issuer will ever discover any economic quantities of mineral reserves.

7. Negative Cash Flows From Operations

For the year ended June 30, 2020, the Issuer sustained net losses from operations and had negative cash flow from operating activities of $53,595. The Issuer continues to have negative operating cash flow. It is possible the Issuer may have negative cash flow in any future period and as a result, the Issuer expects to use available cash, including proceeds, to entirely fund any such negative cash flow.

8. Requirement For Further Financing

The Issuer has limited financial resources and may need to raise additional funds to carry out exploration of its Property. There is no assurance the Issuer will be able to raise additional funds or will be able to raise additional funds on terms acceptable to the Issuer. If the Issuer's exploration programs are successful and favourable exploration results are obtained, the Property may be developed into commercial production. The Issuer will require additional funds to place the Property into production. The only sources of future funds presently available to the Issuer are the sale of equity capital, debt, or offering of interests in its Property to be earned by another party or parties by carrying out development work. There is no assurance that any such funds will be available to the Issuer or be available on terms acceptable to the Issuer. If funds are available, there is no assurance that such funds will be sufficient to bring the Property to commercial production. Failure to obtain additional financing on a timely basis could have a material adverse effect on the Issuer, and could cause the Issuer to forfeit its interest in its Property and reduce or terminate its operations.

9. Exploration

At present, there are no bodies of ore, known or inferred, on the Property and there are no known bodies of commercially recoverable ore on the Property. There is no assurance that the Issuer's mineral exploration activities will result in any discoveries of commercial bodies of ore on the Property.

10. Development

The business of exploration for precious metals involves a high degree of risk. Few exploration properties are ultimately developed into producing properties. The Issuer's Property is at the exploration stage.

11. Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Issuer has investigated its title to the Property for which it holds an option to acquire concessions or other mineral leases or licenses and the Issuer is satisfied with its review of the title to the Property, the Issuer cannot give an assurance that title to the Property will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under foreign law often are complex. The Issuer does not carry title insurance on the Property. A successful claim that the Issuer does not have title could cause the Issuer to lose its rights to the Property, perhaps without compensation for its prior expenditures relating to the Property.

The Property 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 Issuer'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 Issuer's activities. Even in the absence of such recognition, the Issuer may at some point be required to negotiate with first nations in order to facilitate exploration and development work on the Property.

Because the Issuer's interest in the Property is by way of the Midway Property Option Agreement, which enables it to option the Property and grants it exclusive rights to mine and otherwise utilize and dispose of, or to allow others to mine and otherwise utilize and dispose of, on an exclusive basis, all minerals, mineral substances, mineral rights and estates of every kind and character on the Property, the Issuer does not own the Property, if the Issuer fails to issue shares and make payments in accordance with the Midway Property Option Agreement, it will lose its mining rights, and the Issuer is dependent on the Owner to perform its obligations under the Midway Property Option Agreement, and if the Owner fails to perform its obligations thereunder the Issuer's interest in the Property may be lost. There is no guarantee the Issuer will be able to raise sufficient funding in the future to carry out the recommended work program on the Property.

12. Aboriginal Title

The Property or other future properties owned or optioned by the Issuer may now or in the future be the subject of First Nations land claims. There may be First Nations concerns in the future that could prove to be a problem for any extensive development on the Property. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Issuer'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 Issuer's activities. Even in the absence of such recognition, the Issuer 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 Issuer will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the 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 tile holders their preferred means of exercising their rights. The Issuer currently does not hold any properties in the area involved in the William Decision. The Issuer 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.

13. Management

The success of the Issuer is largely dependent upon the performance of its management. The loss of the services of these persons may have a material adverse effect on the Issuer's business and prospects. There is no assurance that the Issuer can maintain the service of its management or other qualified personnel required to operate its business.

14. Requirement for Permits and Licenses

The Issuer will be applying for all necessary licenses and permits under applicable laws and regulations to carry on the exploration activities which it is currently planning in respect of the Property, and the Issuer believes it will comply in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to changes in regulations and in various operational circumstances. A substantial number of additional permits and licenses will be required should the Issuer proceed beyond exploration. There can be no guarantee that the Issuer will be able to obtain such licenses and permits.

15. Environmental Risks and other Regulatory Requirements

The current or future operations of the Issuer, including the exploration activities and commencement of production on the Property, will require permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Issuer may require for its facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulations would not have an material adverse effect on any exploration and development project which the Issuer might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing the operations and activities of mineral companies, or more stringent enforcement thereof, could have a material adverse impact on the Issuer and cause increases in capital expenditure or exploration and development costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

16. Uninsurable Risks

Exploration of mineral properties involves numerous risks, including unexpected or unusual geological conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. It is not always possible to obtain insurance against all such risks and the Issuer may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in

increasing costs and a decline in the value of the securities of the Issuer. The Issuer does not maintain insurance against environmental risks.

17. Competition

Significant and increasing competition exists for mineral opportunities in the Province of British Columbia. There are a number of large established mineral exploration companies with substantial capabilities and greater financial and technical resources than the Issuer. The Issuer may be unable to acquire additional mineral properties or acquire such properties on terms it considers acceptable. Accordingly, there can be no assurance that the Issuer's exploration programs will yield any reserves or result in any commercial mineral operations.

18. Conflicts of Interest

Directors of the Issuer may, from time to time, serve as directors of, or participate in ventures with other companies involved in natural resource development. As a result, there may be situations that involve a conflict of interest for such directors. Each director will attempt not only to avoid dealing with such other companies in situations where conflicts might arise but will also disclose all such conflicts in accordance with the *British Columbia Business Corporations Act* and will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

19. Litigation

The Issuer and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit. The Issuer does not know of any such pending or actual material legal proceedings as of the date of this Prospectus.

20. No Cash Dividends Are Expected to be Paid in the Foreseeable Future

The Issuer has not declared any cash dividends to date. The Issuer intends to retain any future earnings to finance its business operations and any future growth. Therefore, the Issuer does not anticipate declaring any cash dividends in the foreseeable future.

21. Ore Reserves and Reserve Estimates

The Issuer’s business relies upon the ability to determine whether a given property has commercial quantities of recoverable minerals. No assurance can be given that any discovered mineral reserves and resources will be recovered or that they will be recovered at the rates estimated. Mineral reserve and resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative. Mineral reserve and resource estimates may require revision (either up or down) based on actual production experience.

PROMOTERS

Howard Milne and Steve Mathiesen are considered to be promoters of the Issuer in that they took the initiative in founding and organizing the Issuer. Mr. Milne beneficially owns, or controls or directs, indirectly or directly, 1,050,000 Common Shares, representing 8.95% of the issued and outstanding Common Shares of the Issuer. Mr. Mathiesen beneficially owns, or controls or directs, indirectly or

directly, 2,150,000 Common Shares, representing 18.32% of the issued and outstanding Common Shares of the Issuer. See also “Principal Shareholders” and “Directors and Officers”.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no material pending legal proceedings or regulatory actions to which the Issuer is or is likely to be a party or of which any of its properties are or are likely to be the subject.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No Insider, director or executive officer of the Issuer and no associate or affiliate of any director, executive officer or Insider has any material interest, direct or indirect, in any transaction within the three years before the date of the Prospectus that has materially affected or is reasonably expected to materially affect the Issuer or the Subsidiary. See “Executive Compensation”.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The Issuer's auditor is DMCL, Chartered Professional Accountants, of 1500 - 1140 West Pender Street, Vancouver, British Columbia, V6E 4G1.

Transfer Agent and Registrar

The Registrar and Transfer Agent for the Issuer is Odyssey Trust Company of Suite 323, 409 Granville Street, Vancouver, British Columbia, V6C 1T8.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only material contracts which the Issuer has entered into in the two years prior to the date of the Prospectus are the following:

1. Midway Property Option Agreement between the Issuer and Grizzly Discoveries Inc. dated March 12, 2021, granting the Issuer an option to acquire a 75% interest in the Property, subject to a 2.5% NSR.

2. Bertha Property Option Agreement between the Issuer and Ken Ellerbeck dated January 20, 2020, granting the Issuer an option to acquire a 100% interest in the Bertha property, subject to a production royalty of 2% of net smelter returns, which option agreement was terminated on February 17, 2021.

3. Transfer Agency Agreement dated March 19, 2020 between the Issuer and Odyssey Trust Company.

4. Management agreement dated as of March 16, 2020 between the Issuer and HDM Capital Inc.

5. Management agreement dated as of March 16, 2020 between the Issuer and Sash Management Ltd.

6. Incentive stock option plan of the Issuer dated March 16, 2020 and stock option plan commitments between the Issuer and Howard Milne, Steve Mathiesen, James Place, and Daren Hermiston.

7. NI 46-201 Escrow Agreement dated November 6, 2020 between the Issuer, the principals of the Issuer and Odyssey Trust Company.

8. Canadian Securities Exchange Listing Agreement executed by the Issuer on May 14, 2021.

Inspection of Material Contracts and Reports

Copies of all the material contracts and reports referred to in this Prospectus may be inspected at the registered office of the Issuer at Suite 1510, 789 West Pender Street, Vancouver, British Columbia, V6C 1H2, during normal business hours during the distribution of the securities offered hereunder, and for a period of 30 days thereafter, as well as on the SEDAR website at www.sedar.com upon the Effective Date of this Prospectus.

EXPERTS

The following person and company have prepared or certified a report, valuation, statement or opinion in this Prospectus:

1. Rachelle Hough, P.Geo., was retained by the Issuer to prepare the Technical Report on the Property and is a “qualified person” as defined in National Instrument 43-101; and

2. The Issuer's auditor, DMCL LLP, Chartered Professional Accountants, has prepared the audit report accompanying the financial statements attached to this Prospectus.

No person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a part of this Prospectus, or prepared or certified a report or valuation described or included in this Prospectus, has received or shall receive or holds a direct or indirect interest in any securities or property of the Issuer or any associates or affiliates of the Issuer. The auditor is independent in accordance with the auditor's rules of professional conduct in the Province of British Columbia.

OTHER MATERIAL FACTS

Except as otherwise mentioned in this Prospectus, there are no material facts about the securities being distributed pursuant to the Offering that are not disclosed under any other items and are necessary in order for the Prospectus to certain full, true and plain disclosure of all material facts relating to the securities to be distributed.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of Alberta and British Columbia provide purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment. In the Provinces of Alberta and British Columbia securities legislation further provides a purchaser with remedies of rescission or damages where the prospectus and

any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of Alberta and British Columbia. The purchaser should refer to any applicable provisions of the securities legislation of Alberta and British Columbia for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

The following financial statements are attached to this Prospectus:

1. Unaudited financial statements for the Issuer for the six months ended December 31, 2020.

2. Audited financial statements of the Issuer for the period from incorporation on January 19, 2020 to June 30, 2020.

BADEN RESOURCES INC.

CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
(Unaudited)

SIX MONTHS ENDED DECEMBER 31, 2020

BADEN RESOURCES INC.

Condensed Interim Statement of Financial Position
(Unaudited - Expressed in Canadian Dollars)

As at	Note	**December 31, 2020 (Unaudited)**	June 30, 2020 (Audited)
		$	$
ASSETS			
Current			
Cash and cash equivalents		**548,982**	242,028
GST receivable		**996**	2,322
Prepaid expenses		**10,000**	10,000
		559,978	254,350
Non-current assets			
Exploration and evaluation asset	3	**63,760**	57,960
Reclamation bond	3	**5,000**	-
Total assets		**628,738**	312,310
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Accrued liabilities		**23,086**	30,586
Total liabilities		**23,086**	30,586
Shareholders' equity			
Share capital	5	**657,170**	314,300
Reserves	5	**26,559**	21,019
Deficit		**(78,077)**	(53,595)
Total shareholders' equity		**605,652**	281,724
Total liabilities and shareholders' equity		**628,738**	312,310

Nature of operations and going concern (Note 1)
Subsequent Events (Note 2)

These financial statements were approved by the Board of Directors on March 23, 2021:

"Steve Mathiesen"
Steve Mathiesen, Director

"Howard Milne"
Howard Milne, Director

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

BADEN RESOURCES INC.

Condensed Interim Statement of Loss and Comprehensive Loss
For the three and six months ended December 31, 2020
(Unaudited - Expressed in Canadian Dollars)

	Note	Three months ended December 31, 2020	Six months ended December 31, 2020
		$	$
EXPENSES			
Bank charges and interest		**19**	123
Listing, filing and transfer agent fees		**1,243**	12,893
Marketing and advertising		**142**	210
Operating, general and administrative		**135**	379
Professional fees		**2,960**	5,960
Share-based compensation	5	**-**	5,540
Loss before other items		**(4,499)**	(25,105)
Other items			
Interest income		**623**	623
Loss and comprehensive loss		**(3,876)**	(24,482)
Loss per share – basic and diluted		**(0.00)**	(0.00)
Weighted average number of common shares outstanding		**11,736,000**	10,854,315

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

BADEN RESOURCES INC.
Condensed Interim Statement of Changes in Shareholders' Equity
For the six months ended December 31, 2020
(Unaudited - Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Reserves	Deficit	Total Equity
		$	$	$	$
Balance, January 19, 2020	-	-	-	-	-
Issuance of common shares for cash	4,266,000	114,300	-	-	114,300
Issuance of units for cash at $0.05	4,000,000	200,000	-	-	200,000
Share-based compensation	-	-	21,019	-	21,019
Loss and comprehensive loss	-	-	-	(53,595)	(53,595)
Balance, June 30, 2020	8,266,000	314,300	21,019	(53,595)	281,724
Issuance of common shares for cash at $0.10	3,470,000	347,000	-	-	347,000
Share-based compensation	-		5,540	-	5,540
Share issuance costs	-	(4,130)			(4,130)
Loss and comprehensive loss	-	-	-	(24,482)	(24,482)
Balance, December 31, 2020	**11,736,000**	**657,170**	**26,559**	**(78,077)**	**605,652**

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

BADEN RESOURCES INC.
Condensed Interim Statement of Cash Flows
For the six months ended December 31, 2020
(Unaudited - Expressed in Canadian Dollars)

	Six months ended December 31, 2020
	$
Cash flows used in operating activities:	
Net loss	**(24,482)**
Adjustments for:	
Share-based compensation	**5,540**
Changes in non-cash working capital items:	
GST receivable	**1,326**
Accounts payable and accrued liabilities	**(7,500)**
Net cash used in operating activities	**(25,116)**
Financing activities	
Proceeds from issuance of shares	**347,000**
Share issuance costs	**(4,130)**
Net cash provided by financing activities	**342,870**
Investing activities	
Exploration and evaluation assets	**(5,800)**
Reclamation bond	**(5,000)**
Net cash used in investing activities	**(10,800)**
Increase in cash	**306,954**
Cash, beginning	**242,028**
Cash, ending	**548,982**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Baden Resources Inc. (the "Company") was incorporated in the Province of British Columbia on January, 19, 2020 under the Business Corporations Act of British Columbia. The Company is focused on acquisition, exploration, and development of mineral properties in British Columbia. The Company's registered office is Suite 1510 – 789 W. Pender Street, Vancouver BC V6C 1H2 and its business office is located at Suite 1510 – 789 W. Pender Street, Vancouver BC V6C 1H2.

These condensed interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at December 31, 2020, the Company is not able to finance day to day activities through operations and has an accumulated deficit of $78,077. The continuing operations of the Company are dependent upon its ability to obtain sufficient financing and the success of its exploration activities. This indicates 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 with loans from directors and companies controlled by directors and/or issuance of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

The recent outbreak of the coronavirus, also known as "COVID-19", has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company's business activities. The extent to which the coronavirus may impact the Company's business activities will depend on future developments, such as the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time

2. SUMMARY SIGNIFICANT ACCOUNTING

Basis of preparation

Statement of compliance

These unaudited condensed interim financial statements have been prepared in accordance with accounting policies consistent with International Financial Reporting Standards ("IFRS") IAS 34 – Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The unaudited condensed interim financial statements, prepared in conformity with accounting policies consistent with IAS 34, follow the same accounting principles and methods of application as the most recent audited annual financial statements. Since the unaudited condensed interim financial statements do not include all disclosures required by the International Financial Reporting Standards ("IFRS") for annual financial statements, they should be read in conjunction with the Company's audited financial statements for the period from incorporation on January 19, 2020 to June 30, 2020.

Basis of measurement

These unaudited condensed interim financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The unaudited condensed interim financial statements are presented in Canadian dollars, unless otherwise noted.

2. SUMMARY SIGNIFICANT ACCOUNTING (continued)

Accounting Standards and Interpretations Issued but Not Yet Adopted
The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

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

3. EXPORATION AND EVALUATION ASSET

The Company entered into an Option Agreement ("Option") dated January 20, 2020 to acquire 100% of mineral claims located in British Columbia, known as the Bertha Property. Pursuant to the Option, the Company, shall issue common shares and make payments and expenditures as follows:

Date	Number of Shares	Cash Payments	Minimum Expenditures
		$	$
Paid on signing Option Agreement	-	10 (paid)	-
	-	-	53,000 (incurred 63,750 as at December 31, 2020)
Listing Date	100,000	10	-
1st Anniversary of listing date	100,000	-	100,000
2nd Anniversary of listing date	100,000	20,000	100,000
3rd Anniversary of listing date	100,000	30,000	100,000
4th Anniversary of listing date	200,000	250,000	300,000
TOTAL	600,000	300,020	653,000

The optionor has retained a 2% net smelter return royalty ("NSR") and the Company may acquire 1% of the NSR by paying a one-time sum of $1,000,000 at any time prior to the commencement of commercial production.

A continuity of the Company's exploration and evaluation asset is as follows:

	December 31, 2020	June 30, 2020
	$	$
Acquisition costs:		
Balance, beginning of period	**10**	-
Additions	**-**	10
Balance, end of period	**10**	10
Deferred exploration expenditures:		
Balance, beginning of period	**57,950**	-
Consulting	**5,800**	10,000
Geophysical program	**-**	47,950
Balance, end of period	**63,750**	57,950
Exploration and evaluations assets	**63,760**	57,960

As at February 17, 2021, the Option was terminated, and the Company has been relieved of all further obligations and liabilities under the Option.

4. RELATED PARTY TRANSACTIONS

Key management compensation
Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. There were no remuneration of directors and key management personnel for the six months ended December 30, 2020.

5. SHARE CAPITAL

Authorized share capital
Unlimited number of common shares without par value

Common Shares
On January 19, 2020, the Company issued 2,200,000 common shares at $0.005 per share to directors for proceeds of $11,000.

On March 31, 2020, the Company issued 2,066,000 common shares at $0.05 per share for proceeds of $103,300, of which 1,040,000 were issued to directors.

On June 29, 2020, the Company issued 4,000,000 units at $0.05 per unit for proceeds of $200,000, of which 150,000 were issued to directors. Each unit consists of one common share and one warrant. Each warrant is exercisable into a common share at $0.10 per share for a period of 18 months from the date the common shares are listed on the Canadian Securities Exchange.

On July 30, 2020, the Company issued 1,710,000 common shares at $0.10 per unit for proceeds of $171,000 for the first tranche of the private placement.

On September 3, 2020, the Company issued 1,760,000 common shares at $0.10 per unit for proceeds of $176,000. In relation to the issuance, the Company paid $4,130 in cash and issued 77,700 finders warrants. Each finders' warrant is exercisable at $0.10 for up to 18 months after listing on the Canadian Securities Exchange.

The following is a summary of the Company's warrants for the six months ended December 31, 2020.

	Number	Weighted average exercise price	Weighted average life (years)
		$	
Balance, January 19, 2020	-	-	-
Issued	4,000,000	0.10	-
Balance, June 30, 2020	4,000,000	0.10	1.50
Issued	77,700	0.10	-
Balance, December 31, 2020	4,077,700	0.10	1.00

Stock options
The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with Exchange policies, grant to directors, officers and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the common shares issued and outstanding from time to time. Such options are non-transferable and are exercisable at a price per share not below the closing traded price on the day before the date of grant for a period of up to ten years from the date of grant.

5. SHARE CAPITAL (continued)

During the six months ended December 31, 2020, the Company granted 75,000 stock options exercisable at $0.10 per share to a consultant, expiring July 6, 2025. The fair value of the stock options granted during the period using the Black-Scholes Options Pricing Model was $5,540.

	Number	Weighted average exercise price	Weighted average life (years)
		$	
Balance, January 19, 2020	-	-	-
Granted	650,000	0.10	-
Balance, June 30, 2020	650,000	0.10	4.68
Granted	75,000	0.10	-
Balance, December 31, 2020	725,000	0.10	4.20

The fair value of the stock options granted for the six months ended December 31, 2020 was estimated using the Black-Scholes Option Pricing Model with the following weighted average assumptions:

	December 31, 2020	**June 30, 2020**
Risk-free interest rate	**0.32%**	1.21%
Estimated life (years)	**5**	5
Expected volatility	**100%**	100%
Expected dividend yield	**0%**	0%
Forfeiture rate	**0%**	0%

6. SUBSEQUENT EVENTS

The Company as of February 17, 2021, terminated its option of the Bertha Property mining claims and as a result, will be writing down the related Exploration and Evaluation Assets by $57,960. The $5,000 reclamation bond for the Bertha Property was transferred to the property owner in exchange for a promissory note for $5,000 due February 22, 2022 without interest.

The Company entered into that Option Agreement dated March 12, 2021 to acquire an option on a 75% interest in the Midway Property 24 mining claims (the "Property"). Under the terms of the Option Agreement, the Company will earn a 75% working interest in the Property upon completion of the following:

a) Cash payments totaling $500,000 consisting of: (i) $5,000 upon signing of the Option Agreement (paid); (ii) $15,000 upon the Company's listing on the Canadian Securities Exchange ("CSE"); (iii) further payments totaling $480,000 paid on the first through fifth anniversary dates of the Company's listing on the CSE;

b) Payments totaling 800,000 shares of the Company consisting of: (i) 200,000 shares upon the Company's listing on the CSE; (ii) 120,000 shares each of the first through fifth anniversary dates of the Company's listing upon the CSE; and

c) Expenditures on the Property totaling $1,120,000 consisting of: (i) $120,000 spend prior to October 31, 2021; (ii) $200,000 spend prior to the second, third and fourth anniversary dates of the Company's listing upon the CSE; (iii) $400,000 spend prior to the fifth anniversary dates of the Company's listing upon the CSE.

BADEN RESOURCES INC.

FINANCIAL STATEMENTS
(Expressed in Canadian dollars)

FOR THE PERIOD FROM INCORPORATION ON JANUARY 19, 2020 TO JUNE 30, 2020

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders and Directors of Baden Resources Inc.

Opinion

We have audited the financial statements of Baden Resources Inc. (the "Company"), which comprise the statement of financial position as at June 30, 2020, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation on January 19, 2020 to June 30, 2020, and notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2020, and its financial performance and its cash flows for the period from incorporation on January 19, 2020 to June 30, 2020 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our 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 to the financial statements, which describes events or conditions that indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

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

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's 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 International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

November 26, 2020

MOORE

An independent firm
associated with Moore
Global Network Limited

BADEN RESOURCES INC.

Statement of Financial Position
(Expressed in Canadian Dollars)

As at	Note	June 30, 2020
		$
ASSETS		
Current		
Cash		**242,028**
GST receivable		**2,322**
Prepaid expenses		**10,000**
		254,350
Non-current assets		
Exploration and evaluation assets	3	**57,960**
Total assets		**312,310**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accrued liabilities		**30,586**
Total liabilities		**30,586**
Shareholders' equity		
Share capital	5	**314,300**
Reserves	5	**21,019**
Deficit		**(53,595)**
Total shareholders' equity		**281,724**
Total liabilities and shareholders' equity		**312,310**

Nature of operations and going concern (Note 1)
Subsequent events (Note 9)

These financial statements were approved by the Board of Directors on November 26, 2020:

"Steve Mathiesen"
Steve Mathiesen, Director

"Howard Milne"
Howard Milne, Director

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

BADEN RESOURCES INC.

Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Note	Period from incorporation on January 19, 2020 to June 30, 2020
		$
EXPENSES		
Bank charges and interest		**336**
Operating, general and administrative		**164**
Professional fees		**32,076**
Share-based compensation	5	**21,019**
Loss and comprehensive loss		**(53,595)**
Loss per share – basic and diluted		**(0.02)**
Weighted average number of common shares outstanding		**3,377,951**

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

BADEN RESOURCES INC.
Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Reserves	Deficit	Total Equity
		$	$	$	$
Balance, January 19, 2020	-	-	-	-	-
Issuance of common shares for cash	4,266,000	114,300	-	-	114,300
Issuance of units for cash	4,000,000	200,000	-	-	200,000
Share-based compensation	-	-	21,019	-	21,019
Loss and comprehensive loss	-	-	-	(53,595)	(53,595)
Balance, June 30, 2020	**8,266,000**	**314,300**	**21,019**	**(53,595)**	**281,724**

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

BADEN RESOURCES INC.
Statement of Cash Flows
(Expressed in Canadian Dollars)

	Period from incorporation on January 19, 2020 to June 30, 2020
	$
Cash flows used in operating activities:	
Net loss	**(53,595)**
Adjustments for:	
Share-based compensation	**21,019**
Changes in non-cash working capital items:	
GST receivable	**(2,322)**
Prepaid expenses	**(10,000)**
Accounts payable and accrued liabilities	**30,586**
Net cash used in operating activities	**(14,312)**
Financing activities	
Proceeds from issuance of shares	**314,300**
Net cash provided by financing activities	**314,300**
Investing activities	
Exploration and evaluation assets	**(57,960)**
Net cash used in investing activities	**(57,960)**
Increase in cash	**242,028**
Cash, beginning	**-**
Cash, ending	**242,028**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Baden Resources Inc. (the "Company") was incorporated in the Province of British Columbia on January, 19, 2020 under the Business Corporations Act of British Columbia. The Company is focused on acquisition, exploration, and development of mineral properties in British Columbia. The Company's registered office is Suite 1510 – 789 W. Pender Street, Vancouver BC V6C 1H2 and its business office is located at Suite 1510 – 789 W. Pender Street, Vancouver BC V6C 1H2.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at June 30, 2020, the Company is not able to finance day to day activities through operations and has an accumulated deficit of $53,595. The continuing operations of the Company are dependent upon its ability to obtain sufficient financing and the success of its exploration activities. This indicates 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 with loans from directors and companies controlled by directors and/or issuance of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

The recent outbreak of the coronavirus, also known as "COVID-19", has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company's business activities. The extent to which the coronavirus may impact the Company's business activities will depend on future developments, such as the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time

2. SUMMARY SIGNIFICANT ACCOUNTING

Basis of preparation

Statement of compliance

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 ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The financial statements were authorized for issued by the board of directors of the Company on November 26th, 2020.

Basis of measurement

These financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The consolidated financial statements are presented in Canadian dollars, unless otherwise noted.

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of exploration and evaluation assets, fair value measurements for financial instruments, measurement of share-based transactions and the recoverability and measurement of deferred tax assets and liabilities.

Significant judgements

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying 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;
- the classification of financial instruments;
- the classification and allocation of expenses as exploration and evaluation expenditures or operating expenses; and
- assess the recoverability of exploration and evaluation assets.

Cash and cash equivalents

Cash is comprised of cash on hand, cash held in trust accounts and demand deposits. Cash equivalents are short-term, highly liquid investments with maturities within three months when acquired. The Company did not have any cash equivalents as of June 30, 2020.

Financial instruments

Financial instruments are accounted for in accordance with IFRS 9, “Financial Instruments: Classification and Measurement”. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income (“FVTOCI”); or (iii) fair value through profit or loss (“FVTPL”). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVTOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income.

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

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash is measured at FVTPL.

Receivables are measured at amortized cost.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets
IFRS 9 uses the expected credit loss ("ECL") model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company's receivables.

Impairment
An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities
Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Trade payables are classified under other financial liabilities and carried on the statement of financial position fair value through profit or loss.

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 and loss.

Exploration and evaluation assets
Exploration and evaluation expenditures include the costs of acquiring licenses and costs associated with exploration and evaluation activity. Option payments are considered acquisition costs provided that the Company has the intention of exercising the underlying option. Costs incurred prior to obtaining the legal rights to explore a property are recognized as an expense in the period in which they are incurred.

Property option agreements are exercisable entirely at the option of the optionee. Therefore, option payments (or recoveries) are recorded when payment is made (or received) and are not accrued.

Exploration and evaluation expenditures are capitalized. The Company capitalizes costs to specific blocks of claims or areas of geological interest. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration and evaluation assets (continued)

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

After technical feasibility and commercial viability of extracting a mineral resource are demonstrable, the Company stops capitalizing expenditures for the applicable block of claims or geological area of interest and tests the asset for impairment. The capitalized balance, net of any impairment recognized, is then reclassified to either tangible or intangible mine development assets according to the nature of the asset.

Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related asset along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of restoration costs, are charged to the statement of comprehensive loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to the statement of comprehensive loss in the period incurred. The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

Foreign currency translation

The functional currency of the Company is determined using the currency of the primary economic environment in which the Company operates. The functional and presentation currency, as determined by management, of the Company and its subsidiary is the Canadian dollar.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Transactions and balances
Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined. Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in the statement of comprehensive loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge. Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income into the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss

Loss per share
Basic loss per share is calculated by dividing the statement of loss and comprehensive loss by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the statement of loss and comprehensive loss and the weighted average number of common shares outstanding for the effects of dilutive instruments such as options granted to employees and warrants outstanding. The weighted average number of diluted shares is calculated in accordance with the treasury stock method. The treasury stock method assumes that the proceeds received from the exercise of all potentially dilutive instruments are used to repurchase common shares at the average market price during the period.

Income taxes
Income tax expense comprises current and deferred tax. Income tax is recognized in the statement of loss and comprehensive loss, except to the extent that it relates to items recognized in other comprehensive loss or directly in equity. In this case the income tax is also recognized in other comprehensive loss or directly in equity, respectively.

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 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 tax
Deferred tax is recognized on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that future taxable income will be available to allow all or part of the temporary differences to be utilized. Deferred 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 and are expected to apply by the end of the reporting period. Deferred 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 taxes relate to the same taxable entity and the same taxation authority.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of assets

The carrying amount of the Company's assets, which include exploration and evaluation assets, is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

3. EXPORATION AND EVALUATION ASSET

The Company entered into an Option Agreement ("Option") dated January 20, 2020 to acquire 100% of mineral claims located in British Columbia, known as the Bertha Property. Pursuant to the Option, the Company, shall issue common shares and make payments and expenditures as follows:

Date	Number of Shares	Cash Payments	Minimum Expenditures
		$	$
Paid on signing Option Agreement	-	10 (paid)	-
September 30, 2020	-	-	53,000 (incurred $57,950 as at June 30, 2020)
Listing Date	100,000	10	-
1st Anniversary of listing date	100,000	-	100,000
2nd Anniversary of listing date	100,000	20,000	100,000
3rd Anniversary of listing date	100,000	30,000	100,000
4th Anniversary of listing date	200,000	250,000	300,000
TOTAL	600,000	315,020	653,000

The optionor has retained a 2% net smelter return royalty ("NSR") and the Company may acquire 1% of the NSR by paying a one-time sum of $1,000,000 at any time prior to the commencement of commercial production.

3. EXPORATION AND EVALUATION ASSET (continued)

A continuity of the Company's exploration and evaluation asset is as follows:

	June 30, 2020
	$
Acquisition costs:	
Balance, beginning of period	**-**
Additions	**10**
Balance, end of period	**10**
Deferred exploration expenditures:	
Balance, beginning of period	**-**
Consulting	**10,000**
Geophysical program	**47,950**
Balance, end of period	**57,950**
	57,960

4. RELATED PARTY TRANSACTIONS

Key management compensation
Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. There were no remuneration of directors and key management personnel for the period ended June 30, 2020.

The Company recognized share-based compensation of $21,019 for related parties during the period ended June 30, 2020.

5. SHARE CAPITAL

Authorized share capital
Unlimited number of common shares without par value

Common Shares
On January 19, 2020, the Company issued 2,200,000 common shares at $0.005 per share to directors for proceeds of $11,000.

On March 31, 2020, the Company issued 2,066,000 common shares at $0.05 per share for proceeds of $103,300, of which 1,040,000 were issued to directors.

On June 29, 2020, the Company issued 4,000,000 units at $0.05 per units for proceeds of $200,000, of which 150,000 were issued to directors. Each unit consists of one common share and one warrant. Each warrant is exercisable into a common share at $0.10 per share for a period of 18 months from the date the common shares are listed on a Canadian exchange.

5. SHARE CAPITAL (continued)

Warrants
The following is a summary of the Company's warrants for the period from incorporation on January 19, 2020 to June 30, 2020:

	Number	Weighted average exercise price	Weighted average life (years)
		$	
Issued	4,000,000	0.10	1.50
Balance, June 30, 2020	4,000,000	0.10	1.50

Stock options
The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with Exchange policies, grant to directors, officers and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the common shares issued and outstanding from time to time. Such options are non-transferable and are exercisable at a price per share not below the closing traded price on the day before the date of grant for a period of up to ten years from the date of grant.

During the period ended June 30, 2020, the Company granted 650,000 stock options exercisable at $0.10 per share to directors, expiring February 28, 2025. The fair value of the stock options granted during the period using the Black-Scholes Options Pricing Model was $21,019.

	Number	Weighted average exercise price	Weighted average life (years)
		$	
Granted	650,000	0.10	-
Balance, June 30, 2020	650,000	0.10	4.68

The fair value of the stock options granted for the period from incorporation on January 19, 2020 to June 30, 2020 was estimated using the Black-Scholes Option Pricing Model with the following weighted average assumptions:

	June 30, 2020
Risk-free interest rate	1.21%
Estimated life (years)	5
Expected volatility	100%
Expected dividend yield	0%
Forfeiture rate	0%

6. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue its operations and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company considers its capital for this purpose to be its shareholders' equity.

The Company's primary source of capital is through the issuance of equity. The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long term but recognizes there will be risks involved that may be beyond its control. There are no external restrictions on the management of capital.

7. FINANCIAL INSTRUMENTS

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include interest rate risk, credit risk, liquidity risk, and currency risk and price risk. The carrying value of the Company's financial instruments approximates their fair value due to their short- term nature. Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 – Inputs for the asset or liability that are not based on observable market data.

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

a) Interest rate risk: Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interestrates.

b) Credit risk: Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash, which is held with a high-credit financial institution and amounts receivable from the Government of Canada. As such, the Company’s credit exposure is minimal.

c) Liquidity risk: Liquidity risk arises from the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company addresses its liquidity through equity financing obtained through the sale of common shares. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

d) Currency risk: Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange. The Company has minimal exposure to foreign currency transactions during the period ended June 30, 2020 and accordingly the risk is considered low.

The carrying value of Company's financial assets and liabilities as at June 30, 2020 approximate their fair value due.

8. INCOME TAXES

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

	Period from incorporation on January 19, 2020 to June 30, 2020
	$
Loss before income taxes	(53,595)
Statutory income tax rates	27%
Computed income tax recovery	(14,471)
Non-deductible expenditures	5,675
Tax benefits on losses not recognized	8,796
Income tax recovery	-

The significant components of the Company's deferred tax assets and liabilities are as follows:

	Period from incorporation on January 19, 2020 to June 30, 2020
	$
Deferred tax assets:	
Non-capital losses	8,796
	8,796
Unrecognized deferred tax assets	(8,796)
	-

The Company has non-capital losses of approximately $32,000 which may be carried forward to reduce taxable income in future years that expire in 2040.

The conditions required under IFRS, to recognize net potential deferred tax assets based on the establishment of likely recovery through future profitability have not been met. Accordingly, a 100% valuation allowance has been provided.

9. SUBSEQUENT EVENTS

On July 6, 2020, the Company granted 75,000 stock options to a director, exercisable at $0.10 per share for a period of 5 years.

Subsequent to June 30, 2020, the Company issued 3,470,000 common shares through private placements at $0.10 per share for gross proceeds of $347,000. In relation to the issuance, the Company paid $4,330 in cash for finders' fees and issued 77,700 finders' warrants. Each finders' warrant is exercisable at $0.10 for up to 18 months after listing on the Canadian Securities Exchange.

CERTIFICATE OF THE ISSUER

Dated: May 14, 2021

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

"Howard Milne"
Howard Milne
CEO and Director

"Steve Mathiesen"
Steve Mathiesen
CFO, Corporate Secretary, and Director

On behalf of the Board of Directors

"James Place"
James Place
Director

"Daren Hermiston"
Daren Hermiston
Director

CERTIFICATE OF THE PROMOTERS

Dated: May 14, 2021

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

"Howard Milne"	*"Steve Mathiesen"*
Howard Milne	Steve Mathiesen
Promoter	*Promoter*

APPENDIX B

Additional Disclosure Information

14. Capitalization

14.1 Prepare and file the following chart for each class of securities to be listed:

Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	%of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	11,836,000	16,738,700	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	3,440,000	4,165,000	29.06%	24.88%
Total Public Float (A-B)	8,396,000	12,573,700	70.94%	75.12%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	3,440,000	4,165,000	29.06%	24.88%
Total Tradeable Float (A-C)	8,396,000	12,573,700	70.94%	75.12%

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	193	8,396,000
		8,396,000

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	193	8,396,000
Unable to confirm	0	0

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	4	3,440,000
	4	3,440,000

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

Description of Security (include conversion / exercise terms, including conversion / exercise price)	**Number of convertible / exchangeable securities outstanding**	**Number of listed securities issuable upon conversion / exercise**
Common shares reserved for issuance pursuant to the exercise of outstanding common share purchase warrants, at a price of $0.10 per share for a period of 18 months from the date the common shares are listed on the Canadian Securities Exchange.	4,000,000	4,000,000
Common Shares reserved for issuance pursuant to the exercise of outstanding finder's warrants, at a price of $0.10 per share for a period of 18 months from the date the common shares are listed on the Canadian Securities Exchange.	77,700	77,700
Common Shares reserved for issuance under the Stock Option Plan (the Issuer issued options for 725,000 shares to its 3 directors exercisable at $0.10 each until February 28, 2025).	725,000	725,000

14.3 Provide details of any listed securities reserved for issuance that are not included in section 14.2. NONE

APPENDIX C

The first certificate below must be signed by the CEO, CFO, any person or company who is a promoter of the Issuer and two directors of the Issuer. In the case of an Issuer re-qualifying following a fundamental change, the second certificate must also be signed by the CEO, CFO, any person or company who is a promoter of the target and two directors of the target.

CERTIFICATE OF THE ISSUER

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

Dated at Vancouver, British Columbia

this 14th day of May, 2021.

"Howard Milne"	*"Steve Mathiesen"*
President, Chief Executive Officer	Chief Financial Officer, Corporate Secretary
"Howard Milne"	*"Steve Mathiesen"*
Promoter	Promoter
"James Place"	*"Daren Hermiston"*
Director	Director