FORM 2A

LISTING STATEMENT

CRESTVIEW EXPLORATION INC.

Dated August 30, 2019

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IMPORTANT INFORMATION ABOUT THIS LISTING STATEMENT

No person has been authorized to provide any information or to make any representation not contained in this Listing Statement, and, if provided or made, such information or representation should not be relied upon. You should assume that the information contained in this Listing Statement is accurate only as of the date of this Listing Statement. No securities are being offered pursuant to this Listing Statement.

Capitalized terms, except as otherwise defined herein, are defined in the section entitled "Glossary of Terms".

Except as otherwise indicated or the context otherwise requires in this Listing Statement, references to "the Corporation", "we", "us" and "our" refer to the Corporation.

NOTE REGARDING FORWARD LOOKING STATEMENTS

This Listing Statement includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results, and therefore are, or may be deemed to be, "forward-looking statements". These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "seeks", "projects", "intends", "plans", "may", "will" or "should", or their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Listing Statement and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions. Many factors could cause the Corporation's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "Risk Factors" section of this Listing Statement. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this Listing Statement. Such risks include, but are not limited to:

- risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations;
- the possibility that future exploration, development or mining results will not be consistent with the Corporation's expectations;
- dependence on the Rock Creek Mining District;
- exploration, development and production risks;
- volatility in the market prices for gold, other precious metals and other natural resources;
- lack of assurances regarding obtaining and renewing licenses and permits;
- liabilities inherent in exploration and development operations;
- title matters, surface rights and access rights;
- changes in economic conditions or regulatory environments;
- additional funding requirements;
- fluctuations in currency and interest rates;
- competition for, among other things, capital acquisitions of resources, undeveloped lands and skilled personnel;
- risks relating to global financial and economic conditions;
- alteration of tax regimes and treatments;
- changes in mining legislation affecting operations;

- risks relating to environmental regulation and liabilities;
- limited operating history;
- potential claims and legal proceedings;
- operating hazards, risks and insurance; and
- other factors discussed under "*Risk Factors*".

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Those factors should not be construed as exhaustive and should be read with the other cautionary statements in this Listing Statement.

These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Although we base our forward-looking statements on assumptions that we believe were reasonable when made, which include, but are not limited to, assumptions with respect to the Corporation's future growth potential, results of operations, future prospects and opportunities, execution of the Corporation's business strategy, access to adequate services and supplies, access to capital and debt markets and associated costs of funds, availability of a qualified workforce, there being no material variations in the current tax and regulatory environments, future levels of indebtedness and current economic conditions remaining unchanged, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from the forward-looking statements contained in this Listing Statement. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained in this Listing Statement, those results or developments may not be indicative of results or developments in subsequent periods. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Listing Statement. Investors are cautioned against placing undue reliance on forward-looking statements.

Any forward-looking statements which we make in this Listing Statement speak only as of the date of such statement, and we do not undertake, except as required by applicable law, any obligation to update such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data. All of the forward-looking statements made in this Listing Statement are qualified by these cautionary statements.

GLOSSARY OF TERMS

"**$**" means Canadian dollars, unless otherwise noted.

"**Audit Committee**" means the Audit Committee of the Corporation.

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

"**CBCA**" means the *Canada Business Corporations Act*.

"**CEO**" means chief executive officer.

"**CFO**" means chief financial officer.

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

"**Corporation**" means Crestview Exploration Inc.

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

"**NI 46-201 Escrow Agent**" means Computershare Investor Services Inc.

"**NI 46-201 Escrow Agreement**" means the escrow agreement to be entered between the Escrow Agent, the Corporation, and the Principals, pursuant to which 1,930,000 Shares are held in escrow pursuant to *NI 46-201*.

"**Listing**" means the proposed listing of the Shares on the CSE for trading.

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

"**Listing Statement**" means this form 2A listing statement relating to the Corporation as at the date hereof.

"**MD&A**" means management's discussion and analysis.

"**NEO**" or "**Named Executive Officer**" means each of the following individuals:

(a) the Corporation's CEO;

(b) the Corporation's CFO;

(c) each of the three most highly compensated executive officers of the Corporation, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation, for that financial year; and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation or its subsidiaries, nor acting in a similar capacity, at the end of the financial year.

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

"**NI 43-101**" means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*, of the Canadian Securities Administrators.

"**NI 45-106**" means National Instrument 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators.

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees*, of the Canadian Securities Administrators.

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

"**Principals**" means:

(a) a person of the Corporation who acted as a promoter of the Corporation within two years before the date of this Listing Statement;

(b) a director or senior officer of the Corporation or any of its material operating subsidiaries at the time of this Listing Statement;

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

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

"**Prospectus**" means, collectively, the Preliminary Non-Offering Prospectus, the Amended and Restated Non-Offering Preliminary Prospectus and the Final Non-Offering Prospectus (including any supplementary material thereto).

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval (www.sedar.com).

"**Stock Option Plan**" means a stock option plan to be approved by the shareholders of the Corporation, providing for the granting of incentive stock options to the Corporation's directors, officers, employees and consultants.

"**Technical Report**" means the technical report dated October 5, 2018 entitled "*NI Technical Report - Rock Creek Project - Rock Creek Mining District*", as amended on May 7, 2019, authored by Fred Saunders Bs Geology, Certified Professional Geologist # CPG 11807.

CORPORATE STRUCTURE

Name, Address and Incorporation

Crestview Exploration Inc. was incorporated pursuant to the *Canada Business Corporations Act* on August 30, 2017. The Corporation's corporate and registered office is located at 330 5th Avenue, Suite 1800, Calgary, AB, T2P 0L3.

Intercorporate Relationships

The Corporation has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Corporation

The Corporation is engaged in the business of mineral exploration and the acquisition of mineral property assets in North America. Presently the Corporation is developing its asset, the Rock Creek Project located in Elko County, North-Central of Nevada, USA. See "Narrative Description of the Business" below.

History

The Corporation is a newly incorporated company without any operating history as it was created in order to purchase mineral claims in various regions of North America and is currently targeting to develop the Rock Creek Project that it acquired on September 19, 2017. See "Acquisitions" below.

Acquisitions

On September 19, 2017, the Corporation entered into an Arm's Length mining property acquisition agreement (the "**Acquisition Agreement**") with Kingsmere Mining Ltd. ("**Kingsmere**") regarding the acquisition by the Corporation of 72 unpatented lode claims (the "**Claims**") comprising the Rock Creek Project. Kingsmere located the Claims in the fall of 2016; said Claims are not subject to any obligations to third parties.

As per the terms of the Acquisition Agreement, Kingsmere agreed to sell a 100% undivided interest on the Rock Creek Project and to acquire said interest, the Corporation had to meet the following conditions and payments:

a) Upon execution of the Acquisition Agreement, the Corporation paid in cash an amount of $US100,000 (the "**Cash Consideration**") to Kingsmere, which payment has been made as of the date of this Listing Statement;

b) Upon listing of the common shares of the Corporation on a recognized Canadian stock exchange, defined as a "Liquidity Event" within the Acquisition Agreement, the Corporation will issue a total of three million (3,000,000) common shares at a deemed price of $0.05 from its share capital to Kingsmere to be issued at the price of the Liquidity Event (the "**Compensation Shares**");

c) It is mutually agreed between the Corporation and Kingsmere, that the Compensation Shares to be issued to Kingsmere upon the occurrence of a Liquidity Event shall be restricted for resale for a period of twenty-four (24) months following the occurrence of said Liquidity Event, such Compensation Shares are to be held within escrow with the Corporation's Transfer Agent.

Financings

In October 2017, the Corporation carried out a private placement consisting of the issuance of 1,400,000 of units of the Corporation being issued at a price of $0.025 per unit (each a "**$0.025 Unit**") for total gross proceeds of $35,000. Each $0.025 Unit being comprised of one common share in the share capital of the Corporation and one common share purchase warrant (each a "**$0.10 Warrant**"), each $0.10 Warrant entitling its holder to purchase one common share in the share capital of the Corporation at a price of $0.05 per common share for a period of 24 months from the date of issuance, in order to provide initial funding to the Corporation.

In November 2017, the Corporation carried out a private placement consisting of the issuance of 4,876,000 of units of the Corporation being issued at a price of $0.05 per unit (each a "**$0.05 Unit**") for total gross proceeds of $243,800. Each Unit being comprised of one common share in the share capital of the Corporation and one common share purchase warrant (each a "**$0.10 Warrant**"), each $0.10 Warrant entitling its holder to purchase one common share in the share capital of the Corporation at a price of $0.10 per common share for a period of 24 months from the date of issuance, in order to fund the cash consideration to Kingsmere pursuant to the Acquisition Agreement and to

provide working capital to the Corporation.

In November 2017, the Corporation carried out a private placement consisting of the issuance of 62,564 of units of the Corporation being issued at a price of $0.40 per unit (each a "**$0.40 Unit**") for total gross proceeds of $25,025. Each $0.40 Unit being comprised of one common share in the share capital of the Corporation and one common share purchase warrant (each a "**$0.60 Warrant**"), each $0.60 Warrant entitling its holder to purchase one common share in the share capital of the Corporation at a price of $0.60 per common share for a period of 24 months from the date of issuance.

From December 1, 2017 to May 31, 2019, the Corporation has completed various private placements with accredited investors. Proceeds from such financings were used and will be used by the Corporation to execute the recommended work program on the Property as detailed in the Technical Report, for general & administrative expenses and general working capital. Details of such financings are provided below.

From December 1 2017 to November 30, 2018, the Corporation issued a total of 2,598,312 Units for a total gross proceeds of $383,724.80:

- 320,000 Shares issued at $0.025 per unit for issued in December 2017 to the Chairman of the Board for gross proceeds of $8,000 as compensation.
- 868,312 Shares issued at $0.40 per unit for a total gross proceeds of 347,325.
- 130,000 Shares issued at $0.10 per unit for a total gross proceeds of $13,000.
  The shares were issued in April 2018 to two newly appointed directors and officers of the Corporation, being namely Mr. Louis Lapointe who subscribed for 30,000 Common Shares, for gross proceeds of $3,000 and Mr. Donald MacKenzie, who subscribed for 100,000 Common Shares for gross proceeds of $10,000.
- 1,280,000 Shares issued at $0.025 per unit issued in March 2018 to the Chairman of the Board for a total gross proceeds of $32,000.

From December 1, 2017 to May 31 2019, the Corporation issued a total of 529,500 Units consisting of one common share and one-half common share purchase warrant, at $0.40 for a net proceeds of $207,226.

Trends

As a junior mining Corporation, the Corporation is highly susceptible to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

The Corporation's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of the Corporation. Apart from this risk and the risk factors noted under the heading "*Risk Factors*", the Corporation is not aware of any other trends, commitments, events or uncertainties that are reasonably likely to have a material adverse effect on the Corporation's business, financial conditions or result of operations.

NARRATIVE DESCRIPTION OF THE BUSINESS

Overview

The Corporation is engaged in the business of acquiring and exploring mineral resource properties. The

Corporation's principal property is the Rock Creek Project, located approximately 12 miles northwest of the old mining town of Tuscarora, in Elko County, Nevada. See "Acquisitions" above.

The Corporation intends to use its available funds to carry out exploration on the Rock Creek Project and for general working capital. The Corporation may eventually decide to acquire other mineral properties as opportunities present themselves.

On October 14, 2017, the Corporation entered into an engagement letter with Leede Jones Gable Inc. with respect to a contemplated initial public offering of the common shares of the Corporation and a listing on the Canadian Securities Exchange for which Leede Jones Gable Inc. would have acted as lead agent for such initial public offering. Due to unforeseeable costs and due to the length of the process to complete such contemplated initial public offering, the Corporation has decided to terminate said engagement letter.

Rock Creek Project

The following information regarding the Rock Creek Project is summarized or extracted from an independent technical report dated October 5, 2018 entitled *"Technical Report Rock Creek Project Rock Creek Mining District*" as amended on May7, 2019 (the "**Technical Report**") prepared for Kingsmere by Fred Saunders Bs Geology Certified Professional Geologist, # CPG 11807 (the "**Author**"), in accordance with the requirements of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). As of the date of this Listing Statement, the Corporation has paid the Cash Consideration to Kingsmere as per the terms of the Acquisition Agreement and has therefore acquired an option to fully acquire a 100% undivided interest on the 72 Claims comprising the Rock Creek Project. The Corporation will own the Claims comprising the Rock Creek Project following the issuance of the Compensation Shares, as per the terms of the Acquisition Agreement, following the occurrence of a "Liquidity Event", being namely the listing of the Shares of the Common Shares on a recognized stock exchange by the way of an initial public offering or any other similar type of "*going public transaction*". The Technical Report can be viewed in its entirety on www.sedar.com.

Introduction

This Technical Report summarizes the known results of exploration thus far carried out on the Rock Creek Project (Cow claims) and makes specific recommendations for their further exploration. This report was prepared pursuant to the guidelines of NI 43-101 at the request of Crestview.

The Rock Creek Project is a volcanic and sediment-hosted, epithermal precious metal property, which is adjacent to mines with historical production, situated in the Tuscarora Mountains of northern Elko County, Nevada. Together the property comprises 72 unpatented lode mining claims, owned by the Corporation. The Claims were staked by Kingsmere on October 2, 2016.

The Rock Creek Project is a volcanic and sediment-hosted, epithermal precious metal property, which is adjacent to mines with historical production, situated in the Tuscarora Mountains of northern Elko County, Nevada. Together the property comprises 72 unpatented lode mining claims, previously owned by Kingsmere Mining Ltd. ("Kingsmere"). The Claims were staked by Kingsmere on October 2, 2016; and are subject to an acquisition agreement dated September 19, 2017 between Kingsmere (Vendor) and Crestview Exploration Inc. (Purchaser) (the "Acquisition Agreement") regarding the acquisition by Crestview of a100% undivided interest on the Claims comprising the Property. The Acquisition Agreement requires Crestview to make a $100,000 payment to Kingsmere upon signing (such amount has been paid as of the date of this report); and issue 3,000,000 Crestview shares (the "Compensation Shares") following the occurrence of a "liquidity event"; which in the Acquisition Agreement is defined as commencement of public trading of Crestview shares via listing on a recognized Canadian stock exchange, namely the Canadian Securities Exchange.

Upon issuance of the Compensation Shares, Crestview will be entitled to an undivided 100% interest in the property. The Compensation Shares to be issued to Kingsmere shall be restricted for resale for a period of twenty-four (24) months following the date of issuance, being the date of the liquidity event

The Tuscarora Mountains host the northern end of Carlin-trend mineralization, a cluster of major, large gold deposits (Figure 8.1 #4 of the Technical Report – Carlin Operations, 25 mines). Barrick describes its Goldstrike property on the northern Carlin Trend as its "flagship property". The mine is one of the company's largest producers. The geology at Goldstrike consists of a series of Eocene to Miocene volcanic centers, which have intruded, and locally covered sequences of upper and lower plate Paleozoic sedimentary rocks. Mineralized Eocene dikes have been found in many of the mines within the Carlin trend, and the temporal and spatial correlation with Carlin-type gold mineralization suggests a genetic link.

The Rock Creek property contains altered exposures of probable lower plate Paleozoic sedimentary rocks that appear to be correlative with the Devonian Rodeo Creek Formation. The bulk of the exposed Au-Ag-As-Sb-Hg mineralization has been found in coeval intermediate to felsic volcanics, which have been dated as Eocene (36 – 40 ma.) throughout most of the Tuscarora Mountains. Similar ages of mineralization have been determined for a number of typical Carlin-type mines within the Carlin trend, Getchell district, Jerritt Canyon district, and Battle Mountain-Eureka trend of gold

Description and Location

The Rock Creek Project area is located in the Tuscarora Mountains of north-central Nevada, in Elko County. The center of the Rock Creek project area is approximately at 41º 22' North Latitude and 116º 23' West Longitude, and is about 12 miles northwest of the old mining town of Tuscarora, which in turn is about 38 miles northwest of the town of Elko. Elko is the county seat, and lies on Interstate Highway I-80 about halfway between Reno, Nevada and Salt Lake City, Utah.

The Property in the project area together add up to 72 unpatented lode mining claims, with each claim covering 20.6 acres. It is approximately 3 miles long by 1 mile wide (maximum dimensions), covers an area of about 1,508 acres.

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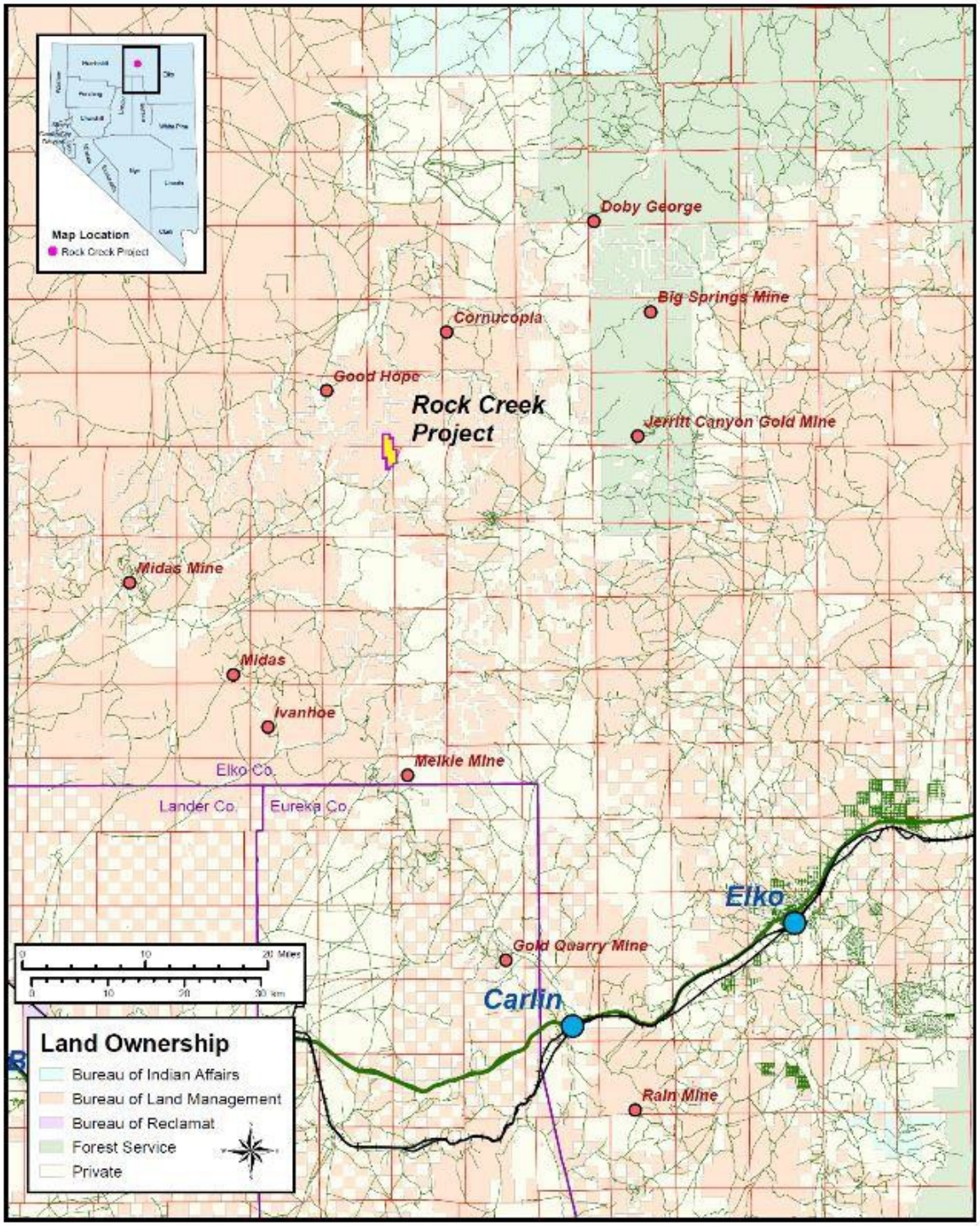

Accessibility

From Reno, Nevada, access to the Rock Creek Project area is by Interstate Highway I-80 east for about 280 miles to Elko (Exit 301 on I-80), then north on paved State Highway 225 for about 26 miles, then northwest on paved State Highway 226, and then turning off to the west onto gravel roads, in the Tuscarora area. See Figure 4.1 of the Technical Report. Access is also available from near Midas along gravel roads.

In more detail, the Rock Creek property is accessed from Elko by traveling north on paved State Highway 225 for 26 miles, then west on paved State Highway 226 for about 17 miles, then take the broad gravel road heading west (toward Tuscarora and Midas) for about 7 miles, then take a narrow gravel road heading west along McCann Creek (past the Quarter Circle S Ranch) for about 4 miles, then take an unimproved dirt track heading northwest uphill for about 10 miles past McCann Mountain, across Rock Creek, and over past the Divide Mine to Dry Creek. Now several unimproved dirt tracks heading northwest, west and southwest provide access to the Cow claims, see Figure 4.2. Travel time from Elko is about 2 hours. The property is in moderately steep terrain, with elevations ranging from 6320 ft. in Dry Creek at the southeast corner of the Cow claims, to 7260 ft. within the central part of the claim block.

Climate

The climate in this part of Nevada is typical of the high desert country of western North America, with hot summers, cold winters and generally dry conditions. Temperature variations recorded for the area extend from a minimum of –40° F to a maximum of 108° F, with average temperatures of 16° F in winter and 84° F in summer (Western Regional Climate Center). This is semi-arid desert, with an average annual precipitation of 12.5 inches. Heavy snowfall can be expected in the higher ranges, but the climate should not be an impediment to mining, especially if the operations were underground. Mining at open pits elsewhere in Nevada, in roughly similar conditions, is continued year round. Physical exploration work could be conducted on the much of the Rock Creek Project year round, except when roads are snow- blocked and stream fords partially frozen during winter and in the early spring when the frozen ground is melting and the unimproved dirt roads become muddy and difficult to travel.

Water is in relatively short supply; however, there is probably sufficient water in Rock Creek (Figure 4.1)) for drilling programs, although it may be necessary to truck water if diamond drills are employed, There are no apparent serious impediments to exploration in the form of surface rights alienation, but this would require careful checking if any development work were contemplated. At present, grid electrical power is not available, although it is within less than 10 miles of the property. It is not anticipated that there would be any problem securing adequate sites for processing facilities, waste storage areas, heap leach pads or tailing ponds.

Vegetation in the project area is generally confined to grasses and sagebrush, with local stands of willows, trembling aspen and some cottonwoods in valley bottoms, and local areas with dwarf juniper and pines. The area includes summer grazing leases for cattle from local ranches. Most of the access roads are officially designated as ranch access roads, meaning that there are few restrictions on their use. But it is imperative to respect ranchers' rights, especially, to keep gates closed where requested to do so. The road up McCann Creek crosses private land and access is currently open, but an access agreement has been negotiated and signed with the land owner to insure we continue to have access on a permanent basis.

The Rock Creek Project area is in the northern part of the Tuscarora Mountain range, including the northwest foothills leading down to the Owyhee desert. The general terrain in the region of the property is moderate to steeply mountainous. Regional elevations range from a low of 5340 ft. in the South Fork of the Owyhee River to a maximum of 8391 ft. at Dry Creek Mountain near Rock Creek. The gully of Red Cow Creek heads north through the northern part of the property, covered by the Cow claims, eventually joining the South Fork of the Owyhee River. The gully of Dry Creek crosses the southern part of the property, joining Rock Creek which ultimately drains into the Humboldt River.

Infrastructure

Elko is located on the Humboldt River, which has I-80 and a transcontinental railway along its course through northern Nevada. Elko is the county seat, and has a regional airport with helicopter services available. Elko is the service center for mining activities in the Jerritt Canyon District and the Carlin Trend. Given all the mining activity in the region, it is anticipated that sufficient infrastructure and manpower could be made available locally to support a mining operation at the Rock Creek Property.

Claims & Title

Based on an examination of Certificates of Location filed with the Elko County Recorder's Office in Elko, Nevada, and at the Bureau of Land Management Nevada State Office in Reno, Nevada, the 72 Cow claims were properly recorded. Their 2017-2018 annual maintenance fees have been paid and the claims are in good standing until noon September 1, 2018, at which time the 2018-2019 annual maintenance fees are due and payable.

All claims are subject to an annual maintenance fee of $155 per claim, payable to the Reno BLM and due by noon September 1 of each year. In addition, an annual Notice of Intent to Hold and fee of $12.00 per claim is payable to the Elko County Recorder's Office. The Cow claims comprising the Rock Creek property, are owned by the Corporation and were staked by Kingsmere on October 2, 2016 and properly recorded with the county on December 12, 2016. The certificates of location and the recorded map were filed with BLM on December 23, 2016. As shown in Figure 4.2, the Rock Creek property consists of 72 unpatented lode mining claims in one contiguous block comprising approximately 1508 acres. The Cow claims are located in unsurveyed Sections 29 and 32 of T41N, R50E, and in Sections 1 and 2 of T40N, R49E, MDB&M.

There are adjacent claims, but no adverse ownership. Other properties in the immediate vicinity but not controlled by the Corporation include unpatented and patented pre-existing claims around the old Falcon mine south of the Cow claims, and private fee lands controlled by Barrick, situated between the Falcon Mine and the south edge of the Cow claims.

The margins of some of the Cow claims overlap (to avoid fractions) onto some of these pre- existing claims and private fee lands, reducing the stated acreage of the Rock Creek property by a small amount.

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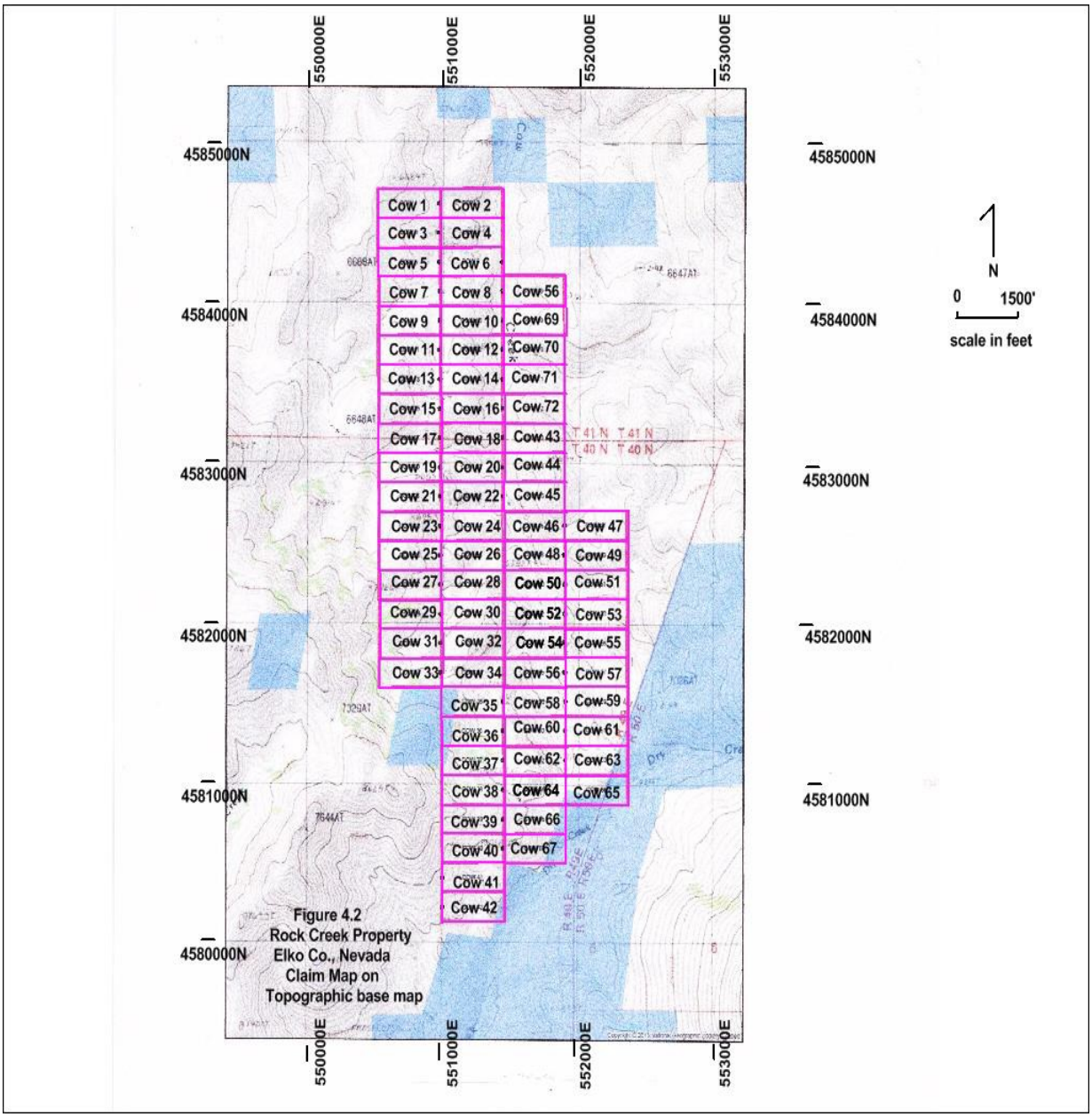


Figure 4.2
Rock Creek Property
Elko Co., Nevada
Claim Map on
Topographic base map

History

- *Past Production*

The Rock Creek Project area is within a historic mining district, where mineralization was first discovered in the 1870's. The Rock Creek mining district produced silver (32,000 ounces), gold (55 ounces), mercury (26 flasks) and antimony, mainly from the old Falcon mine and Teapot mercury prospect located immediately south of the Cow claims. The Falcon mine, which exploited a volcanic hosted vein deposit, and the Teapot prospect are not included in the Rock Creek Project.

- *Previous Exploration and Drilling*

Industrial scale exploration of the region began in the 1960's following the discovery of the Carlin deposit, and

included: drilling in the Rock Creek property (Red Cow area) in 1983-84 by Shell Oil and in the 1990's by Western States Minerals. At the Rock Creek property, as described by Cruson and Limbach (1985), gold mineralization was discovered at Red Cow Creek in 1982 by Cruson and Pansze during a reconnaissance exploration program that was funded by Shell Oil Company. Shell Oil took over the "Cow Creek" prospect, interpreted to be "...a bulk-tonnage gold and silver target hosted by Tertiary rhyolite tuffs and Paleozoic carbonaceous sediments." Shell carried out surface and subsurface exploration in the 1983 and 1984 field seasons: 81 rock-chip samples and 405 soil samples were taken, and 23 drill holes were completed. 5 of these "CC" drill holes are in Rock Creek property, including CC-10 and CC-11 that each intersected 100 ft. of 0.02 opt gold mineralization, according to Cruson and Limbach. In addition, hole CC-2 bottomed in 135 ft. of Paleozoic basement rocks comprised of pyritized, carbonaceous siltstone, with numerous gold intercepts in the overlying altered tuff.

As described by Long (2000), in the 1990's, Western States Minerals Corporation explored an area mainly east of Shell's area, for volcanic-hosted disseminated gold deposits, with geologic mapping, extensive geochemical sampling, an IP survey, and 13 reverse circulation drill holes.

Geological Setting and Mineralization

- *Regional Geology*

The sedimentary facies of this Cordilleran geosyncline graded from eastern shallow water (miogeoclinal) carbonates, to deep water (eugeoclinal) fine-grained siliciclastic rocks.

During the Late Devonian through Middle Mississippian, tectonic activity associated with the Antler orogeny resulted in large-scale uplift, folding, and thrusting of the eugeoclinal siliceous rocks eastward over the miogeoclinal carbonate rocks, along the Roberts Mountain thrust fault system. The leading edge of the overriding thrust plate formed the emergent Antler highland, from which coarse siliceous clastic sediment eroding from the upper-plate was shed eastward into the adjacent foreland basin.

Local terminology refers to three major Paleozoic tectonostratigraphic rock sequences: the eastern or carbonate autochthonous assemblage (PzZc), i.e., the lower plate rocks characterized by limestone and dolomite, with minor shale and quartzite; the western or siliceous allochthonous assemblage (lPzs), i.e., the upper plate rocks characterized by chert and dark shale, with grey quartzite, greywacke, and minor mafic volcanic rocks and limestone; and the overlap assemblage (uPzc), i.e., the foreland basin rocks characterized by coarser clastic flysch.

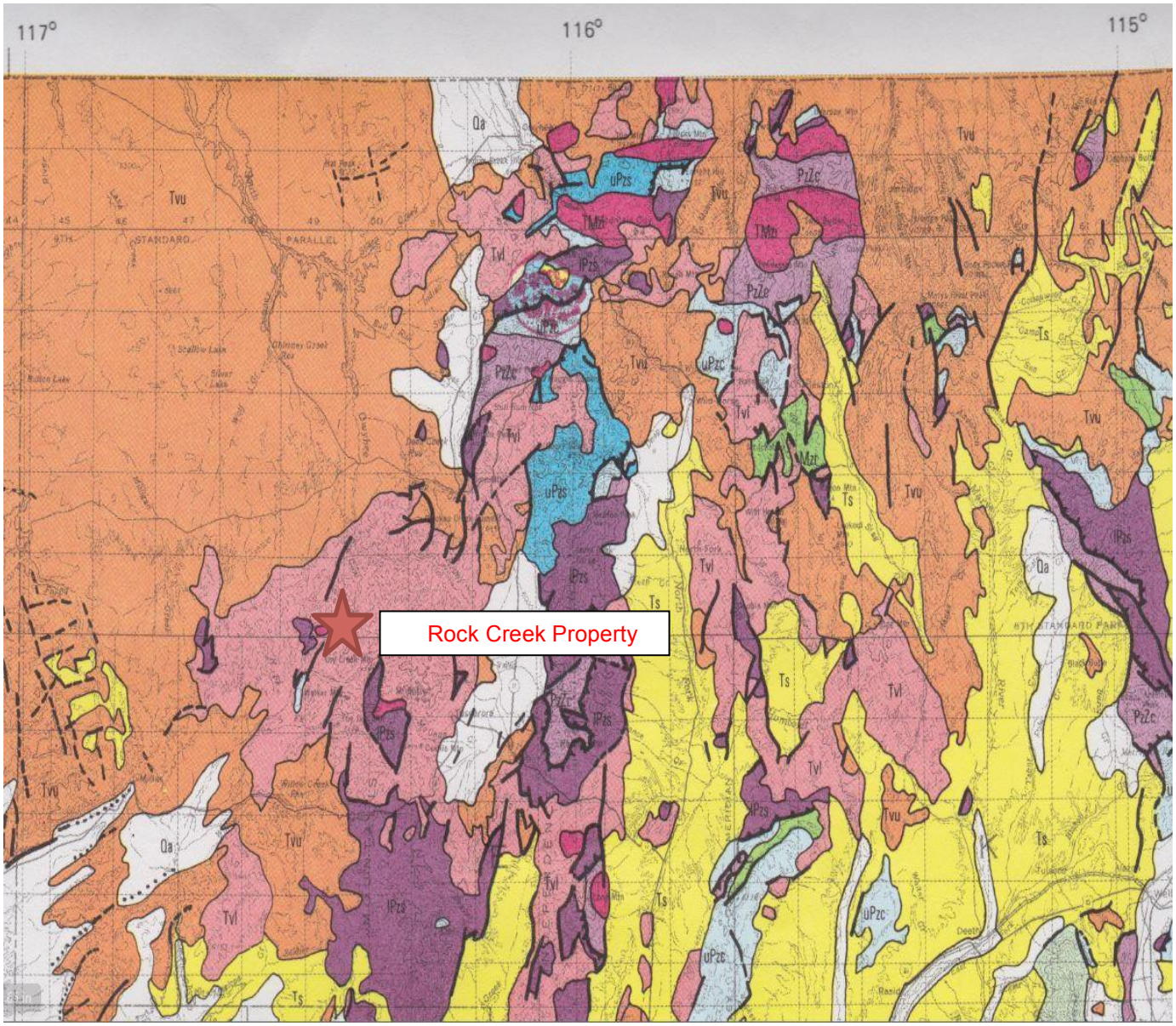
The Roberts Mountain thrust fault, the major regional structure between the upper plate lPzs and the lower plate PzZc rocks, is believed to have localized or controlled gold deposition at many mines in north-eastern Nevada exploiting Carlin-type deposits. Late Paleozoic through Late Mesozoic compressional tectonism (the Sonoma and Sevier orogenies) resulted in local folding and subsequent erosion that exposed lower plate rocks in so-called "windows" through the Roberts Mountains thrust fault. Such windows revealing PzZc rocks outcrop in the southern Tuscarora Mountains, hosting the core Carlin Trend gold deposits. To the northeast, windows of PzZc rocks host the Jerritt Canyon deposits in the Independence Mountains and host the Doby George deposit in the Bull Run Mountains. Upper plate lPzs rocks outcrop in the northern Tuscarora Mountains in the Rock Creek Project area, indicating the possible presence of mineralized PzZc rocks below. Foreland basin uPzc rocks comprise the Adobe Range east of the Independence Mountains.

During the Late Permian through Early Triassic Sonoma orogeny, more western facies rocks (uPzs) of the Cordilleran geosyncline were thrust eastward as the upper plate of the Golconda thrust fault; these rocks outcrop in the northern Independence Mountains. Only small amounts of Mesozoic sedimentary or volcanic (Mzr) rocks occur in eastern Nevada.

Tertiary rocks in northern Nevada include volcanic rocks ranging from silicic tuffs to basalt flows. Silicic tuffs

predominate in the older, mid-Eocene to mid-Miocene, Tertiary volcanics (Tvl). The Rock Creek property is in the northern Tuscarora Mountains, in the periphery of the Eocene Tuscarora volcanic field, which is included in Tvl. Related plutons (TMzi) and dike swarms intrude this volcanic pile. Younger, late-Miocene volcanics (Tvu) comprised mainly of basalt flows occur to the north in the Owyhee Desert, and late-Miocene tuffaceous sediments (Ts) occur to the south, e.g., between the Independence Mountains and the Adobe Range.

Quaternary alluvium (Qa) fills the Independence valley east of the Tuscarora volcanic field.



Local and Property Geology

The Rock Creek Property is located in the periphery of the Tuscarora volcanic field, a complex of Eocene calderas and strato-volcanoes that covers approximately 300 sq. miles (800 km2). It lies just north of major gold deposits of the Carlin Trend and west of the Jerritt Canyon deposits in the Independence Mountains. Andesitic to rhyolitic tuffs and flows erupted from several coalesced calderas; related plutons and (feeder?) dike swarms intruded the volcanic

pile. Up to six Eocene calderas have been distinguished, including: the Red Cow (a.k.a. Big Cottonwood Canyon) caldera, the Good Hope caldera, and the Cornucopia caldera.

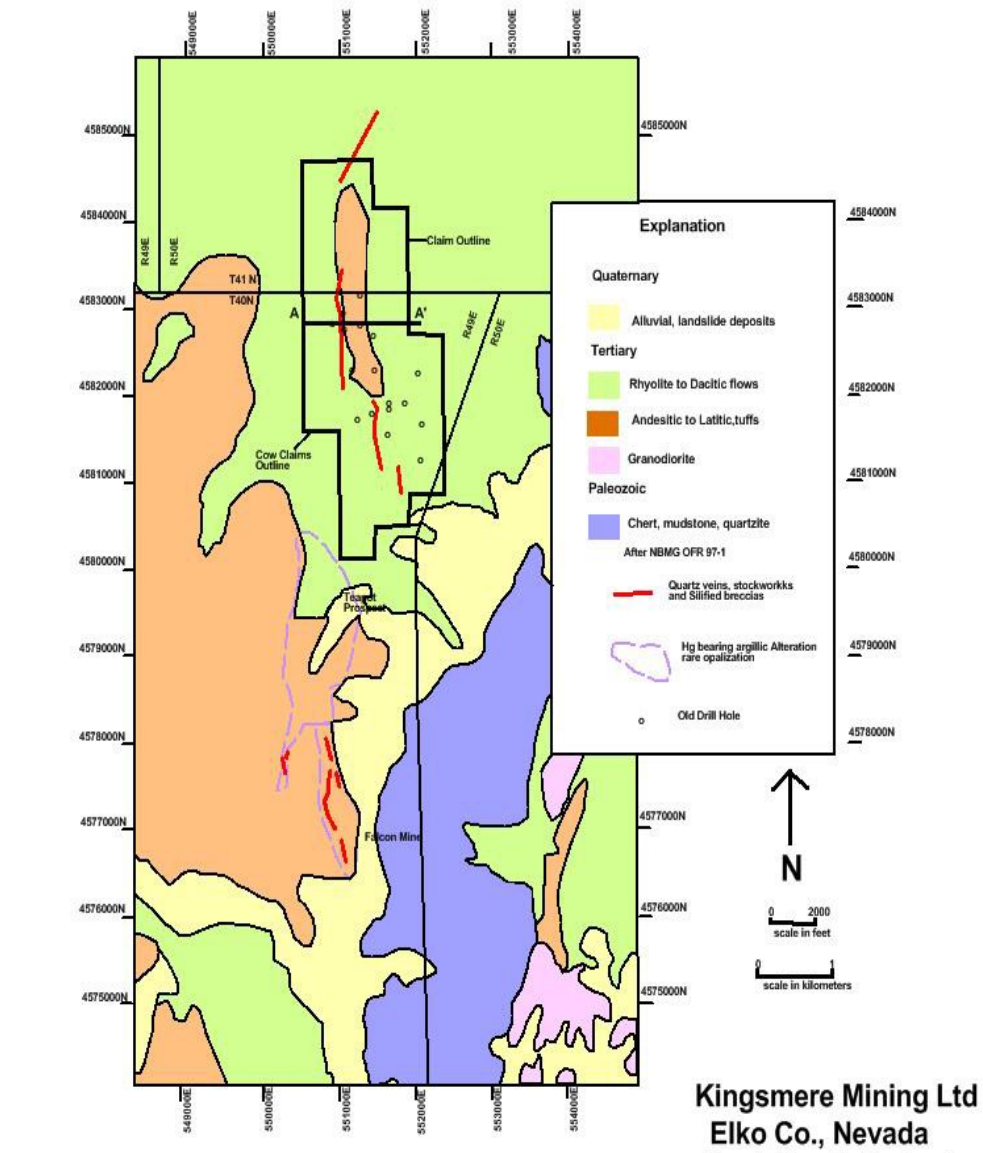


Figure 7.2 Generalized Geologic Map the Rock Creek Property

Modified after Crosby 43-101 tech report 2010

- *Mineralization*

The mineralization of interest on the Rock Creek Property is within the structures that control the alteration halos in Eocene volcanic rocks and the alteration observed in outcropping Paleozoic rocks (caldera slide blocks, or horsts). Generally, this mineralization is typical in high level, volcanic hosted, epithermal systems. Mineralization and alteration at the Cow claims, Red Cow prospect are considerably different than the mineralization at the nearby Falcon and Tea Cup prospects.

In the Red Cow area, a series of steeply east to west dipping fault zones strike north-south to northeast for an aggregate strike length of at least 3 miles. These faults, mostly within lithic rhyolite tuffs, contain locally extensive silicified breccias, fine-grained quartz-barite stockworks, and irregular zones of banded quartz to chalcedony veins. These silicified zones vary along strike in width from 3 to greater than 15 feet. Samples indicate that the silicified zones carry minor anomalous gold (50 – 250 ppb) with local samples up to 2.1 ppm Au. Silver is only weakly anomalous, although As, Hg and Sb are strongly anomalous. Previous shallow drilling has intersected up to 20m averaging 0.5 ppm Au. Most of the anomalous gold is near the bottom of these 500 ft. (150m) holes.

Alteration grade (or facies) increases from quartz and clay in the north to widespread sericitic alteration in the southern portion of the property. Quartz stockworks are abundant throughout the property. Most of the stockworks and breccia zones are related to north-trending structures, but two equidimensional stockworks may be pipe-like bodies. Large silicified breccias are characterized by barite, stibnite, pyrite/marcasite, and ruby silver. Limited soil and rock sampling has revealed large areas highly anomalous in As, Sb, Hg, Ag, and Au. Wide spread drilling has detected thick intercepts of enriched gold and silver values.

Surface samples of vein silicification typically carry 100 to 1000 ppb Au and 1 to 200 ppm Ag. Surrounding the veins is a halo of bleaching and clay alteration (illite-smectite-chlorite). This clay alteration halo extends at least 1.5 miles northward beyond the last surface silicification and is accompanied by Fe-oxides along fractures, rare opaline silicification, and strongly elevated Hg mineralization.

The south-western portion of the Red Cow area is underlain by carbonaceous siltstones. These are favorable lithologies, and are adjacent to a very large hydrothermal system that has mineralized several square miles with As, Sb, and Hg. Low grade gold and silver is also present locally. The contact between the Paleozoic sediments and the intensely altered ash flows may be a caldera ring fracture.

- *Sampling*

During the visit to the property five samples were taken in the area around and near the proposed drill sites and MMI and SGH anomalies. The samples were submitted to ALS Chemex in Elko Nevada on August 14, 2017 for analysis of prep 31 and Au – ICP 21. The new 2017 rock chip samples were taken to fill in the geochemical detail over the MMI anomaly and proposed drill site area (Figure 7.4 of the Technical Report reproduced below) . Sample descriptions and UTM (Nad 27, zone11) coordinates are included in Appendix B of the Technical Report reproduced below. Then samples were analyzed using Au-ICP 21 element analysis. Gold analysis results are comparable to the pre 2017 samples.

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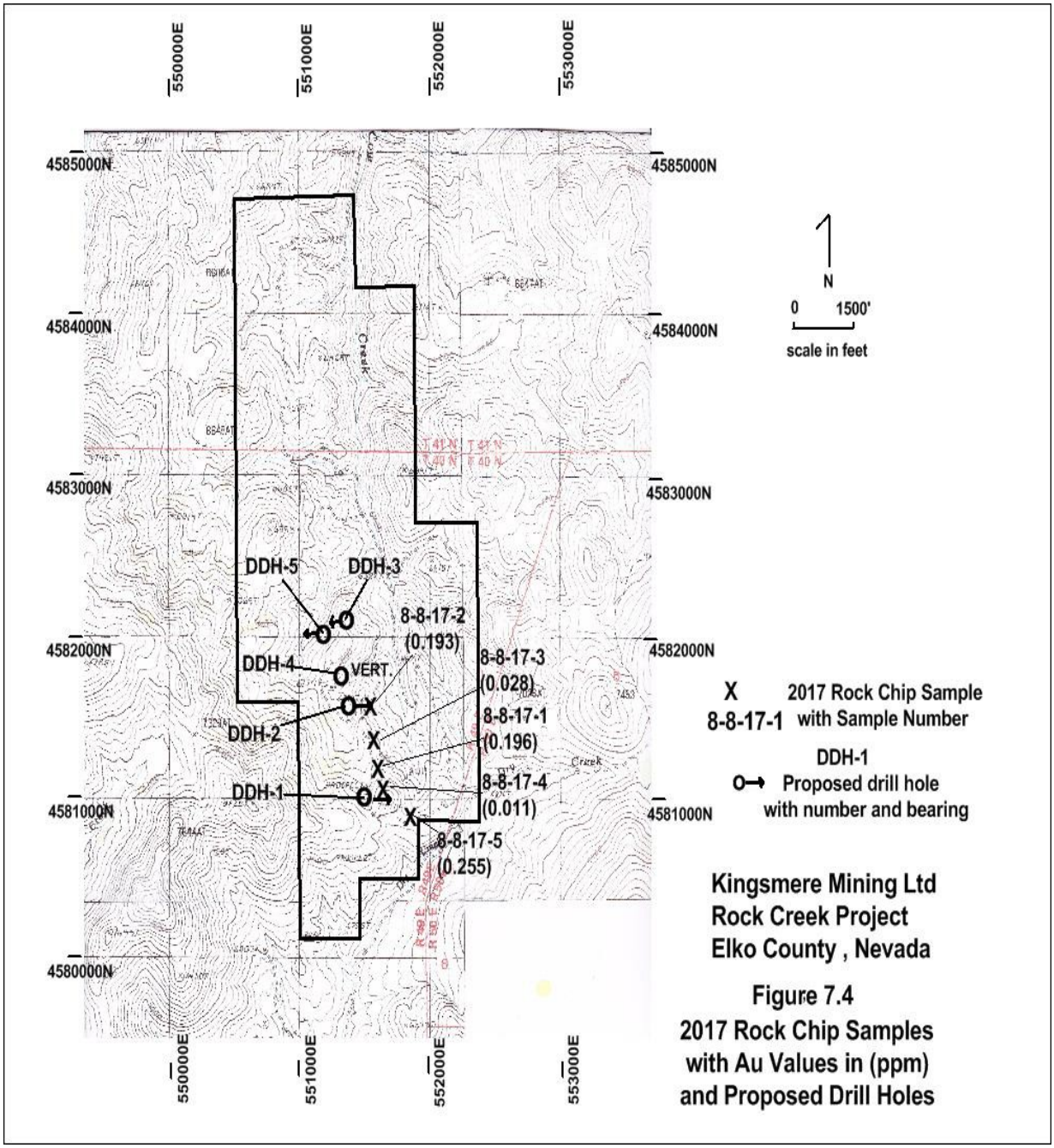

Kingsmere Mining Ltd
Rock Creek Project
Elko County , Nevada

Figure 7.4
2017 Rock Chip Samples with Au Values in (ppm) and Proposed Drill Holes

APPENDIX B

Sample #	Easting	Northing	Description	Gold in PPM
8-8-17-1	551543	4581240	Quartz vein material from dump	0.196
8-8-17-2	551488	4581602	Silicified volcanic rib w quartz	0.028
8-8-17-3	551494	4581393	Fine grained gray sil'd siltstone	0.193
8-8-17-4	551666	4581019	Black sil'd fg siltstone/quartzite	0.011
8-8-17-5	551800	4580891	grab off dump sil'd volcanic w qtz vnlets	0.255

ALS Chemex Lab Certificate

ALS USA Inc.
4977 Energy Way
Reno NV 89502
Phone: +1 775 356 5395 Fax: +1 775 356 0179
www.alsglobal.com/geochemistry

To: ONSTRIKE EXPLORATION
P.O. BOX 33955
RENO NV 89533-3955

Page: 1
Total # Pages: 2 (A)
Plus Appendix Pages
Finalized Date: 1-SEP-2017
Account: ABRMAR

CERTIFICATE EL17172241

Project: Cow

This report is for 5 Rock samples submitted to our lab in Elko, NV, USA on 14-AUG-2017.

The following have access to data associated with this certificate:

MARK ABRAMS

SAMPLE PREPARATION

ALS CODE	DESCRIPTION
WEI-21	Received Sample Weight
CRU-QC	Crushing QC Test
PUL-QC	Pulverizing QC Test
CRU-21	Crush entire sample >70% -6 mm
LOG-22	Sample login - Rcd w/o BarCode
CRU-31	Fine crushing - 70% <2mm
SPL-21	Split sample - riffle splitter
PUL-31	Pulverize split to 85% <75 um

ANALYTICAL PROCEDURES

ALS CODE	DESCRIPTION	INSTRUMENT
Au-ICP21	Au 30g FA ICP-AES Finish	ICP-AES

The results of this assay were based solely upon the content of the sample submitted. Any decision to invest should be made only after the potential investment value of the claim or deposit has been determined based on the results of assay of multiple samples of geological materials collected by the prospective investor or by a qualified person selected by him/her and based on an evaluation of all originating data which is available concerning any proposed project. Statement required by Nevada State Law NRS 519

To: ONSTRIKE EXPLORATION
ATTN: MARK ABRAMS
P.O. BOX 33955
RENO NV 89533-3955

This is the Final Report and supersedes any preliminary report with this certificate number. Results apply to samples as submitted. All pages of this report have been checked and approved for release.

***** See Appendix Page for comments regarding this certificate *****

Signature: Hanadi Bosherichir, Lab Manager

- **Data Verification**

- *Data Review*

The author was able to review all of the available data, including claim maps, drill hole maps, soil gas results maps, MMI soil sample results maps, digital and paper copy MMI sample results, and rock sample geochemistry sample results maps prior to making site inspections.

- *Site Inspections*

The author visited the property on August 3, 8 and 9, 2017; and September 29, 2018. During these visits, the author reviewed altered and sometimes mineralized outcrops throughout the property, focusing in the vein breccia areas, as well as other areas within and outside of Crestview's holdings. Field examinations were able to visually confirm the

style and intensity of alteration and mineralization as presented in the 43-101 technical reports by Jennings and Madeisky, 2004 and Crosby 2010.

- *Rock Sample Data*

During the site visit on August 8 and 9, 2017, the author selected an area of previous sampling near the center of Section 1, in Township 40 North, Range 49 East for check rock sampling. Although there are no coordinates in a digital database, only map locations for locating these historic samples, this author attempted to sample in the same areas as shown on existing maps. The check samples were all located very near or along vein breccias previously reported to be mineralized. The previous rock samples in this area ran from 11 ppb gold to 1,000 ppb gold. This author collected five rock samples to confirm gold mineralization at various locations on vein breccia in the approximate area of the previous sampling. The new samples ranged from 11 ppb gold to 225 ppb gold. While not duplicating the highest historic gold value, in this writer's opinion the samples corroborate most of the earlier gold values in this area and demonstrate the vein breccias carry anomalous gold values.

- *Soil Gas Data*

Soil gas data posted on maps was reviewed. No raw data was available on paper or digitally. This writer notes the anomalous areas on the soil gas maps are coincident with mapped structures, as well as MMI soil sample anomalies and gold in rock geochemically anomalous areas. Without paper or digital copies of the raw data for individual results of the gas survey, no further verification of the results was undertaken.

- *MMI Soil Sampling Data*

MMI Soil Sampling data in map and paper form was reviewed. The data was reviewed and no discrepancies noted in either the data itself or the plotting of the data. The MMI soil sampling anomalies plot close to both the gold in rock sample geochemical anomalies and the soil gas anomalies; and appear consistent with the other prospecting methods discussed above. No further verification of the results was undertaken.

- *Drill Results*

No attempt was made to verify historic drill assay results. The assay results available to this author are hand written entries on drill logs. No copies of original assays have been located. Some of this data can likely be bought from previous explorers in the region.

- *Other Verification*

In addition to the verification activities described above, the author examined the claim monuments and found them standing and in good condition. Historic drill holes were located in the field (casing sticking out of the ground), and their coordinates measured and the locations plotted. Their locations were then compared to historic drill maps to help locate the historic drilling and match up surface and subsurface data.

- *Summary*

No other independent verification was undertaken beyond what is described here. It is this author's opinion; the available historic data was properly collected and documented to the industry standards at the time it was collected.

Conclusions and Recommendations

The Rock Creek property contains altered exposures of probable lower plate Paleozoic sedimentary rocks that appear to be correlative with the Devonian Rodeo Creek Formation. The bulk of the exposed Au-Ag-As-Sb-Hg mineralization has been found in coeval intermediate to felsic volcanics, which have been dated as Eocene (36 – 40 ma.) throughout most of the Tuscarora Mountains. Similar ages of mineralization have been determined for a number of typical Carlin-type mines within the Carlin trend, Getchell district, Jerritt Canyon district, and Battle Mountain-Eureka trend of gold mineralization that host major gold deposits now being mined by Newmont, Barrick, and others.

The target concept for the Rock Creek Project is that high-level, epithermal gold-arsenic dominated, volcanic-hosted, Eocene-aged, precious metal mineralization represents the top of mineralizing hydrothermal plumes which had the potential to form high-grade Carlin-type (Meikle) deposits within favorable stratigraphic sections of lower plate sediments at depth. It is believed that detailed geologic, structural, stratigraphic, geochemical and geophysical studies can target the favorable areas which overlie permissive stratigraphy at a reasonable depth (<2500 ft.).

Various companies have conducted exploration on the properties in the past for volcanic- hosted, high-grade Au-Ag veins and bulk tonnage Au-Ag deposits. These previous efforts by Texas Gulf, Shell Oil, Phelps Dodge, Homestake Mining, Newman Mining, Western States Minerals, Pittston Nevada Gold, Teck, and others were focused on high-grade, epithermal, bonanza-type precious metal veins hosted within volcanics, or at the volcanic-sediment contacts.

From the limited data available from previous exploration in the project area, it is clear that areas of widespread alteration in the volcanic rocks contained anomalous values in Au and Ag with locally high concentrations of As-Sb-Hg. Locally, sedimentary basement rocks were intercepted by shallow drilling in Rock Creek, which were altered and carried anomalous gold and pathfinder element concentrations.

The Rock Creek Project area is situated within a zone of "world class" gold endowment where the potential of finding a large, high-grade, gold mine are favorable. Past work has defined large (>1000 x 5000 ft.) areas of strongly argillized volcanic rocks which host numerous silicified breccia zones, and it is believed that the proposed exploration program offers an excellent opportunity to discover new Carlin-type mineralization beneath shallow volcanic cover on this property.

No resources have thus far been defined on the Rock Creek property, and all past mine development on nearby properties in this area is from the period of the late 1800's through 1950's.

It is recommended to pursue exploration on this property. The proposed work shall be carried out in two phases, with the second phase being contingent upon the successful completion of the first phase.

A two phased exploration program has been proposed for the Rock Creek Project. Phase 1 will focus on defining the dominant mineralizing feeder structures with strong Au-As geochemical footprints, delineating the major sedimentary basement blocks and basement highs, and targeting Carlin-type mineralization at a reasonable depth for underground mining. The first phase includes data acquisition, data compilation, base map configuration, detailed geologic mapping, soil and rock chip geochemical sampling, obtaining CSAMT geophysics survey data, data evaluation and reporting. Upon completion of Phase 1, drill targets will be refined and selected.

The estimated budget for Phase 1 work is US$163,590.

Phase 2 work is contingent on positive results from Phase 1 work activities.

Phase 2 work will consist of drill testing priority exploration targets. The estimated budget for Phase 2 work is US$1,260,840. The total cost for the combined work on the Phase 1 and Phase 2 programs is US$1,424,430.
The proposed work program will utilize contract drillers and geological consultants, independent to the Corporation. If drilling by reverse circulation methods, the geological sample will be collected by means of a dual wall tube,

cyclone and Jones splitter. Approximately 1/4 to 1/8 of the total drill cuttings weighing approximately 20 to 25 lbs. will be collected for analysis for each five foot interval. The drill stem will be raised off the bottom and blown clear to ensure no residual material remains in the hole prior to initiating the next five foot run.

Wet drilling must utilize particular care in keeping the sample free of contamination, and must use a rotary wet splitter. An assistant of the geological consultant will collect the geochemical sample. The sample will be placed into a uniquely numbered sample bag, a corresponding sample tag placed in the bag, and the bag sealed by wire tie or plastic zip tie. If it is diamond core drilling, the sample interval will be laid out by the consulting geologist, the core will then be sawn in half with a diamond blade and similarly bagged.

The total cost for the combined work on Phase 1 and Phase 2 programs is US$1,424,430. Work beyond Phase 2 is dependent on positive results from Phase 2 work.

The budget breakdown and cost for the two phase exploration program are tabulated below (a fully detailed breakdown of each cost of such budget is provided in the Technical Report:

Estimated Budget (in United States Dollars)	**Cost US$**
Phase 1	
- Data search, acquisition, and compilation	$18,000
- Digital terrain model, ortho-photos, base map preparation	$27,800
- Digitizing data and transfer to base maps	$6,000
- Lithologic and structural mapping, geochemical sampling	$24,000
- Sample analyses and data interpretation	$40,000
- CSAMT Geophysical Survey	$28,000
- Independent consultants, Supervision, and Reports	$12,000
- Contingencies	$7,790
Total Phase 1 US$	**$163,590(1)(2)**
Phase 2	
- Follow-up Geological mapping	$6,000
- Definition geochemical Sample Analysis	$8,000
- Data Review and target selection	$4,800
- Drill Program Permitting, Using Permit, Specialist Contractors	$20,000
- Road Construction, Drill Site Preparation, Road Maintenance, Reclamation	$30,000
- Reverse Circulation Drilling	$900,000
- Drill Water Hauling	$70,000
- Drill Sample and assaying	$120,000
- Drill Rig Supervision, Chip Logging, Reporting	$42,000
- Contingencies	$60,040
Total Phase 2	**$1,260,840(3)**
Total Phases 1&2	**1,424,430(4)**

(1) Such amount shall represent $220,846.50 Canadian dollars based on a fixed exchange rate of 1.35;
(2) Phase 1 of the exploration program started in 2018. As at June 1 2019, the estimated expenditure to complete the remaining works under phase 1 exploration is $150,318 (US$111,347);

(3) Such amount shall represent $1,702,134 Canadian dollars based on a fixed exchange rate of 1.35;
(4) Such amount shall represent $1,922,980.50 Canadian dollars based on a fixed exchange rate of 1.35;

Further work will be dependent on positive results from Phase 1 and Phase 2 work.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Annual Information

The following table summarizes selected information from the Corporation's audited financial statements for the period started August 30, 2017, its date of incorporation, and ended November 30, 2017, for the financial year ended November 30, 2018, and for the 6-month interim financial period ended May 31, 2019.

	Financial Year Ended November 30, 2017 audited	Financial Year Ended November 30, 2018 audited	6 Month Period Ended May 31, 2019 unaudited
Total revenues	$Nil	$Nil	$Nil
Cash and Cash Equivalents	$148,826	$233,582	$307,804
Net Loss and Comprehensive Loss	$67,454	$582,511	$107,830
Share Capital	$328,203	$973,677	$1,137,219
Total Equity	$386,372	$577,492	$676,888
Total assets	$424,256	$608,525	$696,983
Total Liabilities	$37,884	$31,033	$20,095

Dividends

There are no restrictions that would prevent the Corporation from paying dividends on the Common Shares, however, the Corporation has neither declared nor paid any dividends on its Common Shares since incorporation and has not established any dividend or distribution policy. The Corporation intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

The following discussion of the operating results and financial position of the Corporation should be read in conjunction with the audited financial statements and related notes for the period ended November 30, 2018. The financial statements are included in this Listing Statement and should be referred to when reading this disclosure. The financial statements summarize the financial impact of the Corporation's financings, investments and operations, which financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars.

MD&A of Financial Condition & the Results of Operations for the 6 month period ended May 31, 2019

This MD&A is for the interim financial period ended May 31, 2019 and should be read in conjunction with the Corporation's financial statements and the related notes contained therein for the 12 month period ended November 30, 2018 and the 6 month period ended May 31, 2019 (the "**Financial Statements**") which are included in this Prospectus. The Financial Statements summarize the financial impact of the Corporation's financings, investments and operations, which Financial Statements are prepared in accordance with International Financial Reporting Standards ("**IFRS**").

All figures are in Canadian dollars unless otherwise stated.

DATE

The MD&A was prepared on the basis of information available as at May 31, 2019.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

While the Corporation believes that the assumptions underlying in the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this document. The Corporation disclaims any intention or obligation to update or revise any forward- looking statement, whether or not it should be revised because of new information, future events or otherwise, unless required to do so by the applicable securities laws.

NATURE OF ACTIVITIES

Crestview Exploration Inc. is incorporated under the Canada Business Corporations Act. The Corporation is involved in the acquisition, exploration and development of mining properties. The Corporation is active in Canada.

OVERALL PERFORMANCE

Results of Operations

The operating results of mining companies can fluctuate significantly from period to period. The Corporation is actively working to restart mining operations at the Rock Creek Property and currently has no revenue from operations.

As disclosed above, the Corporation has limited activity and did not incur any costs other than minor general corporate administration costs. See "General Description of the Business – Overview" and "Technical Report".

The Rock Creek Property is comprised of 72 unpatented lode claims, located approximately 12 miles northwest of the old mining town of Tuscarora, in Elko County, Nevada, United States. The claims lie on BLM administered lands. The Corporation obtained this exploration property on September 19, 2017. Consideration for the Property consisted of $125,430 CDN ($100,000 USD) cash, along with 3,000,000 common shares valued at $0.05, for an amount of $150,000, to be issued when the shares of the Corporation are listed on a recognized stock exchange by way of an initial public offering or any other similar type of going public transaction. The price of the shares was determined using the price of 4,876,000 shares issued on September 22, 2017.

The risks associated with the Rock Creek Project are set out in "Risk Factors".

Selected Annual Information

The Corporation anticipates that, for the foreseeable future, quarterly results of operations will primarily be impacted by several factors, including the timing of exploration and the efforts and timing of expenditures related to the development of the Corporation. Due to fluctuations in these factors, the Corporation believes that the period-to-period comparisons of operating results are not a good indication of its future performance.

The following discussion and analysis are based on the Corporation's results of operations for the financial year ended November 30, 2018 and the interim period ended May 31, 2019. The following selected financial information data is derived from the Corporation's financial statements for the year indicated.

FINANCIAL HIGHLIGHTS			
	Financial Year ended November 30, 2017 (Audited)	**Financial Year Ended November 30, 2018 (Audited)**	**6 Month Interim Financial for the Period Ended May 31, 2019 (Unaudited)**
Expenses	$65,478	$584,443	$107,966
Revenues	Nil	Nil	Nil
Foreign Exchange (Gain) Loss	$1,976	$(1,932)	$(136)
Net loss and comprehensive loss	$67,454	$582,511	$107,830
Cash & cash equivalents	$148,826	$233,582	$307,804

Revenues

Given its status as a recently incorporated mining exploration company, the Corporation does not generate any steady income, and must finance its activities by issuing equity instruments.

Expenses

The Corporation's operation expenses for the 6 month period ending May 31, 2019 totaled $107,966 and consisted of professional fees of $81,530 travel expenses of $8,626, meals and entertainment expenses of $7,376, rental expenses of $626, Business taxes and licenses of $9,300, interest and bank charges of $508.

Professional Fees include expenses towards (a) Maintaining a Trust Account for raising of finances; (b) Fees paid to management personnel for their professional services; (c) Audit Expenses; and (d) Accounting Services. The details of the above are as below:

	6 Month Period Ended May 31, 2019	**Financial Year Ended November 30, 2018**
Accounting Services	$5,503	$2,481
Audit Expenses	$38,164	$16,287
Management Services	$31,500	$53,646
Other Consultancy	$2,863	$10,182

Trust Expenses for Listing	$3,500	$50,545
Grand Total	**$81,530**	**$133,141**

Share Based Payments:

The Corporation offers a stock option plan for its officers, directors, employees and consultants. The fair value of stock options for each vesting period is determined using the Black Scholes option pricing model and is recorded over the vesting period as an increase to stock-based compensation and contributed surplus. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest. Upon the exercise of stock options, the proceeds received by the Corporation and the related contributed surplus are recorded as an increase to share capital. In the event that vested stock options expire, previously recognized share-based compensation is not reversed. In the event that stock options are forfeited, previously recognized share-based compensation associated with the unvested portion of the stock options forfeited is reversed.

The fair value of share-based payment transactions to non-employees and other share-based payments including shares issued to acquire exploration and evaluation assets are based on the fair value of the goods and services received. If the fair value cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Corporation receives the goods or services.

During the year ended November 30, 2018, the Corporation issued 175,000 stock options to directors of the Corporation at an exercise price of $0.40. The vesting date of the stock options was April 20, 2018. The options expire on April 20, 2020. None of the options were exercised as on May 31, 2019.

During the year ended November 30, 2018, the Corporation issued 1.6M common shares to the Chairman of the Corporation for services rendered in 2017 and 2018. The difference between the consideration paid for the shares and the fair value of those shares was recorded as Share Based Payments, for a total amount of $351,917.

There has been no issuance of Options during the Quarter ended May 31, 2019.

Liquidity and Capital Resources

Cash and cash equivalents as at May 31, 2019, totaled $307,804. It is management's intention to secure further capital funding in the form of equity to support current and future exploration and evaluation assets development.

For the next 12 month, the Corporation has budgeted $134,890 for management and general administrative expenses. Management is of the opinion that, even if it is unable to raise additional equity financing, the Corporation will be able to meet its current exploration obligations and keep its properties in good standing for the next 12 months. Advanced exploration of some of the mineral properties would require substantially more financial resources. There is no assurance that such financing will be available when required, or under terms that are favourable to the Corporation. The Corporation may also select to advance the exploration and development of exploration and evaluation assets through joint ventures. Management is currently considering opportunities for further financing.

CASH FLOWS (Canadian Dollars)			
	Financial Year Ended November 30, 2017	**Financial Year Ended November 30, 2018**	**6 Month Interim Financial for the Period Ended May 31, 2019**

	(Audited)	(Audited)	(Unaudited)
Operating activities	(29570)	(225,905)	(128,608)
Financing activities	303,826	396,165	205,026
Investing activities	(125,430)	(85,504)	($2,196)
Cash and cash equivalents – Opening Balance	–	148,826	233,582
Cash and cash equivalents – Closing Balance	148,826	233,582	307,804

MARKET FOR SECURITIES

The securities of the Corporation are not listed or posted for trading or quoted on any exchange or quotation or trade reporting system.

CONSOLIDATED CAPITALIZATION

The following table summarizes the changes in the Corporation's capitalization since August 30, 2017:

Description	Authorized	Outstanding at November 30 , 2018 (audited)	Outstanding as of the date of this Listing Statement (unaudited)[1]
Common Shares	unlimited	8,936,876	9,466,376

Notes:

(1) Prior to giving effect to the issuance of the Compensation Shares to Kingsmere, being 3,000,000 common shares from the share capital of the Corporation to be issued to Kingsmere upon listing on the CSE pursuant to the Acquisition Agreement. .

OPTIONS TO PURCHASE SECURITIES

The purpose of the Stock Option Plan is to assist the Corporation in attracting, retaining and motivating directors, officers, employees and consultants (together "**service providers**") of the Corporation and of its affiliates and to closely align the personal interests of such service providers with the interests of the Corporation and its shareholders.

The Stock Option Plan provides that, subject to the requirements of the CSE, the aggregate number of securities reserved for issuance will be 10% of the number of Common Shares of the Corporation issued and outstanding from time to time.

The Stock Option Plan will be administered by the Board of Directors, who will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such service providers of the Corporation and its affiliates, if any, as the Board may from time to time designate. The exercise prices shall be determined by the Board, but shall, in no event, be less than the closing market price of the Corporation's shares on the CSE on the date of grant of such options, less the maximum discount permitted under the CSE policies. The Stock Option Plan provides that the number of Common Shares issuable on the exercise of options granted to all persons together with all of the Corporation's other previously granted options may not exceed 10% of the Corporation's issued and outstanding Common Shares on a non-diluted basis, from time to time. In addition, the number of Common Shares, which may be reserved for issuance to any one individual upon the exercise of all stock options held by such individual within a one-year period, may not exceed 5% of the Common Shares issued and outstanding on the grant date, on a non-diluted basis, unless otherwise approved by disinterested shareholders of the Corporation. Subject to earlier termination in the event of dismissal for cause, early retirement, voluntary resignation or termination other than for cause, or in the event of death or disability, all options granted under the Stock Option Plan will expire on the date set by the Board as the expiry date of the option, which expiry date shall not be more than 10 years from the date that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

As at the date hereof, the Corporation has the following issued and outstanding stock options:

Name	Number of Options	Expriy Date	Exercise Price
Dimitrios Liakopoulos	25,000	April 19, 2020	$0.40
Glen Watson	25,000	April 19, 2020	$0.40
Gisèle Joubin	25,000	April 19, 2020	$0.40
Mark Abrams	25,000	April 19, 2020	$0.40
Wei Tek Tsai	25,000	April 19, 2020	$0.40
Donald Mackenzie	25,000	April 19, 2020	$0.40
Louis Lapointe	25,000	April 19, 2020	$0.40
Total options outstanding	**175,000**		

DESCRIPTION OF THE SECURITIES

Authorized and Issued Share Capital

The authorized share capital of the Corporation consists of an unlimited number of common shares. As of the date of this Prospectus, 9,466,376 Common Shares were issued and outstanding as fully paid and non-assessable shares.

Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation and each Common Share confers the **right to one vote in person or by proxy** at all meetings of the shareholders of the Corporation. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the Board of Directors may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any

other class of shares of the Corporation, the remaining property and assets of the Corporation.

Prior sales

The following table summarizes the sales of securities of the Corporation prior to the date of this Listing Statement:

Issue Date	Price Per Common Share	Number of Common Shares Issued	Proceeds to the Corporation
August-November 2017	$0.05	4,876,000	$243,800
August-November 2017	$0.025	1,400,000	$35,000
August-November 2017	$0.40	62,564	$25,026
December 2017(1)	$0.025	320,000	$8,000
January - February 2018	$0.40	70,900	$28,360
February 2018(1)	$0.025	1,280,000	$32,000
April 2018	$0.10	130,000	$13,000
June/August 2018	$0.40	506,000	$202,400
September - November 2018	$0.40	291,412	$116,565
December 2019	$0.40	1,000	$400
January-February 2019	$0.40	102,000	$40,800
March-May 2019	$0.40	426,500	$170,600
Total		9,466,376	$915,950

(1) Shares issued to Mr. Dimitrios Liakopoulos, Director and Chairman of the Board as compensation.

ESCROWED SECURITIES

Escrowed Securities

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals (as defined below) are required to be held in escrow in accordance with the escrow regime applicable to initial public distributions. Equity securities, including Common Shares, owned or controlled by the Principals of the Corporation are subject to the escrow requirements set out in National Instrument 46-201 - *Escrow for Initial Public Offerings*.

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

following categories:

(a) directors and senior officers of the Corporation, as listed in this Listing Statement;

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

(c) those who own and/or control more than 10% of the Corporation's voting securities immediately after completion of this Offering if they also have appointed or have the right to appoint a director or senior officer of the Corporation or of a material operating subsidiary of the Corporation;

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

(e) associates and affiliates of any of the above.

The Principals of the Corporation are the following individuals, Glen Watson – Chief Executive Officer, Gisèle Joubin –-Chief Financial Officer and Corporate Secretary, Mark Abrams – Director and VP Exploration, Dimitrios Liakopoulos – Director, Chairman of the Board, Wei-Tek Tsai –- Director, Donald MacKenzie –- Director and Louis Lapointe –-Director. As of the date of this Listing Statement, only Mr. Liakopoulos, Mr Lapointe and Mr. MacKenzie currently own shares of the Corporation.

Name	Number of Shares	Percentage (1)	Percentage (2)
Dimitrios Liakopoulos	1,800,000	19.01%	14.43%
Louis Lapointe	30,000	0.31%	0.24%
Donald MacKenzie	100,000	1.05%	0.80%

Note (1): Prior to giving effect to the issuance of the Compensation Shares to Kingsmere or the exercise of warrants and options.
Note (2): After giving effect to the issuance of the Compensation Shares to Kingsmere but without considering the exercise of any warrants and options

Save and Except for Mr. Dimitrios Liakopoulos, as described below, following completion of the Minimum Offering or the Maximum Offering, it is contemplated that no other holder will hold more than 10% of the issued and outstanding share capital of the Corporation.

The Corporation is an "emerging issuer" as defined in the applicable policies and notices of the Canadian Securities Administrators and if the Corporation achieves "established issuer" status during the term of the NI 46-201 Escrow Agreement (as defined below), it will "graduate" resulting in a catch-up release and an accelerated release of any securities remaining in escrow under the 18 month schedule applicable to established issuers as if the Corporation had originally been classified as an established issuer.

Pursuant to the terms of the NI 46-201 Escrow Agreement, the Escrowed Securities may not be transferred or otherwise dealt with during the term of the NI 46-201 Escrow Agreement unless the transfers or dealings within the escrow are:

(a) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Corporation or of a material operating subsidiary, with approval of the Board of Directors;
(b) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse or children or parents;

(c) transfers upon bankruptcy to the trustee in bankruptcy;

(d) pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; and

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

In accordance with NI 46-201, it is anticipated that the following automatic timed releases will apply to the securities held by its principals:

Date	**% of Escrowed Securities Released**
The date the issuer's securities are listed (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

The following table sets forth details of the Escrowed Securities that are subject to the NI 46-201 Escrow Agreement as of the date of this Listing Statement:

Designation of class	**No. of Escrowed Common Shares**[(1)(2)]	**Percentage**
Common Shares	1,930,000	20.38%

Notes:

1. These shares have been deposited in escrow with the Escrow Agent.
2. Pursuant to an NI 46-201 escrow agreement (the " NI 46-201 **Escrow Agreement**") to be entered among the Corporation, the NI 46-201 Escrow Agent and certain Principals of the Corporation, the Principals agreed to deposit in escrow their Common Shares (the "**Escrowed Securities**") with the Escrow Agent. The NI 46-201 Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that, where there are no changes to the Common Shares initially deposited and no additional Escrow Securities, the

remaining Escrowed Securities will be released in equal tranches of 15% every 6 month interval thereafter, over a period of 36 months.

Shares Subject to Resale Restrictions

The Compensation Shares that will be issued to Kingsmere following a Liquidity Event, namely the Listing of the Common Shares on the CSE, pursuant to the terms and conditions of the Acquisition Agreement will be restricted from trading for a period of 24 months following the date of the Liquidity Event. Such Compensation Shares are to be held within escrow by the Corporation's Transfer Agent.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Corporation, as of the date of this Listing Statement, no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Corporation's Common Shares except for the following:

Name	Number of Common Shares Owned Directly or Indirectly as of the Date of this Listing Statement	Percentage of Common Shares Held
Dimitrios Liakopoulos	1,800,000	19.01%

Note:

(1) Prior to giving effect to the issuance of the Compensation Shares to Kingsmere, being 3,000,000 common shares from the share capital of the Corporation to be issued to Kingsmere upon Listing on the CSE pursuant to the Acquisition Agreement. Following the issuance of the Compensation Shares to Kingsmere, this percentage will be decreased to 15.37%.

DIRECTORS AND OFFICERS

The following table provides the names, provinces or states of residence, positions, principal occupations and the number of voting securities of the Corporation that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and Province of Residence and Position with the Corporation	Director / Officer Since	Principal Occupation for the Past Five Years	Number and % of Common Shares Beneficially Owned Directly or Indirectly (i)as at the date of this Listing Statement and (ii) following issuance of the Compensation

			Shares
Dimitrios Liakopoulos, Alberta, Canada, Director and Chairman of the Board	August 2017	Presently a Business Consultant focusing on restructuring and Development Financial Advisor for Hollis Wealth from 2009 to 2012	1,800,000 19.01% 14.43%(1)
Glen Watson, British Columbia, Canada, Chief Executive Officer	April 2018	Corporate communication and marketing consultant since the early 1990's. Consultant with Ubika Research & Small Cap Power from 2013 to April 2019.	Nil
Mark Abrams, Nevada, USA, Director and VP Exploration	April 2018	Technical Advisor, Consultant and Director of Viscount Mining Corp Director, Vice-President Exploration and Chief Financial Officer of Black Mammoth Metals Corp. (formerly La Quinta Resources) Vice-President of Exploration of Wolfpack Gold Corp. from April 2012 to May 2013	Nil
Wei-Tek Tsai, Arizona, USA, Director	April 2018	Independent Director of St. Georges Eco-Mining Corp.	Nil
Donald "Jim" Mackenzie, British Columbia, Canada, Director	April 2018	President and Chief Executive Officer of Viscount Mining Corp. Consultant for public and private companies.	100,000 1.05% 0.80%(1)
Louis Lapointe, Quebec, Canada, Director	April 2018	CEO of Powersplit International Inc.	30,000 0.31% 0.24%(1)
Gisèle Joubin, British Columbia, Canada, Chief Financial Officer & Secretary	April 2018	Independent Corporate Administration Consultant. Assistant Financial Controller of Site Energy	Nil

Note (1): Following the issuance of the Compensation Shares to Kingsmere

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

The Corporation will have one committee, the audit committee, comprised of three members of the board of directors, namely Dimitrios Liakopoulos, Donald Mackenzie and Louis Lapointe.

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

Dimitrios Liakopoulos, Chairman of the Board and Director, 40 years old

Dimitrios Liakopoulos has been a business consultant for over 6 years, specializing in private and public equity financing. Over the years, Mr. Liakopoulos has specialized specifically in financing early stage companies. Over the past 6 years, Mr. Liakopoulos has successfully help finance a number of start-up and early stage companies. .Prior to this, Dimitrios Liakopous was an Investment advisor for 8 years As a Financial Advisor, Mr. Liakopoulos was responsible for managing clients investments and explaining and coordinating the difficult financial decisions and complex estate planning issues that come with having substantial assets. Mr. Liakopoulos holds a B.com in Finance.

Mr. Liakopoulos will devote sixty (60%) per cent of his time to the Corporation.

Glen Watson, proposed Chief Executive Officer, 61 years old

Mr. Watson has been a corporate communications and marketing consultant since the early 1990's. He is experienced at marketing small, public companies and communicating their message to the investment community. In addition to his contracted marketing work, Mr. Watson has been a director of La Quinta Resources Ltd. and Triumph Ventures Ltd.

Mr. Watson will devote sixty (60%) per cent of his time to the Corporation. Mr. Watson has a consultancy contract with the Corporation.

Mark Abrams, Director and VP Exploration, 64 years old

Mark Abrams has served as CFO and VP Exploration for Black Mammoth Metals Corp. since May 31, 2013 and is currently co-owner of IDA Gold Corporation which is a private gold-focused Nevada based exploration company. He has also served as Technical Advisor, Consultant and Director of Viscount Mining Corp. since 2017. Mr. Abrams holds a BSc. in Geology and MSc. in Geology from Eastern Washington University.

Mr. Abrams will devote fifty (50%) per cent of his time to the Corporation and does not have any management contract with the Company.

Wei-Tek Tsai, Director, 61 years old

Mr. Tsai holds a B.S. in Computer Science and Engineering, M.S. and Ph.D. in Computer Science, and has over 25 years of experience with public markets. Dr. Wei-Tek Tsai received his S.B. in Computer Science and Engineering from Massachusetts Institute of Technology (MIT) at Cambridge, MA in 1979, M.S. and Ph.D. in Computer Science from University of California at Berkeley in 1982.

Dr. Wei-Tek Tsai has been a Director at St Georges Eco Mining Corp. since February, 2014.

Mr. Tsai will devote thirty (30%) per cent of his time to the Corporation and does not have any management contract with the Corporation.

Donald "Jim" MacKenzie, Director, 63 years old

Mr. Donald James MacKenzie, also known as Jim, serves as the Chief Executive Officer and President of Viscount Mining Corp. and has been its Director since July 23, 2013. Mr. MacKenzie led the development of numerous Joint Venture Mining agreements, land acquisitions and exploration contracts. He is an expert in the development, structure, operation and financing of private/public companies with a successful track record of raising equity.

Mr. MacKenzie will devote thirty (30%) per cent of his time to the Corporation and does not have any management contract with the Corporation.

Louis Lapointe, Director, 46 years old

Louis Lapointe is an entrepreneur with a Bachelor's degree in Administration from the University Of Quebec in Montreal. He has been a consultant in the field of publicly traded companies for over 18 years. He was a board member for Orex Exploration, a gold mining company, and Consultant for St-Georges Minerals for many years. M. Lapointe also has a few ventures in the private sector including a forestry equipment export company and a clothing line distribution company.

Mr. Lapointe will devote thirty (30%) per cent of his time to the Corporation.

Gisèle Joubin, Chief Financial Officer and Secretary, 40 years old

Gisele Joubin is an MBA graduate from Alliant University. Mrs. Joubin is a Senior-level professional with 15 years of experience steering financial and business solutions across local and international environments.

From 2014 to 2017, Mrs. Joubin was an assistant controller to Site Energy Services Partnership Prior to Site Energy Services Partnership Mrs. Joubin was VP of operations for Simba Energy Inc. from 2009 to 2017.

Mrs. Joubin will devote fifty (50%) per cent of her time to the Corporation. Mrs. Joubin has a consultancy contract with the Corporation.

Corporate Cease Trade Orders or Bankruptcies

To the Corporation's knowledge, save and except as disclosed elsewhere herein, no existing or proposed director or executive officer of the Corporation is as at the date of this Listing Statement, or was within the ten years prior to the date hereof, a director or executive officer of any corporation, including the Corporation that:

(a) while that person was acting in the capacity of director or executive officer of that Corporation, was the subject of a cease trade order or similar order or an order that denied the Corporation access to any statutory exemptions for a period of more than 30 consecutive days;

(b) was the subject of a cease trade order or similar order or an order that denied the Corporation access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the director, executive officer or promoter ceased to be a director or executive officer and which resulted from an event that occurred while that person was acting in the capacity as director or executive officer; and

(c) while that person was acting in the capacity of director, executive officer or promoter of that Corporation, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

To the Corporation's knowledge, no existing or proposed director, executive officer or other member of management of the Corporation or a shareholder holding a sufficient number of securities of the Corporation affect materially the control of the Corporation has been subject to:

(a) any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion, formation or management of a publicly traded Corporation, or involving fraud or theft, or has entered into a settlement with any securities regulatory authority; or

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

Personal Bankruptcies

On September 7th, 2012, Louis Lapointe filed a consumer proposal; such proposal was discharged on May 8, 2017.

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

Conflicts of Interest

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

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

CAPITALIZATION

Please refer to Schedule “B”.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The executive compensation discussion below discloses compensation paid to the following individuals:

(a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to that of a chief executive officer;

(b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to that of a chief financial officer;

(c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with Section 1.3(5) of Form 51-102F6V under National Instrument 51-102 – *Continuous Disclosure Obligations*, for that financial year; and

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, as at the end of the most recently completed financial year,

(each, a "**Named Executive Officer**").

During the period ended November 30, 2018, the Corporation had two individuals who were Named Executive Officers, namely: (i) Glen Watson who was appointed as Chief Executive Officer of the Corporation; and (ii) Gisèle Joubin who was appointed as Chief Financial Officer and Corporate Secretary.

Compensation Discussion and Analysis

In assessing the compensation of its Named Executive Officers, the Corporation does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board of Directors.

As of the date of this Listing Statement, the Corporation's Board of Directors has not established any benchmark or performance goals to be achieved or met by Named Executive Officers, however, such Named Executive Officers are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Corporation. The satisfactory discharge of such duties is subject to ongoing monitoring by the Corporation's directors.

It is expected that once the Corporation becomes a reporting issuer, the principal component of a Named Executive Officer's compensation will consist of management fees and or the issuance of stock options under the Stock Option Plan, as may be granted from time to time by the Board of directors of the Corporation. The base salary for each Named Executive Officer will be based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable companies. Individual and corporate performance will also be taken into account in determining base salary levels.

Another component of Named Executive Officer compensation is the grant of stock options pursuant to the Corporation's Stock Option Plan. The objective of this compensation component is to attract, retain and motivate certain persons of training, experience and leadership as key service providers to the Corporation, including its directors, Named Executive Officers and employees and to advance the interest of the Corporation by

providing such persons with additional compensation and the opportunity to participate in the success of the Corporation.

In addition to, or in lieu of, the compensation components described above, payments may be made from time to time to individuals, including Named Executive Officers or directors of the Corporation, or companies they control for the provision of management or consulting services. Such services will be paid for by the Corporation at competitive industry rates for work of a similar nature by reputable arm's length services providers.

Summary Compensation Table

The following table sets forth the value of the compensation, excluding compensation securities, of the Corporation's directors and Named Executive Officers, for the financial year ended November 30, 2018 respectively.

Table of compensation excluding compensation securities							
Name and Position	Year	Salary, Consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of Perquisites ($)	Value of all other compensation ($)	Total Compensation
Gisèle Joubin, CFO	2017 2018 2019	Nil 21,000 18000	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil 21,000 18000
Glen Watson, CEO	2017 2018 2019	Nil 21,000 12000	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil 21,000 12000

Table of compensation excluding compensation securities							
Name and Position	Year	Salary, Consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of Perquisites ($)	Value of all other compensation ($)	Total Compensation
Gisèle Joubin, CFO	2017 2018 2019	Nil 21,000 18,000	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil 21,000 18,000
Glen Watson, CEO	2017 2018 2019	Nil 21,000 12,000	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil 21,000 12,000

External Management Companies

Of the Corporation's Named Executive Officers, neither Gisèle Joubin nor Glen Watson were or are employees of the Corporation.

As of the date of this Prospectus, the Corporation has not executed any employment contracts. The Corporation has two consulting agreements with two Executive Officers, namely, Glen Watson, CEO and Gisele Joubin, CFO and Corporate Secretary.

Stock Options and Other Compensation Securities

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Corporation to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation. See "Options to Purchase Securities" above for a description of the material terms of the Corporation's Stock Option Plan.

As at the date hereof, the Corporation has the following issued and outstanding stock options:

Name	Number of Options	Expriy Date	Exercise Price
Dimitrios Liakopoulos	25,000	April 19, 2020	$0.40
Glen Watson	25,000	April 19, 2020	$0.40
Gisèle Joubin	25,000	April 19, 2020	$0.40
Mark Abrams	25,000	April 19, 2020	$0.40
Wei Tek Tsai	25,000	April 19, 2020	$0.40
Donald Mackenzie	25,000	April 19, 2020	$0.40
Louis Lapointe	25,000	April 19, 2020	$0.40
Total options outstanding	**175,000**		

Proposed Compensation

While the Corporation does not anticipate any change in the contractual terms, the Corporation intends to pay a monthly fee of three thousand dollars ($3,000) to its Chief Executive Officer, Mr. Glen Watson, and a monthly fee of three thousand dollars ($3,000) to its Chief Financial Officer, Mrs. Gisèle Joubin for the next 12 months, in accordance with the respective consulting agreements.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

RISK FACTORS

The following are certain factors relating to the business of the Corporation, which factors investors should carefully consider when making an investment decision concerning the Common Shares. These risks and uncertainties are not the only ones facing the Corporation. Additional risks and uncertainties not presently known to the Corporation, or that the Corporation currently deems immaterial, may also impair the operations of the Corporation. If any such risks actually occur, the financial condition, liquidity and results of operations of the Corporation could be materially adversely affected and the ability of the Corporation to implement its growth plans could be adversely affected.

Prospects for companies in the mineral exploration industry generally may be regarded as uncertain given the nature of the industry and, accordingly, investments in mineral exploration companies should be regarded as highly speculative. Mineral exploration involves a significant degree of risk. An investor should carefully consider the risks and uncertainties described below. The risks and uncertainties described below are not an exhaustive list. Additional risks and uncertainties not presently known to the Corporation or that are considered to be immaterial may also adversely affect the Corporation's business. If any one or more of the following risks occur, the Corporation's business, financial condition and results of operations could be seriously harmed. Further, if the Corporation fails to meet the expectations of the public market in any given period, the market price of the Common Shares could decline. An investment in the Common Shares should only be made by persons who can afford a significant or total loss of their investment.

The risks discussed below also include forward-looking statements and actual results may differ substantially from those discussed in these forward-looking statements. See "*Note Regarding Forward Looking Statements*" in this Listing Statement.

Dependence on the Rock Creek Property

The Corporation is an exploration stage Corporation and as such does not anticipate receiving revenue from its mineral properties for some time. The Corporation will be solely focused on the exploration and development of the Rock Creek Property. Unless the Corporation acquires additional property interests, any adverse developments affecting the Rock Creek Property could have a material adverse effect upon the Corporation and would materially and adversely affect any profitability, financial performance and results of operations of the Corporation.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Corporation's mineral exploration and development programs at the Rock Creek Property will result in the definition of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered that Rock Creek Property will be brought into commercial production. Failure to do so will have a material adverse impact on the Corporation's operations and potential future profitability. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which are the particular attributes of the deposit (such as size, grade and proximity to infrastructure), metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Most of the above factors are beyond the Corporation's control.

Exploration, Development and Production Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Corporation's resource base.

The Corporation's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage

and possible legal liability. In addition, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Corporation.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The remoteness and restrictions on access of properties in which the Corporation has an interest will have an adverse effect on profitability as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which the Corporation's properties will be located, often in poor climate conditions.

The long-term commercial success of the Corporation depends on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Corporation will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Corporation may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

Mineral Resources and Reserves

Mineralization estimates for the Corporation's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Unless otherwise indicated, mineralization figures presented in this Listing Statement are based upon estimates made by the Corporation, personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis which may prove to be unreliable. There can be no assurance that these estimates will be accurate; resource or other mineralization figures will be accurate; or such mineralization could be mined or processed profitably.

Insufficient Resources or Reserves

Substantial additional expenditures will be required to establish either resources or reserves on mineral properties and to develop processes to extract the minerals. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis or at all.

Maintaining Interests in Mineral Properties

The Corporation's continuing right to maintain its interest in the Rock Creek Property will be dependent upon compliance with applicable laws.

Obtaining and Renewing Licenses and Permits

In the ordinary course of business, the Corporation will be required to obtain and renew governmental licenses or permits for exploration, development, construction and commencement of mining at the Rock Creek Property. Obtaining or renewing the necessary governmental licenses or permits is a complex and time consuming process involving public hearings and costly undertakings on the part of the Corporation. The duration and success of the Corporation's efforts to obtain and renew licenses or permits are contingent upon many variables not within the Corporation's control, including the interpretation of applicable requirements implemented by the licensing authority. The Corporation may not be able to obtain or renew licenses or permits that are necessary to its operations, including, without limitation, an exploitation license, or the cost to obtain or renew licenses or permits may exceed what the Corporation believes they can recover from the Rock Creek Property. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Corporation's operations and profitability.

No Assurances

There is no assurance that economic mineral deposits will ever be discovered, or if discovered, subsequently put into production. Most exploration activities do not result in the discovery of commercially mineable deposits. The Corporation's future growth and profitability will depend, in part, on its ability to identify and expand its mineral reserves through additional exploration of the Rock Creek Property and on the costs and results of continued exploration and development programs. Mining exploration is highly speculative in nature, involves many risks and frequently is not productive. Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any anticipated level of recovery of mineral reserves will be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. There can be no assurance that the Corporation's exploration efforts at the Rock Creek Property will be successful.

Title Matters, Surface Rights and Access Rights

The Rock Creek Property may be subject to prior unregistered agreements of transfer, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Rock Creek Property and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Rock Creek Property or the size of the area to which such claims and interests pertain. The Corporation cannot guarantee that title to its mineral properties will not be challenged. Title insurance is generally not available for mineral properties and the Corporation's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained.

Additional Funding Requirements

The exploration and development of the Rock Creek Property will require substantial additional capital. When such additional capital is required, the Corporation will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to the Corporation and might involve substantial dilution to existing shareholders. The Corporation may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Corporation's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Corporation may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets, the Corporation's status as a new enterprise with a limited history, the location of the Rock Creek Property, the price of commodities and/or the loss of key management personnel. Further, if the price of gold, copper and other metals on the commodities markets

decreases, then potential revenues from the Rock Creek Property will likely decrease and such decreased revenues may increase the requirements for capital. Failure to obtain sufficient financing will result in a delay or indefinite postponement of development or production at the Rock Creek Property.

Dilution

Common Shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into Common Shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine. In addition, the Corporation will issue additional Common Shares from time to time pursuant to the options to purchase Shares issued from time to time by the Board. The issuance of these Common Shares will result in dilution to holders of Common Shares.

Environmental Risks

All phases of the Corporation's operations with respect to the Rock Creek Property will be subject to environmental regulation. Environmental legislation involves strict standards and may entail increased scrutiny, fines and penalties for non-compliance, stringent environmental assessments of proposed projects and a high degree of responsibility for companies and their officers, directors and employees. Changes in environmental regulation, if any, may adversely impact the Corporation's operations and future potential profitability. In addition, environmental hazards may exist on the Rock Creek Property that are currently unknown. The Corporation may be liable for losses associated with such hazards, or may be forced to undertake extensive remedial cleanup action or to pay for governmental remedial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the properties, or by the past or present owners of adjacent properties or by natural conditions. The costs of such cleanup actions may have a material adverse impact on the Corporation's operations and future potential profitability.

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

The Corporation may be subject to reclamation requirements designed to minimize long-term effects of mining exploitation and exploration disturbance by requiring the operating company to control possible deleterious effluents and to re-establish to some degree pre-disturbance landforms and vegetation. Any significant environmental issues that may arise, however, could lead to increased reclamation expenditures and could have a material adverse impact on the Corporation's financial resources.

Limited Operating History and Early Stage Property

The Corporation is an early stage company and the Rock Creek Property is an exploration stage property. As such, the Corporation will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. The current state of the Rock Creek Property requires significant additional expenditures before any cash flow may be generated. There is no assurance that the Corporation will be successful in achieving a return on shareholders' investment and the likelihood of its success must be considered in light of its early stage of operations.

The Rock Creek Property is in the early exploration stage and is without resources or reserves. The proposed programs on the Rock Creek Property are an exploratory search for a mineral deposit. Development of the Property

will only follow upon obtaining satisfactory results. Exploration for and the development of minerals involve a high degree of risk and few properties, which are explored, are ultimately developed into producing properties. There is no assurance that the Corporation's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term success of the Corporation's operations will be in large part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

Lack of Operating Cash Flow

The Corporation currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Corporation's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If the Corporation sustains losses over an extended period of time, it may be unable to continue our business. Further exploration and development of the Rock Creek Property will require the commitment of substantial financial resources. It may be several years before the Corporation will generate any revenues from operations, if at all. There can be no assurance that the Corporation will realize revenue or achieve profitability.

Regulatory Requirements

Even if the Rock Creek Property is proven to host economic reserves of precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Corporation and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of the Rock Creek Property, environmental legislation and mine safety.

Volatility of Mineral Prices

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

Infrastructure

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

Acquiring Additional Properties

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities

and greater financial and technical resources, the Corporation may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

Risks Associated with Acquisitions

If appropriate opportunities present themselves, the Corporation may acquire other mineral claims and/or companies. The Corporation currently has no understandings, commitments or agreements with respect to any other material acquisition and no other material acquisition is currently being pursued. There can be no assurance that the Corporation will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired company or mineral claims into the Corporation may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Corporation's business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Corporation's business, results of operations and financial condition.

Executive Employee Recruitment and Retention

The success of the Corporation will be dependent upon the performance of its management and key employees. The loss of any key executive or manager of the Corporation may have an adverse effect on the future of the Corporation's business. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Corporation's business activity grows, it will require additional key financial, administrative, geologic and mining personnel as well as additional operations staff. There is no assurance that it will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Corporation is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on its future cash flows, earnings, results of operations and financial condition.

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries, including the mineral exploration sector, were impacted by these market conditions. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Corporation's operations. Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and our overall liquidity, the volatility of mineral prices would impact the Corporation's prospects, volatile energy, commodity and consumables prices and currency exchange rates would impact costs and the devaluation and volatility of global stock markets would impact the valuation of its equity and other securities. These factors could have a material adverse effect on the Corporation's financial condition and results of operations.

In recent years, the securities markets in Canada, as well as in other countries around the world, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Corporation in developing assets, adding additional resources, establishing feasibility of deposits or creating revenues, cash flows or earnings. The value of securities will be affected by market volatility. An active public market for the Common Shares might not develop or be

sustained. If an active public market for the Shares does not develop or continue, the liquidity of a shareholder's investment may be limited and the price of the Common Shares may decline.

Claims and Legal Proceedings

The Corporation may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to former employees. These matters may give rise to legal uncertainties or have unfavourable results. The Corporation may carry liability insurance coverage and mitigate risks that can be reasonably estimated; however, there is a risk that insurance may not be adequate to cover all possible risks arising from the Corporation's operations. In addition, the Corporation may be involved in disputes with other parties in the future that may result in litigation or unfavourable resolution which could materially adversely impact the Corporation's financial position, cash flow, results of operations, and reputation, regardless of the specific outcome.

Force Majeure

The Corporation's projects now or in the future may be adversely affected by risks outside the control of the Corporation, including the price of gold on world markets, labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Uncertainty of Available Funds

Although the Corporation has set out its intended use of available funds in this Listing Statement, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such funds. The failure by the Corporation to apply these funds effectively could have a material adverse effect on the Corporation's business, including the Corporation's ability to achieve its stated business objectives.

Competition

All aspects of the Corporation's business will be subject to competition from other parties. Many of the Corporation's competitors for the acquisition, exploration, production and development of mineral properties, and for capital to finance such activities, will include companies that have greater financial and personnel resources available to them than the Corporation. Competition could adversely affect the Corporation's ability to acquire suitable properties or prospects in the future.

Conflicts of Interest

Certain of the directors and officers of the Corporation will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Corporation may become subject to conflicts of interest. The CBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the CBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the CBCA. To the proposed management of the Corporation's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Corporation and a proposed director or officer of the Corporation except as otherwise disclosed herein.

Dividends

To date, the Corporation has not paid any dividends on its outstanding securities. Any decision to pay dividends on the Common Shares of the Corporation will be made by the Board on the basis of the Corporation's earnings, financial requirements and other conditions.

Litigation

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

Reporting Issuer Status

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

Management of the Corporation expects that being a reporting issuer will make it more expensive to maintain director and officer liability insurance. This factor could also make it more difficult for the Corporation to retain qualified directors and executive officers.

Operating Hazards, Risks and Insurance

The ownership, exploration, operation and development of a mine or mineral property involves many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include environmental hazards, industrial accidents, explosions and third-party accidents, the encountering of unusual or unexpected geological formations, ground falls and cave-ins, mechanical failure, unforeseen metallurgical difficulties, power interruptions, flooding, earthquakes and periodic interruptions due to inclement or hazardous weather conditions. These occurrences could result in environmental damage and liabilities, work stoppages, delayed production and resultant losses, increased production costs, damage to, or destruction of, mineral properties or production facilities and resultant losses, personal injury or death and resultant losses, asset write downs, monetary losses, claims for compensation of loss of life and/or damages by third parties in connection with accidents (for loss of life and/or damages and related pain and suffering) that occur on Corporation's property, and punitive awards in connection with those claims and other liabilities.

It is not always possible to fully insure against such risks, and the Corporation may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of our securities. Liabilities that the Corporation incurs may exceed the policy limits of insurance coverage or may not be covered by insurance, in which event the Corporation could incur significant costs that could adversely impact its business, operations, potential profitability or value. Despite efforts to attract and retain qualified personnel, as well as the retention of

qualified consultants, to manage the Corporation's interests, even when those efforts are successful, people are fallible and human error could result in significant uninsured losses. These could include loss or forfeiture of mineral interests or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort the Corporation might undertake and legal claims for errors or mistakes by personnel.

Absence of Public Trading Market

Currently, there is no public market for the Common Shares and underlying securities and there can be no assurance that an active market for the Common Shares and underlying securities will develop or be sustained after the Listing Date. If an active public market for the Common Shares and underlying securities does not develop, the liquidity of an investor's investment may be limited and the share price may decline below the price paid for the Common Shares by such investor.

PROMOTER

Dimitrios Liakopoulos is considered to be promoter of the Corporation in that he took the initiative in organizing and financing the Corporation. Mr. Liakopoulos holds a total of 1,800,000 of the Corporation's currently issued and outstanding Shares. See "Principal Shareholders" above for further details.

LEGAL PROCEEDINGS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending as of the date of this Listing Statement by or against the Corporation or to which it is a party of its business or any of its assets is the subject of, nor to the knowledge of the directors and officers of the Corporation are any such legal proceedings contemplated which could become material to a purchaser of the Corporation's securities.

Regulatory Actions

There have not been any penalties or sanctions imposed against the Corporation by a court relating to a provincial or territorial securities legislation or by a securities regulatory authoritiy, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Corporation, and the Corporation has not entered into any settlement agreements before a court relating to a provincial or territorial securities legislation or with a securities regulatory authority.

Enforcement of judgments against foreign persons

Mr. Fred Saunders, the Qualified Person of the Corporation, resides in Nevada, USA. and has appointed Dunton Rainville LLP (Exchange Tower, 43rd Floor, 800, Victoria Square, C.P. 303 Montreal, QC H4Z 1H1) as agent for service.

Purchasers are advised that it may not be possible for them to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors, senior officers and principal shareholders of the Corporation, a person or Corporation that beneficially owns or controls or directs, directly or indirectly more than 10% of the Common Shares of the Corporation, or any associate or affiliate of the foregoing have had no material interest, direct or indirect, in any transactions in which the Corporation has participated within the three year period prior to the date of this Listing Statement, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Corporation.

AUDITORS, REGISTRAR AND TRANSFER AGENT

Auditors

The auditors of the Corporation are MNP LLP, Chartered Accountants, located at 1155 boul. René-Lévesque O., 23rd Floor, Montreal QC, H3B 2K2.

The registrar and transfer agent of the Corporation is Computershare Investor Services Inc., of 1500 Robert Bourassa Blvd, Montréal, Québec, H3A 1S8.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Corporation since its incorporation and that at are still in effect as of the date hereof:

1. The Kingsmere Property Acquisition Agreement between the Corporation and Kingsmere dated September 19, 2017;

2. the Engagement Letter among the Corporation and the Agent dated October 24, 2017 with respect to the contemplated Offering that was terminated;

3. Stock Option Plan referred to under "Options to Purchase Securities";

4. Escrow Agreement to be entered by and between the Corporation, Kingsmere and Dunton Rainville LLP acting as escrow agent with respect to the release of the Compensation Shares to Kingsmere upon listing of the Shares of the Corporation on the CSE

5. NI 46-201 Escrow Agreement among the Corporation, Computershare and certain Principals of the Corporation referred to under "Escrowed Shares".

A copy of any material contract and the Technical Report may be inspected during normal business hours at the Corporation's offices at 330 5th Avenue, Suite 1800, Calgary, AB, T2P 0L3. As well, the Technical Report is available for viewing on SEDAR located at: www.sedar.com.

INTERESTS OF EXPERTS

Except as disclosed below, no person or corporation whose profession or business gives authority to a

report, valuation, statement or opinion and who is named as having prepared or certified a part of this Listing Statement or as having prepared or certified a report or valuation described or included in this Listing Statement holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Corporation or any associate or affiliate of the Corporation.

Certain legal matters related to this Offering will be passed upon on behalf of the Corporation by Dunton Rainville LLP.

Fred Saunders Bs Geology, the author of the Technical Report on the Rock Creek Project, is independent from the Corporation within the meaning of NI 43-101.

MNP LLP are the auditors of the Corporation and have informed the Corporation that they are independent of the Corporation in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of Quebec.

OTHER MATERIAL FACTS

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

FINANCIAL STATEMENTS

Attached as Schedule "A" and forming part of this Listing Statement are the audited financial statements of the Corporation for the financial year ended November 30, 2018 and the financial statements for the 6 Month Interim Financial Period Ended May 31, 2019.

CERTIFICATE OF THE ISSUER

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

Dated at Calgary

This 30th day of August 2019

Dimitrios Liakopoulos, Director & Chairman (Promotor)

Mark Abrams, Director

Donald MacKenzie, Director

Louis Lapointe, Director

Wei-Tek Tsai, Director

Glen Watson, CEO

Gisele Joubin, CFO & Corporate Secretary

SCHEDULE "A"

Financial Statements

Crestview Exploration Inc.
Financial Statements
November 30, 2018

Crestview Exploration Inc.

Contents

For the year ended November 30, 2018

MNP SENCRL srl / LLP

Independent Auditors' Report

To the Shareholders of Crestview Exploration Inc.:

We have audited the accompanying financial statements of Crestview Exploration Inc., which comprise the statements of financial position as at November 30, 2018 and November 30, 2017, and the statements of loss and other comprehensive loss, changes in equity and cash flows for the year ended November 30, 2018 and the period from August 30, 2017 (date of incorporation) to November 30, 2017, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Crestview Exploration Inc. as at November 30, 2018 and November 30, 2017 and its financial performance and its cash flows for the year ended November 30, 2018 and the period from August 30, 2017 (date of incorporation) to November 30, 2017 in accordance with International Financial Reporting Standards.

Montréal, Québec

March 29, 2019

MNP SENCRL, srl [1]

[1] CPA auditor, CA, public accountancy permit no. A126822

Crestview Exploration Inc.
Statement of Financial Position
As at November 30, 2018

	2018 ***$***	*2017* *$*
Assets		
Current		
Cash and cash equivalents (Note 6)	**233,582**	148,826
Share subscription receivable (Note 8)	**459**	-
Non-Current		
Exploration and evaluation assets (Note 7)	**374,484**	275,430
Total Assets	**608,525**	424,256
Liabilities		
Current		
Accounts payable and accrued liabilities	**31,033**	37,884
Total liabilities	**31,033**	37,884
Equity		
Share Capital		
Common Shares (Note 8)	**823,677**	178,203
Shares to be issued (Note 8)	**150,000**	150,000
Warrants	**228,231**	125,623
Contributed surplus	**25,549**	-
Deficit	**(649,965)**	(67,454)
Total Equity	**577,492**	386,372
Total liabilities and equity	**608,525**	424,256

Going Concern (Note 2)

Approved on behalf of the Board

_____
Director
Dimitrios Liakopoulos

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

Crestview Exploration Inc.
Statement of Loss and Comprehensive Loss
For the year ended November 30, 2018

	2018 ***$***	*August 30 (incorporation date) to November 30, 2017* *$*
Operating expenses		
Professional fees	**133,141**	33,660
Share-based compensation	**377,466**	-
Management fees	**40,000**	24,000
Travel	**15,904**	5,291
Meals and entertainment	**12,857**	1,331
Computer software	**1,644**	508
Rental	**1,154**	476
Business taxes and licenses	**1,531**	200
Interest and bank charges	**746**	12
Operating loss	**(584,443)**	(65,478)
Foreign exchange gain (loss)	**1,932**	(1,976)
Net loss and comprehensive loss	**(582,511)**	(67,454)
Basic and diluted loss per share (Note 10)	**(0.09)**	**(0.01)**

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

Crestview Exploration Inc.
Statement of Changes in Equity
For the year ended November 30, 2018

	Share capital	*Share capital $*	*Share capital to be issued $*	*Warrants $*	*Contributed surplus $*	*Deficit $*	*Total equity $*
Balance at August 30, 2017 (incorporation date)	**-**	**-**	**-**	**-**	-	**-**	**-**
Net loss and comprehensive loss for the year	**-**	**-**	**-**	**-**	**-**	**(67,454)**	**(67,454)**
Shares to be issued	**-**	**-**	**150,000**	**-**	-	**-**	**150,000**
Issuance of common units	**6,338,564**	**178,203**	**-**	**125,623**	-	**-**	**303,826**
Balance at November 30, 2017	**6,338,564**	**178,203**	**150,000**	**125,623**	**-**	**(67,454)**	**386,372**
Net loss and comprehensive loss for the year	**-**	**-**	**-**	**-**	**-**	**(582,511)**	**(582,511)**
Issuance of units *(Note 8)*	**998,312**	**293,557**	-	**102,608**	-	**-**	**396,165**
Share-based payments *(Note 9)*	**1,600,000**	**351,917**	**-**	**-**	**25,549**	**-**	**377,466**
Balance at November 30, 2018	**8,936,876**	**823,677**	**150,000**	**228,231**	**25,549**	**(649,965)**	**577,492**

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

Crestview Exploration Inc.
Statement of Cash Flows
For the year ended November 30, 2018

	2018 ***$***	*August 30 (incorporation date) to November 30, 2017* *$*
Net loss	**(582,511)**	(67,454)
Adjustments for non-cash items:		
Share-based payments	**377,466**	-
Changes in non-cash working capital items		
Share subscription receivable	**(459)**	
Accounts payable and accrued liabilities	**(20,401)**	37,884
	(225,905)	(29,570)
Financing activities		
Proceeds from issuance of units	**396,165**	303,826
Investing activities		
Increase in exploration and evaluation assets	**(85,504)**	(125,430)
Increase in cash and cash equivalents	**84,756**	148,826
Cash and cash equivalents, beginning of period	**148,826**	-
Cash and cash equivalents, end of period	**233,582**	148,826
Supplementary cash flow information		
Interest paid	**746**	12

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

1. Statement of incorporation and nature of activities

Crestview Exploration Inc. (the "Company"), incorporated under the Business Corporations Act of Canada on August 30, 2017, is involved in the process of exploring, evaluating and promoting its gold properties and other projects. The Company is domiciled in Canada.

The address of the Company's registered office is 330 5th Avenue SW, Calgary, AB, T2P 0L3.

2. Basis of presentation

Going Concern

These financial statements have been prepared on a going concern basis, meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of operations.

Management routinely plans future activities including forecasting cash flows. Management has reviewed their plan with the Directors and has collectively formed a judgment that the Company has adequate resources to continue as a going concern for the foreseeable future, which Management and the Directors have defined as being at least the next 12 months.

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and have been prepared using the historical cost convention. Accounting policies are consistently applied to all years presented, unless otherwise stated.

Approval of Financial Statements

These financial statements were approved for issuance by the Board of Directors on March 29, 2019.

3. Significant accounting policies

The following principle accounting policies have been adopted in the preparation of these financial statements.

Basis of measurement

The financial statements have been prepared on a historical cost basis.

Foreign currency translation

Functional and presentation currency

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

3. Significant accounting policies *(continued from previous page)*

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency, using the exchange rates prevailing at the dates of the transactions (spot exchange rates). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items denominated in foreign currency at year-end exchange rates recognized in profit or loss.

Non-monetary items are not re-translated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the dates when fair value was determined.

Segment disclosure

The Company presents and discloses segmental information based on information that is regularly reviewed by the chief operating decision-maker, i.e. the President and the Board of Directors.

The Company has determined that it has only one operating segment, the sector of exploration and evaluation of mineral resources. All its exploration and evaluation assets are located in United States.

Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized in the statement of financial position when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

The Company classifies its financial instruments by category according to their nature and their characteristics. Management determines the classification when the instruments are initially recognized, which is normally the date of the transaction.

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company's cash and cash equivalents and share subscription receivable are classified in this category. They are initially measured at fair value plus directly attributable transaction costs. Subsequently, they are measured at amortized cost. The difference between the initial carrying value and the collection value is recognized in profit or loss over the duration of the contract using the effective interest rate method. They are presented in current assets when they are recoverable within 12 months of the end of the period; otherwise they are classified as non-current assets.

If there is objective evidence of an impairment loss, the amount of the loss is equal to the difference between the carrying value of the asset and the present value of estimated future cash flows, discounted at the asset's original effective interest rate. The carrying value of the asset is reduced by using an allowance account. When assets are deemed to be uncollectible, they are written off against the allowance account. When the amount of the impairment loss decreases in a subsequent period and when this decrease can be related objectively to an event occurring after the impairment loss was recognized, the previously recognized impairment loss is reversed by adjusting the allowance account. The reversal is limited to the amortized cost that would have been obtained at the date of impairment reversal had the impairment not been recognized. The amount of impairment loss and the amount of the reversal are recognized in profit or loss.

Impairment of financial assets
All financial assets, except for those at fair value through profit or loss, are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial reorganization.

3. Significant accounting policies *(continued from previous page)*

Financial liabilities at amortized cost

Financial liabilities at amortized cost represent financial liabilities not held for trading. Accounts payable and accrued liabilities are classified in this category. They are initially measured at fair value less transaction costs. Subsequently, they are measured at amortized cost. The difference between the initial carrying amount and the redemption value is recognized in profit or loss over the duration of the contract using the effective interest rate method. They are presented as current liabilities when they are repayable within 12 months following the end of the period; otherwise, they are classified as non-current liabilities.

Fair value hierarchy

Financial assets and liabilities measured at fair value in the statement of financial position are grouped into three levels of fair value hierarchy. The three levels are defined based on the observability of the significant inputs to the measurement, 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; and,
- Level 3: unobservable inputs for the assets or liabilities.

Cash and cash equivalents

Cash and cash equivalents comprise cash in bank and demand deposits that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Exploration and evaluation expenditures and exploration and evaluation asset

Exploration and evaluation expenditures are costs incurred in the course of initial search for mineral resources before the technical feasibility and commercial viability of extracting a mineral resource are demonstrable. Costs incurred before the legal right to undertake exploration and evaluation activities are recognized in profit or loss when they are incurred.

Once the legal right to undertake exploration and evaluation activities has been obtained, all costs of acquiring mineral rights or options to acquire such rights (option agreement), expenses related to the exploration and evaluation of mining properties, less refundable tax credits related to these expenses, are recognized as exploration and evaluation assets.

Whenever a mining property is considered no longer viable, or is abandoned, the capitalized amounts are written down to their recoverable amounts; the difference is then immediately recognized in profit or loss.

When technical feasibility and commercial viability of extracting a mineral resource are demonstrable, exploration and evaluation assets related to the mining property are transferred to property and equipment in Mining assets under construction. Before the reclassification, exploration and evaluation assets are tested for impairment and any impairment loss is recognized in profit or loss before reclassification.

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

To date, neither the technical feasibility nor the commercial viability of extracting a mineral resource has been demonstrated.

Impairment of exploration and evaluation assets

For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at a cash-generating unit level.

Whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, an asset or cash-generating unit is reviewed for impairment.

3. Significant accounting policies *(continued from previous page)*

Impairment reviews for exploration and evaluation assets are carried out on a project by project basis, with each project representing a potential single cash-generating unit. An impairment review is undertaken when indicators of impairment arise, but typically when one of the following circumstances apply:

a) the right to explore the areas has expired or will expire in the near future with no expectation of renewal;
b) no further exploration or evaluation expenditures in the areas are planned or budgeted;
c) no commercially viable deposits have been discovered, and the decision has been made to discontinue exploration in the area;
d) sufficient work has been performed to indicate that the carrying amount of the expenditure carried as an asset will not be fully recovered.

Impairment of exploration and evaluation assets (continued)

Additionally, when technical feasibility and commercial viability of extracting a mineral resource are demonstrable, the exploration and evaluation assets of the related mining property are tested for impairment before these items are transferred to property and equipment.

An impairment loss is recognized in profit or loss for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less cost to sell and its value in use.

An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

Equity

Share capital

Share capital represents the amount received on the issue of shares, less issuance costs, net of any underlying income tax benefit from these issuance costs. In addition, if shares were issued as consideration for the acquisition of a mineral property or some other form of non-monetary assets, they are measured at their fair value according to the price of the most recent share issue of the Company.

Unit placements

Proceeds from unit placements are allocated between shares and warrants issued using the residual method. Proceeds are first allocated to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

Warrants

Warrants that have been issued in combination with common shares are accounted for under IAS 32, *Financial instruments: Presentation*. Equity classification applies to instruments where a fixed amount of cash (or liability) denominated in the issuer's functional currency is exchanged for a fixed amount of shares.

In calculating the value of warrants, the Company used the Black Scholes option model which incorporates the following inputs: the Company's stock price, expected life of the warrant, volatility of the Company's stock price, dividend yield and the risk-free interest rate.

Other elements of equity

Contributed surplus includes charges related to stock options and warrants until such stock options and warrants are exercised.

Deficit includes all current and prior period retained profits and losses.

Share-based payments

Stock options plan

The Company operates an equity-settled share-based payment plan for its eligible directors, officers, and employees. The Company's plan does not feature any options for a cash settlement.

3. Significant accounting policies *(continued from previous page)*

All goods and services received in exchange for the grant of any share-based payments are measured at their fair values, unless that fair value cannot be estimated reliably. If the Company cannot estimate reliably the fair value of the goods or services received, the Company measures their value indirectly by reference to the fair value of the equity instruments granted. For the transactions with employees and others providing similar services, the Company measures the fair value of the services received by reference to the fair value of the equity instruments granted.

All equity-settled share-based payments (except equity-settled share-based payments to brokers) are ultimately recognized as an expense in loss or capitalized as an exploration and evaluation asset, depending on the nature of the payment with a corresponding credit to Contributed surplus, in equity. Equity-settled share-based payments to brokers, in respect of an equity financing are recognized as issuance costs of the equity instruments with a corresponding credit to Contributed surplus, in equity.

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of stock options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of stock options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current period. No adjustment is made to any expense recognized in prior period if stock options ultimately exercised are different to that estimated on vesting.

Upon exercise of stock options, the proceeds received net of any directly attributable transaction costs are recorded as share capital. The accumulated charges related to the stock options recorded in contributed surplus are then transferred to share capital.

Basic and diluted earnings (loss) per share

Basic loss per share is calculated by dividing net loss attributable to common equity holders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted earnings per share is calculated by adjusting the weighted average number of shares outstanding to assume conversion of all potentially dilutive share equivalents, such as stock options warrants and restricted share units.

When a loss is incurred during a period, basic and diluted loss per share are the same because the exercise of share equivalents is then considered to be anti-dilutive.

Income taxes

Tax expense recognized in profit or loss comprises the sum of deferred and current tax not recognized in other comprehensive income (loss) or directly in equity.

Current tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with shares in subsidiaries and associates is not provided if reversal of these temporary differences can be controlled by the Company and it is probable that the reversal will occur in the foreseeable future.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full. Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognized as deferred tax expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

4. Future accounting policies

At statement date, several new standards, amendments to standards and interpretations have been issued but are not yet effective. Accordingly, they have not been applied in preparing these consolidated financial statements. The Company is currently assessing the impact that these standards will have on the audited condensed interim consolidated financial statements.

The standards issued but not yet effective that are expected to be relevant to the Company's consolidated financial statements are provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's consolidated financial statements.

Management anticipates that the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of each pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's consolidated financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have an impact on the Company's consolidated financial statements and are not listed.

IFRS 9, Financial instruments

The IASB previously published versions of IFRS 9, Financial instruments that introduced new classification and measurement requirements in 2009 and 2010 and a new hedge accounting model in 2013. In July 2014, the IASB released the final version of IFRS 9, Financial instruments which replaces earlier versions of IFRS 9 issued and completes IASB's project to replace IAS 39, Financial Instruments: Recognition and Measurement.

The standard is effective for annual periods beginning on or after January 1, 2018 and must be applied retrospectively with certain exceptions. Early adoption is permitted. The restatement for the classification and assessment presented for prior periods, particularly with respect to impairment is not required. The Company is still evaluating the impact of this standard on its financial statements.

IFRS 16 - Leases

In January 2016, the IASB published IFRS 16 – Leases, which will replace IAS 17 – Leases. This IFRS eliminates the classification as an operating lease and requires lessees to recognise a right-of-use asset and a lease liability for all leases with exemptions permitted for short-term leases and leases of low value assets. In addition, IFRS 16 changes the definition of a lease, sets requirements on how to account for the asset and liability, including complexities such as non-lease elements, variable lease payments and options periods, changes the accounting for sale and leaseback arrangements, largely retains IAS 17's approach to lessor accounting and introduces new disclosure requirements. IFRS 16 is effective for annual reporting periods beginning on or after January 1, 2019 with early application permitted in certain circumstances. The Company is currently in the process of assessing the impact of IFRS 16 on its financial statements.

IFRIC 23 Uncertainty Over Income Tax Treatments
Issued by the IASB in June 2017 and provides guidance as to when it is appropriate to recognize a current tax asset when the taxation authority requires an entity to make an immediate payment related to an amount in dispute. This interpretation applies for annual reporting periods beginning on or after January 1, 2019. Management has not yet considered the impact of adoption of this IFRIC.

5. Judgments, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainties about these assumptions and estimates could result in outcomes that would require a material adjustment to the carrying amount of the asset or liability affected in the future.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the financial statements.

Judgments

Going concern
The evaluation of the Company's ability to continue as a going concern, to raise additional financing in order to cover its operating expenses and its obligations for the incoming year requires significant judgment based assumptions including the probability that future events are considered reasonable according to the circumstances. Please refer to Note 2 for further information.

Impairment of exploration and evaluation assets
Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses is a subjective process involving judgement and a number of estimates and interpretations in many cases.

When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset or the cash-generating units must be estimated. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs must be determined.

In assessing impairment, the Company must make some estimates and assumptions regarding future circumstances, in particular, whether an economically viable extraction operation can be established, the probability that the expenses will be recovered from either exploitation or sale when the activities have not reached a stage that permits a reasonable assessment of the existence of reserves, the Company's capacity to obtain financial resources necessary to complete the evaluation and development and to renew permits. Estimates and assumptions may change if new information become available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

The impairment loss of the exploration and evaluation assets recognized in profit or loss amounts to $nil for the 12 months ended November 30, 2018 (2017: Nil). No reversal of impairment losses has been recognized for the reporting period.

Management judged that there are no indications of impairment required on the Rock Creek Prospect.

Recognition of deferred tax assets and measurement of income tax expense

Management continually evaluates the likelihood that its deferred tax assets could be realized. This requires management to assess whether it is probable that sufficient taxable income will exist in the future to utilize these losses within the carry-forward period. By its nature, this assessment requires significant judgement. To date, management has not recognized any deferred tax assets.

5. Judgments, estimates and assumptions *(continued from previous page)*

Estimation uncertainty

Share-based payments

The estimation of share-based payment costs requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The model used by the Company is the Black Scholes valuation model. For the significant inputs in the Black Scholes option pricing model, management made the following assumptions:

- Underlying stock price: Set the stock price based on the equity offering from non-brokered private placements at or near the grant date of the options.
- Underlying stock price volatility: Based on historical data of comparable publicly traded companies in the mining industry.
- Expected life: Given the limited history of the stock option plan and the Company, setting expected life was inherently subjective.

Additionally, management is required to make an estimate of future forfeitures at the time of each grant and reduce the share-based payment chare accordingly. This was also inherently subjective due to the limited history of the Company.

6. Cash and cash equivalents

Cash and cash equivalents are made up of the following:

	November 30th, 2018	*November 30th, 2017*
Cash	**230,475**	88
Cash held in trust	**3,107**	148,738
	233,582	148,826

7. Exploration and evaluation (E&E) assets

Exploration and evaluation assets, including the costs of acquiring licenses and directly attributable general and administrative costs, initially are capitalized as exploration and evaluation assets. The costs are accumulated by property pending the determination of technical feasibility and commercial viability. Pre-license costs are expensed when incurred. Pre-exploration costs are expensed unless it is considered probable that they will generate future economic benefits. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the ability of the Company to obtain financing to complete the exploration and development of its mineral resource properties, the existence of economically recoverable reserves and future profitable production, or alternatively, upon the Company's ability to recover its costs through a disposition of its mineral resource properties. The amounts shown for exploration and evaluation assets do not necessarily represent present or future value. Changes in future conditions could require a material change in the amount recorded for exploration and evaluation assets.

The technical feasibility and commercial viability of extracting a mineral resource from a property is considered to be determinable when proved and/or probable reserves are determined to exist, and the necessary permits have been received to commence production. A review of each property is carried out at least annually. Upon determination of technical feasibility and commercial viability, exploration and evaluation assets are first tested for impairment and then reclassified to property, plant and equipment and/or intangibles or expensed to the statement of loss and comprehensive loss to the extent of any impairment.

7. Exploration and evaluation (E&E) assets *(continued from previous page)*

Exploration and evaluation assets are made up of the following:

	2018	2017
Mining Claims		
Opening Balance	**275,430**	-
Acquisitions and claims maintenance	**30,722**	275,430
Closing Balance	**306,152**	275,430
Exploration		
Opening Balance	**-**	-
Additions during the Year	**68,332**	-
Closing Balance	**68,332**	-
Total Exploration and Evaluation Assets		
Opening Balance	**275,430**	-
Additions during the Year (a)	**99,054**	275,430
Closing Balance	**374,484**	**275,430**

(a) Included in additions during the year is $13,550 that was unpaid at November 30, 2018.

Rock Creek Prospect - Elko County, Nevada

The Rock Creek property is comprised of 72 unpatented lode claims, located approximately 12 miles northwest of the old mining town of Tuscarora, in Elko County, Nevada, United States. The claims lie on BLM administered lands. The Company obtained this exploration property on September 19, 2017. Consideration for the property consisted of $125,430 CDN ($100,000 US) cash and 3,000,000 common shares valued at $0.05, for a total of $150,000, to be issued when the shares of the Company are listed on a recognized stock exchange by way of an initial public offering or any other similar type of going public transaction. The price of the shares was determined using the price of 4,876,000 share issued on September 22, 2017.

8. Share capital

a) Capital stock

The capital stock of the Company consists only of fully paid common shares, except for the amount presented in share subscriptions receivable for an amount of $459.

Authorized

- Unlimited number of common shares, without par value, voting and participating.
- Unlimited number of preferred shares, without par value, non-participating. The directors will define the rights, privileges, restrictions and conditions of these shares upon issuance.

b) Issued

During the year, the Company closed non-brokered private placements of 2,598,312 units (including 1,600,000 units that gave rise to a share-based payment – See Note 9), consisting of one common share and one- or one-half common share purchase warrant, at prices ranging between $0.03 and $0.40 for total proceeds of $396,165.

c) Equity reserve - Warrants

As previously noted under part (b), the Company issued one or one-half warrant for each unit, or, 2,157,906 warrants during the year. Each warrant is exercisable into one common share at a price ranging between $0.10 and $0.60.

8. Share capital *(continued from previous page)*

The fair value of one warrant at the date of the closing was estimated to rang between $0.01 and $0.17, based on the following key assumptions:

	November 30th, 2018
Warrants reserve	
Exercise price	**$0.10-$0.60**
Expected life	**2 years**
Dividend yield	**Nil**
Volatility	**146%**
Risk free interest rate	**1.93%**

9. Share-Based Payments

The Company offers a stock option plan for its officers, directors, employees and consultants. The fair value of stock options for each vesting period is determined using the Black Scholes option pricing model and is recorded over the vesting period as an increase to stock-based compensation and contributed surplus. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest. Upon the exercise of stock options, the proceeds received by the Company and the related contributed surplus are recorded as an increase to share capital. In the event that vested stock options expire, previously recognized share-based compensation is not reversed. In the event that stock options are forfeited, previously recognized share-based compensation associated with the unvested portion of the stock options forfeited is reversed.

The fair value of share-based payment transactions to non-employees and other share-based payments including shares issued to acquire exploration and evaluation assets are based on the fair value of the goods and services received. If the fair value cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or services.

During the year, the Company issued 175,000 stock options to directors of the Company at an exercise price of $0.40. The vesting date of the stock options was April 20, 2018. The options expire on April 20, 2020. None of the options were exercised at year-end. During the year, the Company issued 1.6M common shares to the CEO of the Company for services rendered in 2018. The difference between the consideration paid for the shares and the fair value of those shares was recorded as share-based payments, for a total amount of $351,917.

To determine the fair value of the options, the following inputs were used in the Black Scholes option pricing model:

	Stock options granted on April 20, 2018
Exercise price	**$0.40**
Expected life	**2 years**
Dividend yield	**Nil**
Volatility	**146%**
Anticipated forfeiture	**0%**
Estimated stock price	**$0.24**
Risk free interest rate	**1.93%**

10. Loss per share

Loss per share has been calculated using the weighted average number of common shares outstanding for the year ended November 30, 2018 and for the period from August 30, 2017 (incorporation date) to November 30, 2017 as follows:

	November 30th, 2018	*November 30th, 2017*
Net loss for the year attributable to shareholders	**(582,511)**	(67,454)
Weighted average number of common shares outstanding	**6,774,608**	5,389,717
Basic and diluted loss per share	**(0.09)**	(0.01)

For the years ended November 30, 2018 and for the period from August 30, 2017 to November 30, 2017, potential dilutive common shares from incentive stock options and Share Units have not been included in the loss per share calculation as they would result in a reduction of the loss per share.

11. Income taxes

The Company has the following non-capital losses which are available to reduce income taxes in future periods, for which no deferred tax asset has been recognized in the statement of financial position, that can be carried over the following years:

	November 30th, 2018	*November 30th, 2017*
Loss before income taxes	**(582,511)**	(67,454)
Expected income tax recovery	**(157,278)**	(18,213)
Tax expense at combined statutory rate increase (decrease) in income taxes resulting from:		
Tax benefits not recognized	**53,626**	18,033
Share-based payments	**101,916**	-
Other permanent differences	**1,736**	180
	-	-

Composition of deferred income taxes in the income statement

Temporary difference not recorded	**53,626**	18,033
	53,626	18,033

11. Income taxes *(continued from previous page)*

As at December 31, 2018 and 2017, the Company has the following gross temporary differences for which no deferred tax has been recognized:

	November 30th, 2018		*November 30th, 2017*	
	Federal	***Alberta***	*Federal*	*Alberta*
Exploration and evaluation assets	**(150,090)**	**(150,090)**	(150,090)	(150,090)
Non-capital losses	**265,405**	**265,405**	66,788	66,788
Deferred income tax expense	**115,315**	**115,315**	(83,302)	(83,302)

The ability to realize the tax benefits is dependant upon a number of factors, including the future profitability of operations. Deferred tax assets are recognized only to the extent that it is probable that sufficient profits will be available to allow the asset to be recovered. At November 30, 2018, deferred tax assets totalling $31,135 ($Nil at November 30, 2017) have not been recognized.

The Company has the following non-capital losses which are available to reduce income taxes in future periods, for which no deferred tax asset has been recognized in the statement of financial position, that can be carried over the following years:

	Federal	*Alberta*
2037	66,788	66,788
2038	198,617	198,617
	265,405	265,405

12. Related party transactions

Transactions with key management

Key management personnel of the Company are members of the Board of Directors, as well as the president and Chief Financial Officer. On September 1, 2017, the Company entered a contract with the Chairman of the Board who is also the Chief Executive Officer for all services rendered for a monthly amount of $8,000. However, during 2018, the Chairman has partially received payments under the contract and has irrevocably waived any claim to further payments for the year. A total of $40,000 has been recorded in management fees for 2018 (2017 - $24,000). In addition, professional fees include $34,650 paid to other directors of the Company.

The accounts payable and accrued liabilities include $7,460 (2017- $31,920) related to the above contract as well as refundable business expenses paid on behalf of the company by the CEO.

13. Capital management policies and procedures

The Company's objectives in managing capital is to safeguard its ability to continue its operations, to increase the value of the assets of the business and to provide an adequate return to owners. These objectives will be achieved by identifying the right exploration prospects, adding value to these projects and ultimately taking them through to production or sale and cash flow, either with partners or by the Company's own means. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares to improve its financial performance and flexibility.

The company monitors capital on the basis of the carrying amount of equity. Capital for reporting period under review is summarized in Note 8 and in the statement of changes in equity. The Company is not subject to any externally imposed capital requirements.

14. Financial assets and liabilities

The carrying amounts and fair value of financial instruments presented in the statement of financial position are as follows:

	2018		2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Cash and cash equivalents	**233,582**	**233,582**	**148,826**	**148,826**
Share subscription receivable	**459**	**459**		
Financial liabilities				
Accounts payable and accrued liabilities	**17,483**	**17,483**	**37,884**	**37,884**

The carrying value of cash and cash equivalents, subscription receivable and accounts payable and accrued liabilities is considered to be a reasonable expectation of fair value because of the short-term maturity of these instruments.

15. Financial risks

The Company is exposed to various risks in relation to its financial instruments. The main types of risks the Company is exposed to are credit risk and liquidity risk.

The Company's main financial risk exposure and its financial risk management policies are as follows:

Credit risk

Credit risk relates to the risk that one party to a financial instrument will not fulfill some or all of its obligations, thereby causing the Company to sustain a financial loss. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets, cash and cash equivalents and receivables at the reporting date for the aggregate amounts of $234,041 at November 30, 2018 (2017 - $148,826). The risk related to cash and cash equivalents is considered negligible as the Company is dealing with a reputable financial institution whose credit rating is excellent and the cash held in trust is accessible as and when required.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

16. Commitments

The Company has no commitment other than the Management Agreement described in Note 12.

17. Subsequent events

Subsequent to year-end, the Company issued 524,500 units consisting of one common share and one-half common share purchase warrant for total proceeds of $209,800.

Crestview Exploration Inc.

Unaudited Condensed Interim Financial Statements

For the six-month period ended May 31, 2019

Financial Statements

Crestview Exploration Inc.
Statement of Financial Position (Unaudited)
As at

	May 31, 2019	*November 30, 2018 (Audited)*
	$	*$*
Assets		
Current		
Cash and cash equivalents (Note 6)	**307,804**	**233,582**
Share subscription receivable (Note 8)	**2,600**	**459**
Other receivable (Note 10)	**9,899**	**-**
	320,303	**234,041**
Non-Current		
Exploration and evaluation assets (Note 7)	**376,680**	**374,484**
Total Assets	**696,983**	**608,525**
Liabilities		
Current		
Accounts payable and accrued liabilities	**20,095**	**31,033**
Total liabilities	**20,095**	**31,033**
Equity		
Share Capital		
Common Shares (Note 8)	**987,219**	**823,677**
Shares to be issued (Note 7)	**150,000**	**150,000**
Warrants	**271,915**	**228,231**
Contributed surplus	**25,549**	**25,549**
Deficit	**(757,795)**	**(649,965)**
Total Equity	**676,888**	**577,492**
Total liabilities and equity	**696,983**	**608,525**

Going Concern (Note 2)

Approved on behalf of the Board

_____
Director
Dimitrios Liakopoulos

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

Crestview Exploration Inc.

Statement of Loss and Comprehensive Loss (Unaudited)

	3 month period ended May 31		*6 month period ended May 31*	
	2019	***2018***	***2019***	***2018***
	$	***$***	***$***	***$***
Operating expenses				
Professional fees	**49,656**	**20,133**	**81,530**	**43,003**
Share-based Compensation	**-**	**377,466**	**-**	**377,466**
Management fees	**-**	**16,000**	**-**	**40,000**
Travel	**8,255**	**5,032**	**8,626**	**6,664**
Meals and entertainment	**4,158**	**5,530**	**7,376**	**5,581**
Computer software	**-**	**-**	**-**	**772**
Rental	**312**	**292**	**626**	**560**
Business taxes and licenses	**-**	**-**	**9,300**	**-**
Interest and bank charges	**348**	**178**	**508**	**305**
Operating loss	**(62,729)**	**(424,631)**	**(107,966)**	**(474,351)**
Foreign exchange gain	**314**	**7**	**136**	**1,030**
Net loss and comprehensive loss	**(62,415)**	**(424,624)**	**(107,830)**	**(473,321)**
Basic and diluted loss per share (Note 10)	**(0.01)**	**(0.05)**	**(0.01)**	**(0.06)**

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

Crestview Exploration Inc.
Statement of Changes in Equity (Unaudited)
For the 6 months ended May 31

	Share capital	*Share Capital*	*Share capital to be issued*	*Warrants*	*Contributed surplus*	*Deficit*	*Total equity*
		$	*$*	*$*	*$*	*$*	*$*
Balance at December 1, 2017	**6,338,564**	**178,203**	**150,000**	**125,623**	**0**	**(67,454)**	**386,372**
Net loss and comprehensive loss for the 6 month period ended							
May 31, 2018	-	-	-	-	-	(473,322)	(473,322)
Issuance of units	223,400	64,030	-	26,330	-	-	90,360
Share-based payments	1,600,000	351,917	-	-	25,549	-	377,466
Balance at May 31, 2018	**8,161,964**	**594,150**	**150,000**	**151,953**	**25,549**	**(540,776)**	**380,876**
Balance at December 1, 2018	**8,936,876**	**823,677**	**150,000**	**228,231**	**25,549**	**(649,965)**	**577,492**
Net loss and comprehensive loss for the 6 month period ended							
May 31, 2019	-	-	-	-	-	(107,830)	(97,830)
Issuance of units *(Note 8)*	529,500	163,542	-	43,684	-	-	207,226
Balance at May 31, 2019	**9,466,376**	**987,219**	**150,000**	**271,915**	**25,549**	**(757,795)**	**686,888**

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

Crestview Exploration Inc.
Statement of Cash Flows (Unaudited)

For the 6 month period ended May 31, (Unaudited)

	2019	*2018*
	$	**$**
Cash used for the following activities		
Net loss	**(107,830)**	(473,321)
Adjustments for non-cash items: Share-based payments	-	377,466
Changes in non-cash working capital items		
Other Receivables	**(9,839)**	-
Accounts payable and accrued liabilities	**(10,939)**	(18,323)
Cash used by operating activities	**(128,608)**	(114,178)
Financing activities		
Proceeds from issuance of units	**205,026**	90,360
Investing activities		
Increase in exploration and evaluation assets	**(2,196)**	-
Increase / (Decrease) in cash and cash equivalents	**74,222**	(23,818)
Cash and cash equivalents, beginning of period	**233,582**	148,826
Cash and cash equivalents, end of period	**307,804**	125,008
Supplementary cash flow information		
Interest paid	**508**	127

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

1. Statement of incorporation and nature of activities

Crestview Exploration Inc. (the "Company"), incorporated under the Business Corporations Act of Canada on August 30, 2017, is involved in the process of exploring, evaluating and promoting its gold properties and other projects. The Company is domiciled in Canada.

The address of the Company's registered office is 330 5th Avenue SW, Calgary, AB, T2P 0L3.

2. Basis of presentation

Going Concern

These financial statements have been prepared on a going concern basis, meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of operations.

Management routinely plans future activities including forecasting cash flows. Management has reviewed their plan with the Directors and has collectively formed a judgment that the Company has adequate resources to continue as a going concern for the foreseeable future, which Management and the Directors have defined as being at least the next 12 months.

Statement of compliance
These condensed interim financial statements have been prepared in compliance with International Accounting Standards Board ("IASB") under International Accounting Standard ("IAS") 34 – Interim Financial Reporting. Condensed interim financial statements do not include all the notes required in annual financial statements and, accordingly, should be read in conjunction with the annual audited financial statements for the year ended November 30, 2018.

3. Significant accounting policies

These condensed interim financial statements are presented in Canadian dollars, which is the Company's functional currency, and are prepared using the same accounting policies, methods of computation and basis of presentation as outlined in Note 3 - Summary of Accounting Policies, as described in the Company's annual audited financial statements for the year ended November 30, 2018.

Adoption of IFRS 9

In July 2014, the IASB published IFRS 9 which replaces IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 introduces improvements which include a logical model for classification and measurement of financial instruments, a single, forward-looking "expected credit loss" impairment model and a substantially reformed approach to hedge accounting. IFRS 9 is effective for annual reporting periods beginning on or after January 1, 2018. Earlier application is permitted.

As a result of the adoption of IFRS 9, the Company has changed its accounting policy for financial instruments retrospectively, for ones that were recognized at the date of application, which was January 1, 2018. The change did not impact the carrying value of any financial instruments on this date.

a) Classification

In implementing IFRS 9, the Company updated the financial instruments classification within its accounting policy. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial Assets/Liabilities	Original classification under IAS 39	New classification under IFRS 9
Cash and cash equivalents	Loans and receivables at amortized cost	Financial asset at amortized cost
Share subscription receivable	Loans and receivables at amortized cost	Financial asset at amortized cost
Other receivable	Loans and receivables at amortized cost	Financial assets at amortized cost
Accounts payable and accrued liabilities	Other financial liabilities at amortized cost	Financial liabilities at amortized cost

3. Significant accounting policies *(continued from previous page)*

The Company determines the classification of financial assets at initial recognition. The classification of its instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading (including all equity derivative instruments) are classified as fair value through profit and loss ("FVTPL"). For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument- by-instrument basis) to designate them at fair value through other comprehensive income ("FVTOCI"). Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

b) Measurement

Financial assets and liabilities at amortized cost:

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

Financial assets and liabilities at FVTPL:

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of net loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net loss and comprehensive loss in the period in which they arise. Where Company has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

c) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to twelve month expected credit losses. The Company recognizes an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

4. Future accounting policies

At statement date, several new standards, amendments to standards and interpretations have been issued but are not yet effective. Accordingly, they have not been applied in preparing these consolidated financial statements. The Company is currently assessing the impact that these standards will have on the audited condensed interim consolidated financial statements.

The standards issued but not yet effective that are expected to be relevant to the Company's consolidated financial statements are provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's consolidated financial statements.

Management anticipates that the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of each pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's consolidated financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have an impact on the Company's consolidated financial statements and are not listed.

IFRS 16 - Leases

In January 2016, the IASB published IFRS 16 – Leases, which will replace IAS 17 – Leases. This IFRS eliminates the classification as an operating lease and requires lessees to recognise a right-of-use asset and a lease liability for all leases with exemptions permitted for short-term leases and leases of low value assets. In addition, IFRS 16 changes the definition of a lease, sets requirements on how to account for the asset and liability, including complexities such as non-lease elements, variable lease payments and options periods, changes the accounting for sale and leaseback arrangements, largely retains IAS 17's approach to lessor accounting and introduces new disclosure requirements. IFRS 16 is effective for annual reporting periods beginning on or after January 1, 2019 with early application permitted in certain circumstances. The Company is currently in the process of assessing the impact of IFRS 16 on its financial statements.

4. Future accounting policies *(continued from previous page)*

IFRIC 23 Uncertainty Over Income Tax Treatments

Issued by the IASB in June 2017 and provides guidance as to when it is appropriate to recognize a current tax asset when the taxation authority requires an entity to make an immediate payment related to an amount in dispute. This interpretation applies for annual reporting periods beginning on or after January 1, 2019. Management has not yet considered the impact of adoption of this IFRIC.

5. Judgments, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainties about these assumptions and estimates could result in outcomes that would require a material adjustment to the carrying amount of the asset or liability affected in the future.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the financial statements.

Judgments

Going concern
The evaluation of the Company's ability to continue as a going concern, to raise additional financing in order to cover its operating expenses and its obligations for the incoming year requires significant judgment based assumptions including the probability that future events are considered reasonable according to the circumstances. Please refer to Note 2 for further information.

Impairment of exploration and evaluation assets
Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses is a subjective process involving judgement and a number of estimates and interpretations in many cases.

When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset or the cash-generating units must be estimated. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs must be determined.

In assessing impairment, the Company must make some estimates and assumptions regarding future circumstances, in particular, whether an economically viable extraction operation can be established, the probability that the expenses will be recovered from either exploitation or sale when the activities have not reached a stage that permits a reasonable assessment of the existence of reserves, the Company's capacity to obtain financial resources necessary to complete the evaluation and development and to renew permits. Estimates and assumptions may change if new information become available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

The impairment loss of the exploration and evaluation assets recognized in net loss amounts to Nil for the 6 month period ended May 31, 2019 (2018: Nil). No reversal of impairment losses has been recognized for the reporting period.

Management judged that there are no indications of impairment required on the Rock Creek Prospect.

Recognition of deferred tax assets and measurement of income tax expense

Management continually evaluates the likelihood that its deferred tax assets could be realized. This requires management to assess whether it is probable that sufficient taxable income will exist in the future to utilize these losses within the carry-forward period. By its nature, this assessment requires significant judgement. To date, management has not recognized any deferred tax assets.

5. Judgments, estimates and assumptions *(continued from previous page)*

Estimation uncertainty

Share-based payments

The estimation of share-based payment costs requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The model used by the Company is the Black Scholes valuation model. For the significant inputs in the Black Scholes option pricing model, management made the following assumptions:

a. Underlying stock price: Set the stock price based on the equity offering from non-brokered private placements at or near the grant date of the options.
b. Underlying stock price volatility: Based on historical data of comparable publicly traded companies in the mining industry.
c. Expected life: Given the limited history of the stock option plan and the Company, setting expected life was inherently subjective.

Additionally, management is required to make an estimate of future forfeitures at the time of each grant and reduce the share-based payment chare accordingly. This was also inherently subjective due to the limited history of the Company.

6. Cash and cash equivalents

Cash and cash equivalents are made up of the following:

	May 31, 2019	*November 30, 2018*
	$	*$*
Cash	**307,804**	230,475
Cash held in trust	**-**	3,107
	307,804	233,582

7. Exploration and evaluation (E&E) assets

Exploration and evaluation assets, including the costs of acquiring licenses and directly attributable general and administrative costs, initially are capitalized as exploration and evaluation assets. The costs are accumulated by property pending the determination of technical feasibility and commercial viability. Pre-license costs are expensed when incurred. Pre-exploration costs are expensed unless it is considered probable that they will generate future economic benefits. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the ability of the Company to obtain financing to complete the exploration and development of its mineral resource properties, the existence of economically recoverable reserves and future profitable production, or alternatively, upon the Company's ability to recover its costs through a disposition of its mineral resource properties. The amounts shown for exploration and evaluation assets do not necessarily represent present or future value. Changes in future conditions could require a material change in the amount recorded for exploration and evaluation assets.

The technical feasibility and commercial viability of extracting a mineral resource from a property is considered to be determinable when proved and/or probable reserves are determined to exist, and the necessary permits have been received to commence production. A review of each property is carried out at least annually. Upon determination of technical feasibility and commercial viability, exploration and evaluation assets are first tested for impairment and then reclassified to property, plant and equipment and/or intangibles or expensed to the statement of loss and comprehensive loss to the extent of any impairment.

7. Exploration and evaluation (E&E) assets *(continued from previous page)*

Exploration and evaluation assets are made up of the following:

	May 31, 2019 $
Mining Claims	
Opening Balance – December 01, 2018	**306,152**
Acquisitions and claims maintenance	**-**
Closing Balance – May 31, 2019	**306,152**
Exploration	
Opening Balance – December 01, 2018	**68,332**
Additions during the period	**2,196**
Closing Balance – May 31, 2019	**70,528**
Total Exploration and Evaluation Assets	
Opening Balance – December 01, 2018	**374,484**
Additions during the period	**2,196**
Closing Balance – May 31, 2019	**376,680**

Rock Creek Prospect – Elko County, Nevada

The Rock Creek property is comprised of 72 unpatented lode claims, located approximately 12 miles northwest of the old mining town of Tuscarora, in Elko County, Nevada, United States. The claims lie on BLM administered lands. The Company obtained this exploration property on September 19, 2017. Consideration for the property consisted of $125,430 CDN ($100,000 US) cash and 3,000,000 common shares valued at $0.05, for a total of $150,000, to be issued when the shares of the Company are listed on a recognized stock exchange by way of an initial public offering or any other similar type of going public transaction. The price of the shares was determined using the price of 4,876,000 shares issued on September 22, 2017.

8. Share capital

a) Capital stock

The capital stock of the Company consists only of fully paid common shares, except for the amount presented in share subscriptions receivable for an amount of $2,600 (November 30, 2018: $459).

Authorized

- Unlimited number of common shares, without par value, voting and participating.
- Unlimited number of preferred shares, without par value, non-participating. The directors will define the rights, privileges, restrictions and conditions of these shares upon issuance.

b) Issued

During the six month period, the Company closed non-brokered private placements of 529,500 units, consisting of one common share and one-half common share purchase warrant, at $0.40 for a net proceeds of $207,226.

8. Share capital *(continued from previous page)*

c) Equity reserve - Warrants

As previously noted under part (b), the Company issued one-half warrant for each unit, or, 264,750 warrants during the 6 month period ended May 31, 2019 (May 31, 2018: 1,696,700). Each warrant is exercisable into one common share at a price of $0.60 (2018: price ranging between $0.10 and $0.60).

The fair value of one warrant at the date of the closing was estimated at $0.165 (2018: estimate ranged between $0.01 and $0.17), based on the following key assumptions:

Warrants Reserve	**6 month period ended May 31, 2019**
Exercise Price	**$0.60**
Expected Life	**2 years**
Dividend Yield	**Nil**
Volatility	**146%**
Risk Free Interest Rate	**1.93%**

9. Loss per share

Loss per share has been calculated using the weighted average number of common shares outstanding and is as follows:

	3 month period ended May, 31		**6 month period ended May, 31**	
	2019	2018	**2019**	2018
	$	$	$	$
Net loss for the year attributable to shareholders	**(58,759)**	(425,821)	**(107,830)**	(473,322)
Weighted average number of common shares outstanding	**9,462,145**	8,113,393	**9,220,136**	7,369,746
Basic and diluted loss per share	**(0.01)**	(0.05)	**(0.01)**	(0.06)

For the 6 months ended May 31, 2019 (and for any other period as applicable), potential dilutive common shares from incentive stock options and share units have not been included in the loss per share calculation as they would result in a reduction of the loss per share.

10. Related party transactions

Transactions with key management

Key management personnel of the Company are members of the Board of Directors, as well as the Chairman of the Board. On September 1, 2017, the Company entered a contract with the Chairman of the Board for all services rendered for a monthly amount of $8,000. However, during 2018, the Chairman has partially received payments under the contract and has irrevocably waived any claim to further payments for the year. There were no recorded management fees for the 6 month period ended May 31, 2019 (May 31 2018: $40,000). In addition, professional fees for the 6 month period ended May 31, 2019 include $31,500 (May 31, 2018: Nil) paid to other directors of the Company.

The accounts payable and accrued liabilities include Nil (November 30 2018: $7,460) related to the above contract as well as refundable business expenses paid on behalf of the company by the Chairman of the Board.

10. Related party transactions *(continued from previous page)*

During the 6 month period ended May 31, 2019, the Company has advanced the Chairman $9,899 (November 30, 2018: Nil) for meeting certain expenses of the Company, which has been refunded subsequent to period end.

11. Capital management policies and procedures

The Company's objectives in managing capital is to safeguard its ability to continue its operations, to increase the value of the assets of the business and to provide an adequate return to owners. These objectives will be achieved by identifying the right exploration prospects, adding value to these projects and ultimately taking them through to production or sale and cash flow, either with partners or by the Company's own means. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares to improve its financial performance and flexibility.

The company monitors capital on the basis of the carrying amount of equity. Capital for reporting period under review is summarized in Note 8 and in the statement of changes in equity. The Company is not subject to any externally imposed capital requirements.

12. Financial assets and liabilities

The carrying amounts and fair value of financial instruments presented in the statement of financial position are as follows:

	6 month period ended May 31, 2019		6 month period ended May 31, 2018	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
	$	**$**	$	$
Financial assets				
Cash and cash equivalents	**307,804**	**307,804**	233,582	233,582
Share subscription receivable and others	**12,499**	**12,499**	459	459
Financial liabilities				
Accounts payable and accrued liabilities	**20,095**	**20,095**	17,483	17,483

The carrying value of cash and cash equivalents, subscription receivable, other receivable and accounts payable and accrued liabilities is considered to be a reasonable expectation of fair value because of the short-term maturity of these instruments.

13. Financial risks

The Company is exposed to various risks in relation to its financial instruments. The main types of risks the Company is exposed to are credit risk and liquidity risk.

The Company's main financial risk exposure and its financial risk management policies are as follows:

Credit risk

Credit risk relates to the risk that one party to a financial instrument will not fulfill some or all of its obligations, thereby causing the Company to sustain a financial loss. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets, cash and cash equivalents and receivables at the reporting date for the aggregate amounts of $320,303 at May 31, 2019 (May 31 2018: $234,041). The risk related to cash and cash equivalents is considered negligible as the Company is dealing with a reputable financial institution whose credit rating is excellent and the cash held in trust is accessible as and when required.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset

14. Commitments

The Company has no commitment other than the Management Agreement described in Note 10.

15. Subsequent events

The Company has received and/or recovered the share subscription receivable from the shareholders and the advances (Note 10) paid to the CEO and Chairman of the Company.

The Company has received $10,000 from the Chairman of the Company as an interest free advance for a period of 2 years pursuant to an agreement signed between the parties on 9th August 2019.

CERTIFICATE OF CRESTVIEW EXPLORATION INC.

Dated: August 23, 2019

This Non-Offering Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Corporation as required by the securities legislation of Alberta, Ontario and British Columbia.

(s) Glen Watson
Glen Watson
Chief Executive Officer

(s) Gisèle Joubin
Gisèle Joubin
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(s) Mark Abrams
Mark Abrams
Director

(s) Donald MacKenzie
Donald MacKenzie
Director

CERTIFICATE OF THE PROMOTER

Dated: August 23, 2019

This Non-Offering Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Corporation as required by the securities legislation of Alberta, Ontario and British Columbia.

(s) Dimitrios Liakopoulos
Dimitrios Liakopoulos

SCHEDULE "B"

CAPITALIZATION

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)	9,466,376	21,402,596		
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)	7,608,250	18,310,375	80,37%	85,55%
Total Public Float (A-B)	1,858,126	3,092,221	19,63 %	14,.45%
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)	1,930,000	4,930,000	20,39%	23.03%
Total Tradeable Float (A-C)	7,536,376	16,472,596	79.61%	76,96%

Note: On a fully diluted basis, the 3,000,000 shares to be issued to Kingsmere as per the terms of the Acquisition Agreement are taken into account.

Public Securityholders (Registered)

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0 0
500 – 999 securities	0	0 0
1,000 – 1,999 securities	76	78,450
2,000 – 2,999 securities	14	34,500
3,000 – 3,999 securities	5	15,250
4,000 – 4,999 securities	0	0
5,000 or more securities	55	9,338,176
	150	9,446,376

Public Security holders (Beneficial)

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0 0
500 – 999 securities	0 0	0 0
1,000 – 1,999 securities	0 0	0 0
2,000 – 2,999 securities	0 0	0 0
3,000 – 3,999 securities	0 0	0 0
4,000 – 4,999 securities	0 0	0 0
5,000 or more securities	0 0	0 0
Unable to confirm	0	0 0

Non-Public Security holders (Registered)

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	2	2,250
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	3	1,930,000
	5	1,932,250

The following chart provides details regarding all outstanding securities convertible or exchangeable into any class of listed securities as of the date of this Listing Statement.

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**
Warrants exercisable for a period of 24 months from date of issuance entitling the holder to acquire one common share at a price of $0.10 per common share	7,876,000	7,876,000
Warrants exercisable for a period of 24 months from date of issuance entitling the holder to acquire one common share at a price of $0.60 per common share	885,220	885,220
Stock Options exercisable until April 19, 2020 at a price of $0.40 per common share	175,000	175,000