

FORM 2A

LISTING STATEMENT (ANNUAL UPDATE)

This Listing Statement must be used for all initial applications for listing and for Issuers resulting from a fundamental change. The Exchange requires prospectus level disclosure in the Listing Statement (other than certain financial disclosure and interim Management's Discussion and Analysis) and can require that the Issuer include additional disclosure.

General Instructions

- (a) Please prepare this Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) In this form, the term "Issuer" includes the applicant Issuer and any of its subsidiaries.
- (c) In determining the degree of detail required, a standard of materiality should be applied. Materiality is a matter of judgment in a particular circumstance, and should generally be determined in relation to an item's significance to investors, analysts and other users of the information. An item of information, or an aggregate of items, is considered material if it is probable that its omission or misstatement would influence or change an investment decision with respect to the Issuer's securities. In determining whether information is material, take into account both quantitative and qualitative factors. The potential significance of items should be considered individually rather than on a net basis, if the items have an offsetting effect. This concept of materiality is consistent with the financial reporting notion of materiality contained in the Handbook.
- (d) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation.
- (e) For Issuers that are re-qualifying for listing following a fundamental change, provide historic and current details on
 - (i) the Issuer
 - (ii) all other companies or businesses that are involved in the fundamental change (the "target"); and
 - (iii) the entity that will result from the fundamental change (the "New Issuer").

Information concerning the Issuer that was contained in the most recent Listing Statement may be incorporated by reference, but this statement must indicate if any of the information in the prior statement has changed (e.g. describing a business that will no longer be undertaken by the New Issuer). Information concerning assets or lines of business of the target that will not be part of the New Issuer's business should not be included.

- (f) This Listing Statement provides prospectus-level disclosure. It will be amended from time to time to reflect any changes to the prospectus disclosure requirements. If changed, the new form is to be used for the next listing statement the Issuer is required to file. The Issuer does not have to amend a listing statement currently on file to reflect any new disclosure requirements.

1. Table of Contents

1.1 Include a table of contents with the following headings:

1.	Table of Contents	2
2.	Corporate Structure	3
3.	General Development of the Business	5
4.	Narrative Description of the Business	7
5.	Selected Consolidated Financial Information	14
6.	Management's Discussion and Analysis	15
	Annual MD&A	15
	Interim MD&A – N/A.	24
7.	Market for Securities	27
8.	Consolidated Capitalization	27
9.	Options to Purchase Securities.....	27
10.	Description of the Securities.....	29
11.	Escrowed Securities	31
12.	Principal Shareholders	32
13.	Directors and Officers.....	33
14.	Capitalization	40
15.	Executive Compensation	42
16.	Indebtedness of Directors and Executive Officers	43
17.	Risk Factors	46
18.	Promoters	46
19.	Legal Proceedings	48
20.	Interest of Management and Others in Material Transactions	49
21.	Auditors, Transfer Agents and Registrars	50
22.	Material Contracts.....	50
23.	Interest of Experts	50
24.	Other Material Facts	51
25.	Financial Statements.....	51

2. Corporate Structure

- 2.1 State the full corporate name of the Issuer or, if the Issuer is an unincorporated entity, the full name under which the entity exists and carries on business and the address(es) of the Issuer's head and registered office.

Metalo Manufacturing Inc.
1600 - 141 Adelaide Street West
Toronto, ON M5H 3L5

- 2.2 State the statute under which the Issuer is incorporated or continued or organized or, if the Issuer is an unincorporated entity, the laws of the jurisdiction or foreign jurisdiction under which the Issuer is established and exists. Describe the substance of any material amendments to the articles or other constating or establishing documents of the Issuer.

Metalo Manufacturing Inc. (previously Muskrat Minerals Incorporated) (hereinafter referred to as the “Corporation”) was incorporated on October 4, 2000, under the laws of the Province of Alberta, pursuant to the *Business Corporations Act* (Alberta). It was initially listed as a capital pool company on the Canadian Venture Exchange (“CDNX”), as Vistatech Corporation. On October 22, 2001, following the acquisition of VR Interactive International Inc., the Corporation changed its name to “VR Interactive Corporation” and was no longer deemed to be a capital pool company.

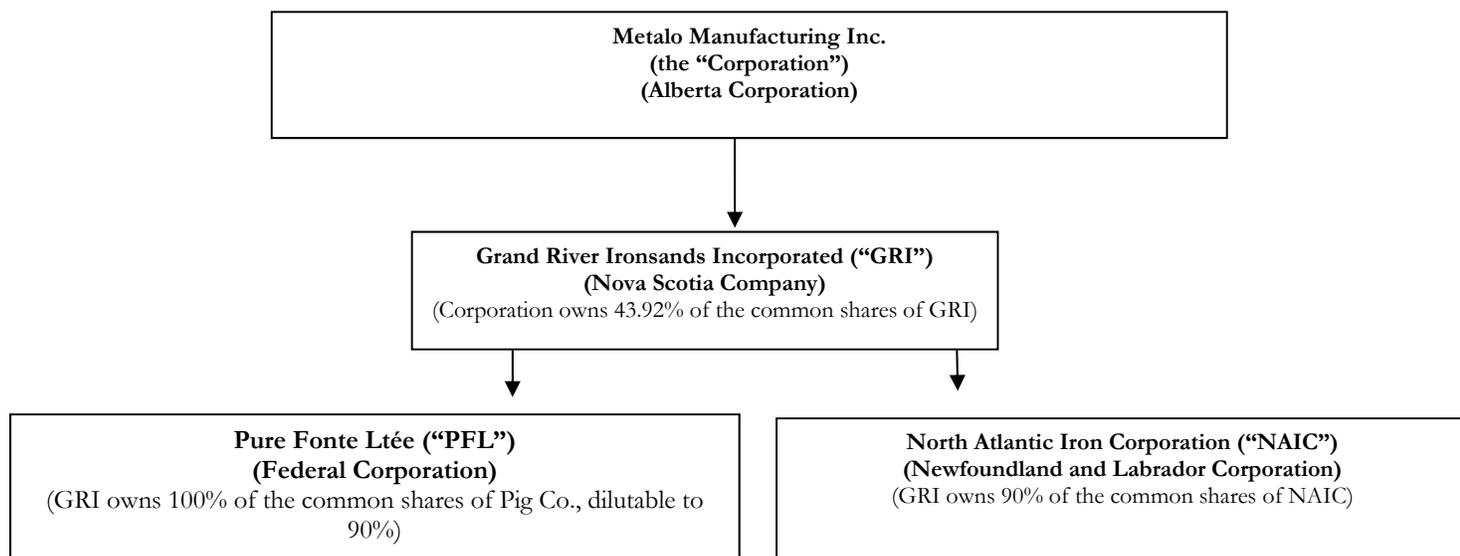
The Corporation traded on the TSX Venture Exchange as a Tier 2 corporation under the symbol “VRI” until February 15, 2010, at which time it failed to meet listing requirements and commenced trading on the TSX Venture Exchange “NEX” under the symbol “VRI.H”.

The Corporation commenced trading on the Canadian Securities Exchange (“CSE”) on March 29, 2012. The Corporation ceased trading on the TSX Venture Exchange effective as of the open of business on March 30, 2012.

The Corporation changed its name from Muskrat Minerals Incorporated to Metalo Manufacturing and began trading on the CSE under its new name and ticker (“MMI”) effective as of December 16, 2015.

- 2.3 Describe, by way of a diagram or otherwise, the intercorporate relationships among the Issuer and the Issuer's subsidiaries. For each subsidiary state
- (a) the percentage of votes attaching to all voting securities of the subsidiary represented by voting securities beneficially owned, or over which control or direction is exercised, by the Issuer;
 - (b) the place of incorporation or continuance; and

- (c) the percentage of each class of restricted shares beneficially owned, or over which control or direction is exercised, by the Issuer.



In addition to the above, GRI also owns 100% of the issued and outstanding common shares of Forks Specialities Metal Inc. ("FSM"), which owned and operated two submerged arc smelting furnaces in Pennsylvania, USA. FSM tried unsuccessfully to independently operationalize as a stand-alone business and operated with minimal cash for in excess of a year. In addition, SK 3700 Glover Road Owner LLC, the former landlord of FSM, obtained a judgment against FSM for rental arrears, accelerated rent, and attorney's fees in the amount of USD\$1,189,562.70. After considering all other possible avenues, on December 28, 2017, FSM filed for bankruptcy under Chapter 7 of the United States Bankruptcy Code in the United States Bankruptcy Court, Eastern District of Pennsylvania. The bankruptcy proceedings are progressing and GRI has made provision for the write off of all assets, advances receivable and liabilities associated with FSM.

- 2.4 If the Issuer is requalifying following a fundamental change or is proposing an acquisition, amalgamation, merger, reorganization or arrangement, describe by way of diagram or otherwise these intercorporate relationships both before and after the completion of the proposed transaction.

N/A.

- 2.5 Non-corporate Issuers and Issuers incorporated outside of Canada must describe how their governing legislation or constating documents differ materially from Canadian corporate legislation with respect to the corporate governance principles set out in Policy 4.

N/A.

3. General Development of the Business

- 3.1 Describe the general development of the Issuer's business over its three most recently completed financial years and any subsequent period. Include only major events or conditions that have influenced the general development of the Issuer's business. If the business consists of the production or distribution of more than one product or the rendering of more than one kind of service, describe the principal products or services. Also discuss changes in the business of the Issuer that are expected to occur during the current financial year of the Issuer.

The Corporation's primary investment is in GRI and indirectly through GRI's subsidiaries, NAIC and PFL.

NAIC's primary business goal centres on the exploration and development of a mineral sands project (namely garnet, zircon, feldspars, and silica minerals) near Happy Valley-Goose Bay, NL, Canada.

PFL's primary business goal centres on manufacturing a high-quality pig iron for sale to foundries and steel mills with the proposed pig iron plant being built in Quebec, Canada.

In March, 2018, GRI, NAIC, PFL and Petmin Limited completed a major restructuring summarized below. Prior to the restructuring, Petmin Limited was a 40% shareholder of NAIC and it is now a 10% shareholder of NAIC with an option to purchase a 10% interest in Pure Fonte. For clarity, NAIC returned to treasury the 30% of common shares previously owned by Petmin Limited:

- 1. NAIC assigned the right to the use of the process developed by Tenova for the construction of a pig iron plant to Petmin Limited specifically for use in Ohio, US and to GRI specifically for use in Quebec, Canada. These exclusive rights will expire in the event either parties have not commenced the construction of a pig iron facility within three years of the date of the agreement.**
- 2. NAIC transferred 100% of its investment and ownership position in the proposed pig iron facility in Quebec to PFL in consideration of reduction of a portion of its debt to GRI and GRI purchased additional shares in PFL.**
- 3. NAIC will retain 100% ownership of the mineral resources at Goose Bay, with GRI holding 90% of its shares and Petmin Limited holding a 10% dilutable ownership position in NAIC.**
- 4. Both parties agreed not to license, transfer or assign any rights to use the process developed by Tenova to any third party, without the consent of the other party.**

5. Both parties have agreed to exchange shares in their respective pig iron facilities to provide a 10% dilutable ownership position based on the capital position which remains outstanding, but this has not closed as of the date hereof.

NAIC and GRI have invested substantial funds to prove the economic viability and to develop a bankable feasibility study related to the planned construction of the pig iron facility which included site selection, preliminary environmental assessment and permitting, process design and engineering and logistics. Approximately \$2.9 million was capitalized through PFL as project development costs.

3.2 Disclose:

- (1)
 - (a) any significant acquisition completed by the Issuer or any significant probable acquisition proposed by the Issuer, for which financial statements would be required under National Instrument 41-101 *General Prospectus Requirements* if this Listing Statement were a prospectus; and
 - (b) any significant disposition completed by the Issuer during the most recently completed financial year or the current financial year for which *pro forma* financial statements would be required under National Instrument 41-101 *General Prospectus Requirements* if this Listing Statement were a prospectus.
- (2) Under paragraph (1) include particulars of
 - (a) the nature of the assets acquired or disposed of or to be acquired or disposed of;
 - (b) the actual or proposed date of each significant acquisition or significant disposition;
 - (c) the consideration, both monetary and non-monetary paid, or to be paid, to or by the Issuer;
 - (d) any material obligations that must be complied with to keep any significant acquisition or significant disposition agreement in good standing;
 - (e) the effect of the significant acquisition or significant disposition on the operating results and financial position of the Issuer;
 - (f) any valuation opinion obtained within the last 12 months required under Canadian securities legislation, a directive of a Canadian securities regulatory authority, or a requirement of a Canadian stock exchange or other Canadian market to support the value of the consideration received or paid by the Issuer or any of its subsidiaries for the assets, including the name of the author, the date of the opinion, the assets to which the opinion relates and the value attributed to the assets; and

- (g) whether the transaction is with a Related Party of the Issuer and if so, disclose the identity of the other parties and the relationship of the other parties to the Issuer.

Although there was no significant acquisition or disposition by the Issuer, there was a major restructuring involving its partially owned subsidiary, GRI and its subsidiaries. As noted above, NAIC repurchased a portion of its issued and outstanding shares from Petmin and it also sold its 100% shareholdings in PFL to GRI in consideration of a reduction in a portion of its debt to GRI.

This change of ownership resulted in an increase in controlling interest and a corresponding increase in consolidated retained earnings in the amount of \$3,428,747 at June 30, 2018 with offsetting reduction in non-controlling interest in the amount of (\$5,487,152) and total shareholders equity being reduced by (\$2,058,405).

Additional information is located in the annual financial statements and MD&A.

- 3.3 Discuss any trend, commitment, event or uncertainty that is both presently known to management and reasonably expected to have a material effect on the Issuer's business, financial condition or results of operations, providing forward-looking information based on the Issuer's expectations as of the date of the Listing Statement.

The Issuer remains focused on its investment in GRI, and indirectly through GRI's subsidiaries, PFL and NAIC. PFL's primary goal is adding value to iron ore with a proven manufacturing/smelting process. It is essentially taking iron ore trading at US\$65/tonne (62% Fe) and producing a premium pig iron selling at more than US\$500/tonne. Raw materials prices for iron ore, natural gas and electricity remain in forecasted ranges. In summary, the goal for PFL is to add value to mineral resources while becoming the lowest cost North American producer of a quality premium pig iron product required by foundries and steel mills and the lowest carbon emitter globally for this product. NAIC is continuing efforts to advance the mineral sands of Labrador where a significant investment has been directed to understanding the economic values of its claims over the past number of years.

4 Narrative Description of the Business

4.1 General

- (1) Describe the business of the Issuer with reference to the reportable operating segments as defined in the Handbook and the Issuer's business in general. Include the following for each reportable operating segment of the Issuer:

- (a) state the business objectives that the Issuer expects to accomplish in the forthcoming 12-month period;
- (b) describe each significant event or milestone that must occur for the business objectives in (a) to be accomplished and state the specific time period in which each event is expected to occur and the costs related to each event;
- (c) disclose the total funds available to the Issuer and the following breakdown of those funds:
 - (i) the estimated consolidated working capital (deficiency) as of the most recent month end prior to filing the Listing Statement, and
 - (ii) the total other funds, and the sources of such funds, available to be used to achieve the objectives and milestones set out in paragraphs (a) and (b); and
- (d) describe in reasonable detail and, if appropriate, using tabular form, each of the principal purposes, with approximate amounts, for which the funds available described under the preceding paragraph will be used by the Issuer.

As at June 30, 2018 the Corporation had a corporate head office and three operating business segments:

1. Grand River Ironsands Incorporated, a private corporation, incorporated under the *Companies Act* of Nova Scotia, is a development stage enterprise in the process of exploring its mineral properties through its majority-owned subsidiary North Atlantic Iron Corporation and a manufacturer of pig iron through its wholly owned subsidiary, Pure Fonte Ltée.

2. North Atlantic Iron Corporation, a private corporation, incorporated under the *Corporations Act* of Newfoundland and Labrador, is a development stage enterprise in the process of exploring its mineral properties in Newfoundland and Labrador, Canada

3. Pure Fonte Ltée a private corporation incorporated under the *Canada Business Corporations Act* to be engaged in the manufacturing of pig iron.

4. Forks Specialty Metals Inc., a private corporation, incorporated under the laws of Pennsylvania discontinued operation in December 2017.

Over the next 12 months the primary objective of the Issuer and its direct and indirect subsidiaries will be to close a tranche of US\$20 million to

fulfil the financial needs identified as “pre-construction” for PFL’s pig iron plant. Term sheets are in negotiation for US\$15 million and C\$4 for pre-construction, along with C\$50 million (with a second round for C\$65 million) for project financing with the respective parties. Efforts have been focused on finalizing site and operational details. Additionally, PFL reports two term sheets for offtake from well-established industry leaders for the final product are well advanced.

PFL is also moving forward to finalize the key issues on a site decision for the proposed pig iron plant. A detailed rollout with a public announcement on location and permitting strategy will be forthcoming.

Upon concluding adjustments to the Bankable Feasibility Study, production decisions will be made. The highlights of the feasibility study are expected to be released later this year. Next efforts will be to activate environmental permitting with a view to commencing construction in Q2 2019. Concurrently, announcements of Front End Engineering Design (FEED) and detailed engineering will be announced post the completion of financing.

The Issuer has cash on hand of \$28,148 and has a working capital deficiency of \$5,135,895, and shareholders’ equity of \$45,267,456. The Issuer has had recurring negative cash flows from operations and will require additional financing to fund its continuing efforts.

Management plans to raise additional debt and/or equity financing in order to continue operations. Although the Issuer has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available under terms favourable to the Issuer.

- (2) For principal products or services describe: **N/A**
- a) the methods of their distribution and their principal markets;
 - b) as dollar amounts or as percentages, for each of the two most recently completed financial years, the revenues for each category of principal products or services that accounted for 15 per cent or more of total consolidated revenues for the applicable financial year derived from:
 - (i) sales or transfers to joint ventures in which your company is a participant or to entities in which your company has an investment accounted for by the equity method,
 - (ii) sales to customers, other than those referred to in clause (i), outside the consolidated entity,

- (iii) sales or transfers to controlling shareholders; and
 - (iv) sales or transfers to investees.
 - c) if not fully developed, the stage of development of the principal products or services and, if the products are not at the commercial production stage,
 - (i) the timing and stage of research and development programs,
 - (ii) the major components of the proposed programs, including an estimate of anticipated costs,
 - (iii) whether the Issuer is conducting its own research and development, is subcontracting out the research and development or is using a combination of those methods, and
 - (iv) the additional steps required to reach commercial production and an estimate of costs and timing.
- (3) Concerning production and sales, disclose: **N/A**
- a) the actual or proposed method of production of products and if the Issuer provides services, the actual or proposed method of providing services;
 - b) the payment terms, expiration dates and terms of any renewal options of any material leases or mortgages, whether they are in good standing and, if applicable, that the landlord or mortgagee is a Related Person of the Issuer;
 - c) specialized skill and knowledge requirements and the extent that the skill and knowledge are available to the Issuer;
 - d) the sources, pricing and availability of raw materials, component parts or finished products;
 - e) the importance, duration and effect on the segment of identifiable intangible properties such as brand names, circulation lists, copyrights, franchises, licences, patents, software, subscription lists and trademarks;
 - f) the extent to which the business of the segment is cyclical or seasonal;
 - g) a description of any aspect of the Issuer's business that may be affected in the 12 months following the date of the Listing Statement by renegotiation or termination of contracts or sub-contracts and the likely effect;

- h) the financial and operational effects of environmental protection requirements on the capital expenditures, earnings and competitive position of the Issuer in the current financial year and the expected effect, on future years;
 - i) the number of employees, as at the most recent financial year end or as an average over that year, whichever is more relevant;
 - j) any risks associated with foreign operations of the Issuer and any dependence of the segments upon the foreign operations;
 - k) a description of any contract upon which your company's business is substantially dependent, such as a contract to sell the major part of your company's products or services or to purchase the major part of your company's requirements for goods, services or raw materials, or any franchise or licence or other agreement to use a patent, formula, trade secret, process or trade name upon which your company's business depends;
 - l) a description of any aspect of your company's business that you reasonably expect to be affected in the current financial year by renegotiation or termination of contracts or sub-contracts, and the likely effect.
- (4) Describe the competitive conditions in the principal markets and geographic areas in which the Issuer operates, including, if reasonably possible, an assessment of the Issuer's competitive position. **N/A**
- (5) With respect to lending operations of an Issuer's business, describe the investment policies and lending and investment restrictions. **N/A**
- (6) Disclose the nature and results of any bankruptcy, or any receivership or similar proceedings against the Issuer or any of its subsidiaries or any voluntary bankruptcy, receivership or similar proceedings by the Issuer or any of its subsidiaries, within the three most recently completed financial years or the current financial year.

Forks Specialty Metals Inc. filed for bankruptcy under Chapter 7 of the United States Bankruptcy Code in the United States Bankruptcy Court, Eastern District of Pennsylvania. The proceedings are ongoing as of the date hereof.

- (7) Disclose the nature and results of any material restructuring transaction of the Issuer within the three most recently completed financial years or completed during or proposed for the current financial year.

See paragraph 3.1 above.

- (8) If the Issuer has implemented social or environmental policies that are fundamental to the Issuer's operations, such as policies regarding the Issuer's relationship with the environment or with the communities in which the Issuer does business, or human rights policies, describe them and the steps the Issuer has taken to implement them.

N/A.

Companies with Asset-backed Securities Outstanding N/A.

4.2 In respect of any outstanding asset-backed securities, disclose the following information:

- (1) Payment Factors - A description of any events, covenants, standards or preconditions that may reasonably be expected to affect the timing or amount of any payments or distributions to be made under the asset-backed securities.
- (2) Underlying Pool of Assets - For the three most recently completed financial years of your company or the lesser period commencing on the first date on which your company had asset-backed securities outstanding, information on the pool of financial assets servicing the asset-backed securities relating to
 - (a) the composition of the pool as of the end of each financial year or partial period;
 - (b) income and losses from the pool on at least an annual basis or such shorter period as is reasonable given the nature of the underlying pool of assets;
 - (c) the payment, prepayment and collection experience of the pool on at least an annual basis or such shorter period as is reasonable given the nature of the underlying pool of assets;
 - (d) servicing and other administrative fees; and
 - (e) any significant variances experienced in the matters referred to in paragraphs (a), (b), (c), or (d).
- (3) Investment Parameters - The investment parameters applicable to investments of any cash flow surpluses.
- (4) Payment History - The amount of payments made during the three most recently completed financial years or the lesser period commencing on the first date on which your company had asset-backed securities outstanding, in respect of principal and interest or capital and yield, each stated separately, on asset-backed securities of your company outstanding.
- (5) Acceleration Event - The occurrence of any event that has led to, or with the passage of time could lead to, the accelerated payment of principal, interest or capital of asset-backed securities.
- (6) Principal Obligors - The identity of any principal obligors for the outstanding asset-backed securities of your company, the percentage of the pool of financial assets servicing the asset-backed securities represented by obligations of each principal obligor and whether the principal obligor has filed an AIF in any jurisdiction or a Form 10-K, Form 10-KSB or Form 20F in the United States.

- 4.3 For Issuers with a mineral project, disclose and insert here the information required by Appendix A for each property material to the Issuer.

NAIC's exploration properties are in the Happy Valley, Goose Bay region of Newfoundland and Labrador, Canada. The claims are in central Labrador immediately to the east, west, south, southwest and southeast of the Town of Happy Valley-Goose Bay. The claims extend west of Muskrat Falls along the lower Churchill River to Hamilton Inlet and from the Churchill River to the boundary of the Mealy Mountains National Park. GRI has undertaken a major review of all claims with a view to only maintain those claims that are critical to the mining operation in Goose Bay, Newfoundland and Labrador and to reduce carrying costs and future work commitments. This review resulted in the cancellation and forfeiture of minerals claims associated with several significant blocks. At the date hereof, the property comprises 181 claims in 3 claim blocks with a total area of approximately 23 square kilometres.

NAIC Mineral Claims

Claim No	No Claims	Issued	Status	Renewal Date	NTS Map
South Branch					
017911M	44	8/23/2010	Active	8/23/2020	13F/02, 13F/07
Muskrat					
017907M	23	8/23/2010	Active	8/23/2020	13F/07
Hoffman					
018325M	114	1/6/2011	Active	1/6/2021	13F/03, 13F/02
Total	181				

Mineral claim deposits are licenses held by NAIC with the province of Newfoundland and Labrador that required a deposit and commitment by NAIC to inject a prescribed amount of exploration expenditures into the land designated by the license within a five- year time frame. As at the date hereof, the Corporation has injected the prescribed amount of exploration expenditures into the remaining mineral claims.

On June 17, 2014, the Issuer filed on SEDAR "NI 43-101" highlighting resource estimates from three major mineral blocks contained within the Labrador mineral claims, together with extensive mineral analysis, processing tests, smelting, and melt tests conducted over the last 12-24 months. The "NI 43-101" was prepared by SRK Consulting (Canada) Inc. supplemented by technical assistance and review for processes and mineral testing by Hatch Engineering of Mississauga, ON. Please refer to the "NI 43-101" document for detailed resource estimates, detailed mineral analysis, and detailed results from the smelting and melt tests conducted by the Corporation.

In 2015 due to the oversupply of iron ore feedstock it was decided to source iron ore from other Canadian producers for its first pig iron plant. At that time NAIC began pursuing the

evaluation of accessory minerals associated with the Labrador Mineral Sands properties. These minerals primarily include garnet, zircon, feldspars, and silica sands. In 2017, NAIC made the decision to abandon further evaluation of the iron interests with the objective to pursue the accessory minerals only. NAIC expects to commission a market feasibility study in the near term to further understand the development potential associated with the accessory minerals in the properties.

In determining the recoverable amount of the resource properties, NAIC has made estimates regarding the quantity of accessory minerals to be extracted, the accessory mineral prices expected to be in place at the time of extraction, the direct costs associated with mining these minerals and total project capital expenditures. Based on this analysis, NAIC believes the carrying amount to be recoverable. Given the uncertainty associated with each of the above assumptions, it is reasonably possible that outcomes which differ from these assumptions could require material adjustment to the carrying amount of the resource properties in the future.

NAIC continues to evaluate the accessory minerals associated with the Labrador Mineral Sands properties. These minerals primarily include garnet, zircon, feldspars, and silica sands. NAIC needs to commission a market feasibility study to further understand the development potential associated with the accessory minerals, which it intends to do once satisfactory financing is arranged.

4.4 For Issuers with Oil and Gas Operations disclose and insert here the information required by Appendix B (in tabular form, if appropriate). **N/A.**

5. Selected Consolidated Financial Information

5.1 Annual Information — Provide the following financial data for the Issuer in summary form for each of the last three completed financial years and any period subsequent to the most recent financial year end for which financial statements have been prepared, accompanied by a discussion of the factors affecting the comparability of the data, including discontinued operations, changes in accounting policies, significant acquisitions or significant dispositions and major changes in the direction of the Issuer's business:

- (a) net sales or total revenues;
- (b) income from continuing operations, in total and on a per share basis and fully diluted per share basis, calculated in accordance with the Handbook;
- (c) net income or loss, in total and on a per share and fully diluted per share basis, calculated in accordance with the Handbook;

- (d) total assets;
- (e) total long-term financial liabilities as defined in the Handbook;
- (f) cash dividends declared per share for each class of share; and
- (g) such other information as would enhance an investor's understanding of the Issuer's financial condition and results of operations and would highlight other trends in financial condition and results of operations.

The financial statements attached as Appendix "A" provide the financial position of the Corporation for the years ended June 30, 2018, June 30, 2017 and June 30, 2016.

- 5.2 Quarterly Information — For each of the eight most recently completed quarters ending at the end of the most recently completed financial year, provide the information required in paragraphs (a), (b) and (b) of Section 5.1.

The "Selected Quarterly Financial Data" section of the MD&A attached as Appendix "B" provides highlights of selected financial information for the eight quarters ended June 30, 2018.

- 5.3 Dividends – disclose: **N/A.**

- (a) any restriction that could prevent the Issuer from paying dividends; and
- (b) the Issuer's dividend policy and, if a decision has been made to change the dividend policy, the intended change in dividend policy.

- 5.4 Foreign GAAP — An Issuer may present the selected consolidated financial information required in this section on the basis of foreign GAAP if: **N/A.**

- (a) the Issuer's primary financial statements have been prepared using foreign GAAP; and
- (b) if the Issuer is required under applicable securities legislation to have reconciled its financial statements to Canadian GAAP at the time of filing its financial statements or the Issuer has otherwise done so, a cross reference to the notes to the financial statements containing the reconciliation of the financial statements to Canadian GAAP is included.

6. Management's Discussion and Analysis

Annual MD&A

- 6.1 Date - Specify the date of the MD&A. The date of the MD&A must be no earlier than the date of the auditor's report on the financial statements for the Issuer's most recently completed financial year.

The MD&A is for the financial year ended June 30, 2018 and is prepared based on information available to the Corporation as at October 25, 2018.

- 6.2 Overall Performance - Provide an analysis of the Issuer's financial condition, results of operations and cash flows. Discuss known trends, demands, commitments, events or uncertainties that are reasonably likely to have an effect on the Issuer's business. Compare the Issuer's performance in the most recently completed financial year to the prior year's performance. The analysis should address at least the following:
- (a) operating segments that are reportable segments as those terms are used in the Handbook;
 - (b) other parts of the business if
 - (i) they have a disproportionate effect on revenues, income or cash needs, or
 - (ii) there are any legal or other restrictions on the flow of funds from one part of the Issuer's business to another;
 - (c) industry and economic factors affecting the Issuer's performance;
 - (d) why changes have occurred or expected changes have not occurred in the Issuer's financial condition and results of operations; and
 - (e) the effect of discontinued operations on current operations.

Please refer to the Corporation's MD&A regarding the overall performance which is attached as Appendix "B".

Selected Annual Financial Information

- 6.3 Provide the following financial data derived from the Issuer's financial statements for each of the three most recently completed financial years:
- (a) net sales or total revenues;
 - (b) income or loss before discontinued operations and extraordinary items, in total and on a per-share and diluted per-share basis;
 - (c) net income or loss, in total and on a per-share and diluted per-share basis;
 - (d) total assets;
 - (e) total long-term financial liabilities; and

- (f) cash dividends declared per-share for each class of share.

Refer to the financial statements attached as Appendix “A”.

- 6.4 Variations - Discuss the factors that have caused period to period variations including discontinued operations, changes in accounting policies, significant acquisitions or dispositions and changes in the direction of the Issuer’s business, and any other information the Issuer believes would enhance an understanding of, and would highlight trends in, financial condition and results of operations.

Refer to the financial statements and MD&A attached as Appendix “A” and Appendix “B”, respectively.

- 6.5 Results of Operations - Discuss management’s analysis of the Issuer’s operations for the most recently completed financial year, including:
 - (a) net sales or total revenues by operating business segment, including any changes in such amounts caused by selling prices, volume or quantity of goods or services being sold, or the introduction of new products or services;
 - (b) any other significant factors that caused changes in net sales or total revenues;
 - (c) cost of sales or gross profit;
 - (d) for Issuers that have significant projects that have not yet generated operating revenue, describe each project, including the Issuer’s plan for the project and the status of the project relative to that plan, and expenditures made and how these relate to anticipated timing and costs to take the project to the next stage of the project plan;
 - (e) for resource Issuers with producing mines, identify milestones such as mine expansion plans, productivity improvements, or plans to develop a new deposit;
 - (f) factors that caused a change in the relationship between costs and revenues, including changes in costs of labour or materials, price changes or inventory adjustments;
 - (g) commitments, events, risks or uncertainties that you reasonably believe will materially affect the Issuer’s future performance including net sales, total revenue and income or loss before discontinued operations and extraordinary items;
 - (h) effect of inflation and specific price changes on the Issuer’s net sales and total revenues and on income or loss before discontinued operations and extraordinary items;

- (i) a comparison in tabular form of disclosure you previously made about how the Issuer was going to use proceeds (other than working capital) from any financing, an explanation of variances and the impact of the variances, if any, on the Issuer's ability to achieve its business objectives and milestones; and
- (j) unusual or infrequent events or transactions.

Refer to the financial statements and MD&A attached as Appendix "B".

6.6 Summary of Quarterly Results - Provide the following information in summary form, derived from the Issuer's financial statements, for each of the eight most recently completed quarters:

- (a) net sales or total revenues;
- (b) income or loss before discontinued operations and extraordinary items, in total and on a per-share and diluted per-share basis; and
- (c) net income or loss, in total and on a per-share and diluted per-share basis.

Discuss the factors that have caused variations over the quarters necessary to understand general trends that have developed and the seasonality of the business.

Refer to the financial statements and MD&A attached as Appendix "A" ad Appendix "B", respectively.

6.7 Liquidity - Provide an analysis of the Issuer's liquidity, including:

- (a) its ability to generate sufficient amounts of cash and cash equivalents, in the short term and the long term, to maintain the Issuer's capacity, to meet the Issuer's planned growth or to fund development activities;
- (b) trends or expected fluctuations in the Issuer's liquidity, taking into account demands, commitments, events or uncertainties;
- (c) its working capital requirements;
- (d) liquidity risks associated with financial instruments;
- (e) if the Issuer has or expects to have a working capital deficiency, discuss its ability to meet obligations as they become due and how you expect it to remedy the deficiency;
- (f) balance sheet conditions or income or cash flow items that may affect the Issuer's liquidity;

- (g) legal or practical restrictions on the ability of subsidiaries to transfer funds to the Issuer and the effect these restrictions have had or may have on the ability of the Issuer to meet its obligations; and
- (h) defaults or arrears or anticipated defaults or arrears on
 - (i) dividend payments, lease payments, interest or principal payment on debt,
 - (ii) debt covenants during the most recently completed financial year, and
 - (iii) redemption or retraction or sinking fund payments; and
- (i) details on how the Issuer intends to cure the default or arrears.

Refer to the financial statements and MD&A attached as Appendix “A” ad Appendix “B”, respectively.

- 6.8 Capital Resources - Provide an analysis of the Issuer’s capital resources, including
- (a) commitments for capital expenditures as of the date of the Issuer’s financial statements including:
 - (i) the amount, nature and purpose of these commitments,
 - (ii) the expected source of funds to meet these commitments, and
 - (iii) expenditures not yet committed but required to maintain the Issuer’s capacity, to meet the Issuer’s planned growth or to fund development activities;
 - (b) known trends or expected fluctuations in the Issuer’s capital resources, including expected changes in the mix and relative cost of these resources; and
 - (c) sources of financing that the Issuer has arranged but not yet used.

Refer to the financial statements and MD&A attached as Appendix “A” ad Appendix “B”, respectively.

- 6.9 Off-Balance Sheet Arrangements - Discuss any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Issuer including, without limitation, such considerations as liquidity and capital resources. This discussion shall include their business purpose and activities, their economic substance, risks associated with the arrangements, and the key terms and conditions associated with any commitments, including: **N/A.**
- (a) a description of the other contracting part(ies);

- (b) the effects of terminating the arrangement;
- (c) the amounts receivable or payable, revenues, expenses and cash flows resulting from the arrangement;
- (d) the nature and amounts of any other obligations or liabilities arising from the arrangement that could require the Issuer to provide funding under the arrangement and the triggering events or circumstances that could cause them to arise; and
- (e) any known event, commitment, trend or uncertainty that may affect the availability or benefits of the arrangement (including any termination) and the course of action that management has taken, or proposes to take, in response to any such circumstances.

6.10 Transactions with Related Parties - Discuss all transactions involving related parties as defined by the Handbook.

On September 29, 2016 GRI borrowed \$250,000 from Forest Lane Holdings Limited (“FLH”), a company controlled by a Director of the Issuer, for 90 days with interest at 6% per annum, accruing monthly, plus 50,000 common share purchase warrants exercisable on or before September 29, 2019 at an exercise price of \$0.01 per share. FLH also extended a line of credit facility bearing interest at 6% per annum, accruing monthly, to GRI of which GRI has drawn down \$2,105,000 as at September 30, 2017. The loan and line of credit have been combined into a demand note, with no fixed terms of repayment, for \$2,355,000 with interest at 6% per annum accruing monthly.

On August 31, 2017, GRI received from David J. Hennigar, Chairman of the Issuer, a loan of \$2,000,000 bearing interest at 12% per annum payable monthly. Subsequent to year end, a loan extension was signed extending the payment of principal, without penalty, on or before August 31, 2019, and the holder has the option to convert the principal of the loan and the interest accrued on the loan to common shares at a conversion rate of \$2.10 per share.

On May 1, 2015, the Issuer announced that it had completed a non-brokered private placement of an unsecured convertible debenture for proceeds of \$2,000,000 with FLH. The debenture matures on May 1, 2020 and bears interest at a rate of 5% per annum payable quarterly. Do date, all interest due has been satisfied with the issuance of additional shares in the Issuer as detailed below:

On August 2, 2016, the Issuer issued 25,518 common shares to FLH. This issuance represents interest due August 1, 2016 in the aggregate amount of \$25,000 on the convertible debenture and was made at a deemed price of \$0.9797 per share, which is the volume-weighted trading price for the 20 trading days ending July 1, 2016.

On November 1, 2016, the Issuer issued 36,398 common shares to FLH. This issuance represents interest due November 1, 2016 in the aggregate amount of

\$25,000 on the convertible debenture and was made at a deemed price of \$0.6869 per share, which is the volume-weighted trading price for the 20 trading days ending October 3, 2016

On February 1, 2017, the Issuer issued 48,685 common shares to FLH. This issuance represents interest due February 1, 2017 in the aggregate amount of \$25,000 on the convertible debenture and was made at a deemed price of \$0.5135 per share, which is the volume-weighted trading price for the 20 trading days ending January 4, 2017.

On May 1, 2017, the Issuer issued 63,762 common shares to FLH. This issuance represents interest due May 1, 2017 in the aggregate amount of \$25,000 on the convertible debenture and was made at a deemed price of \$0.3921 per share, which is the volume-weighted trading price for the 20 trading days ending March 31, 2017.

On August 1, 2017, the Issuer issued 41,667 common shares to FLH. This represents interest due August 1, 2017 in the aggregate amount of \$25,000 on the convertible debenture and was made at a deemed price of \$0.60 per share, which is the volume-weighted trading price for the 20 trading days ending July 4, 2017.

On November 1, 2017, the Issuer issued 53,914 common shares to FLH. This represents interest due November 1, 2017 in the aggregate amount of \$25,000 on the convertible debenture and was made at a deemed price of \$0.4637 per share, which is the volume-weighted trading price for the 20 trading days ending October 3, 2017.

On February 1, 2018, the Issuer issued 58,080 common shares to FLH. This represents interest due February 1, 2018 in the aggregate amount of \$25,000 on the convertible debenture and was made at a deemed price of \$0.4304 per share, which is the volume-weighted trading price for the 20 trading days ending January 4, 2018. The securities are subject to a four month hold period following the date of issuance.

On May 1, 2018, the Issuer issued 62,574 common shares to FLH. This issuance represents interest due May 1, 2018 in the aggregate amount of \$25,000 on the convertible debenture and was made at a deemed price of \$0.3995 per share, which is the volume-weighted trading price for the 20 trading days ending March 31, 2018.

On August 1, 2018, the Issuer issued 69,351 common shares to FLH. This represents interest due August 1, 2018 in the aggregate amount of \$25,000 on the convertible debenture and was made at a deemed price of \$0.3605 per share, which is the volume-weighted trading price for the 20 trading days ending July 4, 2018. The securities are subject to a four month hold period following the date of issuance.

In addition to the related party loans described above, the Issuer has the following related party transactions. The compensation expense associated with key management, directors and employees for services is as follows:

	Year ended	
	30-Jun-18	30-Jun-17
	\$	\$
Management fees	150,000	165,000
Consulting fees	250,697	931,513
Directors fees	13,650	15,750
Salaries and benefits	291,969	573,621
Operating expenses	706,316	1,685,884

The Issuer paid office rent in the amount of \$31,800 to Torvan Capital Group, a division of Ashley Park Enterprises Inc., a company controlled by a director of the Issuer.

- 6.11 Fourth Quarter - Discuss and analyze fourth quarter events or items that affected the Issuer's financial condition, cash flows or results of operations, including extraordinary items, year-end and other adjustments, seasonal aspects of the Issuer's business and dispositions of business segments. **See MD&A attached as Appendix "B"**.
- 6.12 Proposed Transactions - Discuss the expected effect on financial condition, results of operations and cash flows of any proposed asset or business acquisition or disposition if the Issuer's board of directors, or senior management who believe that confirmation of the decision by the board is probable, have decided to proceed with the transaction. Include the status of any required shareholder or regulatory approvals. **N/A**
- 6.13 Changes in Accounting Policies including Initial Adoption - Discuss and analyze any changes in the Issuer's accounting policies, including: **None**.
- (a) for any accounting policies that management has adopted or expects to adopt subsequent to the end of the most recently completed financial year, including changes management has made or expects to make voluntarily and those due to a change in an accounting standard or a new accounting standard that you do not have to adopt until a future date:
- (i) describe the new standard, the date the Issuer required to adopt it and, if determined, the date the Issuer plans to adopt it,
- (ii) disclose the methods of adoption permitted by the accounting standard and the method management expects to use,

- (iii) discuss the expected effect on the Issuer's financial statements, or if applicable, state that management cannot reasonably estimate the effect, and
 - (iv) discuss the potential effect on the Issuer's business, for example technical violations or default of debt covenants or changes in business practices; and
- (b) for any accounting policies that management has initially adopted during the most recently completed financial year,
- (i) describe the events or transactions that gave rise to the initial adoption of an accounting policy,
 - (ii) describe the accounting principle that has been adopted and the method of applying that principle,
 - (iii) discuss the effect resulting from the initial adoption of the accounting policy on the Issuer's financial condition, changes in financial condition and results of operations,
 - (iv) if the Issuer is permitted a choice among acceptable accounting principles,
 - (A) state that management made a choice among acceptable alternatives,
 - (B) identify the alternatives,
 - (C) describe why management made the choice that you did, and
 - (D) discuss the effect, where material, on the Issuer's financial condition, changes in financial condition and results of operations under the alternatives not chosen; and
 - (v) if no accounting literature exists that covers the accounting for the events or transactions giving rise to management's initial adoption of the accounting policy, explain management's decision regarding which accounting principle to use and the method of applying that principle.

6.14 Financial Instruments and Other Instruments - For financial instruments and other instruments: **N/A**

- (a) discuss the nature and extent of the Issuer's use of, including relationships among, the instruments and the business purposes that they serve;

- (b) describe and analyze the risks associated with the instruments;
- (c) describe how management manages the risks in paragraph (b), including a discussion of the objectives, general strategies and instruments used to manage the risks, including any hedging activities;
- (d) disclose the financial statement classification and amounts of income, expenses, gains and losses associated with the instrument; and
- (e) discuss the significant assumptions made in determining the fair value of financial instruments, the total amount and financial statement classification of the change in fair value of financial instruments recognized in income for the period, and the total amount and financial statement classification of deferred or unrecognized gains and losses on financial instruments.

Interim MD&A – N/A.

- 6.15 Date - Specify the date of the interim MD&A.
- 6.16 Updated Disclosure - Interim MD&A must update the Issuer's annual MD&A for all disclosure required by sections 6.2 to 6.14 except sections 6.3 and 6.4. This disclosure must include:
- (a) a discussion of management's analysis of
 - (i) current quarter and year-to-date results including a comparison of results of operations and cash flows to the corresponding periods in the previous year;
 - (ii) changes in results of operations and elements of income or loss that are not related to ongoing business operations;
 - (iii) any seasonal aspects of the Issuer's business that affect its financial condition, results of operations or cash flows; and
 - (b) a comparison of the Issuer's interim financial condition to the Issuer's financial condition as at the most recently completed financial year-end.
- 6.17 Additional Disclosure for Issuers without Significant Revenue:
- (a) unless the information is disclosed in the financial statements to which the annual or interim MD&A relates, an Issuer that has not had significant revenue from operations in either of its last two financial years must disclose a breakdown of material components of:
 - (i) capitalized or expensed exploration and development costs,

- (ii) expensed research and development costs,
 - (iii) deferred development costs,
 - (iv) general and administration expenses, and
 - (v) any material costs, whether capitalized, deferred or expensed, not referred to in paragraphs (i) through (iv);
- (b) if the Issuer's business primarily involves mining exploration and development, the analysis of capitalized or expensed exploration and development costs must be presented on a property-by-property basis; and
- (c) the disclosure in the annual MD&A must be for the two most recently completed financial years and the disclosure in the interim MD&A for the each year-to-date interim period and the comparative period presented in the interim statements.

6.18 Description of Securities:

- (a) disclose the designation and number or principal amount of:
- (i) each class and series of voting or equity securities of the Issuer for which there are securities outstanding,
 - (ii) each class and series of securities of the Issuer for which there are securities outstanding if the securities are convertible into, or exercisable or exchangeable for, voting or equity securities of the Issuer, and
 - (iii) subject to subsection (b), each class and series of voting or equity securities of the Issuer that are issuable on the conversion, exercise or exchange of outstanding securities of the Issuer;
- (b) if the exact number or principal amount of voting or equity securities of the Issuer that are issuable on the conversion, exercise or exchange of outstanding securities of the Issuer is not determinable, the Issuer must disclose the maximum number or principal amount of each class and series of voting or equity securities that are issuable on the conversion, exercise or exchange of outstanding securities of the Issuer and, if that maximum number or principal amount is not determinable, the Issuer must describe the exchange or conversion features and the manner in which the number or principal amount of voting or equity securities will be determined; and
- (c) the disclosure under subsections (a) and (b) must be prepared as of the latest practicable date.

6.19 Provide Breakdown:

- (a) if the Issuer has not had significant revenue from operations in either of its last two financial years, disclose a breakdown of material components of:
 - (i) capitalized or expensed exploration and development costs,
 - (ii) expensed research and development costs,
 - (iii) deferred development costs,
 - (iv) general and administrative expenses, and
 - (v) any material costs, whether capitalized, deferred or expensed, not referred to in paragraphs (i) through (iv);
- (b) present the analysis of capitalized or expensed exploration and development costs required by subsection (a) on a property-by-property basis, if the Issuer's business primarily involves mining exploration and development; and
- (c) provide the disclosure in subsection (a) for the following periods:
 - (i) the two most recently completed financial years, and
 - (ii) the most recent year-to-date interim period and the comparative year-to-date period presented in the interim financial statements included, if any.

Subsection (a) does not apply if the information required under that subsection has been disclosed in the financial statements.

6.20 Negative cash-flow - If the Issuer had negative operating cash flow in its most recently completed financial year for which financial statements have been included, disclose:

the period of time the proceeds raised are expected to fund operations;

the estimated total operating costs necessary for the Issuer to achieve its stated business objectives during that period of time; and

the estimated amount of other material capital expenditures during that period of time.

6.21 Additional disclosure for Issuers with significant equity investees:

if the Issuer has a significant equity investee

- (i) summarized information as to the assets, liabilities and results of operations of the equity investee, and
- (ii) the Issuer's proportionate interest in the equity investee and any contingent issuance of securities by the equity investee that might significantly affect the Issuer's share of earnings; and

provide the disclosure in subsection (a) for the following periods

- (i) the two most recently completed financial years, and
- (ii) the most recent year-to-date interim period and the comparative year-to-date period presented in the interim financial statements included in the Listing Statement, if any.

Subsection (a) does not apply if:

- (i) the information required under that subsection has been disclosed in the financial statements included, or
- (ii) the Issuer includes separate financial statements of the equity investee for the periods referred to in subsection (b).

7. Market for Securities

7.1 Identify the exchange(s) and quotation and trade reporting system(s) on which the Issuer's securities are listed and posted for trading or quoted.

The Issuer initially commenced trading on the CSE on March 29, 2013 under the symbol “YJR”, and currently trades under the symbol “MMI”.

8. Consolidated Capitalization

8.1 Describe any material change in, and the effect of the material change on, the share and loan capital of the Issuer, on a consolidated basis, since the date of the comparative financial statements for the Issuer's most recently completed financial year contained in the Listing Statement.

The Issuer's share and loan capital is described in notes 9 (“Long Term Debt”), and 10 (“Share Capital”) in the FS attached as Appendix “A”.

9. Options to Purchase Securities

9.1 State, in tabular form, as at a specified date not more than 30 days before the date of the Listing Statement, information as to options to purchase securities of the Issuer or a subsidiary of the Issuer that are held by:

- (a) all executive officers and past executive officers of the Issuer as a group and all directors and past directors of the Issuer who are not also executive officers as a group, indicating the aggregate number of executive officers and the aggregate number of directors to whom the information applies, without naming them;
- (b) all executive officers and past executive officers of all subsidiaries of the Issuer as a group and all directors and past directors of those subsidiaries who are not also executive officers of the subsidiary as a group, in each case, without naming them and

excluding individuals referred to in paragraph (a), indicating the aggregate number of executive officers and the aggregate number of directors to whom the information applies;

- (c) all other employees and past employees of the Issuer as a group, without naming them;
- (d) all other employees and past employees of subsidiaries of the Issuer as a group, without naming them;
- (e) all consultants of the Issuer as a group, without naming them; and
- (f) any other person or company, including the underwriter, naming each person or company.

Under the Issuer’s employee stock option program, the Board of Directors may, at its discretion, grant options to purchase common shares to directors, officers, employees or consultants of the Corporation. Shareholders approved the number of shares reserved for issuance under the Plan be a maximum of 20% of the issued and outstanding shares, as of the record date, in accordance with the Stock Option Plan approved by Shareholders. However, only 10% can be issued to insiders of the Corporation. Vesting periods are determined by the Board of Directors at the time of the grant and can range up to 5 years from the date of the grant. The Corporation has reserved 3,504,614 common shares pursuant to the stock option plan. Any unexercised options that expire or are forfeited become available again for issuance under the plan. Compensation costs of options granted under the stock option plan are measured at the granting date based upon a fair value of the award and is recognized over the related service period.

As of the date hereof, 2,114,000 options have been granted by the Issuer as detailed below:

Issue Date	Expiry Date	Aggregate options issued	Exercise Price
May 28, 2012	May 28, 2022	144,000	\$0.65
November 30, 2012	November 30, 2022	450,000	\$0.65
December 6, 2013	December 6, 2023	985,000	\$0.85
December 8, 2014	December 8, 2024	535,000	\$0.75

Additional information on the stock options can be found in note 11 of the FS attached as Appendix “A”.

GRI

Information on the stock options granted by GRI can be found in note 11 of the FS attached as Appendix "A".

PFL

No options were granted by PFL.

NAIC

No options were granted by NAIC.

10. Description of the Securities

10.1 General - State the description or the designation of each class of equity securities and describe all material attributes and characteristics, including:

- a) dividend rights;
- b) voting rights;
- c) rights upon dissolution or winding-up;
- d) pre-emptive rights;
- e) conversion or exchange rights;
- f) redemption, retraction, purchase for cancellation or surrender provisions,
- g) sinking or purchase fund provisions;
- h) provisions permitting or restricting the issuance of additional securities and any other material restrictions; and
- i) provisions requiring a securityholder to contribute additional capital.

The common shares of the Issuer are without par value and entitle the holders thereof to receive notice of, attend and vote at all meetings of the shareholders of the Issuer. Each common share carries one vote at such meetings. Holders of common shares are entitled to dividends as and when declared by the directors. In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the corporation, after payment of all outstanding debts, the remaining assets of the Issuer available for distribution shall be distributed to the holders of common shares.

- 10.2 Debt securities - If debt securities are being listed, describe all material attributes and characteristics of the indebtedness and the security, if any, for the debt, including: **N/A.**
- (a) provisions for interest rate, maturity and premium, if any;
 - (b) conversion or exchange rights;
 - (c) redemption, retraction, purchase for cancellation or surrender provisions,
 - (d) sinking or purchase fund provisions;
 - (e) the nature and priority of any security for the debt securities, briefly identifying the principal properties subject to lien or charge;
 - (f) provisions permitting or restricting the issuance of additional securities, the incurring of additional indebtedness and other material negative covenants, including restrictions against payment of dividends and restrictions against giving security on the assets of the Issuer or its subsidiaries, and provisions as to the release or substitution of assets securing the debt securities;
 - (g) the name of the trustee under any indenture relating to the Issuer and
 - (h) any financial arrangements between the Issuer and any of its affiliates or among its affiliates that could affect the security for the indebtedness.
- 10.4 Other securities - If securities other than equity securities or debt securities are being listed, describe fully the material attributes and characteristics of those securities. **N/A.**
- 10.5 Modification of terms: **N/A.**
- (a) describe provisions about the modification, amendment or variation of any rights attached to the securities being listed; and
 - (b) if the rights of holders of securities may be modified otherwise than in accordance with the provisions attached to the securities or the provisions of the governing statute relating to the securities, explain briefly.
- 10.6 Other attributes: **N/A.**
- (a) if the rights attaching to the securities being listed are materially limited or qualified by the rights of any other class of securities, or if any other class of securities ranks ahead of or equally with the securities being listed, include information about the other securities that will enable investors to understand the rights attaching to the securities being listed; and
 - (b) if securities of the class being listed may be partially redeemed or repurchased, state the manner of selecting the securities to be redeemed or repurchased.
-

10.7 Prior Sales - State the prices at which securities of the same class as the securities to be listed have been sold within the 12 months before the date of the Listing Statement, or are to be sold, by the Issuer or any Related Person and the number of securities of the class sold or to be sold at each price. **N/A.**

10.8 Stock Exchange Price:

- a) if shares of the same class as the shares to be listed were or are listed on a Canadian stock exchange or traded on a Canadian market, provide the price ranges and volume traded on the Canadian stock exchange or market on which the greatest volume of trading generally occurs;
- b) if shares of the same class as the shares to be listed were or are not listed on a Canadian stock exchange or traded on a Canadian market, provide the price ranges and volume traded on the foreign stock exchange or market on which the greatest volume of trading generally occurs; and
- c) information is to be provided on a monthly basis for each month or, if applicable, part month, of the current quarter and the immediately preceding quarter and on a quarterly basis for the next preceding seven quarters.

Trading Data for 2018				
Month	High	Low	Close	Volume
Jul-17	0.750	0.305	0.600	29,500
Aug-17	0.600	0.280	0.370	238,808
Sep-17	0.800	0.600	0.600	15,208
Oct-17	0.420	0.265	0.400	18,500
Nov-17	0.450	0.280	0.385	47,032
Dec-17	0.430	0.350	0.350	36,975
Jan-18	0.400	0.245	0.245	5,200
Feb-18	0.570	0.230	0.240	11,979
Mar-18	0.445	0.305	0.400	15,312
Apr-18	0.370	0.225	0.360	31,535
May-18	0.490	0.270	0.380	43,809
Jun-18	0.400	0.330	0.330	1,000
	0.800	0.225	0.330	494,858

11. Escrowed Securities

11.1 State as of a specified date within 30 days before the date of the Listing Statement, in substantially the following tabular form, the number of securities of each class of securities of the Issuer held, to the knowledge of the Issuer, in escrow (which, for the purposes of this

Form includes any securities subject to a pooling agreement) and the percentage that number represents of the outstanding securities of that class. In a note to the table, disclose the name of the depository, if any, and the date of and conditions governing the release of the securities from escrow. **N/A**

ESCROWED SECURITIES

Designation of class held in escrow	Number of securities held in escrow	Percentage of class

12. Principal Shareholders

- 12.1 (1) Provide the following information for each principal shareholder of the Issuer as of a specified date not more than 30 days before the date of the Listing Statement:
- (a) Name;
 - (b) The number or amount of securities owned of the class to be listed;
 - (c) Whether the securities referred to in subsection 12(1)(b) are owned both of record and beneficially, of record only, or beneficially only; and
 - (d) The percentages of each class of securities known by the Issuer to be owned.
- (2) If the Issuer is requalifying following a fundamental change or has proposed an acquisition, amalgamation, merger, reorganization or arrangement, indicate, to the extent known, the holding of each person of company described in paragraph (1) that will exist after giving effect to the transaction.
- (3) If, to the knowledge of the Issuer, more than 10 per cent of any class of voting securities of the Issuer is held, or is to be held, subject to any voting trust or other similar agreement, disclose, to the extent known, the designation of the securities, the number or amount of the securities held or to be held subject to the agreement and the duration of the agreement. State the names and addresses of the voting trustees and outline briefly their voting rights and other powers under the agreement.
- (4) If, to the knowledge of the Issuer, any principal shareholder is an associate or affiliate of another person or company named as a principal shareholder, disclose, to the extent known, the material facts of the relationship, including any basis for influence over the Issuer held by the person or company other than the holding of voting securities of the Issuer.

- (5) In addition to the above, include in a footnote to the table, the required calculation(s) on a fully-diluted basis.

To the knowledge of the directors and officers of the Issuer, as of the date hereof, there is no one individual who beneficially own, directly or indirectly, or exercise control or direction over, securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than as detailed below:

Name	Shares Held ⁽¹⁾	Options Held ⁽¹⁾	% Undiluted	% Partially Diluted
David J. Hennigar	3,558,108	176,000	20.03%	20.81%
Francis MacKenzie	1,711,193	196,000	9.63%	10.62%

13 Directors and Officers

13.1 List the name and municipality of residence of each director and executive officer of the Issuer and indicate their respective positions and offices held with the Issuer and their respective principal occupations within the five preceding years. **See below.**

13.2 State the period or periods during which each director has served as a director and when his or her term of office will expire.

The Board of Directors of the Corporation is currently comprised of eight persons. Each director is elected to serve until the next annual meeting of shareholders or until a successor is elected or appointed.

13.3 State the number and percentage of securities of each class of voting securities of the Issuer or any of its subsidiaries beneficially owned, directly or indirectly, or over which control or direction is exercised by all directors and executive officers of the Issuer as a group.

See below.

13.4 Disclose the board committees of the Issuer and identify the members of each committee. **See below.**

13.5 If the principal occupation of a director or officer of the Issuer is acting as an officer of a person or company other than the Issuer, disclose the fact and state the principal business of the person or company. **See below.**

The Corporation

Name and Residence of Nominee	Position or Office	Principal occupation for the past 5 years	No. of Common Shares Beneficially Owned
J. Paul Allingham ⁽¹⁾⁽²⁾ Burlington, ON	Independent Director since November, 2000	Mr. Allingham is currently a management consultant, a director and officer of Hut 2 Hut Events and a director of the Art Fair Company.	79,264 0.45%
David J. Hennigar Bedford, NS	Director & Chairman since October, 2001	<p>Mr. Hennigar has spent his career in the securities business as an analyst, salesman, manager, director and chairman. He is currently a salesman and shareholder of Wellington- Altus. He was the founder of Acadian Securities Inc. and began employment with Burns Bros and Denton. He has been a director of a number of companies including Extencare, Crown Life, Assisted Living Centers, Halifax Developments and Crombie REIT where he retired as Lead Director.</p> <p>Currently he is Executive Chairman of Thornridge Holdings Limited, a director or Chairman of a number of other public and private companies, including Vice-Chairman and Lead Director at Highliner Foods Inc. He is also a director and chairman of Grand River Ironsands Incorporated and North Atlantic Iron Corporation.</p>	3,558,108 20.03%
C.H. (Bert) Loveless Dartmouth, NS	Director & VP since February, 2012 Interim CFO since February, 2018	Mr. Loveless has been a self-employed consultant for over 17 years providing advice on corporate and capital restructuring and general business processes.	110,000 0.62%
Francis MacKenzie Bedford, NS	Director & President since February, 2012	Mr. MacKenzie is currently a director or officer of numerous private companies, including Grand River Ironsands Incorporated, North Atlantic Iron Corporation, Forks Specialty Metals Inc. and Pure Fonte Ltée.	1,711,193 9.63%

Jean Marc MacKenzie ⁽²⁾ Toronto, ON	Independent Director since February, 2012	Mr. MacKenzie is currently Senior Vice President, Absence Management Solutions of Morneau Shepell Ltd. and also sits on its executive committee, as well as being a director of Grand River Ironsands Incorporated.	400,000 2.25%
Paul Snelgrove ⁽²⁾ Goose Bay, NL	Independent Director since February, 2012	Mr. Snelgrove is a businessman based in in Happy Valley-Goose Bay, NL, as well as Chairman of the HVGB Airport Authority and a director of Grand River Ironsands Incorporated.	350,000 2.97%
K. Barry Sparks ⁽¹⁾⁽³⁾ Toronto, ON	Independent Director since February, 2012	Mr. Sparks is currently a director of Dundee Corporation and a director and CEO of NamSys Inc.. He is also the President of Torvan Capital Group, a division of Ashley Park Enterprises Inc. As of October 24, 2017, Mr. Sparks is also a director and chairman of World Wide Minerals Inc.	259,796 1.46%
E. Christopher Stait-Gardner ⁽¹⁾⁽³⁾ Vaughan, ON	Independent Director since November, 2000	Mr. Stait-Gardner is a corporate director of NamSys Inc. and the independent chairman.	110,514 0.62%

Notes:

- (1) Member of the Audit Committee. J. Paul Allingham will continue to serve as Chairman of the Audit Committee.
- (2) Member of the Corporate Governance and Compensation Committee. Jean-Marc MacKenzie will continue to serve as Chairman of the Corporate Governance and Compensation Committee.
- (3) K. Barry Sparks and E. Christopher Stait-Gardner both sit on the board of NamSys Inc.

GRI

Name, Province of Residence and Office Held	Director Since	Principal occupation during past 5 years and other Directorships	Number and % of Outstanding Common Shares beneficially owned
David J. Hennigar Bedford, Nova Scotia <i>Chairman and Director</i>	February, 2007 to present	See above.	1,063,662 4.47%
Francis MacKenzie Bedford, Nova Scotia <i>President and Director</i>	February, 2007 to present	See above.	733,750 3.09%

Jean Marc MacKenzie Toronto, Ontario <i>Director (Independent)</i>	February, 2007 to present	See above.	135,000 0.57%
Prote Poker Natuashish, Newfoundland and Labrador <i>Director (Independent)</i>	February, 2007 to present	Mr. Poker is the past Grand Chief of Innu Nation and the past chief of the Mushuau Innu First and past co-chair of the Innu Development Limited Partnership.	Nil
Anastasia Qupee Sheshatshiu, Newfoundland and Labrador <i>Director (Independent)</i>	May, 2008 to present	Ms. Qupee is the Grand Chief of Innu Nation and past chief of the Sheshatshiu Innu First Nation and past co- chair of the Innu Development Limited Partnership.	Nil
Paul Snelgrove Goose Bay, Newfoundland and Labrador <i>Director</i>	May, 2008 to present	See above.	Nil

NAIC

Name, Province of Residence and Office Held	Director Since	Principal occupation during past 5 years and other Directorships	Number and % of Outstanding Common Shares beneficially owned
David J. Hennigar Bedford, Nova Scotia <i>Chairman and Director</i>	November, 2016 to present	See above.	Nil
Francis MacKenzie Bedford, Nova Scotia <i>CEO and Director</i>	September, 2010 to present	See above.	Nil
K. Barry Sparks Toronto, ON <i>Director</i>	November, 2016 to present	Mr. Sparks is currently a director of Dundee Corporation and a director and CEO of NamSys Inc.. He is also the President of Torvan	Nil

		Capital Group, a division of Ashley Park Enterprises Inc. As of October 24, 2017, Mr. Sparks is also a director and chairman of World Wide Minerals Inc.	
--	--	--	--

PFL

Name, Province of Residence and Office Held	Director Since	Principal occupation during past 5 years and other Directorships	Number and % of Outstanding Common Shares beneficially owned
Francis MacKenzie Bedford, Nova Scotia <i>President and Director</i>	July, 2013	See above.	Nil
Lina Tannous Bedford, Nova Scotia <i>Corporate Secretary and Director</i>	July, 2013	Ms. Tannous has over 16 years' experience with a diverse legal background	Nil

13.6 Disclose if a director or officer of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, is, or within 10 years before the date of the Listing Statement has been, a director or officer of any other Issuer that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect;

Mr. Hennigar was a director of (i) Landmark Global Financial Corporation Limited at the time Landmark Global Financial Corporation Limited had a temporary cease trade order in place from May 7, 2012 to May 22, 2012 for failing to file annual financial statements on time; and when it was delisted as of October 20, 2014 for failure to pay its quarterly NEX listing maintenance fee; (ii) Aquarius Coatings Inc. at the time Aquarius Coatings Inc. had a management cease trade order in place from December 12, 2008 to January 14, 2009 for failing to address TSX Venture Exchange requirements with respect to failing to holding shareholder meetings for the financial years ended March 31, 2007 and March 31, 2008, and an trading halt issued by IIROC on September

11, 2014 for failing to maintain TSXV requirements; (iii) MedX Health Corp. at the time MedX Health Corp. had a management cease trade order in place from (1) January 21, 2010 to February 26, 2010 for failing to hold its financial 2008 annual general meeting within the timeframes required by applicable corporate law and Exchange policy, (2) May 6, 2010 to June 30, 2010 for failing to file its audited annual financial statements, its management discussion and analysis, and its certification of the foregoing filings as required by National Instrument 52-109: Certification of Disclosure in Issuers' Annual and Interim Filings, for the year ending December 31, 2009 on or before the prescribed deadline, (3) May 7, 2012 to May 22, 2012 for failing to file its audited annual financial statements, its management discussion and analysis, and its certification of the foregoing filings as required by National Instrument 52-109: Certification of Disclosure in Issuers' Annual and Interim Filings, for the year ending December 31, 2011 on or before the prescribed deadline, (4) May 16, 2013 to May 20, 2013 for failing to file its audited annual financial statements, its management discussion and analysis, and its certification of the foregoing filings as required by National Instrument 52-109: Certification of Disclosure in Issuers' Annual and Interim Filings, for the year ending December 31, 2012; (iv) was a director of SolutionInc Technologies Limited at the time SolutionInc Technologies Limited had a temporary cease trade order, issued by the British Columbia Securities Commission, in place from August 9, 2011 to August 24, 2011 for failing to file annual financial statements on time; had a cease trading order in place issued by the British Columbia Securities Commission on October 6, 2011 for failing to file June 30, 2011 quarterly financial statements on time and had a cease trading order in place issued by the Alberta Securities Commission on January 4, 2012 for failure to file September 30, 2011 quarterly financial statements on time.

- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect; **N/A.**
- (c) 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, state the fact; or

(i) Mr. Hennigar who was a director of KLJ Field Services Inc., a private Nova Scotia company, which made an assignment in bankruptcy on February 25, 2009; and (ii) Mr. Francis MacKenzie is a director of Forks Specialty Metals Inc. which filed for bankruptcy on December 28, 2017.

- (d) 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, state the fact. **N/A.**

13.7 Describe the penalties or sanctions imposed and the grounds on which they were imposed or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, has:

- (a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or
- (b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

N/A.

13.8 Despite section 13.7, no disclosure is required of a settlement agreement entered into before December 31, 2000 unless the disclosure would likely be important to a reasonable investor in making an investment decision.

N/A.

13.9 If a director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, or a personal holding company of any such persons has, within the 10 years before the date of the Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer, state the fact.

N/A.

13.10 Disclose particulars of existing or potential material conflicts of interest between the Issuer or a subsidiary of the Issuer and a director or officer of the Issuer or a subsidiary of the Issuer.

N/A.

13.11 Management — In addition to the above provide the following information for each member of management:

- (a) state the individual's name, age, position and responsibilities with the Issuer and relevant educational background;

- (b) state whether the individual works full time for the Issuer or what proportion of the individual's time will be devoted to the Issuer;
- (c) state whether the individual is an employee or independent contractor of the Issuer;
- (d) state the individual's principal occupations or employment during the five years prior to the date of the Listing Statement, disclosing with respect to each organization as of the time such occupation or employment was carried on:
 - (i) its name and principal business,
 - (ii) if applicable, that the organization was an affiliate of the Issuer,
 - (iii) positions held by the individual, and
 - (iv) whether it is still carrying on business, if known to the individual;
- (e) describe the individual's experience in the Issuer's industry; and
- (f) state whether the individual has entered into a non-competition or non-disclosure agreement with the Issuer.

In addition to the disclosures under 13.5, Bertan Atalay is the COO of GRI and was retained by GRI as an independent contractor. Luc Boivin is also a strategic advisor to GRI and was retained as an independent contractor. Elizabeth MacKenzie is the communications director of GRI and its only employee.

There are no non-competition agreements in place and as part of all consulting agreements, there is a confidentiality clause.

14. Capitalization

14.1 Prepare and file the following chart for each class of securities to be listed:

Issued Capital				
Public Float	Number of Securities (Non-Diluted)	Number of Securities (Fully -Diluted)	% of Issued (Non-Diluted)	% of Issued (Fully -Diluted)
Total Outstanding (A)	17,766,988	19,880,988	100%	100%
Related Parties (B)	6,755,422	8,464,422	38.02%	47.17%
(A) - (B)	11,011,566	11,416,566	61.98%	52.83%

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Public Security Holders (Registered)

Number of Common Shares Held	Number of Holders	Total Number of Securities
1-99	Nil	Nil
100-499	1	125
500-999	Nil	Nil
1,000- 1,999	Nil	Nil
2,000-2,999	Nil	Nil
3,000 – 3,999	Nil	Nil
4,000-4,999	Nil	Nil
5,000 or more shares	26	17,766,863
Total	27	17,766,988

Public Shareholders (Beneficial)

The Issuer was unable to obtain written confirmation from its transfer agent as of the date hereof.

Non –Public Shareholders (Holders of 5% or more of Common Shares)

The Issuer was unable to obtain written confirmation from its transfer agent as of the date hereof.

There are no other common shares or other securities reserved for issuance.

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities. The only convertible security terms were pursuant to the loan detailed above.

14.3 Provide details of any listed securities reserved for issuance that are not included in section 14.2.

Common Share purchase Options of the Corporation

Description	Number of Options Outstanding	Number of Common Shares Issued upon Conversion
Stock Purchase Options convertible to common shares at \$.65 per share until May 28, 2022	144,000	144,000
Stock Purchase Options convertible to common shares at \$.65 per share until November 30, 2022	450,000	450,000
Stock Purchase Options convertible to common shares at \$.85 per share until December 6, 2023	985,000	985,000
Stock Purchase Options convertible to common shares at \$.75 per share until December 8, 2024	535,000	535,000

15. Executive Compensation

15.1 Attach a Statement of Executive Compensation from Form 51-102F6 or any successor instrument and describe any intention to make any material changes to that compensation.

The following table sets forth the compensation earned in each of the Corporation’s two most recently completed financial years by its Named Executive Officers (“NEOs”):

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 (\$)
Francis MacKenzie (1)(2)	2018	30,000 (Paid by the Corporation) 75,000 (Paid by GRI)	Nil	Nil	Nil	Nil	105,000
President/CEO and director	2017	30,000 (Paid by the Corporation) 75,000 (Paid by GRI)	Nil	Nil	Nil	Nil	105,000
Lorne MacFarlane	2018	15,000	Nil	Nil	Nil	Nil	15,000
CFO (retired, February 2018)	2017	30,000	Nil	Nil	Nil	Nil	30,000

Bert Loveless	2018	30,000 ⁽³⁾	Nil	Nil	Nil	Nil	30,000
Vice-President and Interim CFO	2017	30,000 ⁽³⁾	Nil	Nil	Nil	Nil	30,000

Notes:

- (1) Mr. MacKenzie is compensated in his capacity as an officer of the Corporation only and is not compensated for acting as a director as well.
- (2) Mr. MacKenzie is paid a consulting fee by the Corporation of \$30,000 and a consulting fee of \$75,000 by Grand River Ironsands Incorporated, the Corporation's partially owned subsidiary, for a consolidated fee of \$105,000.
- (3) Mr. MacFarlane retired in February, 2018 and Mr. Loveless has been acting as interim CFO until a replacement is retained. Mr. Loveless is compensated in his capacity as an officer of the Corporation only and is not compensated for acting as a director as well.

16. Indebtedness of Directors and Executive Officers

16.1 Aggregate Indebtedness **N/A.**

- (1) Complete the above table for the aggregate indebtedness outstanding as at a date within thirty days before the date of the information circular entered into in connection with:
 - (a) a purchase of securities; and
 - (b) all other indebtedness.
- (2) Report separately the indebtedness to:
 - (a) the Issuer or any of its subsidiaries (column (b)); and
 - (b) another entity if the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer or any of its subsidiaries (column (c)),

of all officers, directors, employees and former officers, directors and employees of the Issuer or any of its subsidiaries.
- (3) "Support agreement" includes, but is not limited to, an agreement to provide assistance in the maintenance or servicing of any indebtedness and an agreement to provide compensation for the purpose of maintaining or servicing any indebtedness of the borrower.

16.2 Indebtedness of Directors and Executive Officers under (1) Securities Purchase and (2) Other Programs **N/A.**

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS UNDER (1) SECURITIES PURCHASE AND (2) OTHER PROGRAMS

Name and Principal Position	Involvement of Issuer or Subsidiary	Largest Amount Outstanding During [Most Recently Completed Financial Year] (\$)	Amount Outstanding as at [the date of the Form] (\$)	Financially Assisted Securities Purchases During [Most Recently Completed Financial Year] (#)	Security for Indebtedness	Amount Forgiven During [Most Recently Completed Financial Year] (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Securities Purchase Programs						
Other Programs						

- (1) Complete the above table for each individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Issuer, each proposed nominee for election as a director of the Issuer, and each associate of any such director, executive officer or proposed nominee,
- (a) who is, or at any time since the beginning of the most recently completed financial year of the Issuer has been, indebted to the Issuer or any of its subsidiaries, or
 - (b) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer or any of its subsidiaries,

and separately disclose the indebtedness for security purchase programs and all other programs.

- (2) Note the following:

Column (a) – disclose the name and principal position of the borrower. If the borrower was, during the year, but no longer is a director or executive officer, state that fact. If the borrower is a proposed nominee for election as a director, state that fact. If the borrower is included as an associate, describe briefly the relationship of the borrower to an individual who is or, during the year, was a director or executive officer or who is a proposed nominee for election as a director, name that individual and provide the information required by this subparagraph for that individual.

Column (b) – disclose whether the Issuer or a subsidiary of the Issuer is the lender or the provider of a guarantee, support agreement, letter of credit or similar arrangement or understanding.

Column (c) – disclose the largest aggregate amount of the indebtedness outstanding at any time during the last completed financial year.

Column (d) – disclose the aggregate amount of indebtedness outstanding as at a date within thirty days before the date of the information circular.

Column (e) – disclose separately for each class or series of securities, the sum of the number of securities purchased during the last completed financial year with the financial assistance (security purchase programs only).

Column (f) – disclose the security for the indebtedness, if any, provided to the Issuer, any of its subsidiaries or the other entity (security purchase programs only).

Column (g) – disclose the total amount of indebtedness that was forgiven at any time during the last completed financial year.

(3) Supplement the above table with a summary discussion of:

- (a) the material terms of each incidence of indebtedness and, if applicable, of each guarantee, support agreement, letter of credit or other similar arrangement or understanding, including:
 - (i) the nature of the transaction in which the indebtedness was incurred,
 - (ii) the rate of interest,
 - (iii) the term to maturity,
 - (iv) any understanding, agreement or intention to limit recourse, and
 - (v) any security for the indebtedness;
- (b) any material adjustment or amendment made during the most recently completed financial year to the terms of the indebtedness and, if applicable, the guarantee, support agreement, letter of credit or similar arrangement or understanding. Forgiveness of indebtedness reported in column (g) of the above table should be explained; and
- (c) the class or series of the securities purchased with financial assistance or held as security for the indebtedness and, if the class or series of securities is not publicly traded, all material terms of the securities, including the provisions for exchange, conversion, exercise, redemption, retraction and dividends.

17. Risk Factors

- 17.1 Disclose risk factors relating to the Issuer and its business, such as cash flow and liquidity problems, if any, experience of management, the general risks inherent in the business carried on by the Issuer, environmental and health risks, reliance on key personnel, regulatory constraints, economic or political conditions and financial history and any other matter that would be likely to influence an investor's decision to purchase securities of the Issuer.
- 17.2 If there is a risk that securityholders of the Issuer may become liable to make an additional contribution beyond the price of the security, disclose that risk.
- 17.3 Describe any risk factors material to the Issuer that a reasonable investor would consider relevant to an investment in the securities being listed and that are not otherwise described under section 17.1 or 17.2.

Please refer to the “Risk Factors” section of the MD&A attached as Appendix “B”

18. Promoters

N/A.

- 18.1 For a person or company that is, or has been within the two years immediately preceding the date of the Listing Statement, a promoter of the Issuer or of a subsidiary of the Issuer, state:
- (a) the person or company's name;
 - (b) the number and percentage of each class of voting securities and equity securities of the Issuer or any of its subsidiaries beneficially owned, directly or indirectly, or over which control is exercised;
 - (c) the nature and amount of anything of value, including money, property, contracts, options or rights of any kind received or to be received by the promoter directly or indirectly from the Issuer or from a subsidiary of the Issuer, and the nature and amount of any assets, services or other consideration therefor received or to be received by the Issuer or a subsidiary of the Issuer in return; and
 - (d) for an asset acquired within the two years before the date of the Listing Statement or thereafter, or to be acquired, by the Issuer or by a subsidiary of the Issuer from a promoter:
 - (i) the consideration paid or to be paid for the asset and the method by which the consideration has been or will be determined,

- (ii) the person or company making the determination referred to in subparagraph (i) and the person or company's relationship with the Issuer, the promoter, or an associate or affiliate of the Issuer or of the promoter, and
- (iii) the date that the asset was acquired by the promoter and the cost of the asset to the promoter.

- 18.2 (1) If a promoter referred to in section 18.1 is, as at the date hereof, or was within 10 years before the date hereof, a director, chief executive officer, or chief financial officer of any person or company that:
- a) was subject to an order that was issued while the promoter was acting in the capacity as director, chief executive officer or chief financial officer;
or
 - b) was subject to an order that was issued after the promoter ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the promoter was acting in the capacity as director, chief executive officer or chief financial officer,

state the fact and describe the basis on which the order was made and whether the order is still in effect.

- (2) For the purposes of section 18.2 (1), “order” means:
- (a) a cease trade order;
 - (b) an order similar to a cease trade order; or
 - (c) an order that denied the relevant person or company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.
- (3) If a promoter referred to in section 18.2 (1):
- (a) is, as at the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any person or company that, while the promoter was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or
 - (b) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the promoter, state the fact.

-
-
- (4) Describe the penalties or sanctions imposed and the grounds on which they were imposed or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a promoter referred to in section 18.2(1) has been subject to:
- (a) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement agreement with a provincial and territorial securities regulatory authority; or
 - (b) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.
- (5) Despite section 18.2(4), no disclosure is required of a settlement agreement entered into before December 31, 2000 unless the disclosure would likely be considered important to a reasonable investor in making an investment decision.

19. Legal Proceedings

- 19.1 Describe any legal proceedings material to the Issuer to which the Issuer or a subsidiary of the Issuer is a party or of which any of their respective property is the subject matter and any such proceedings known to the Issuer to be contemplated, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

On December 28, 2017, Forks Specialty Metals Inc., a wholly owned subsidiary of Grand River Ironsands Incorporated, filed for bankruptcy under Chapter 7 of the United States Bankruptcy Code in the United States Bankruptcy Court, Eastern District of Pennsylvania. Forks had been operating with minimal cash in excess of a year and despite its attempts to operationalize the facility and raise funding, it was unable to do so. In addition, its landlord, SK 3700 Glover Road Owner LLC, obtained a confession of judgment against it in the Court of Common Pleas, Northampton County, in the amount of USD\$1,189,562.70, which included rental arrears, accelerated rent, and attorney's fees. The bankruptcy proceeding has stayed all existing and potential lawsuits. Forks has met with the trustee in bankruptcy and the matter is ongoing.

- 19.2 Regulatory actions - Describe any: **N/A.**
- (a) penalties or sanctions imposed against the Issuer by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date hereof;
 - (b) other penalties or sanctions imposed by a court or regulatory body against the Issuer

necessary to contain full, true and plain disclosure of all material facts relating to the securities being listed; and

- (c) settlement agreements the Issuer entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date hereof.

20. Interest of Management and Others in Material Transactions

20.1 Describe, and state the approximate amount of, any material interest, direct or indirect, of any of the following persons or companies in any transaction within the three years before the date of the Listing Statement, or in any proposed transaction, that has materially affected or will materially affect the Issuer or a subsidiary of the Issuer:

- (a) any director or executive officer of the Issuer;
- (b) a person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10 percent of any class or series of your outstanding voting securities; and
- (c) an associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b).

Except as noted in the “Transactions with Related Parties” section of the MD&A attached as Appendix “B” and as disclosed herein, none of the directors or executive officers of the Corporation, or any person or company that is a direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of the common shares of the Corporation, or any associates or affiliates of those persons or companies referred to above has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction during the Corporation’s last three financial years or during the Corporation’s current financial year or in any proposed transaction which has materially affected or is reasonably expected to materially affect the Corporation or any of its subsidiaries.

The Corporation completed a restructuring and listing which it disclosed in its Listing Statement filed with the CSE on March 29, 2012. Prior to completing the transactions contemplated therein, there were individuals that were instrumental and had a vested interest in getting this proposed restructuring and listing completed. These individuals have significant positions in the Corporation and/or its other subsidiaries.

There are potential conflicts of interest to which the directors and officers of the Corporation may be subject in connection with the operations of the Corporation. Some of the directors and officers of the Corporation are engaged and shall continue to be engaged in other business opportunities on their own behalf and on behalf of other corporations and situations may arise where such directors and officers shall be in competition with the Corporation. Individuals concerned shall be governed in any conflicts or potential conflicts by applicable law.

21. Auditors, Transfer Agents and Registrars

21.1 State the name and address of the auditor of the Issuer.

Auditors: **PricewaterhouseCoopers LLP**
400-1601 Lower Water Street
Halifax, NS B3J3P6

21.2 For each class of securities, state the name of any transfer agent, registrar, trustee, or other agent appointed by the Issuer to maintain the securities register and the register of transfers for such securities and indicate the location (by municipality) of each of the offices of the Issuer or transfer agent, registrar, trustee or other agent where the securities register and register of transfers are maintained or transfers of securities are recorded.

Transfer Agent & Registrar: **TSX Trust**
200 University Avenue, Suite 300
Toronto, Ontario, M5H 4H1

22. Material Contracts

22.1 Give particulars of every material contract, other than contracts entered into in the ordinary course of business that was entered into within the two years before the date of Listing Statement by the Issuer or a subsidiary of the Issuer.

Other than as disclosed in note 14 of the FS attached as Appendix “A”, the Corporation has not entered into any material contracts.

22.2 If applicable, attach a copy of any co-tenancy, unitholders' or limited partnership agreement.
N/A.

23 Interest of Experts

23.1 Disclose all direct or indirect interests in the property of the Issuer or of a Related Person of the Issuer received or to be received by a person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of the Listing Statement or prepared or certified a report or valuation described or included in the Listing Statement.

There is no known interest of what are called “Experts” in this project. The project, as required by regulatory agencies, must rely on qualified persons (“QP”) who shall render independent opinions related to the resource. There are technical people (geologists, geoscientists, mining engineers, iron making engineers, etc.) who have worked on the development of the resource over the past five years and some may or may not have a shareholding position in the Corporation. These people are not deemed to be in a conflict of interest position. In the event that their opinions are required to be material, disclosure of their shareholdings shall be published.

Technical Information

Any technical information provided in this document for the properties are based upon information contained in a Technical Report on the Churchill River ironsands property located in Happy Valley-Goose Bay, Newfoundland and Labrador, Canada. The report entitled "Independent Technical Report for the Churchill River Mineral Sands Project, Labrador, Canada" is dated June 17, 2014 and was prepared by SRK Consulting (Canada) Inc. and SRK Consulting (SA) (Pty) Ltd. on behalf of the Corporation's affiliate, NAIC.

- 23.2 Disclose the beneficial ownership, direct or indirect, by a person or company referred to in section 23.1 of any securities of the Issuer or any Related Person of the Issuer. **N/A.**
- 23.3 For the purpose of section 23.2, if the ownership is less than one per cent, a general statement to that effect shall be sufficient. **N/A.**
- 23.4 If a person, or a director, officer or employee of a person or company referred to in section 23.1 is or is expected to be elected, appointed or employed as a director, officer or employee of the Issuer or of any associate or affiliate of the Issuer, disclose the fact or expectation. **N/A.**

24. Other Material Facts

- 24.1 Give particulars of any material facts about the Issuer and its securities that are not disclosed under the preceding items and are necessary in order for the Listing Statement to contain full, true and plain disclosure of all material facts relating to the Issuer and its securities.
- N/A.**

25. Financial Statements

- 25.1 Provide the following audited financial statement for the Issuer:
- (a) copies of all financial statements including the auditor's reports required to be prepared and filed under applicable securities legislation for the preceding three years as if the Issuer were subject to such law; and
 - (b) a copy of financial statements for any completed interim period of the current fiscal year.

25.2 For Issuers re-qualifying for listing following a fundamental change provide **N/A**.

- (a) the information required in sections 5.1 to 5.3 for the target;
- (b) financial statement for the target prepared in accordance with the requirements of National Instrument 41-101 *General Prospectus Requirements* as if the target were the Issuer;
- (c) pro-forma consolidated financial statements for the New Issuer giving effect to the transaction for:
 - (i) the last full fiscal year of the Issuer, and
 - (ii) any completed interim period of the current fiscal year.

The first certificate below must be signed by the CEO, CFO, any person or company who is a promoter of the Issuer and two directors of the Issuer. In the case of an Issuer re-qualifying following a fundamental change, the second certificate must also be signed by the CEO, CFO, any person or company who is a promoter of the target and two directors of the target.

CERTIFICATE OF THE ISSUER

The foregoing contains full, true and plain disclosure of all material information relating to Metalo Manufacturing 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 Halifax, Nova Scotia this 26th day of October, 2018.



Francis MacKenzie
Chief Executive Officer



Bert Loveless
Interim Chief Financial Officer