FORM 2A

LISTING STATEMENT

IMPORTANT INFORMATION ABOUT THIS LISTING STATEMENT

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

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

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

NOTE REGARDING FORWARD-LOOKING STATEMENTS

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

- risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations;
- the possibility that future exploration, development or mining results will not be consistent with the Company's expectations;
- dependence on the BAM and Troilus North Property;
- exploration, development and production risks;
- volatility in the market prices for gold, other precious metals and other natural resources;
- lack of assurances regarding obtaining and renewing licenses and permits;
- liabilities inherent in exploration and development operations;
- title matters, surface rights and access rights;
- changes in economic conditions or regulatory environments;
- additional funding requirements;
- fluctuations in currency and interest rates;
- competition for, among other things, capital acquisitions of resources, undeveloped lands and skilled personnel;
- risks relating to global financial and economic conditions;
- alteration of tax regimes and treatments;
- changes in mining legislation affecting operations;
- risks relating to environmental regulation and liabilities;
- limited operating history;
- potential claims and legal proceedings;
- operating hazards, risks and insurance; and
- other factors discussed under "*Risk Factors*".

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

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

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

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GLOSSARY OF TERMS

In this Listing Statement, the following terms have the meanings set forth below, unless otherwise indicated. Words importing the singular include the plural and vice versa and words importing any gender include all genders.

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

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

"**BCA**" means the *Business Corporations Act (British Columbia).*

"**Board**" means the board of directors of the Company.

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

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

"**Company**" or "**Chimata**" means Chimata Gold Corp.

"**Company's Financial Statements**" means the audited financial statements of the Company for the year ended December 31, 2016 and the unaudited condensed interim consolidated financial statements for the nine months period ended September 30, 2017, attached to this Listing Statement as Appendix 1.

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

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

"**Listing Date**" means the date of the Listing.

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

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

(a) the Company's CEO;

(b) the Company's CFO;

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

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

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

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

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

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

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

"**Principals**" means:

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

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

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

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

"**Principal Regulator**" means the *British Columbia Securities Commission*.

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

"**Shares**" means the common shares of the Company, having no par value.

"**Stock Option Plan**" means the Company's stock option plan providing for the granting of stock options to the Company's directors, officers, employees, consultants, and advisors.

"**Technical Report**" means the technical report titled "NI 43-101 Technical Report, Troilus North Property" prepared in accordance with the requirements of NI 43-101 by Alain Moreau, P.Geo (OGQ #1298), EarthMetrix Technologies Inc., 6661, Des Écores, Montréal, Québec H2G 2J8, addressed to the Company in respect of the Troilus North Property, dated September 22, 2017.

"**Transfer Agent**" means the Company's transfer agent and registrar Computershare Investor Services Inc. at its office at 3rd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9;

"**Troilus North Property**" or "**Property**" means the 139 contiguous claims totalling 7,502.6 hectares located 160 km north of the town of Chibougamau in the province of Quebec. as more particularly described in the Technical Report, the majority of which is reproduced in and forms part of this Listing Statement, a complete copy of which is available on SEDAR, together with the surface rights, mineral rights, personal property and permits associated therewith.

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SUMMARY OF LISTING STATEMENT

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

The Company

Chimata Gold Corp. (the "**Company**") was incorporated under the Business Corporations Act (British Columbia) on November 16, 2010 as Maxtech Resources Inc. and changed their name to Chimata Gold Corp. on February 10, 2011. The Company has its principal office located at 202 – 905 West Broadway, Vancouver, BC V5Z 4M3.

The Company is listed on the TSX Venture Exchange under the symbol "CAT". The Company's common shares also began trading on the Frankfurt Exchange under the symbol "8CH" commencing July 29, 2014. The Company's current principal activity is the acquisition and exploration of mineral properties in Canada.

The Company has entered into a Mining Property Acquisition Agreement with Greg Exploration Inc. (the "**Vendor**") and has concluded the acquisition of a 100% undivided interest in the Troilus North Property. The property is made up of 139 contiguous claims totalling 7,502.6 hectares located 160 km north of the town of Chibougamau in the province of Quebec.

The total purchase price is two hundred and fifty thousand dollars ($250,000) with an initial payment of $25,000 due to the Vendor upon closing, $25,000 due within ninety (90) days following signing of the Agreement, $50,000 due on or before September 30, 2018, $50,000 due on or before March 31, 2019, $50,000 due on or before September 30, 2019, and $50,000 due on or before March 31, 2020. In addition, Chimata has granted a 1.5% Net Smelter Royalty to the Vendor; 0.5% of which can be repurchased by Chimata for $500,000.

The Company intends to be listed on the *Canada Securities Exchange* (the "CSE") by complying with the rules and policies of the CSE regarding qualification for listing.

See "*Description of the Business*".

Business of the Company

The Company is engaged in the acquisition, exploration and development of mineral properties in Canada. Its current focus is to conduct the proposed exploration program on the Troilus North Property as more particularly set out in the Technical Report. See "*Description of the Business*".

Management, Directors, and Officers

Richard Groome, President, and Director (Was appointed Chairman and Interrim CEO and President on September 25, 2017
Robert Rosner CFO, Secretary, and Director (Became Director and Secretary on January 21, 2017, and became CFO on March 27, 2017. (resigned as Secretary on December 1, 2017 and has been replaced by Steve Cozine, as described below).
Omar Hudani Director (resigned from the Board in December 2017 and has been replaced by Mr. Alain Moreau, as described below)
Luis Martins Director (appointed to the Board since July 2014)
Alain Moreau, Director (appointed on December 21, 2017)
Steve Cozine, Secretary (Was appointed Secretary on December 1, 2017)

Listing

The Company intends to apply for approval to list the Shares on the CSE by fulfilling the listing requirements of the CSE.

Funds Available and Use of Available Funds

As at December 31, 2017, the Company had working capital of approximately $701,000. The Company estimates that it will require the following funds to conduct its plan of operations over the next twelve months:

Use of Available Funds	Amount
(Fees incurred in the payment of BAM and Troilus Property)	$150,000
CSE Listing costs	$25,000
Operating expenses for 12 months (1)	$480,000
Unallocated working capital	$46,000
Total	$701,000

(1) Estimated operating expenses for the next 12 months include: $240,000 for president – management fees; $150,000 for business development, property due diligence and acquisition; $90,000 for office and administration; $25,000 for legal fees.

The Company had negative cash flows from its operating activities of $84,541 and $442,854 for the year ended December 30, 2016 and the nine months period ended September 30, 2017.

As of December 31, 2017, the Company's working capital was $701,000.

As more detailed elsewhere in this Listing Statement and in the twelve month operating budget that was prepared by the Company in connection with this Listing Statement, the Company estimates that it will have a monthly cash burn rate of approximately $50,000.

The Company intends to fund its business using the proceeds from prior private placement financings (hereinafter described). The Company intends to spend the funds available to it as stated in this Listing Statement. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if we are required to carry out due diligence investigations in regards to any prospective investment or business opportunity or if the costs of the Listing Statement or Listing, or negotiating an applicable transaction, are greater than anticipated.

See "*Funds Available and Use of Available Funds*".

Risk Factors

An investment in the Shares of the Company should be considered highly speculative and involves a substantial degree of risk, and investors may incur a loss on their investment. The risks, uncertainties and other factors, many of which are beyond the control of the Company, that could influence actual results include, but are not limited to: limited operating history; exchange approval; dependence on the Troilus North Property; exploration, development and production risks; mineral resources and reserves; obtaining and renewing licenses and permits; no assurances that a commercially viable ore body will ever be discovered or, if discovered, ever put into production; title matters, surface rights and access rights; additional funding requirements; dilution; environmental risks; limited operating history; lack of operating cash flow; regulatory requirements; mineral prices; infrastructure; risks associated with acquisitions; executive employee recruitment and retention; adverse general economic conditions; claims and legal proceedings; force majeure; uncertainty of use of proceeds; competition; conflicts of interest; dividends; litigation; reporting issuer status; and operating hazards, risks and insurance. See "*Risk Factors*" for additional for a discussion of the foregoing risks and additional risk factors.

Summary of Financial Information

The following selected financial information is subject to the detailed information contained in the Company's Financial Statements and notes thereto appearing elsewhere in the Listing Statement. The selected financial information is derived from the Company's Financial Statements. The Company has established December 31 as its financial year end. The following financial data is prepared in accordance with International Financial Reporting Standards ("**IFRS**"). See "*Selected Financial Information and Management's Discussion and Analysis*". The Company's Financial Statements are attached to this Listing Statement as Appendix 1.

	Nine month period ended September 30, 2017 (unaudited)	Three month period ended September 30, 2017 (unaudited)	Financial year ended December 31, 2016 (audited)
Total revenues	Nil	Nil	Nil
Business Development	$4,067	$2,567	$12,000
Exploration expenditures	$23,291	$23,291	$5,022
Filing fees	$42,135	$31,577	$16,050
Office and miscellaneous	$58,285	$46,452	$4,168
Professional fees	$9,047	$13,513	$15,157
Share-based compensation	$74,645	$74,645	
Loss and comprehensive loss	(442,847)	(377,474)	($84,541)
Basic and diluted loss per Share	(0.03)	(0.03)	-
Total assets	$548,586	$548,586	$28,205
Long-term financial liabilities	Nil	Nil	Nil
Cash dividends per share	Nil	Nil	Nil

CORPORATE STRUCTURE

Name, Address and Company

Chimata Gold Corp. (the "**Company**") was incorporated under the Business Corporations Act (British Columbia) on November 16, 2010 as Maxtech Resources Inc. and changed their name to Chimata Gold Corp. on February 10, 2011. The Company has its principal office located at 202 – 905 West Broadway, Vancouver, BC V5Z 4M3.

The Company is listed on the TSX Venture Exchange under the symbol "CAT". The Company's common shares also began trading on the Frankfurt Exchange under the symbol "8CH" commencing July 29, 2014.

As of the date of this Listing Statement, the Company does not have any subsidiary.

GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Company

The Company is engaged in the acquisition, exploration and development of mineral properties in Canada. Its current focus is to conduct the proposed exploration program on the BAM Property and Troilus North Property as more particularly set out in the Technical Report, along with continuing to identify and potentially acquire additional property interests and conduct exploration and evaluation of to assess their potential. See "*Description of the Business*".

The Company has entered into a Mining Property Acquisition Agreement with Greg Exploration Inc. (the "**Vendor**") and has concluded the acquisition of a 100% undivided interest in the Troilus North Property. The Property is made up of 139 contiguous claims totalling 7,502.6 hectares located 160 km north of the town of Chibougamau in the province of Quebec.

The total purchase price is two hundred and fifty thousand dollars ($250,000) with an initial payment of $25,000 due to the Vendor upon closing, $25,000 due within ninety (90) days following signing of the Agreement, $50,000 due on or before September 30, 2018, $50,000 due on or before March 31, 2019, $50,000 due on or before September 30, 2019, and $50,000 due on or before March 31, 2020. In addition, Chimata has granted a 1.5% Net Smelter Royalty to the Vendor; 0.5% of which can be repurchased by Chimata for $500,000.

For a full description of the Troilus North Property please see "*Description of the Business*" wherein the majority of the Technical Report is reproduced.

Listing on the CSE

The Company intends to be listed on the CSE and transfer from the TSX Venture Exchange, where the Common Shares of the Company are currently listed, such Listing being subject to Chimata fulfilling all the listing requirements of the Exchange.

Three Year History

Chimata Gold Corp. (the "**Company**") was incorporated under the *Business Corporations Act (British Columbia)* on November 16, 2010 as Maxtech Resources Inc. and changed its name to Chimata Gold Corp. on February 10, 2011. The Company has its principal office located at 202 – 905 West Broadway, Vancouver, BC V5Z 4M3.

The Company is listed on the TSX Venture Exchange under the symbol "CAT". The Company's common shares also began trading on the Frankfurt Exchange under the symbol "8CH" commencing July 29, 2014. The Company's current principal activity is the acquisition and exploration of mineral properties in Canada.

During 2014, the Company entered into a Letter of Intent to an exclusive option on the "Huentelauquen Heavy Mineral Sands Project" and "the Juliana 1-18 claims," located near Los Vilos, in Region IV, in Chile. During 2015, it was determined that due to the current state of the iron ore market, the Company would not proceed with this project.

On August 31, 2016, the Company entered into an option agreement with Innovative Properties Inc. to earn up to 100% interest in certain mineral concessions located about 12 kilometres from Squamish, British Columbia ("Maggie Gold Property"). The agreement is subject to the TSXV approval.

The option agreement was amended on April 21, 2017. Under the amended agreement, the Company is required to fulfil the following.

- Cash payment of $5,000 on the later of three days of the option agreement being executed or approval by the TSXV (paid);
- Cash payment of $50,000 on or before October 31, 2017;
- Incur exploration costs of $50,000 on or before October 31, 2017; and
- Incur exploration costs of $50,000 on or before March 31, 2018

The Maggie Gold Property is subject to a 1% net smelter return ("NSR") and the Company has the option to purchase 0.5% NSR for an aggregate payment of $100,000.

On October 12, 2017 the Company has concluded the acquisition of a 100% undivided interest in the Troilus North Property. The property is made up of 139 contiguous claims totaling 7,502.6 hectares located 160 km north of the town of Chibougamau in the province of Quebec. The total purchase price is two hundred and fifty thousand dollars ($250,000) with an initial payment of $25,000 due to the Vendor upon closing, $25,000 due within ninety (90) days following signing of the Agreement, $50,000 due on or before September 30, 2018, $50,000 due on or before March 31, 2019, $50,000 due on or before September 30, 2019, and $50,000 due on or before March 31, 2020. In addition, the Company has granted a 1.5% Net Smelter Royalty to the Vendor; 0.5% of which can be repurchased by the Company for $500,000.

On October 13, 2017 the Company entered into an agreement with Bearclaw Capital Corp ("Bearclaw") to acquire a 100% interest in the Bam mineral property. The property is comprised of 1052 hectares located in the Pacific Golden Triangle mining district approximately 80 Km south of Telegraph Creek in the Liard mining division of northwest British Columbia, Canada.

Under the terms of the purchase agreement, the Company will pay $60,000 cash and issue six hundred thousand common shares to Bearclaw as follows; $15,000 cash and six hundred thousand common shares on closing of the agreement and the balance of the cash to be paid in three equal installments of $15,000 over a twelve-month period. In addition, Bearclaw will retain a 2 % Net Smelter Royalty on the property, of which 1% may be purchased by the Company for $1,000,000 at any time. The Company intends to release a 43-101 report in 2018. The purchase agreement is subject to the approval of the TSX Venture Exchange.

See "*Description of the Business*" & "*Material Contracts*".

As of the date of this Listing Statement, the Company does not have any reportable segments pertaining to its operations. As of the date of this Listing Statement, there was no bankruptcy, receivership or similar proceedings against the Company or any voluntary bankruptcy, receivership or similar proceedings by the Company or its predecessors since its inception.

Financings

On April 13, 2015, the Company issued 200,000 units for $12,000 under a non-brokered private placement. Each unit is comprised of one common share and one share purchase warrant. These share purchase warrants will expire five years from issuance if un-exercised and each share purchase warrant is exercisable into one common share of the Company at $0.06/share.

On November 4, 2016, the Company issued 12,500,000 units for $250,000 under a non-brokered private placement. Each unit was comprised of one common share and one share purchase warrant. These share purchase warrants will expire five years from issuance if un-exercised and each share purchase warrant is exercisable into one common share of the Company at $0.05/share.

On July 28, 2017 the Company completed a 1 to 5 reverse stock-split where each shareholder. The financial statements have been updated retrospectively to reflect the reverse stock-split.

During the period ended September 30, 2017 the company completed a non-brokered private placement for 15,851,636 units for gross proceeds of $871,840. Each unit consisted of one common share and one common share purchase warrant, with each share purchase warrant exercisable into one common share at $0.075 per warrant for a period of 36 months.

In connection with the private placement, the Company paid cash finder's fees of $20,743 and issued 377,160 finders warrants with an exercise price of $0.075 with a 36 month life, and a grant date fair value of $16,856. The grant date fair value of the finder's warrants was determined using a black scholes option pricing model with the following assumption: life 3 years; volatility 211%; dividend yield 0%; and risk free rate 1.65%.

On December 1, 2017, the Company completed a non-brokered private placement for 5,591,500 units for gross proceeds of $559,150. Each unit consisted of one common share and one common share purchase warrant, with each common share purchase warrant exercisable into one common share at $0.15 per warrant for a period of 36 months.

On December 21, 2017, the Company completed a non-brokered private placement for 1,416,000 units for gross proceeds of $212,400. Each unit consisted of one common share being issued as a "flow through" share as defined in subsection 66(15) of the *Income Tax (Canada)* and subsection 359.1 of the *Taxation Act (Quebec)* and one common share purchase warrant, with each common share purchase warrant exercisable into one common share at $0.15 per warrant for a period of 36 months.

Trends

There are no current trends in the Company's business that are likely to impact on the Company's performance.

NARRATIVE DESCRIPTION OF THE BUSINESS

Stated Business Objective

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of natural resource properties. The Company intends on expending its working capital and net proceeds raised from its completed financings (see "*General Development of the Business – Financing*") to pay the balance of the estimated costs in connection with the Listing, to carry out exploration work on the Troilus North Property, to pay for administrative costs for the next twelve months and for general working capital. The Company may decide to acquire other properties in addition to the Troilus North Property described below.

The principal business intended to be carried by the Company will be located in, but not limited to, the province of Quebec and will consist of the exploration of the Troilus North Property.

The Troilus North Property - Current Technical Report

The following represents information summarized from the Technical Report on the Troilus North Property authored by Alain Moreau, P.Geo., (the "**Author**") of EarthMetrix Technologies Inc., 6661, Des Écores, Montréal, Québec H2G 2J8, who is a Qualified Person (as defined in NI 43-101) dated September 22, 2017, prepared in accordance with the requirements of NI 43-101. All Figures and Tables from the Technical Report are reproduced in and form part of this Listing Statement; a complete copy of the Technical Report is available for review, in color, on SEDAR at the following website: www.sedar.com.

Property Description, Location and Access

The Troilus North property is made up of 139 claims (one block of 139 contiguous claims) totalling 7,5027502,6 ha located in NTS sheet 32O01, 160 km north of town of Chibougamau. Owners of the property are: GREG Exploration Inc., Steve Labranche and Tony Perron; 79 claims are registered under the name of GREG Exploration Inc., 40 claims are registered under the name of Tony Perron and 20 claims are registered under the name of Steve Labranche. They will expire between March 16, 2019 (59 claims) and March 22, 2019 (80 claims). Exploration work in the amount of 86,811.06$ will be required. 21,608.94$ in exploration work is accumulated on the claims.

On October 10, 2017, mining property acquisition agreement has been signed between Chinata Gold Corp. and GREG Exploration Inc. for all the 139 claims of the property.

There are no surface rights nor any legal access issues that hamper exploration activities on the Property.

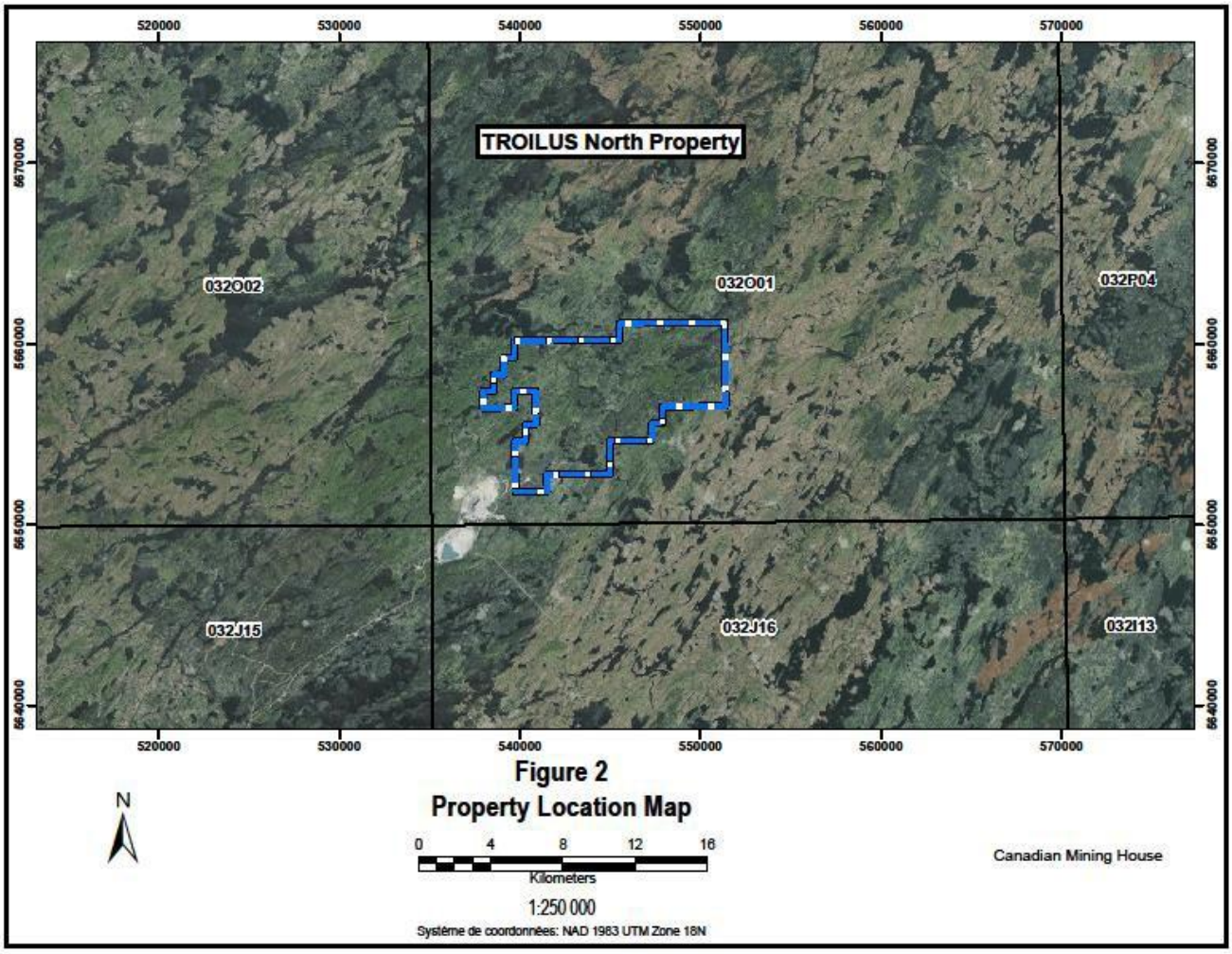


Figure 2
Property Location Map

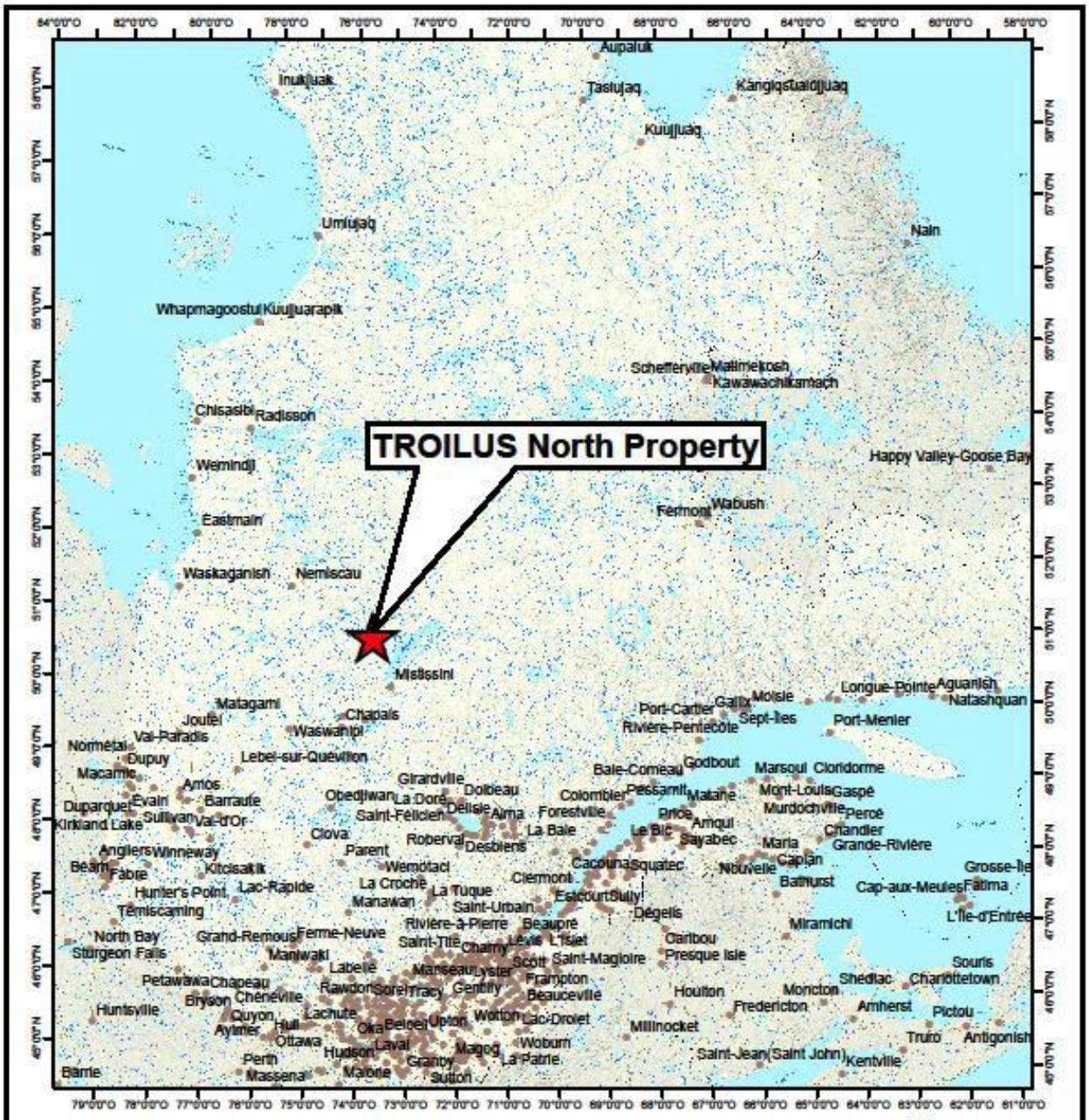


Figure 1
Regional Location Map

Accessibility, Climate, Local Resources Infrastructure and Physiography

The Troilus North Property occupies part of a region limited by latitudes 51° 01’ 0.00’’ N and 51° 06’ 00.00’’ N and longitudes -74° 27’30.00’’ W and -74° 16’ 00.00’’ W in southwestern Quebec. It is located approximately 160 kilometers north of Chibougamau and it situated 2 kilometers north of the old Troilus mine.

Topography, Elevation, Vegetation and Drainage

The topography of the area is dominated by gentle hills and relatively flat terrain, with elevations ranging from 335 m above sea level in the northcentral part of the property to 422 m above sea level in the northeast part of the property. Creeks, swamps, streams and boulders are seen on the property, suggesting till/clay overburden. Approximately 70% of the claims are covered by forest and the rest of the property is covered by swamps, lakes and streams. Overburden is estimated to vary in depth from 0 to 40 m.

Hilltops areas are generally covered by Pleistocene and recent quaternary deposits that are characterized by a thin veneer of undifferentiated glacial till, generally less than 60 cm thick. Adjacent valleys generally include considerable accumulated organic matter, more or less decomposed derived from sphagnum, mosses, and forest litter. Locally, however, thick deposits of till/clay including large angular blocks and boulders can be locally observed close to bedrock hills.

Accessibility

The property is located in NTS sheet 32O01. It is easily accessible from regional Trans Taiga road going from Chibougamau to Nemiscau and from a well maintained secondary gravel road to the former Troilus Mine up to the southern boundary of property. Access within the property is difficult and needs helicopter logistics. Access to the property is illustrated in Figure 4, "Property Logistics Map".

Infrastructure

There is no mining infrastructure on the property although the former Troilus Mine property limits are just 2 kilometers south. Services and equipment can be obtained from the town of Chibougamau, located approximately 160 km to the south by gravel and paved roads. Chibougamau is a forestry and mining town with a long history in resources development, where all the services, manpower and equipment needed to carry out exploration programs or operate a mine are readily available.

Climate

The P roperty climate is humid continental. It is characterized by warm summers, mainly in July, cold winters and abundant rain. Daily average temperatures range from +20ºC in July to -25ºC in January. Annual precipitation totals 635 mm of rain and 250 cm of snow. These are normal conditions for north-central Quebec and do not hamper either exploration or mining work.

History and Exploration

- Work Done by the MRNQ

The area has been previously examined on a reconnaissance scale (1: 250,000) by J. H. Bourne (1972; DP 110); who completed the first geological map of NTS sheet 32O;

In, 1976 (DP 276), M. Hocq completed a partial geological map of NTS sheet 32O (1: 50,000). The area covered part of Property (northwest and east limits of claims);

In, 1978 (DPV 550), M. Hocq completed the first comprehensive geological map of NTS sheet 32O (1: 50,000);

In 1981 (CL C32O), MRN published a set of maps (1: 50,000) describing geoscientific work performed on NTS sheet 32O;

In, 1983, a series of geological maps (DPV 940) with existing showings was performed by L. Avramtchev on NTS sheet 32O. No showings are reported in property;

In, 1990, a series of maps at 1: 50,000 (FG-032O-CL)) were published describing main occurrences of metallic resources in NTS sheet 32O. No occurrences are reported in property;

In, 1993, C. Gosselin completed geological mapping at scale 1: 20,000 on the extension of the Troilus- Frotet volcano-sedimentary belt associated to the Troilus mine (MB 93-03). The western and northern parts of property were covered by the survey;

In, 1995, C. Gosselin completed a synthesis map of the Troilus-Frotet belt at scale 1: 50,000 (PRO-95-10) from previous geological mapping (MB 93-03). Exploration targets were identified in the western and northern parts of property;

In, 1996, C. Gosselin performed a synthesis map of the Troilus-Frotet belt with emphasis on the stratigraphy of the Troilus Mine area including the northeastern extension including the western and northern parts of property (ET-96-02);

In, 1999, a crustal structures mapping for diamond exploration was performed by M. Beaumier et. al. in the northern part of the Province including NTS sheet 32O (MB-99-35). No crustal structures are reported in the property;

In, 1999, a lithostructural synthesis map was performed by M. Boily on the entire Troilus-Frotet volcano sedimentary belt including NTS sheet 32O (MB-99-11);

In, 2006, S, Trepanier on behalf of CONSOREM developed a new methodology for lake bottom sediment geochemistry surveys for the entire database including NTS sheet 32O;

In, 2009, an interpretation of potential Cu-Mo porphyry deposits potential map of NTS sheet 32O was performed by D. Lamothe (EP-2009-01/02). A major target described as O01-1 is located in the northwestern part of property;

In, 2010, a series of updated geological maps for NTS sheet 32O (1: 50,000) were published including the geology of property (CG-Sigeom32O);

In, 2011, an evaluation of the regional potential for Cu-Au subalkaline porphyries mineralization in Quebec was outlined by S. Faure (CONSOREM) (MB 2014-25). No regional exploration targets were reported in NTS sheet 32O including the property;
In, 2011, a series of updated geophysical maps (Total Field and Vertical Gradient of Magnetics) were published including NTS sheet 32O01 covering the property (I. d'Amours, DP-2011-02);

Finally, in, 2012, an evaluation of the regional potential for Iron Oxyde Copper Gold (IOCG) mineralization in Quebec was outlined by S. Faure (CONSOREM) (MB-2014-25). No regional exploration targets were reported in NTS sheet 32O including the property;

- <u>Work Done by Mining Companies</u>

The first work done on the Property (GM 34062) followed by (GM 30038, GM 57947, GM 30738, GM 34063, GM 34064, GM 34065 and GM 34068) was carried out between 1973 and 1974 by the consortium of Selco Mining Corp Ltd., Muscocho Explorations Ltd. and Société de Développement de la Baie-James (SDBJ) for Base Metals exploration (following a previously INPUT EM survey flown in 1972, DP-CCCC); the consortium did geophysical and geological surveys and drilling (outside the Property). GM 30738 mentioned that two short holes were drilled just off the northwestern limits of property presumably by Noranda that had a field camp in that part of Property in the early 70's (Author was unable to confirm this information).

From 1975 to 1981, Société de Développement de la Baie-James (SDBJ) (GM 34001, GM 34002, GM 34036, GM 34037, GM 34038, GM 34039, GM 34169, GM 34172, GM 34173, GM 34187, GM
38167, GM 38005, GM 38454 and GM 57946) did a series of regional bottom lake geochemistry surveys with ground follow-up; weak base metals anomalies were reported in the Property.

No exploration work was reported from 1982 to 1987.

Between 1988 and 1989, the Property was explored without drilling by Exploration Kerr-Addison Inc. for Base Metals and Gold (GM 48202, GM 48203 and GM 48735); Exploration Kerr-Addison Inc. completed line cutting, ground Magnetics, Induced Polarization (IP) and geological surveys.

In 1989, Exploration Kerr-Addison Inc. and Minnova Inc (GM 49390) performed a geological survey in the northeastern extension of Troilus Mine; a boulder described as the Holmstead boulder, close to the southwest boundary of claims was discovered and assayed with gold values up to 38 g/t along with an outcrop at the southwest boundary grading 122 ppb in gold.

In 1990, the area was explored by Ressources MSV Inc. (GM 49771). Ressources MSV Inc. completed a basic regional remote sensing study in NTS sheet 32O01.

In 1991, the northwest limits of Property were explored by S. Awashish (GM 55070). S. Awashish completed a ground magnetics and a Very Low Frequency (VLF) EM surveys.

In 1992, Minnova Inc. (GM 51457) completed a geological compilation report of the area corresponding to southwest limits of Property; additional work was recommended in Property.

Between 1993 and 1994, Corporation Minière Metall completed geochemistry, Induced Polarization (IP) and geological surveys in the area close to the southwest limits of Property.

No exploration work was reported between 1995 and 1998.

Sporadic work was reported between 1999 and 2005; SOQUEM Inc. and Minnova Inc. completed a radiometric survey with some ground prospecting (GM 59388, GM 59389 and GM 59797); some weak gold anomalies are reported in boulders in the south limits of Property.

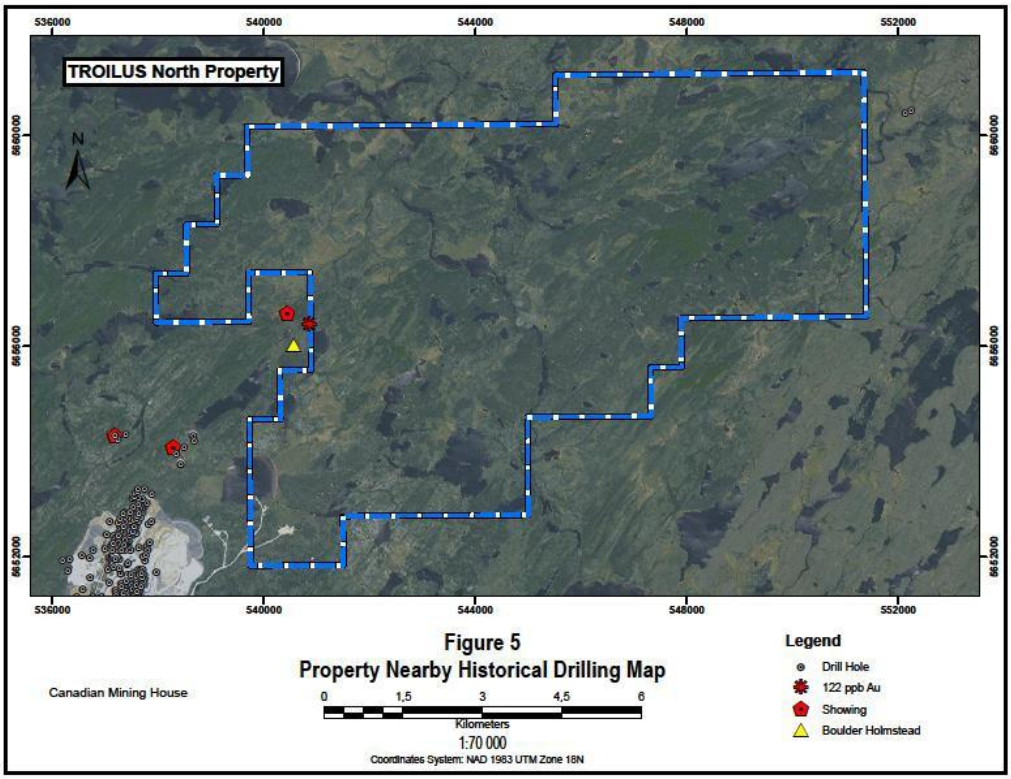
In 2006, Falconbridge Ltée performed a Megatem geophysical survey on the entire Property without interpreted maps being available; field prospecting revealed a till geochemical cobalt anomaly close to the east limits of claims (GM 62463).
No exploration work was reported in 2007.

In 2008, Les Ressources Tectonic Inc. (GM 63820) performed work in the southwest part of the Property. Work mainly consisted in geological mapping with some prospecting. Anomalous gold values are reported in the southwest part of Property;
No exploration work was reported from 2009 to 2015.

Finally, in 2016, GREG Exploration Inc., Tony Perron and Steve Labranche completed structural, boulder tracing and geological surveys on the Property. Anomalous gold values are reported in property.

Drilling

The Property has never been drilled. Nearby drilling is summarized in figure 5, “Property Nearby Historical Drilling”.



Geological Setting and Mineralization

- Regional Geology

The geology of the Frotet-Evans Archean greenstone belt is summarized by M. Boily (1996; MB- 99-11) as follows (figure 6, "Regional Geological Map"):

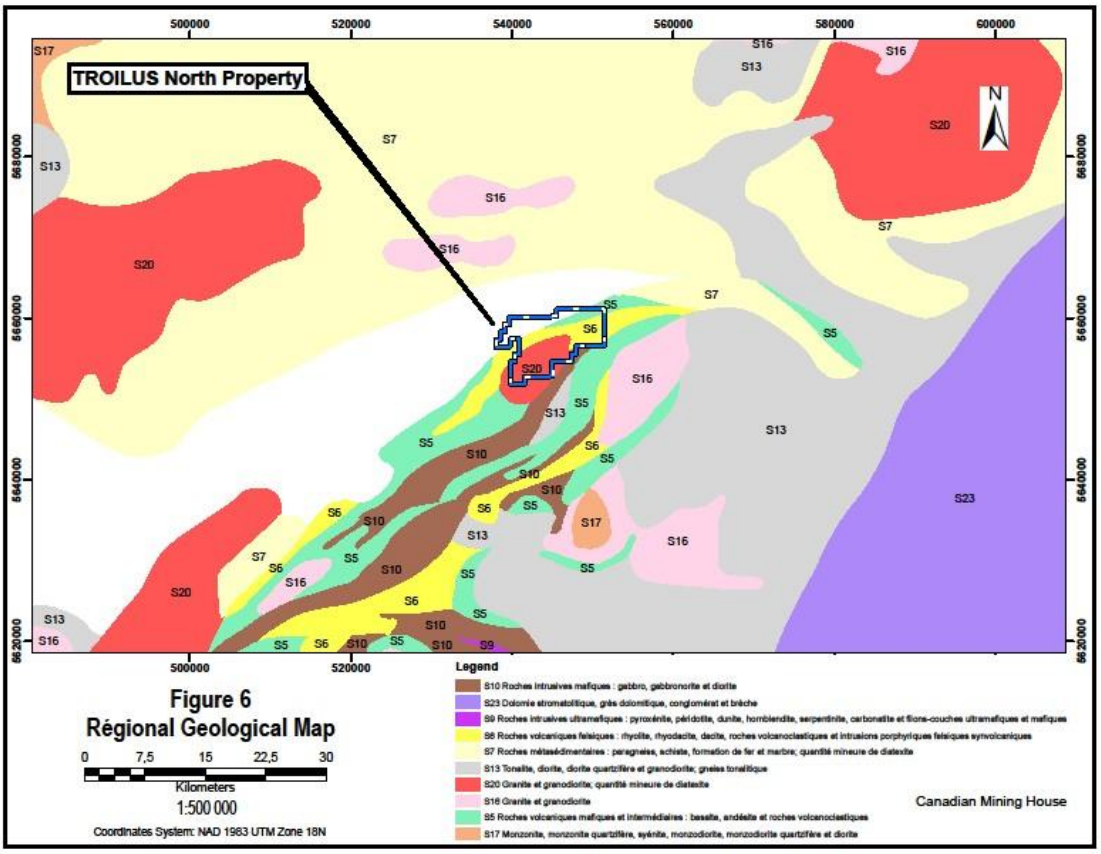


Figure 6
Régional Geological Map

The Property is located within the eastern segment of the Frotet-Evans greenstone belt, a thin allochthon volcano-sedimentary band with thickness varying between 5 to 20 km in the Opatica subprovince (2,75 Ga) of the Superior province. The Opatica subprovince area surrounding the Frotet-Evans greenstone belt is bounded to the north by the gneissic Opinaca subprovince (2,8 Ga) and by the Abitibi subprovince (2,7 Ga) to the south. The Frotet-Evans greenstone belt extends some 250 km from Nottaway River to Lake Mistassini.

The Frotet-Evans greenstone belt is divided into four segments from west to east: Evans- Ouagama, Storm-Evans, Assinica and Frotet-Troilus; it's composed of two archean volcanic piles separated by a sedimentary basin at his centre. The volcanic piles consist in thick accumulations of submarine basalt and andesite interbedded with minor amounts of rhyolite, intermediate to felsic volcanoclastics, pyroclastics, siltstone, argillite and greywacke. The regional metamorphism grade ranges from lower greenschist to lower amphibolite facies. The Property is located in the eastern segment, the Troilus-Frotet greenstone belt.

- Local Geology

The work of C. Gosselin (1995, 1996, 1999) summarizes the local geology of the area (MB-93-03, PRO-95-01 and ET-96-02) as follows (figure 7, "32O01 Troilus-Frotet Geological Map").

The Troilus-Frotet greenstone belt is divided into four structural and lithostratigraphic domains or volcanic cycles that are separated by major regional faults and bounded on all sides by granodioritic to tonalite intrusions.

Cycle 1 corresponds to tholeiitic volcanism of the De Maurès, La Fourche and Dompierre formations. Lower basalt members display iron enrichment typical of more evolved magmas, and characteristic of the Dompierre formation.

Cycle 2 corresponds to the pyroclastic and calc-alkaline units of the Frotet formation and a part of the Odon formation. The Frotet formation is composed of block tuffs, crystal tuffs and leucocratic ash tuff with minor amounts of fine grained sedimentary rocks with felsic to intermediate lavas. The Odon formation consists of variolitic magnesian basalts and calc-alkaline andesites. Units of calc-alkaline, amygdaloidal, andesite are observed at the top of the De Maurès formation.

Cycle 3 corresponds to transitional tholeiitic calc-alkaline lavas and is represented by the Chatillon, Parker, Domergue Sud and Mésière formations. The Chatillon formation also hosts primitive komatiitic basalts with micro-spinifex, variolitic, pillowed massive, and breccia textures. Some levels of tuffs (ash and lapilli) and sedimentary rocks (argillite and graphitic argillite) are also present.

The Parker formation consists of gabbros and basalts and/or andesites with some volcanoclastic horizons. The presence of garnets and levels of felsic tuff dominate the upper members of this formation. The Domergue Sud formation consists of magnesian basalts and include some levels of pillowed andesites and crystal to block tuffs. The Mésière formation consists of mostly massive to pillowed basalts with rare felsic to intermediate tuffaceous horizons.

Cycle 4 is dominated by magnesian basalts of the Domergue Nord formation including horizons of sedimentary and pyroclastic rocks interstratified within basalts. The Oudiette formation consists in pillowed basalts of tholeiitic affinity and is considered part of this cycle.

The Parker Lake pluton is adjacent to the Troilus Mine. It's a medium grained equigranular intrusion composed of feldspar, plagioclase, quartz, biotite with minor amounts of muscovite, and rare amphibole. This pluton is subalkaline.

- Property Geology

Property has not been mapped in details.

The Geology of the property has been defined by the work of C. Gosselin (1993, MB-99-03). Document CG Sigeom32O summarizes the geology of property.

Figure 8 ("Property Geological Map") shows the property geology. From west to east, the geology of the property consists in migmatite with biotite gneiss of the Opatica subprovince, Ultramafic pyroxenite/peridotite layer, felsic to intermediary tuffs and banded mafic and basalt rocks with some felsic to intermediary tuffs and gabbro and the Parker intrusive (granite)

Most of the mineralized occurrences lie in the Volcanoclastic Suite units between the gneiss/migmatite and the Parker Intrusive. Property geology is showed on figure 8 ("Property Geological Map").

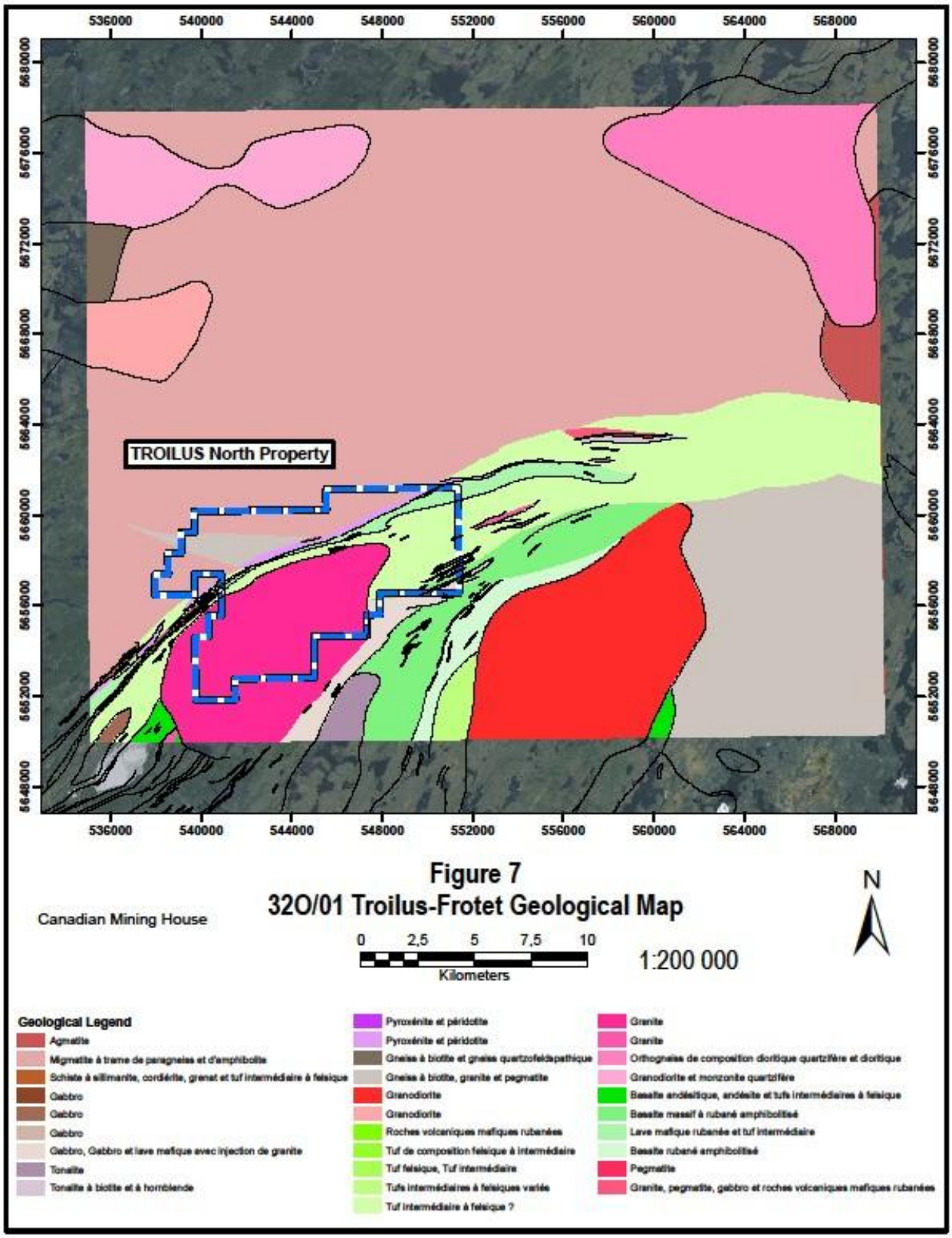


Figure 7
32O/01 Troilus-Frotet Geological Map

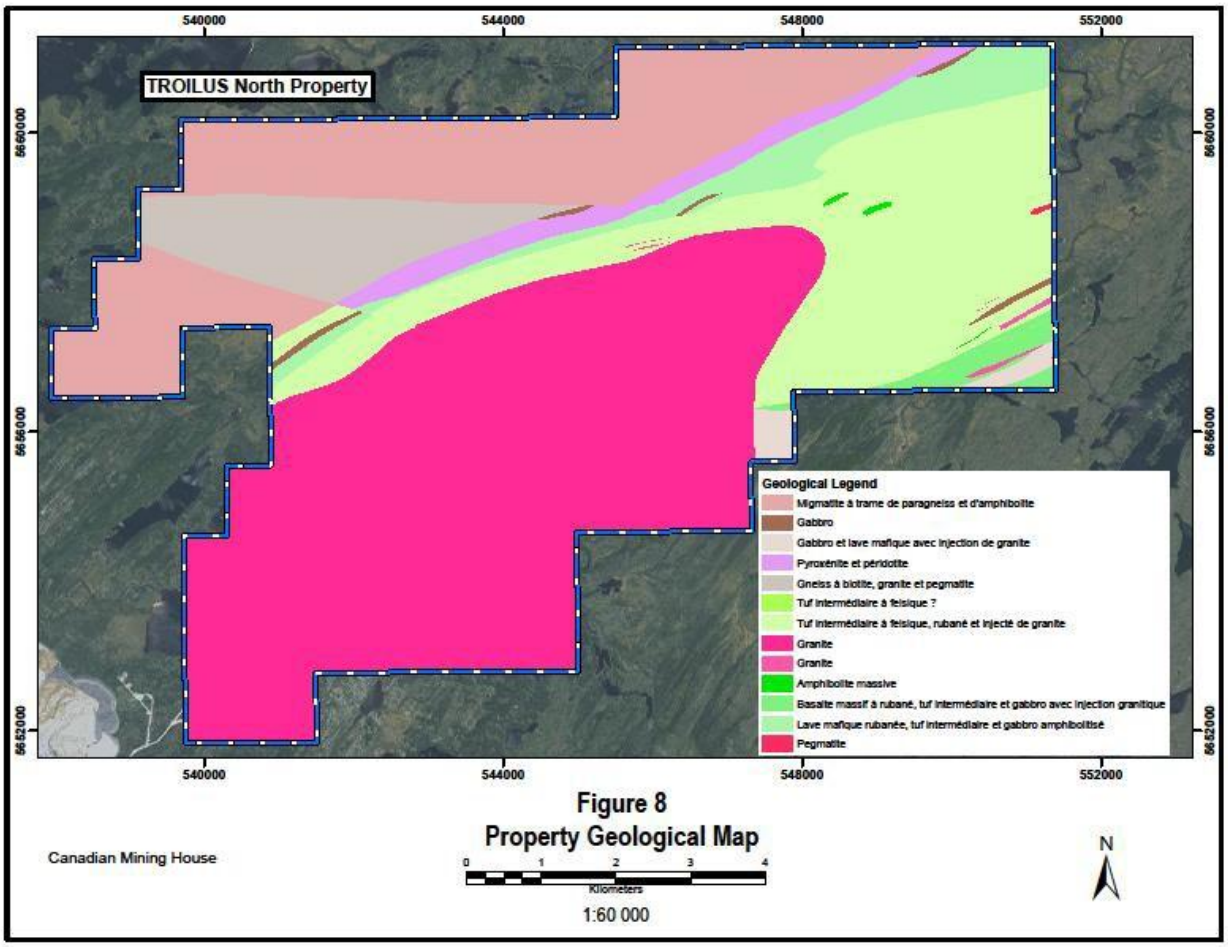


Figure 8
Property Geological Map

- Mineralized Zones

No mineralized zones have been identified on property.

Other mineralized showings, geological zones of interest and geochemical anomalies occur on or close to property and remain poorly explored. They are:

- Zone K located southwest of property including the Holmstead boulder (less than 1 g/t up to 38 g/t Au)
- 122 ppb Au outcrop located at the southwest boundary of claims
- Co till anomaly
- Weak Au anomalies and alteration zone along a N070 structural lineament
- Northeast extension of the deformation zone from Zone K
- Cu/Mo occurrences

Deposit Types

Five types of mineral deposits can be considered for the exploration of the Troilus North property. The first is a Au-Cu deposit like the J4 zone in the former Troilus Mine (Troilus Gold Corp). The J4 zone is a Gold-Copper sulphide mineralization hosted in elongate orebodies of breccia and in feldspar and quartz porphyritic dikes and sills close to a diorite intrusion; the J4 zones is striking 040-050 azimuth. The possible continuity of this horizon based on magnetic data is an indication that supports this

possibility.

The second type to explore for on the property is Cu-Mo porphyry deposits as established by numerous Cu/Mo occurrences and the prospective modelling by the MRNQ (major anomaly O01- 1, EP-2009-01/02) located SE of property. Porphyry copper deposits are copper orebodies that are formed from hydrothermal fluids that originate from a voluminous magma chamber several kilometers below the deposit itself. Predating or associated with those fluids are vertical dikes of porphyritic intrusive rocks from which this deposit type derives its name. In later stages, circulating meteoric fluids may interact with the magmatic fluids. Successive envelopes of hydrothermal alteration typically enclose a core of disseminated ore minerals in often stockwork forming hairline fractures and veins. Because of their large volume, porphyry orebodies can be economic from copper concentrations as low as 0.15% copper and can have economic amounts of by-products such as molybdenum, silver and gold. In some mines, those metals are the main product.

Porphyry copper deposits are currently the largest source of copper ore.

The third type to explore for on the property is orogenic, structurally controlled, gold deposits. These gold deposits are associated with regionally metamorphosed terranes of all ages. Ores were formed during compressional to trans-pressional deformation processes at convergent plate margins in accretionary and collisional orogens. In both types of orogen, hydrated marine sedimentary and volcanic rocks have been added to continental margins during tens to some 100 million years of collision. Subduction-related thermal events, episodically raising geothermal gradients within the hydrated accretionary sequences, initiate and drive long-distance hydrothermal fluid migration. The resulting gold-bearing quartz veins are emplaced over a unique depth range for hydrothermal ore deposits, with gold deposition from 15-20 km to the near surface environment. The unique temporal and spatial association of this deposit type with orogeny means that the vein systems characterize orogenic gold deposits. Most ores are post-orogenic with respect to tectonism of their immediate host rocks, but are simultaneously syn-orogenic with respect to ongoing deep-crustal, subduction-related thermal processes and the prefix orogenic satisfies both these conditions. Based on their depth of formation, the orogenic deposits are best subdivided into epizonal (<6 km), mesozonal (6-12 km) and hypozonal (>12 km) classes. The mapped contact by the MRNQ of the volcanic rocks, sediments and intrusive rocks is an indication to support this possibility.

The fourth type to explore for on the property is Besshi volcanogenic massive sulphides (Cu, Zn, Co, Au, Ag) deposits. Besshi-type volcanic-associated massive sulfide deposits (VMSD) are associated with undifferentiated basaltic formations. They form within the mid-ocean ridges near the continental margins, in back-arc spreading zones, and rarely in intracontinental rift basins. They are characterized by a wide spread of turbidites in ore-bearing strata, Co-rich copper-zinc ores, the predominance of subvolcanic sills, sheet-like ore bodies, an absence of clear structural control, relatively low Cu, Zn, Ag, and Au grades, enrichment in Pb, and relatively large ore and metal reserves. A Co till anomaly reported in the NE part of property is an indication to support this possibility.

Finally, Cu-Ni-Co with PGE enrichment deposits are the fifth mineralization type to be explored on property. These deposits are formed from upper-mantle magmas that contain small amounts of nickel, copper, PGE and most commonly, minor amounts of sulfide minerals. As these magmas ascend through the earth's crust they cool. If the source magma contains enough sulfide minerals, or if sulfide is added from the country rock, a separate sulfide liquid forms as droplets dispersed throughout the magma. Because the partition coefficients of nickel, copper and PGE, as well as iron, favor sulfide liquid over silicate liquid, these elements preferentially transfer into the sulfide droplets from the surrounding magma. On further cooling, the sulfide liquid crystallizes to form the ore deposits that contain these metals.

Nickel-copper sulfide deposits can be broken down into further subtypes. In Sudbury, Ontario, the only known representative of the sub-type meteorite impact can be observed. In Rift and Continental Flood Basalt-Associated Subtype, the magmas that form the Ni-Cu deposits are the products of the magmatism that accompanies intra-crustal rifting events. An example of this sub-type is the Norilsk deposit in Russia. This deposit contains and impressive amount of mineral-12.6 MT of nickel.

The Komatiitic Volcanic Flow and Sill-Associated Subtype occurs for the most part in two different settings. One setting is as komatiitic volcanic flows and sills found mostly in Neoarchean greenstone belts. The second setting is as Paleoproterozoic komatiitic sills associated with rifting at cratonic margins. Ultramafic rocks have been mapped by the MRNQ in property and therefore indicates a potential for this kind of mineralization.

Mineralized showings, geological zones of interest and geochemical anomalies occur on or close to property and remain poorly explored. They are:

- Zone K located southwest of property including the Holmstead boulder (less than 1 g/t up to 38 g/t Au)
- 122 ppb Au outcrop located at the southwest boundary of claims
- Weak Au anomalies and alteration zone along a N070 structural lineament
- Northeast extension of the deformation zone from Zone K
- Cu/Mo occurrences

Exploration

Reconnaissance and detailed field work has been realized between March and September 2016.

The work consisted to survey the entire property by helicopter and perform geological mapping, structural modelling, boulder tracing along the N070 trend structural lineament interpreted by remote sensing. Rock and saw sampling have been performed on outcrops and boulders.

Main results of this survey are:

A) Access is difficult.

B) Boulders and boulder fields have been predicted relatively well by the analysis of remote sensed images.

C) Intermediary to ultramafic volcanic rock and sedimentary (conglomerate) units have been recognized.

D) Sampling of boulders and outcrops with weak gold anomalies and a silica alteration zone.

Figure 14 shows the interpreted geological map from available data. Figure 15 and figure 16 show respectively the Dip Gradient Map and the Enhanced Dip Gradient Map generated from existing 2D available structural data from the MRNQ database and field data recorded during summer 2016. Figure 17 shows the Exploration Targets Map generated from available structural and geological data. Six (6) areas of interest have been interpreted on the property.

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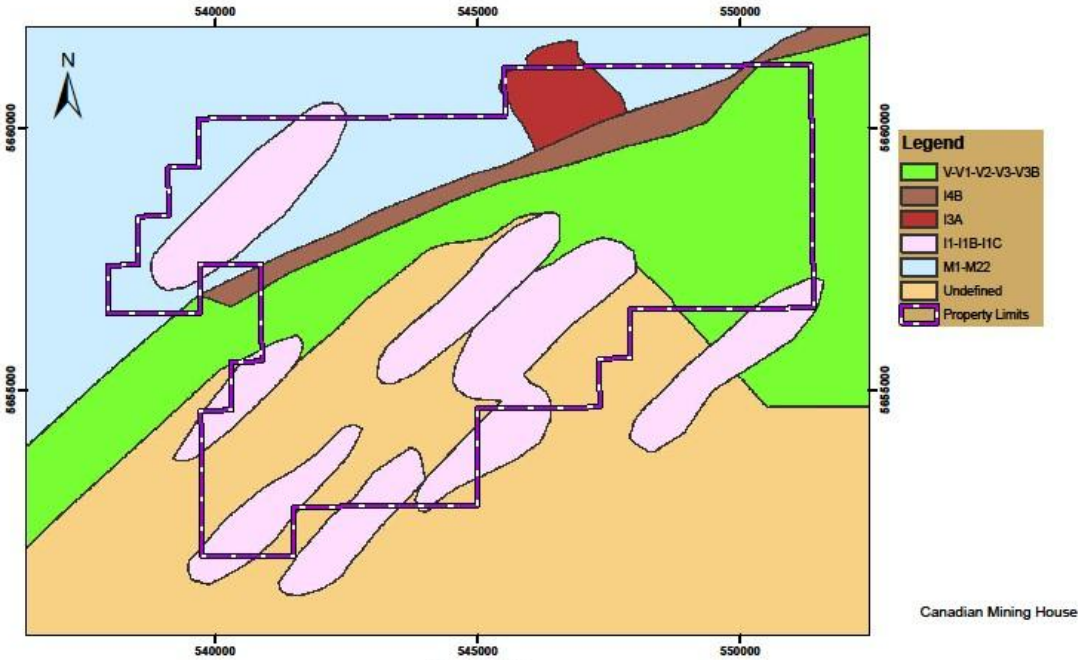

Figure 14
Property Interpreted Geological Map

0 2 4 6 8
Kilometers

1:80 000

Coordinates System: NAD 1983 UTM Zone 18N

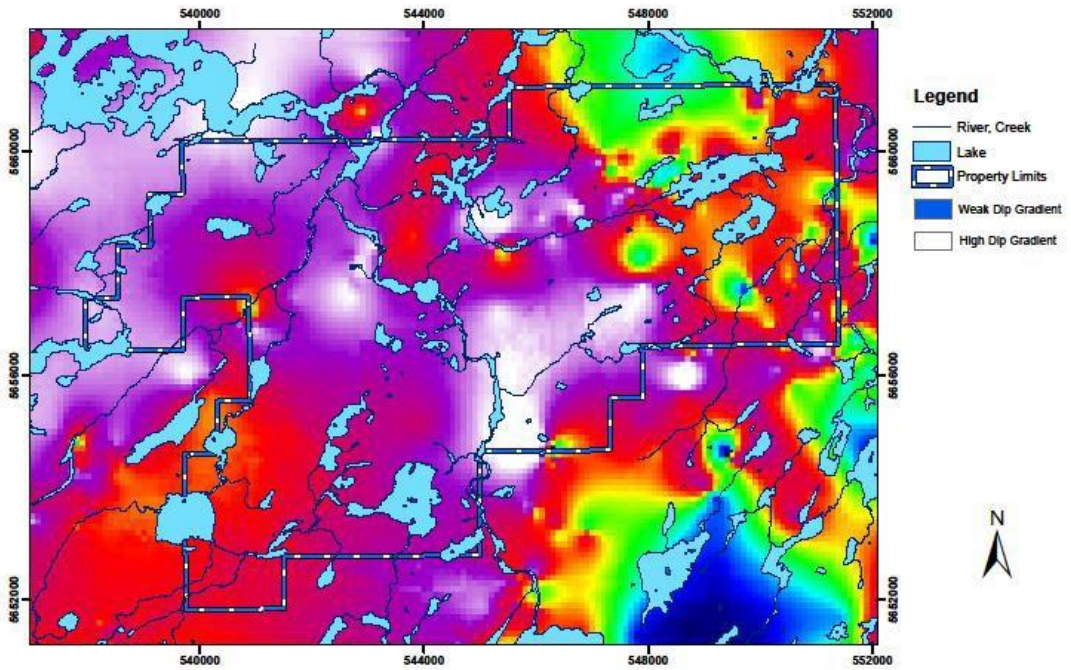

Figure 15 - Property Dip Gradient Map

Canadian Mining House

0 1 2 3 4
Kilometers

1:75 000

Coordinates System: NAD 1983 UTM Zone 18N

Sample Preparation, Analyses and Security

The Author is of the opinion that assays are based on sample preparation and analytical protocols that meet standard industry practice. ALS-Chemex in Val-d'Or, Québec, Canada is an established laboratory with modern and state of the art equipment and staffed with highly qualified personnel. Sampling has been carried out by the Author and 7 samples have been sent to ALS-Chemex laboratory in Val-d'Or. Security of samples followed normal procedures and the Author do not suspect any inadequate practices.

Quality Control and Quality Assurance

The Author is of the opinion that assay data do not reveal any major biases that could have a significant negative effect on results.

Data Verification

The Author was able to verify part of the historical work. During the site visits, trails, stripped zones (close to the southern property limits), mineralized boulders were observed, attesting the exploration work done in the past. The Author took seven grab samples (using a saw) from 7 different locations on property; these samples aren't necessarily indicative of mineralization in property. The Author currently has no reason to suspect that the historical work reported on the property was in fact not done.

The Author is of the opinion that assay data do not reveal any major biases that could have a significant negative effect on results.

Mineral Processing and Metallurgical Testing

Mineral processing and metallurgical testing have never been performed on the Troilus North property.

Mineral Resource Estimates

Mineral resources have never been estimated on the Troilus North property.

Interpretation and Conclusion

Since 1973, several exploration activities were conducted on the property with geophysics, radiometry, geological surveys, boulder tracing and channel sampling.

Looking at the compilation map of historical exploration work, we can see that the geology and structure of the area is still poorly understood despite the reconnaissance work undertaken in the 1980's and early 1990's by the MRN and Selco Mining Corp Ltd, Muscocho Explorarions Ltd., *Société de Développement de la Baie-James* (SDBJ), SOQUEM, Exploration Kerr-Addison Inc., Minnova Inc, *Corporation Minière Metall*, *Corporation Minière INMET* and *Les Ressources Tectonic Inc.* The presence of numerous mineralized boulders and outcrops surrounded by major geological features such as major structures (N040-N050 extension of the J4 deformation zone and the N070 structural lineament) is typical of major mineralized systems.

We suggest updating the airborne geophysics (Magnetics, EM and AFMAG) on the entire property with proper inversion modelling, systematic prospecting and sampling (soil, till, boulders and outcrops) of the six (6) exploration targets with stripping as necessary. We suggest thin section analysis of anomalous/altered boulder and rock samples to precise exploration targets.

Recommendations

To evaluate the property's full potential, assess the mineralization potential, a two-phase program is suggested, for a total of $300,000. In Phase 1, airborne geophysical surveying with preliminary sampling is recommended. The budget for phase I would total approximately to 150,000$.

If Phase I is successful at outlining new and/or extending known mineralized zones a follow-up sampling program is also budgeted (Phase II); this will allow assessment of the economic potential within this property. Phase II ($150,000) will be consisting in surveying geophysical and boulder trends anomalies on the property. Finally, after each phase, an updated technical report on the exploration work must be produced and filed with the MRNQ. The proposed budget to complete all phases is shown below.

Budget Phase 1:

Description	Cost
Magnetics and EM airborne geophysics (100m spacing) with inversion modelling (800km * $125/km)	$100,000
Preliminary outcrop sampling applied to property on field targets	$15,000
Assays and associated costs	$10,000
Integration of additional geological data on the property into Arc/View Processing, map production and reporting (10 days * $500/day)	$5,000
Contingencies	$20,000
Total	**$150,000**

Use of Proceeds

The Company is not raising any funds in conjunction with this Listing Statement. Accordingly, there are no proceeds to the Company in connection with the filing of this Listing Statement.

Funds Available and Use of Available Funds

As at December 31, 2017, the Company had working capital of approximately $701,000. The Company estimates that it will require the following funds to conduct its plan of operations over the next twelve months:

Use of Available Funds	Amount
To start the Phase 1 exploration program and budget on the Troilus North Property as outlined in the Technical Report	$150,000
CSE Listing costs	$25,000
Operating expenses for 12 months (1)	$480,000
Unallocated working capital	$46,000
Total	$701,000

(1) Estimated operating expenses for the next 12 months include: $240,000 for president – management fees; $150,000 for business development, property due diligence and acquisition; $90,000 for office and administration; $25,000 for legal fees.

The Company intends to fund its business using the proceeds from prior private placement financings (hereinafter described). The Company intends to spend the funds available to it as stated in this Listing Statement. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if the Company is required to carry out due diligence investigations in regards to any prospective investment or business opportunity or if the costs of the Listing, or negotiating an applicable transaction, are greater than anticipated.

Business Objectives and Milestones

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of mineral resource properties.

The Company's business objectives in using the available funds are to:

(i) obtain a listing of Shares on the Exchange;

(ii) start the Phase 1 exploration program on the Troilus North Property recommended in the Technical Report;

After obtaining a listing of Shares on the Exchange, the Phase 1 exploration program is expected to commence in •.

Other Sources of Funding

The Company currently does not have any immediate sources of additional funding.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

The following table sets out Chimata's selected financial information as at and for the periods indicated. Such information is derived from the financial statements of the Issuer attached as Schedule "A".

The information below should be read in conjunction with Chimata's management's discussion and analysis and unaudited consolidated financial statements and related notes and other financial information.

Quarterly Information:

Chimata Information	Three months period ended September 30, 2017	Three month period ended June 30, 2017	Three month period ended March 31, 2017
Revenue	Nil	Nil	Nil
Expenses	($376,922)	($51,070)	($14,310)
Net loss	($376,922)	($51,070)	($14,310)
Loss per share	(0.03)	(0.00)	(0.00)
Total assets	$548,586	$8,307	$18,661
Total liabilities	$78,986	$87,773	$47,057
Cash dividends	Nil	Nil	Nil

Annual Information:

Chimata Information	Year Ended December 31, 2016	Year Ended December 31, 2015	Year Ended December 31, 2014
Revenue	Nil	Nil	Nil
Expenses	($84,541)	($76,370)	($95,671)
Net loss	($84,541)	($76,370)	($95,671)
Loss per share	(0.00)	(0.00)	(0.00)
Total assets	$28,205	$1,924	$3,307
Total liabilities	$42,291	$181,469	118,482
Cash dividends	Nil	Nil	Nil

Dividends

The payment of dividends, if any, in the future, rests within the sole discretion of the Board. The payment of dividends will depend upon the Company's earnings, its capital requirements and its financial condition, as well as other relevant factors. The Company has not declared any cash dividends since its inception and the Company intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Shares and other classes of shares in the foreseeable future.

There are no restrictions in the Company's constating documents that prevent the Company from declaring dividends. The BCA, however, prohibits the Company from declaring a dividend where, after giving effect to the distribution of the dividend the Company would not be able to pay its debts as they become due in the usual course of business, or the Company's total assets would be less than the sum of its total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

MANAGEMENT'S DISCUSSION AND ANALYSIS

This discussion concerns the Company's Financial Statements, which are included in this Listing Statement and should be referred to when reading this discussion. The Company's Financial Statements summarize the financial impact of the Company's financings, investments and operations, which Financial Statements were prepared in accordance with IFRS. The Company's MD&A is attached to this Listing Statement as Appendix 2 for the financial year ended December 31, 2016 and for the three and nine months period ended September 30, 2017.

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

MARKET FOR SECURITIES

The Common Shares are listed and posted for trading on the TSXV under the trading symbol "CAT". The Company's common shares also began trading on the Frankfurt Exchange under the symbol "8CH" commencing July 29, 2014.

Please refer to the section entitled "Trading Price and Volume" below.

CONSOLIDATED CAPITALIZATION

Since December 31, 2017, the Company has not effected any material changes with respect to its share capital.

The Company is not raising any funds in conjunction with this Listing Statement. Accordingly, there are no proceeds to the Company in connection with the filing of this Listing Statement.

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

Common Shares

Description	Authorized Amount	Authorized at the date of this Listing Statement	Outstanding as at December 31, 2016 (Audited)	Outstanding at the date of this Listing Statement (Unaudited)
Common Shares	Unlimited	Unlimited	41,368,947	33,788,936[(1)]
Long Term Debt	Nil	Nil	Nil	Nil

[1] on May 31, 2017, the Company completed a 1 to 5 reverse stock split.

The following chart provides the outstanding warrants issued and outstanding in the share capital of the Corporation:

Warrants

	Number of Warrants	Price Per Share	Weighted Average Exercise Price
Balance December 31, 2015	300,000	$0.30	$0.30
Issued	2,500,000	$0.25	$0.25
Balance December 31, 2016	2,800,000	$0.25	$0.25
Issued	16,183,436	$0.075	$0.075
Balance, September 30, 2017	18,983,436	$0.09	$0.09
Issuance December 1st, 2017	5,591,500	$0.15	$0.15

Issuance(December 2017)	1,416,000	$0.25	$0.25
Balance as of the date of this Listing Statement	25,990,936	$0.21	$0.21

OPTIONS TO PURCHASE SECURITIES

The Stock Option Plan was approved by the Board and adopted by the Company in 2012 and has been approved at every annual general meeting of the shareholders since this date. The purpose of the Stock Option Plan is to assist the Company in attracting, retaining and motivating directors, officers, employees, consultants, and advisors (together "service providers") of the Company and of its affiliates and to closely align the personal interests of such service providers with the interests of the Company and its shareholders.

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

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

Options may be granted under the Stock Option Plan to such service providers of the Company and its affiliates, if any, as the Board may from time to time determine. The exercise prices shall be determined by the Board, but shall, in no event, be less than the closing market price of the Shares on the Exchange, less the maximum discount permitted under the Exchange policies, if such is permitted. The Stock Option Plan provides that the number of Shares issuable on the exercise of options granted to all persons together with all of the Company's other previously granted options may not exceed 10% of the issued and outstanding Shares. In addition, the number of Shares which may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Shares on a yearly basis. Subject to earlier termination and in the event of dismissal for cause, termination other than for cause or in the event of death, all options granted under the Stock Option Plan will expire on the date of expiry set by the Board at the time of grant, which may not be later than ten years from the date that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

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

Name of Optionnee	**Position of Optionee**	**Date of Grant**	**No. of Optioned Shares**	**Exercise Price**	**Expiry Date**
Robert Rosner	Director & Officer	2017/09/25	500,000	$0.15	2022/09/24
Richard Groome	Director & Officer	2017/09/25	500,000	$0.15	2022/09/24
Omar Hudani (1)	Director	2017/09/25	100,000	$0.15	2022/09/24
Luis Martins	Director	2017/09/25	100,000	$0.15	2022/09/24
Steven Cozine	Consultant	2017/09/25	100,000	$0.15	2022/09/24
Brent Purin	Consultant	2017/09/25	100,000	$0.15	2022/09/24
Robert Rosner	Director & Officer	2017/11/21	500 000	$0.15	2022/12/01
Richard Groome	Director & Officer	2017/11/21	700,000	$0.15	2022/12/01
Omar Hudani (1)	Director	2017/11/21	100 000	$0.15	2022/12/01
Luis Martins	Director	2017/11/21	100 000	$0.15	2022/12/01
Steven Cozine	Officer	2017/11/21	100 000	$0.15	2022/12/01
Alain Moreau (2)	Consultant	2017/11/21	100 000	$0.15	2022/12/01

(1) Former director of the Company, Mr. Hudani resigned from his position as Director of the Company on December 21, 2017;

(2) Mr. Alain Moreau was granted stock options as a consultant to the Company, the whole in accordance with the provisions of the Stock Option Plan, and was then appointed director of the Company on December 21, 2017.

DESCRIPTION OF THE SECURITIES

Authorized Capital

The Company has authorized an unlimited number of common shares without par value. As of the date of this Listing Statement, there were 33,788,936 issued and outstanding fully paid common shares.

Common Shares

Holders of the Shares are entitled to receive notice of, and to attend and vote at, all meetings of the shareholders of the Company, and each Share confers the right to one vote, provided that the shareholder is a holder on the applicable record date declared by the Board. The holders of the Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board may determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

Prior Sales

The following table summarizes all sales/issuances of securities of the Company within the last twelve months since the date of this Listing Statement:

Issue	Price per Security/Exercise Price	Number and Type of Securities
September 2017	$0.055	15,851,636 Units (1)
November 2017	$0.10	5,591,500 Units (2)
December 2017	$0.15	1,416,000 Units (3)

(1) Units comprised of one common share and one common share purchase warrant entitling its holder to purchase one common share at a price of $0.075 per common share for a period of three years from the issuance;
(2) Units comprised of one common share and one common share purchase warrant entitling its holder to purchase one common share at a price of $0.15 per common share for a period of three years from the issuance;
(3) Units comprised of one common share issued as a flow-through share and one common share purchase warrant entitling its holder to purchase one common share at a price of $0.25 per common share for a period of three years from the issuance.

Trading Price and Volume

The Common Shares are listed and posted for trading on the TSXV under the trading symbol "CAT". The following table sets forth trading information for the Common Shares for the periods indicated, as reported on the TSXV for each month during the 12-month period preceding the date of this Listing Statement:

	TSXV		
Period	**High ($)**	**Low ($)**	**Volume (Common Shares)**
December 2016	0.02	0.01	4,388,685
January 2017	0.02	0.015	707,650
February 2017	0.025	0.015	570,700
March 2017	0.015	0.015	534,000
April 2017	0.02	0.01	15,100
May 2017	0.015	0.01	87,100
June 2017	0.015	0.01	697,000
July 2017	0.06	0.01	1,835,000
August 2017	0.08	0.065	187,730
September 2017	0.125	0.065	299,937
October 2017	0.165	0.11	298,016

November 2017	0.125	0.09	279,700
December 2017	0.17	0.095	899,993

ESCROWED SECURITIES

Escrowed Securities

The following table includes the balance of escrowed securities as at the date of this Listing Statement.

Designation of Class	Number of Securities held in Escrow (1)	Percentage of Class (2)
Common Shares	Nil	-
Options	Nil	-
Warrants	Nil	-

As of the date of the Listing Statement, there were no common shares or other convertible securities held in escrow.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Company, as of the date of this Listing Statement, no person beneficially owns or exercises control or direction over, directly or indirectly, Shares carrying more than 10% of the votes attached to the Shares.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

Name and Province of Residence	Director/ Officer Since	Principal Occupation for the Past Five Years	Shares Beneficially Owned Directly or Indirectly (at the date of this Listing Statement) (1)
Richard Groome, Quebec, Canada	Interim CEO, President, and Chairman of the Board of Directors (Became CEO and President on September 25, 2017 mandate will expire in 2 years	President of Notre Dame Capital Inc. President, CEO and Director of Bitumen Capital Inc.	100,000
Robert Rosner, California USA (2)	CFO, and Director (Became Director on January 21, 2017, and became CFO on March 27, 2017, mandate will expire in 2 years	President and CEO of Lyynks Inc.	5,000
Luis Martin, Lisboa, Portugal (2)	Director since July 2014, mandate will expire at the next annual general meeting of the shareholders	Portuguese representative on the "Raw Materials Supply Group" of DG Enterprise and Industry of the European Commission (June 2010-August 2012)	Nil

		and, as an expert, on the "UNECE Expert Group on Resource Classification" (October 2010-August 2012). He has more than 100 national and international peer-review publications and has participated in 375 congresses, workshops and seminars, presenting papers in 93 of them, being also a taught in more than 20 short courses for graduated students.	
Alain Moreau [(2)]**, Québec**	Director since December 2017	(***NTD: Please provide***)	Nil
Steve Cozine, British Columbia	Secretary since		Nil

(1) Information as to ownership of shares has been taken from the list of registered shareholders maintained by the Company's transfer agent or has been provided by the individual or obtained from SEDI.
(2) Member of the Audit Committee.

Background – Directors and Executive Officers

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

Richard Groome, Interim CEO, President, and Chairman of the Board of Directors, 59 years old

Mr. Groome is a highly successful and influential entrepreneur and executive who has been active in the financial sector for over 30 years. He has actively managed or participated in over 400 corporate financings for small-cap and medium-sized growth companies representing over $4-billion in investment capital. Mr. Groome has acted, and continues to act, as an officer and director of numerous private and public companies in a variety of business sectors. He is also a former director of the CDNX, which was the predecessor of the TSX Venture Exchange.

Mr. Richard Groome is a party to an employment, non-competition or confidentiality agreement with the Company and has signed a management contract taking effect February 1 2018.

Robert Rosner, Director and Chief Financial Officer, 53 years old

Mr. Rosner has significant experience as a mining industry entrepreneur and executive. In addition to being a Director and CFO of Chimata, he is the President, CEO and a Director of Lucky Minerals Inc. He initiated the formation of a number of junior exploration mining companies, including Fortuna Silver Mines (NYSE: FSM) and Niogold Mining Corp. (TSX.V: NOX – Acquired and wholly owned by Osisko), and played instrumental roles in managing these, and other, resource ventures involved in early stage exploration, resource location, delineation, and development. He has successfully utilized his extensive experience in public and private company management for over 30 years.

Mr. Rosner has acted as an officer and director of both Canadian and U.S. listed companies, providing senior management of reporting compliance, oversight and fiduciary capacities, and directing corporate activities. He also has significant experience in Initial Public Offerings, Mergers & Acquisitions, and reverse takeovers.

Mr. Robert Rosner is a party to any employment, non-competition or confidentiality agreement with the Company and has signed a management contract effective date May 1, 2018 providing that Mr. Rosner will be.

Luis Martin, Director, 58 years old

Luis Martins is a geologist with 30 years of experience in the exploration and mining sector. He graduated from the Faculty of Sciences of Lisbon (1973) and has a MsC in Economic Geology from the same faculty (1995) and also several national and international post-graduation courses. He was a former Director of the Mineral Resources Department at the Geology and Mining Institute (the Geological Survey) and a former Director of the Mines and Quarries Department at the Directorate-General of Energy and Geology (the Mining Authority). He has participated in several national and international research projects, especially in the mineral exploration, environmental geology and mining heritage fields, the majority of them with co-ordination functions and coordinated several international working groups, like the "Mineral Resources Topic Network" and the "Minerals Policy Sector" of the EuroGeoSurveys (1997-2002) and the CYTED Ibero-American Network "Land Use and Mineral Resources" (2002-2007). He was the Portuguese representative on the "Raw Materials Supply Group" of DG Enterprise and Industry of the European Commission (June 2010-August 2012) and, as an expert, on the "UNECE Expert Group on Resource Classification" (October 2010-August 2012). He has more than 100 national and international peer-review publications and has participated in 375 congresses, workshops and seminars, presenting papers in 93 of them, being also a taught in more than 20 short courses for graduated students.

Mr. Luis Martin is not a party to any employment, non-competition or confidentiality agreement with the Company (nor is he expected to be a party to any employment, non-competition or confidentiality agreement of the Company on the Listing Date).

Alain Moreau, Director, 59 years old

Mr. Moreau has been a geologist entrepreneur in technology development since 1987 and has worked for numerous mining companies around the globe for the last 30 years. Mr. Moreau is a member of the Order of Quebec Geologists and a member of the Prospectors and Developers Association (PDAC). His expertise is in drone technology applied for mineral exploration (alteration mapping, boulder tracing and 3D imaging), advanced modelization of geological systems and mine targeting platforms (proprietary and non proprietary software).

Mr. Alain Moreau is not a party to any employment, non-competition or confidentiality agreement with the Company (nor is he expected to be a party to any employment, non-competition or confidentiality agreement of the Company on the Listing Date).

Time devoted to the business of the Company:

Richard Groome will devote approximately 40% of his time to Chimata, whereas Mr. Robert Rosner will devote approximately 20% of his time to Chimata.

Cease Trade Orders or Bankruptcies

Save and except as set out below, as of the date of this Listing Statement, director or officer of the Company is, or has been, within ten years before the date of this Listing Statement, a director or executive officer of any company (including the Company) 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 relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be 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 or more than 30 consecutive days; or

(c) 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.

Richard Groome	Director and Investor in T-Rex Vehicles Inc., a private Quebec company, until December 17, 2007. The company declared bankruptcy in March 2008
	Director, President, CEO, Treasurer and Chief Financial Officer of Bitumen Capital Inc. ("Bitumen"), a former Capital Pool Company listed on the NEX Board of the TSX Venture Exchange that was issued a cease trade order for failing to file its annual financial statements in time due to a lack of funds. Once Bitumen had enough funds to pay its auditors, it filed its financial statements, paid the outstanding filing fees and then completed its Qualifying Transaction and is now listed under the name "Goliath Resources Limited".

Penalties or Sanctions

Save and except as set forth below, as of the date of this Listing Statement, no director or officer of the Company is, or has been, subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable investor making an investment decision.

Richard Groome	Failure to file an insider report in a timely manner for the receipt of warrants for Ste. Genevieve Resources, 2007. $300 fine.
Richard Groome	Pursuant to a settlement agreement entered into in November 2001, Groome Capital.com Inc., a company in which Mr. Groome was President and CEO, admitted that it failed to maintain at all times its risk adjusted capital at a level greater than zero. The discipline penalty assessed against Groome Capital.com was a fine in the amount of $30,000 and the company was required to pay $2,500 towards the cost of the proceeding.

Personal Bankruptcies

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

Conflicts of Interest

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

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

CAPITALIZATION

The following charts provide a description regarding the distribution of the securities to be listed on the Exchange:

a) Issued Capital

Number of Securities	Number of Securities	%of Issued (non-diluted)	% of Issued

	(non-diluted)	(fully-diluted)		(fully diluted)
Public Float				
Total outstanding (A)	33,788,936	61,179,872		
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	10,156,820	20,856,820	30.06%	34.09%
Total Public Float (A-B)	23,632,116	41,523,052	69.94%	65.91%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	7,007,500	14,015,000	20.74%	22.91%
Total Tradeable Float (A-C)	26,781,436	47,164,872	79.26%	77.09%

Public Securityholders (Registered)

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	19	760
100 – 499 securities	7	1,400
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	1	2,300
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	15	10,309,340

Public Securityholders (Beneficial)

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	8	460
100 – 499 securities	43	9,802
500 – 999 securities	2	1,600
1,000 – 1,999 securities	12	13,740
2,000 – 2,999 securities	10	21,500
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	5	21,433
5,000 or more securities	38	2,265,100
Unable to confirm		

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	0	
100 – 499 securities	0	
500 – 999 securities	0	
1,000 – 1,999 securities	0	
2,000 – 2,999 securities	0	
3,000 – 3,999 securities	0	
4,000 – 4,999 securities	0	
5,000 or more securities	8	10,156,820

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

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Stock options granted to the directors and officers of the company exercisable at a price of $0.15 per share until September 24, 2022.	1,400,000	1,400,000
Common Share Purchase Warrants exercisable at a price of $0.075 per common share	15,851,636	15,851,636
Common Share Purchase Warrants exercisable at a price of $0.15 per common share until December 1, 2020	5,591,500	5,591,500
Common Share Purchase Warrants exercisable at a price of $0.25 per common share until December 21, 2020	1,416,000	1,416,000

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis provides information about the Company's executive compensation objectives and processes and discusses compensation decisions relating to its named executive officers ("**Named Executive Officers**") listed in the Summary Compensation Table that follows. During its fiscal year ended December 31, 2016 and the nine month period ended September 30, 2017, the following individuals were Named Executive Officers (as determined by applicable securities legislation) of the Company:

• Curt Huber, Chief Executive Officer
• Robert Rosner, Chief Financial Officer
• Richard Groome, Interim Chief Executive Officer

The Company does not employ or retain any other individuals who would qualify as a "Named Executive Officer" because no other executive officer or employee of the Company receives total compensation (including without limitation salary and bonus) in excess of $150,000.

The Compensation Committee is responsible for the compensation program for the Company's Named Executive Officers.

Compensation Objectives and Principles

The Company has no revenues from operations and often operates with limited financial resources. As a result, to ensure that funds are available to complete scheduled programs, the Compensation Committee has to consider not only the financial situation of the Company at the time of the determination of executive compensation, but also the estimated financial condition of the Company in the future.

Since the preservation of cash is an important goal of the Company, an important element of the compensation awarded to the Named Executive Officers is the granting of stock options, which do not require cash disbursement by the Company. The granting of stock options also helps to align the interests of the Named Executive Officers with the interests of the Company. The other two

elements of the compensation the Company awards to its Named Executive Officers are: (i) base cash consulting fees; and (ii) cash bonus payments for achievement of stated milestones or benchmarks. The Company does not provide its Named Executive Officers with perquisites or personal benefits that are not otherwise available to all of our employees.

Compensation Processes and Goals

The deliberations with respect to compensation are conducted in a special session from which management is absent. These deliberations are intended to advance the key objectives of the compensation program for the Company's Named Executive Officers. At the request of the Board of Directors, the Named Executive Officers may, from time to time, provide advice to the Board of Directors with respect to the compensation program for the Company's Named Executive Officers.

The Company relies on its Compensation Committee, through discussion without any formal objectives, targets, criteria or analysis, in determining the compensation of its Named Executive Officers. The Compensation Committee is responsible for determining all forms of compensation, including the provision of long-term incentives through the granting of stock options to the Named Executive Officers of the Company, and to others, including without limitation to the Company's directors, to ensure such arrangements reflect the responsibilities and risks associated with each such officer's position. The Compensation Committee incorporates the following goals when it makes its compensation decisions with respect to the Company's Named Executive Officers: (i) the recruiting and retaining of executives who are critical both to the success of the Company and to the enhancement of Shareholder value; (ii) the provision of fair and competitive compensation; (iii) the balancing of the interests of management with the interests of the Company's Shareholders; (iv) the rewarding of performance, both on an individual basis and with respect to the operations of the Company as a whole; and (v) the preservation of available financial resources. The Board of Directors does not currently consider the implications of the risks associated with the Company's compensation policies and practices as a result of the limited options available to the Company.

The Implementation of the Company's Compensation Policies

Consulting Fees

As of the date of this Listing Statement, the Company entered into two consulting agreements with Mr. Richard Groome and Mr. Robert Rosner with respect to their respective position as CEO and CFO of the Company. Such consulting agreements provide that Mr. Groome and Rosner shall receive a monthly compensation of $10,000 plus taxes and will be effective respectively in February 2018 for Mr. Groome and in May 2018 for Mr. Rosner.

Stock Options

For the financial year ended December 31, 2016 the Company did not grant any stock option. The Company granted 1,400,000 stock options to its directors, officers and consultants in September 2017, and an additional 1,600,000 stock options to its directors, officers and consultants in December 2017 – please refer to the section entitled "*Options to purchase Securities"* of this Listing Statement to that effect.

Finders Fee Agreements

The Company entered effective as of February 1st, 2018, into three finder 's fee agreement with the following entities (collectively the Finders **Fee Agreements**"):

(i) PanOcean Consulting Ltd., a company owned and controlled by Mr. Robert Rosner, the Company's CFO;
(ii) Notre Dame Consulting Inc., a company owned and controlled by Mr. Richard Groome, the Company's CEO and President; and
(iii) Twilight Capital Inc., an Arm's Length consultant to the Company.

Such Finders Fee Agreements are related to the location of a potential buyer, investor, lender or other similar party to provide it with an opportunity to consider a number of potential strategic alternatives to the Company, which may include an equity financing, sale of all or substantially all of the assets or securities of the Company, a formation of a strategic alliance or joint venture with a third party, a recapitalization or reorganization of the Company, a direct or indirect acquisition of or business combination with a third party, and/or some other extraordinary transaction with a third party involving the Company or its securities or assets, such as a take-over bid, amalgamation, plan of arrangement, merger or other business transaction (a "**Transaction**").

The Finders Fee Agreement provide that a fee equal to (i) four percent (4%) for Twilight Capital Inc. and Notre Dame Capital Inc, and (ii) two percent (2%) for PanOcen Consulting Ltd. shall be paid on the Transaction value to these entities in the event that such Transaction is concluded by the Company.

Summary Compensation Table

The following table contains information about the compensation paid to, earned by and payable to, the Company's Chief Executive Officer, Mr. Richard Groome and Mr. Curt Huber, for the year ended December 31, 2016 and the nine months period ended September 30, 2017. The Company does not have any other "Named Executive Officers" given that no other executive officer received total salary and bonus in excess of $150,000. Specific aspects of compensation payable to the Named Executive Officers of the Company are dealt with in further detail in subsequent tables.

Summary Compensation Table

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 ($)**	**Total compensation ($)**
Curt Huber CEO/Director	2016 2015	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Luis Martins Director	2016 2015	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Larry Tsang Former CFO	2016 2015	Nil 1,850	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 1,850
Omar Hudani Director	2016 2015	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Sonny Janda Director	2016 2015	7,400 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	7,400 Nil
Robert Rosner	2016 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Richard Groome, Interim CEO(1)	2016 2017	Nil 32,500	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 32,500

(1) Mr. Richard Groome was named as the Company's Chairman, Interim President and CEO on September 25,2017;

(2) These amounts represent advances to directors and executive officers of Chimata. For more information, please refer to the table under section entitled "Indebteness of Directors and Executive Officers" below.

Outstanding Share-Based and Option-Based Awards Granted to Named Executive Officers

The following table summarizes all share-based and option-based awards granted by the Company to its Named Executive Officers, which are outstanding as of the date of this Prospectus

	Option-Based Awards			**Share-Based Awards**		
Name	**Number of Securities Underlying Unexercised Options (#)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Value of Unexercised In-The-Money Options ($)**	**Number of Shares or Units of Shares that have not Vested (#)**	**Market or Payout Value of Share-Based Awards that have not Vested**

						($)
Robert Rosner	500,000	$0.15	2022/09/24	Nil	Nil	Nil
Richard Groome	500,000	$0.15	2022/09/24	Nil	Nil	Nil
Omar Hudani(1)	100,000	$0.15	2022/09/24	Nil	Nil	Nil
Luis Martins	100,000	$0.15	2022/09/24	Nil	Nil	Nil
Richard Groome	700,000	$0.15	2022/12/01	Nil	Nil	Nil
Robert Rosner	500,000	$0.15	2022/12/01	Nil	Nil	Nil
Omar Hudani(1)	100,000	$0.15	2022/12/01	Nil	Nil	Nil
Luis Martins	100,000	$0.15	2022/12/01	Nil	Nil	Nil
Alain Moreau(2)	100,000	$0.15	2022/12/01	Nil	Nil	Nil

(1) Former director of the Company, Mr. Hudani resigned from his position as Director of the Company on December 21, 2017;
(2) Mr. Alain Moreau was granted stock options as a consultant to the Company, the whole in accordance with the provisions of the Stock Option Plan, and was then appointed director of the Company on December 21, 2017.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to NEOs at, following, or in connection with retirement.

Termination and Change of Control Benefits

The Company has no compensatory plan or arrangement with respect to the Named Executive Officers that results or will result from the resignation, retirement or any other termination of employment of any such officer's employment with the Company, from a change of control of the Company or a change in the responsibilities of a Named Executive Officer following a change in control.

DIRECTOR COMPENSATION

Compensation of Directors

During the year ended December 31, 2016, and for the nine months period ended September 30, 2017, the following were directors of the Company:

Curt Huber, *former CEO and Director, resigned on September 25, 2017*
Sonny Janda, *former director, resigned*
Adam Kim, *former CFO*
Larry Tsang, *former CFO*
Richard Groome, *President &CEO*
Robert Rosner, *CFO*
Omar Hudani, *former Director, resigned on December 21, 2017*
Luis Martin, *Director*

As of the date of this Listing Statement, Mr. Hudani resigned from his position as director of the Corporation on December 21, 2017 and Mr. Alain Moreau was nominated to fill the vacancy.

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 ($)**	**Total compensation ($)**
Curt Huber CEO/Director[1]	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Luis Martins Director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Adam Kim CFO	2017 2016	Nil 1,400	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 1,400
Larry Tsang Former CFO	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Omar Hudani Director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Sonny Janda Director	2017 2016	Nil 6,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 6,000
Richard Groome, CEO[2]	2017 2016	Nil	Nil	Nil Nil	Nil Nil	Nil Nil	Nil
Robert Rosner, CFO	2017 2016	Nil	Nil	Nil Nil	Nil Nil	Nil Nil	Nil

(1) Mr. Curt Huber resigned from his position as CEO of the Company on September 25, 2017
(2) Mr. Groome was nominated as director and interim CEO of the Company on September 25, 2017

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION

During the year ended December 31, 2016, there were no shares authorized for issuance under equity compensation.

On September 27, 2017 and on December 1, 2017, the Company granted a total of 3,000,000stock options to directors, officers and consultants to the Company, pursuant to its stock option plan and in accordance with the TSX Venture Exchange's policies. The following chart provides details as to the grant of stock options:

Name of Optionnee	Position of Optionee	Date of Grant	No. of Optioned Shares	Exercise Price	Expiry Date
Robert Rosner	Director & Officer	2017/09/25	500,000	$0.15	2022/09/24
Richard Groome	Director & Officer	2017/09/25	500,000	$0.15	2022/09/24
Omar Hudani [1]	Director	2017/09/25	100,000	$0.15	2022/09/24
Luis Martins	Director	2017/09/25	100,000	$0.15	2022/09/24
Steven Cozine	Consultant	2017/09/25	100,000	$0.15	2022/09/24
Brent Purin	Consultant	2017/09/25	100,000	$0.15	2022/09/24
Robert Rosner	Director & Officer	2022/12/01	700 000	$0.15	2022/12/01
Richard Groome	Director & Officer	2022/12/01	500,00	$0.15	2022/12/01
Omar Hudani [1]	Director	2022/12/01	100 000	$0.15	2022/12/01
Luis Martins	Director	2022/12/01	100 000	$0.15	2022/12/01
Steven Cozine	Officer	2022/12/01	100 000	$0.15	2022/12/01
Alain Moreau [2]	Consultant	2022/12/01	100 000	$0.15	2022/12/01

(3) Former director of the Company, Mr. Hudani resigned from his position as Director of the Company on December 21, 2017;
(4) Mr. Alain Moreau was granted stock options as a consultant to the Company, the whole in accordance with the provisions of the Stock Option Plan, and was then appointed director of the Company on December 21, 2017.

Narrative Discussion

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

Incentive Plan-Compensation for Directors

The Plan allows the Company to issue stock options up to a maximum of 10% of the issued and outstanding shares of the Company at the date of grant. The exercise price payable for each option is determined by the Board of Directors at the date of grant, and may not be less than the closing market price during the trading day immediately preceding the date of the grant of the options on the Exchange, for a minimum amount of $0.10 per option.

Incentive Plan Awards – Value Vested or Earned During the Year

The vesting period and expiry date are determined by the Board of Directors for each vesting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

As of the date of this Listing Statement, the Company is not indebted toward any of its directors or officers.

Aggregate Indebtedness ($)				
Purpose	To the Company or its Subsidiaries	To Another Entity	To Directors or Officers of the Company	To Employees or consultants of the Company
Share Purchase	Nil	Nil	Nil	Nil
Other	Nil	Nil	Nil	Nil

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

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS UNDER SECURITIES PURCHASE AND 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] ($)**
Richard Groome, CEO & President	Nil	Nil	Nil	Nil	Nil	Nil
Robert Rosner, CFO	Nil	Nil	Nil	Nil	Nil	Nil
Alain Moreau, Director	Nil	Nil	Nil	Nil	Nil	Nil
Luis Martin, Director	Nil	Nil	Nil	Nil	Nil	Nil
Securities Purchase Programs						
Richard Groome, CEO & President	Nil	Nil	Nil	Nil	Nil	Nil
Robert Rosner, CFO	Nil	Nil	Nil	Nil	Nil	Nil
Alain Moreau, Director	Nil	Nil	Nil	Nil	Nil	Nil
Luis Martin, Director	Nil	Nil	Nil	Nil	Nil	Nil
Other Programs						
Richard Groome, CEO & President	Nil	Nil	Nil	Nil	Nil	Nil
Robert Rosner, CFO	Nil	Nil	Nil	Nil	Nil	Nil

Alain Moreau, Director	Nil	Nil	Nil	Nil	Nil	Nil
Luis Martin, Director	Nil	Nil	Nil	Nil	Nil	Nil

AUDIT COMMITTEE

Audit Committee

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

Audit Committee Charter

Pursuant to NI 52-110, the Company's Audit Committee is required to have a charter. The full text of the Company's Audit Committee Charter is attached as Appendix 3 to this Listing Statement.

Composition of Audit Committee

Robert Rosner	Not Independent (1)	Financially literate (2)
Alain Moreau	Independent (1)	Financially literate (2)
Luis Martin	Independent (1)	Financially literate (2)

Notes:

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

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

Mr. Robert Rosner, the Company's CFO, is not "independent" as defined in NI 52-110 as he is an executive officer of the Company. Mr. Alain Moreau and Luis Martin are independent.

The Company, as a 'venture issuer', is exempt from the Audit Committee composition requirements in NI 52-110 which require all Audit Committee members to be independent.

All of the Audit Committee members are "financially literate", as defined in NI 52-110, as all of the Audit Committee members have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

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

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

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

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

See "Directors and Executive Officers – Name, Occupation and Security Holdings – Background"

Audit Committee Oversight

At no time since the beginning of the fiscal year ended December 31, 2016 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the beginning of the fiscal year ended December 31, 2016 has the Company relied on the exemption provided in section 2.4, 6.1.1(4), 6.1.1(5), 6.1.1(6) of NI 52-110 or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions) of said policy 52-110. It is not anticipated that the Company will rely on any of the above exemptions.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services but all such services will be subject to the prior approval of the Audit committee. It is not anticipated that the Company will adopt specific policies and procedures.

External Auditor Service Fees

The aggregate fees billed by the external auditors to the Company for the fiscal year ended December 31, 2016 are:

Year / Period	Audit Fees	Audit-Related Fees (1)	Tax Fees (2)	All Other Fees (3)
2015	$8,000	$Nil	$Nil	$Nil
2016	$8,000	$Nil	$Nil	$Nil
2017	$Nil	$Nil	$Nil	$Nil

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

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Corporate Governance Practices

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of the Company's shareholders and contribute to effective and efficient decision making. National Policy 58-201 - *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for

reporting issuers such as the Company. The Board is of the view that the Company's general approach to corporate governance, summarized below, is appropriate and substantially consistent with objectives reflected in the guidelines for improved corporate governance in Canada adopted by the Canadian Securities Administrators (the "**National Guidelines**").

Board of Directors

The Board is currently composed of four (4) directors.

The National Guidelines suggest that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "unrelated" directors. An "unrelated" director is a director who is independent of management and is free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, the National Guidelines suggest that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder.

Mr. Alain Moreau and Mr. Luis Martin are considered by the Board to be "unrelated" within the meaning of the Guidelines. In assessing the Guidelines and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

As an executive officer of the Company, Mr. Robert Rosner and Mr. Richard Groome, as President of the Company, are not considered independent pursuant NI 52-110.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Company that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name	Name and Jurisdiction of Other Reporting Issuers	Name of Exchange or Market	Position	From	To
Richard Groome	Preo Software Inc., Alberta	TSXV	Director	August 2011	September 2012
	Urban Barns Foods Inc., USA	OTC	Director	June 2012	September 2015
	Goliath Resources Limited (formerly Bitumen Capital Inc.), Ontario	TSXV	Director	March 2006	Present
Robert Rosner	Lyynkes Inc., USA	OTC	President, Secretary and Director	September 2011	October 2013
	Social Play, USA	OTC	President, Secretary – Treasurer and Director	August 2016	Present
	Watair Inc.	OTC	President and Director	September 2003	November 2013
	Lucky Minerals Inc., British Columbia	TSXV	CEO and Director	March 2017	Present
	27 Red Capital Inc.	N/A	CEO and Director	October 2017	Present
	4 Touchdowns Capital Inc.	N/A	CEO and Director	October 2017	Present

RISK FACTORS

The following are certain factors relating to the business of the, which factors investors should carefully consider when making an investment decision concerning the Shares. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also impair the

operations of the Company. If any such risks actually occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

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

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

Dependence on the Troilus North Property

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

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

Exploration, Development and Production Risks

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

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. In addition, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable

production, importing and exporting of minerals and environmental protection. The remoteness and restrictions on access of properties in which the Company has an interest will have an adverse effect on profitability as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which the Company's properties will be located, often in poor climate conditions.

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

Mineral Resources and Reserves

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

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

Insufficient Resources or Reserves

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

Maintaining Interests in Mineral Properties

The Company's continuing right to maintain its interest in the Troilus North Property will be dependent upon compliance with applicable laws.

Obtaining and Renewing Licenses and Permits

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

No Assurances

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

viable) ore body which can be legally and economically exploited. There can be no assurance that the Company's exploration efforts at the BAM Property or the Troilus North Property will be successful.

Title Matters, Surface Rights and Access Rights

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

Additional Funding Requirements

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

Dilution

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

Environmental Risks

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

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

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

Limited Operating History and Early Stage Property

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

The BAM Property and the Troilus North Property are in the early exploration stage and are without resources or reserves. The proposed programs on the BAM Property and the Troilus North Property are an exploratory search for a mineral deposit. Development of the Property will only follow upon obtaining satisfactory results. Exploration for and the development of minerals involve a high degree of risk and few properties, which are explored, are ultimately developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term success of the Company's operations will be in large part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

Lack of Operating Cash Flow

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

Regulatory Requirements

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

Volatility of Mineral Prices

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

Infrastructure

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of the Troilus Property and BAM Property. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of the Troilus Property and BAM Property will be

commenced or completed on a timely basis, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect our operations.

Acquiring Additional Properties

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities and greater financial and technical resources, the Company may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

Risks Associated with Acquisitions

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

Executive Employee Recruitment and Retention

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

Adverse General Economic Conditions

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

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

Claims and Legal Proceedings

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

Force Majeure

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

Competition

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

Conflicts of Interest

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

Dividends

To date, the Company has not paid any dividends on their outstanding shares. Any decision to pay dividends on the shares of the Company will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions.

Litigation

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

Operating Hazards, Risks and Insurance

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

accidents (for loss of life and/or damages and related pain and suffering) that occur on Company property, and punitive awards in connection with those claims and other liabilities.

It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of our securities. Liabilities that the Company incurs may exceed the policy limits of insurance coverage or may not be covered by insurance, in which event the Company could incur significant costs that could adversely impact its business, operations, potential profitability or value. Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage the Company's interests, even when those efforts are successful, people are fallible and human error could result in significant uninsured losses. These could include loss or forfeiture of mineral interests or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort the Company might undertake and legal claims for errors or mistakes by personnel.

PROMOTERS

There are no persons performing Investor Relations Activities for the Company and there have been no persons performing such services within the last two years.

LEGAL PROCEEDINGS

Legal Proceedings

Neither the Company nor any of its property was previously a party to, or the subject of, any legal proceeding nor is the Company currently party to any material legal proceeding or contemplating any legal proceedings which are material to its business. From time to time, however, the Company may be subject to various claims and legal actions arising in the ordinary course of business. Management of the Company is not currently aware of any legal proceedings contemplated against the Company.

Regulatory Actions

From inception to the date of this Listing Statement, management knows of no:

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

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

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

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth in this Listing Statement, the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, any person or company who owns of record, or is known by the Company to own beneficially, directly or indirectly, more than 10% of the Shares of the Company or any associate or affiliate of the foregoing persons or companies in any transaction or in any proposed transaction within the 3 years before the date of the Prospectus that has materially affected or is reasonably expected to materially affect the Company.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Auditors

The auditors of the Company are Dale Matheson, Carr-Hilton, Labonte LLP, Chartered Professional Accountants Company, located at 1500 - 1140 West Pender St., Vancouver, BC V6E 4G1.

As of the date of this Listing Statement, it is proposed that the Company's auditors will continue to be Dale Matheson, Carr-Hilton, Labonte LLP, Chartered Professional Accountants Company.

Transfer Agent and Registrar

The Company's registrar and transfer agent of the Shares is Computershare Investor Services Inc. at its office at 3rd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business and those mentioned above, the following are the only material contracts entered into by the Company since inception which are currently in effect and considered to be material:

1. The Troilus North Acquisition Agreement dated October 10, 2017 between the Company and Greg Exploration Inc. regarding the purchase of a 100% interest in the Troilus North Property by the Company; and

2. The BAM Property Acquisition Agreement dated October 12, 2017 between the Company and Bearclaw Capital Corp. ;

3. Consulting Agreement entered between the Company and Robert Rosner and PanOcean Consulting Ltd dated May 1, 2017;

4. Consulting Agreement entered between the Company and Richard Groome dated February 1, 2017;

5. Consulting Agreement entered between the Company and Twilight Capital Inc. and Nikolas Perrault, effective as of February 1st, 2018;

6. The Finders Fee Agreement entered between the Company and PanOcean Consulting Ltd., effective as of February 1st, 2018;

7. The Finders Fee Agreement entered between the Company and Notre Dame Capital Inc., effective as of February 1st, 2018;

8. The Finders Fee Agreement entered between the Company and Twilight Capital Inc., effective as of February 1st, 2018;

EXPERTS

Names of Experts

The following are persons or companies whose profession or business gives authority to a statement made in this Listing Statement as having prepared or certified a part of that document, report, or valuation described in this Listing Statement:

• Dale Matheson, Carr-Hilton, Labonte LLP, Chartered Professional Accountants Company are the auditors of the Company, who prepared the audit report on the Company's consolidated Financial Statements as of December 31, 2016 included in and forming part of this Listing Statement; and

• Alain Moreau, P.Geo (OGQ #1298), a Qualified Person (as defined in NI 43-101), authored the Technical Report in accordance with the requirements of NI 43-101, the majority of which is reproduced in and forms part of this Listing Statement and is available in its full form on the Company's profile on SEDAR. Alain Moreau does not have any direct or indirect interest in the Company or the Troilus North Property, nor will any such interest materialize before or after Listing, and there are no circumstances that, when reasonably interpreted, could be thought to have interfered with the judgment of Alain Moreau regarding the preparation of the Technical Report.

Interests of Experts

No person whose profession or business gives authority to a statement made by such person and who is named in this Listing Statement has received or will receive a direct or indirect interest in the Company's property or any associate or affiliate of the Company.

Dale Matheson, Carr-Hilton, Labonte LLP, Chartered Professional Accountants Company has confirmed that it is independent of the Company in accordance with the *Code of Professional Conduct of the Chartered Professional Accountants* of British Columbia.

As at the date hereof, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Company or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as, a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or as a promoter of the Company or an associate or affiliate of the Company.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the Company that are not otherwise disclosed in this Listing Statement or are necessary for the Listing Statement to contain full, true and plain disclosure of all material facts relating to the Company.

FINANCIAL STATEMENT

The following financial statements and MD&A are included herein:

APPENDIX 1	Chimata Gold Corp. audited consolidated financial statements for the year ended December 31, 2016 and unaudited condensed interim consolidated financial statements for the nine months period ended September 31, 2017
APPENDIX 2	Chimata Gold Corp. MD&A for the year ended December 31, 2016 and for the nine month period ended September 30, 2017

Other Appendices

APPENDIX 3	Audit Committee Charter

APPENDIX 1 – CHIMATA GOLD CORP. AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2016 AND UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED MARH 31, 2017

[See attached]

Financial Statements
Years Ended December 31, 2016 and 2015

(Expressed in Canadian dollars)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Chimata Gold Corp.

We have audited the accompanying financial statements of Chimata Gold Corp., which comprise the statements of financial position as at December 31, 2016 and 2015 and the statements of comprehensive loss, changes in shareholders' deficiency and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Chimata Gold Corp. as at December 31, 2016 and 2015 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 to the financial statements which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about Chimata Gold Corp.'s ability to continue as a going concern.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada
May 1, 2017

CHIMATA GOLD CORP.

Statements of Financial Position

Expressed In Canadian Dollars

	Notes	December 31, 2016	December 31, 2015
Assets		$	$
Current assets			
Cash		23,205	1,504
GST receivable		-	420
		23,205	1,924
Non-current asset			
Exploration and evaluation asset	4	5,000	-
Total Assets		28,205	1,924
Liabilities and Shareholders' Deficiency			
Current liabilities			
Accounts payable and accrued liabilities	5	42,291	125,469
Notes payable	6	-	56,000
		42,291	181,469
Shareholders' deficiency			
Share capital	7	833,802	646,302
Loan reserve		61,994	61,994
Warrant reserve	7	62,500	-
Deficit		(972,382)	(887,841)
		(14,086)	(179,545)
Total liabilites and shareholders' deficiency		28,205	1,924

Approved and authorized for issuance by the Board of Directors on May 1, 2017

"Curt Huber"
Curt Huber, Director

"Robert Rosner"
Robert Rosner, Director

The accompanying notes are an integral part of these financial statements

CHIMATA GOLD CORP.

Statements of Comprehensive Loss

(Expressed in Canadian Dollars)

	Note	Year Ended December 31, 2016	Year Ended December 31, 2015
Expenses		$	$
Consulting	6	21,500	23,650
Management fees	6	6,000	-
Mineral Property Investigation Fees	6	5,022	-
Office and adminstration		4,168	1,172
Occupancy fees	6	12,000	15,000
Professional fees		15,157	16,007
Listing and filing fees		16,050	13,814
Loss before the following:		(79,897)	(69,643)
Finance fees	6	(5,684)	(6,727)
Gain on settlement of payables	5	1,040	-
Comprehensive loss		(84,541)	(76,370)
Loss per share, basic and diluted		-	-
Weighted average number of common shares outstanding		41,368,947	39,092,564

The accompanying notes are an integral part of these financial statements

CHIMATA GOLD CORP.

Statement of Changes in Shareholders' Deficiency

(Expressed in Canadian Dollars except for number of shares)

	Note	Number of Outstanding Shares	Share Capital	Loan Reserve	Warrant Reserve	Deficit	Total
			$	$	$	$	$
Balance, December 31, 2014		38,949,002	634,302	61,994	-	(811,471)	(115,175)
Unit issuance for cash	7	200,000	12,000	-	-	-	12,000
Comprehensive loss		-	-	-	-	(76,370)	(76,370)
Balance, December 31, 2015		39,149,002	646,302	61,994	-	(887,841)	(179,545)
Unit issuance for cash	7	12,500,000	187,500	-	62,500	-	250,000
Comprehensive loss		-	-	-	-	(84,541)	(84,541)
Balance, December 31, 2016		51,649,002	833,802	61,994	62,500	(972,382)	(14,086)

The accompanying notes are an integral part of these financial statements

CHIMATA GOLD CORP.
Statements of Cash Flows
(Expressed In Canadian Dollars)

	Year Ended December 31, 2016	Year Ended December 31, 2015
	$	$
Operating Activities		
Loss for the year	(84,541)	(76,370)
Items not involving cash:		
Accrued finance fees	5,684	6,727
Changes in non-operating working capital		
GST receivable	420	(227)
Accounts payable and accrued liabilities	(88,862)	56,260
Cash used in operating activities	(167,299)	(13,610)
Investing Activities		
Evaluation and exploration expenditure	(5,000)	-
Cash used in investing activities	(5,000)	-
Financing Activities		
Proceeds from units issued for cash	250,000	12,000
Loan payable	(56,000)	-
Cash provided by financing activities	194,000	12,000
Increase (decrease) in cash	21,701	(1,610)
Cash, beginning of year	1,504	3,114
Cash, end of year	23,205	1,504

The accompanying notes are an integral part of these financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Chimata Gold Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on November 16, 2010 as Maxtech Resources Inc. and changed its name to Chimata Gold Corp. on February 10, 2011. The common shares of the Company began trading on TSX Venture Exchange ("TSXV") on September 16, 2011 under the symbol "CAT", and on the Frankfurt Exchange on July 29, 2014 under the symbol "8CH". The Company's principal activity is the acquisition and exploration of mineral properties.

The head office, registered address and records office of the Company are located at 106 – 1069 Mt. Seymour Road, North Vancouver, BC V7H 2Y4.

These financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the normal course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent upon the successful identification of an exploration and evaluation asset, its ability to raise equity capital, to obtain loans from related parties, and to attain profitable operations to generate funds and meet current and future obligations. As at December 31, 2016, the Company had not advanced any exploration and evaluation assets to commercial production and is not able to finance day to day activities through operations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with cash on hand, loans from related parties and/or private placement of common shares.

These financial statements were approved and authorized for issue by the Board of Directors on May 1, 2017.

2. STATEMENT OF COMPLIANCE

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

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of measurement

The financial statements have been prepared on an accrual basis and are based on historical costs, except for certain financial instruments which are measured at fair value. The financial statements are presented in Canadian Dollars.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

The Company classifies its financial instruments in the following categories: loans and receivables, and other financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired.

The Company does not have any derivative financial assets and liabilities.

Exploration and evaluation assets

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Exploration and evaluation assets (continued)

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Impairment of assets

The carrying amount of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs. An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years. Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Asset retirement and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units, whereby the carrying amount of the warrants is determined based on any difference between gross proceeds and the estimated fair market value of the common shares. If the proceeds from the offering are less than or equal to the estimated fair market value of common shares issued, no value is assigned to the warrants. Warrants that are issued as payment to a finder or other transaction costs are accounted for as share-based payments.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments

The fair value of share options granted to employees is measured at the grant date and recognized over the vesting period with a corresponding increase in equity. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instrument issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is credited to the share-based payment reserve. The fair value of the options granted is measured using the Black-Scholes option-pricing model. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. For the years ended December 31, 2016 and 2015, basic loss per share equals diluted loss per share as the effect of the outstanding warrants would be anti-dilutive.

Income taxes

Current income tax:
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:
Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes (continued)

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the measurement of the exploration and evaluation asset and the recoverability and measurement of deferred tax assets.

Significant judgments

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

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the classification of expenditures as exploration and evaluation expenditures or operating expenses.

Accounting standards issued but not yet applied

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

4. EXPLORATION AND EVALUATION ASSET

	2016	2015
	$	$
Maggie Gold Property		
Acquisition costs:		
Balance, beginning of the year	-	-
Cash payment	5,000	-
Balance, end of the year	5,000	-

4. EXPLORATION AND EVALUATION ASSET (Continue)

On August 31, 2016, the Company entered into an option agreement with Innovative Properties Inc. to earn up to 100% interest in certain mineral concessions located about 12 kilometres from Squamish, British Columbia ("Maggie Gold Property"). The agreement is subject to the TSXV approval.

The option agreement was amended on April 21, 2017. Under the amended agreement, the Company is required to fulfil the following.

- Cash payment of $5,000 on the later of three days of the option agreement being executed or approval by the TSXV (paid);
- Cash payment of $50,000 on or before October 31, 2017;
- Incur exploration costs of $50,000 on or before October 31, 2017; and
- Incur exploration costs of $50,000 on or before March 31, 2018.

The Maggie Gold Property is subject to a 1% net smelter return ("NSR") and the Company has the option to purchase 0.5% NSR for an aggregate payment of $100,000.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2016	December 31, 2015
	$	$
Trades payable	13,573	58,616
Accrued liabilities	13,000	13,000
Due to related parties (Note 6)	-	43,818
Interest payable on loans (Note 6)	15,718	10,035
	42,291	125,469

During the year ended December 31, 2016, $53,040 was reassigned and fully repaid. The Company recognized a gain of $1,040 with respect to this transaction.

6. RELATED PARTY TRANSACTIONS

During the year ended December 31, 2016, the Company incurred $1,400 (2015 - $1,850) in consulting fees to a company controlled by the Company's Chief Financial Officer ("CFO"), $21,500 (2015 - $21,000) in consulting fees, $5,022 mineral property investigation fee, $6,000 management fee, $5,000 option payment and $12,000 (2015 - $15,000) in occupancy costs, all to companies formerly under common control.

As at December 31, 2016, the Company's due to related parties included $Nil (2015 - $105) owing to the Company's CFO, $Nil (2015 - $43,713) owing to a company controlled by a relative of one of the Company's directors. These amounts are unsecured, non-interest bearing, and have no fixed terms of repayment.

As at December 31, 2016, the balance payable to a company formerly under common control of $3,195. (2015 - $Nil).

6. RELATED PARTY TRANSACTIONS (Continued)

During the year ended December 31, 2013, the Company received loans of $56,000 from Maxtech Ventures Inc., the former parent company of the Company to finance its operations. Maxtech Ventures Inc. and the Company had a common director when the loans were advanced. Both loans bore interest at 5% per annum until December 31, 2014 (the maturity date of the loan), after which interest increased to prime plus 10% per annum for the loan of $51,000 and remained at 5% per annum for the loan of $5,000. The loans were discounted using an estimated market rate of 15% per annum with the discount of $8,523 recorded to the loan reserve account in equity on inception. The Company had been reversing the discount as accretion expense over the remaining term of the loan to maturity, and as at December 31, 2014, the loans were fully accreted. During the year ended December 31, 2016, the Company repaid and extinguished the loans from Maxtech Ventures Inc. and $5,684 (2015 - $6,727) of interest expenses was recorded.

During the year ended December 31, 2016, the Company issued an unsecured promissory note in the amount of $5,000 to a company formerly under common control. The note was due on demand and non-interest bearing. As of December 31, 2016, the promissory note was fully repaid.

During the year ended December 31, 2016, the Company issued 7,500,000 units to companies formerly under common control for gross proceeds of $150,000.

7. SHARE CAPITAL

Authorized share capital:
Unlimited common shares and preferred shares without par value

On October 28, 2016, the Company completed a private placement by issuing 12,500,000 units for gross proceeds of $250,000. Each unit is comprised of one common share at $0.02 and one share purchase warrant exercisable into one common share of the Company at $0.05 per share, and expiring 5 years after issuance. The value allocated to the warrants was $62,500 using the residual method of value assignment for these warrants.

On April 13, 2015, the Company completed a private placement that was initiated during the year ended December 31, 2014, by issuing 200,000 units at $0.06 per unit for gross proceeds of $12,000. Each unit is comprised of one common share and one share purchase warrant exercisable into one common share of the Company at $0.08 per share, and expiring 5 years after issuance. The value of the warrants was determined to be $Nil. On August 31, 2014, the Company closed the first tranche of this financing by issuing 1,300,000 units for gross proceeds of $78,000.
Warrants:

Warrants transactions are summarized as follows:

Balance, December 31, 2014	1,300,000
Issued	200,000
Balance, December 31, 2015	1,500,000
Issued	12,500,000
Balance, December 31, 2016	14,000,000

7. SHARE CAPITAL (Continued)

As at December 31, 2016, the Company had 14,000,000 warrants outstanding, which had an exercise price of $0.05 per share and weighted average remaining life of 4.59 years.

Options:

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may, in accordance with TSXV requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. The number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors. The Company has not granted any options to date.

Loan Reserve:

Recorded in the loan reserve is the discount on the loans issued to related parties.

Reserve – warrants:

Recorded in the warrant reserve is the value allocated to the warrants.

8. CAPITAL MANAGEMENT

The Company manages its capital, consisting of share and working capital, in a manner consistent with the risk characteristic of the assets it holds. All sources of financing are analysed by management and approved by the Board of Directors. The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern. The Company is meeting its objective of managing capital through preparing short-term and long-term cash flow analysis to ensure an adequate amount of liquidity. The Company is not subject to any externally imposed capital restrictions. There were no changes in the Company's approach to capital management during the year.

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a major Canadian bank that is a high credit quality financial institution as determined by rating agencies.

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements as well as related party loans. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Currency risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not incur significant expenditures that are denominated in foreign currencies, and does not have any mineral property commitments that are denominated in foreign currencies. Therefore, the Company's exposure to currency risk is considered minimal.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its notes payable as the interest rate is dependent on Canada's prime interest rate. Since the Canadian prime interest rate is fairly stable, the Company's exposure to interest rate risk is not considered to be significant.

Classification of financial instruments

Financial assets included in the statement of financial position are as follows:

	December 31, 2016	**December 31, 2015**
	$	$
Loans and receivables:		
Cash	23,205	1,504

Financial liabilities included in the statement of financial position are as follows:

	December 31, 2016	**December 31, 2015**
	$	$
Other financial liabilities:		
Trade payables	13,573	58,616
Due to related parties	-	43,818
Notes payable	-	56,000
Interest payable	15,718	10,035
	29,291	168,469

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

10. INCOME TAXES

The income tax provisions differ from the expected amounts calculated by applying Canadian combined federal and provincial corporate income tax rates to the Company's loss before income taxes. The components of these differences are as follows:

	December 31, 2016	**December 31, 2015**
	$	$
Net loss	(84,541)	(76,370)
Statutory tax rate	26%	26%
Expected income tax recovery	(21,981)	(19,856)
Adjustment to prior year's provision	(1,485)	23,600
Impact of change in tax rate	-	(6,914)
Change in unrecognised deferred assets	23,466	3,170
Actual income tax recovery	-	-

The Company's tax-effected deferred income tax assets are estimated as follows:

	December 31, 2016	**December 31, 2015**
Deferred income tax assets	$	$
Non-capital losses carried forward	123,601	101,478
Exploration and evaluation asset	99,015	97,715
Share issuance costs	284	427
	222,900	199,620
Unrecognized deferred tax assets	(222,900)	(199,620)
Net deferred income tax assets	-	-

As at December 31, 2016, the Company has income tax loss carry forwards of approximately $475,000 to reduce future federal and provincial taxable income which expire between 2030 and 2036.

Chimata Gold Corp.

Condensed Interim Financial Statements

For the three and nine months ended September 30, 2017 and 2016

(Unaudited)

(Expressed in Canadian dollars)

Notice of No Auditor Review of Condensed Interim Financial Statements

Under National Instrument 51-102, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by management, and were not reviewed by the Company's independent auditor.

Chimata Gold Corp.
Condensed Interim Statements of Financial Position
(Unaudited - Expressed in Canadian dollars)

As at		September 30, 2017		December 31, 2016
ASSETS				
CURRENT ASSETS				
Cash	$	484,929	$	23,205
GST receivable		29,496		-
Prepaid expenses		29,161		
NON-CURRENT ASSETS				
Exploration and evaluation asset		5,000		5,000
TOTAL ASSETS	**$**	**548,586**	**$**	**28,205**
LIABILITIES				
CURRENT LIABILITIES				
Accounts payable and accrued liabilities (note 3)	$	79,786	$	42,291
TOTAL LIABILITIES		79,786		42,291
SHAREHOLDERS' DEFICIENCY				
Share capital (note 5)		868,710		833,802
Contributed surplus		136,639		61,994
Warrant reserve		878,687		62,500
Deficit		(1,415,236)		(972,382)
TOTAL SHAREHOLDERS' EQUITY (DEFICIENCY)		468,800		(14,086)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY DEFICIENCY	**$**	**548,586**	**$**	**28,205**

Subsequent Events (note 7)

These condensed interim financial statements were authorized for issue by the Board of Directors on November 29, 2017. They are signed on the Company's behalf by:

"Robert Rosner"
_____,
Director

"Michael Lebeuf"
_____,
Director

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

Chimata Gold Corp.
Condensed Interim Statements of Comprehensive Loss
(Unaudited - Expressed in Canadian dollars)

	For the three months ended September 30, 2017	For the three months ended September 30, 2016	For the nine months ended September 30, 2017	For the nine months ended September 30, 2016
EXPENSES				
Consulting	$ 178,500	$ 4,500	$ 223,500	$ 19,500
Management fees	6,377	-	7,877	-
Share based compensation	74,645		74,645	
Mineral property investigation fees	23,291		23,291	
Office and administration	46,452	-	58,285	52
Occupancy fees	2,567	4,500	4,067	7,500
Professional fees	13,513	4,400	9,047	7,407
Listing and filing fees	31,577	4,382	42,135	13,012
TOTAL EXPENSES	(376,922)	(17,782)	(442,847)	(47,471)
OTHER ITEMS:				
Accretion and interest	(552)	(1,720)	(7)	(5,185)
NET AND COMPREHENSIVE LOSS	**$** (377,474)	**$ (19,502)**	(442,854)	**$ (52,656)**
Loss per share - basic and diluted	**$ (0.03)**	**$ (0.00)**	**(0.03)**	**(0.01)**
Weighted average number of common shares outstanding	**11,210,446**	**7,829,800**	**10,623,348**	**7,829,800**

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

Chimata Gold Corp.
Condensed Interim Statements of Shareholders' Equity
(Unaudited - Expressed in Canadian dollars)

	Number of outstanding shares		Share capital		Contributed Surplus		Warrant Reserve		Deficit		Total shareholders' equity
Balance, December 31, 2015	**7,829,800**	**$**	**646,302**	**$**	**61,994**	**$**	**-**	**$**	**(887,841)**	**$**	**(179,545)**
Net Loss									(52,656)		(52,656)
Balance, September 30, 2016	**7,829,800**		**646,302**		**61,994**		**-**		**(940,497)**		**(232,201)**
Balance, December 31, 2016	**10,329,800**	**$**	**833,802**	**$**	**61,994**	**$**	**62,500**	**$**	**(972,382)**	**$**	**(14,086)**
Private placement (note 9)	15,851,636		72,509				799,331				871,840
Share-based payments					74,645						74,645
Share issuance costs			(37,600)				16,856				(20,745)
Net Loss									(442,854)		(442,854)
Balance, September 30, 2017	**26,181,436**	**$**	**868,711**	**$**	**136,639**		**878,687**	**$**	**(1,415,237)**	**$**	**468,800**

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

Chimata Gold Corp.
Condensed Interim Statements of Cash Flows
For the nine months ended September 30, 2017 and 2016
(Unaudited - Expressed in Canadian dollars)

		2017		2016
OPERATING ACTIVITIES				
Net loss for the period	$	(442,854)	**$**	(53,453)
Share-based compensation		74,645		
Other non cash interest		(1)		
Net changes in non-cash working capital items:				
GST Receivable		(29,496)		(2,581)
Prepaid Expenses		(29,161)		
Accounts payable and accrued liabilities		37,495		35,307
Cash used in operating activities		**(389,372)**		**(19,730)**
FINANCING ACTIVITIES				
Proceeds from promissory notes payable				18,040
Proceeds from private placements		888,696		-
Share issuance costs		(37,600)		
Cash provided by financing activities		**851,096**		**18,040**
Change in cash		461,724		(1,690)
Cash, beginning of the period		23,305		1,504
Cash, end of the period	**$**	**484,929**	**$**	**(186)**

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

1 NATURE OF OPERATIONS

Chimata Gold Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on November 16, 2010. The Company's principal activity is the acquisition and exploration of mineral properties in Canada.

The Corporation is working towards commercializing its patented Dynamic Current Management ("DCM") technology and proprietary system architecture for rotating electrical machines. The registered records office and place of business of the Company is 202 – 905 West Broadway, Vancouver, BC V5Z 4M3.

2 BASIS OF PREPARATION

(a) Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting". They do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited annual financial statements for the fiscal year ended December 31, 2016, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). These financial statements follow the same accounting policies and methods of application as the Company's annual financial statements for the year ended December 31, 2016.

These condensed interim financial statements were authorized for issue on November 29, 2017 by the Board of Directors of the Company.

(b) Basis of preparation

These condensed consolidated interim financial statements for the nine-month period ended September 30, 2017 have been prepared in accordance with IAS 34 Interim Financial Reporting. They do not include all disclosures that would otherwise be required in a complete set of financial statements and should be read in conjunction with the Company's December 31, 2016 annual financial statements, which have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The condensed consolidated interim financials statements have been prepared using accounting policies consistent with those used in the Company's annual financial statements.

(c) Going concern

These condensed consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will continue to realize its assets and discharge its obligations and commitments in the normal course of operations. At September 30, 2017, the Company is in the research stage, has accumulated losses of $1,415,237 since its inception and expects to incur further losses in the development of its business. The Company will require additional funding to continue its research and development activities, which casts substantial doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has a plan in place to address this concern and intends to obtain additional funds by equity financing to the extent there is a shortfall from operations. While the Company is continuing its best efforts to achieve the above plans, there is no assurance that any such activity will generate funds for operations.

If the going concern assumptions were not appropriate for these condensed consolidated interim financial statements, then adjustments would be necessary to the carrying value of assets and liabilities, the reported net loss and the financial position classifications used.

2 BASIS OF PREPARATION (CONTINUED)

(d) Functional and presentation currency

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

(e) Significant accounting judgements and estimates

The preparation of condensed interim financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed interim financial statements and the reported amount of expenses during the reporting period. Significant areas requiring the use of management estimates relate to the determination of share based compensation and the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

(f) Accounting standards issued but not yet applied

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

3 ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		September 30, 2017		December 31, 2016
Accounts payable	$	64,068	$	26,573
Interest payable		15,719		15,718
	$	79,787	$	42,291

4 RELATED PARTY TRANSACTIONS

Key management compensation

Key management consists of the Officers and Directors who are responsible for planning, directing and controlling the activities of the Company. As at September 30, 2017 and 2016, the following expenses were incurred to the Company's key management:

	Three months ended		Nine months ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Management fees	$ 36,376	$	$ 36,376	
	$ 36,376	$	$ 36,376	

There were no amounts owing to related parties as at September 30, 2017 (December 31, 2017: $nil)

5 SHARE CAPITAL

(a) Authorized common shares

There are an unlimited number of common shares without par value authorized for issue.

(b) Issued

On May 31, 2017 the Company completed a 1 to 5 reverse stock-split where each shareholder. The financial statements have been updated retrospectively to reflect the reverse stock-split.

During the period ended September 30, 2017 the company completed a non-brokered private placement for 15,851,636 units for gross proceeds of $871,840. Each unit consisted of one common share and one common share purchase warrant, with each share purchase warrant exercisable into one common shares at $0.075 per warrant for a period of 36 months. The warrants have a grant date fair value of $799,331. The fair value of the warrants was determined using black scholes option pricing model with the following weighted average assumptions: life 3 years; volatility 207%; dividend yield 0%; risk free rate 6%.

In connection with the private placement, the Company paid cash finders fees of $20,743 and issued 377,160 finders warrants with an exercise price of $0.075 with a 36 month life, and a grant date fair value of $16,856. The grant date fair value of the finders warrants was determined using a black scholes option pricing model with the following assumption: life 3 years; volatility 211%; dividend yield 0%; and risk free rate 1.65%.

During the year ended December 31, 2016, the following share capital transactions occurred:

On October 28, 2016, the Company completed a private placement by issuing 2,500,000 units for gross proceeds of $250,000. Each unit is comprised of one common share at $0.02 and one share purchase warrant exercisable into one common share of the Company at $0.25 per share, and expiring 5 years after issuance. The value allocated to the warrants was $62,500 using the residual method of value assignment for these warrants.

Stock options

The Company's incentive stock option plan (the "Option Plan") provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the Company may grant a total of options not exceeding 10% of the issued and outstanding common shares. As at September 30, 2017 there were 1,400,000 stock options granted and exercisable (December 30, 2016: no stock options granted or outstanding).

	Number of Options	Weighted Average Exercise Price
Balance December 31, 2016 and 2015	-	-
Issued	1,400,000	$0.15
Balance, September 30, 2017	1,400,000	$0.15

As at September 30, 2017 the remaining contractual life of the stock options under the stock option plan is 4.95 years (December 31, 2016: nil).

5 SHARE CAPITAL (Continued)

Warrants

	Number of Warrants	Price Per Share	Weighted Average Exercise Price
Balance December 31, 2015	300,000	$0.30	$0.30
Issued	2,500,000	$0.25	$0.25
Balance December 31, 2016	2,800,000	$0.25	$0.25
Issued	16,183,436	$0.075	$0.075
Balance, September 30, 2017	18,983,436	$0.09	$0.09

		Number of Warrants	
Expiry Date	Exercise Price	September 30, 2017	December 31, 2016
September 2019	$0.25	2,800,000	2,800,000
September 2020	$0.075	16,183,436	-
Total outstanding and exercisable	$0.09	18,983,436	2,800,000

6 FINANCIAL INSTRUMENTS

The Company has designated its cash as fair value through profit or loss, accounts receivable as loans and receivables and accounts payable and accrued liabilities, related party payable and notes payable as other financial liabilities.

(a) Fair value

At September 30, 2017 and December 31, 2016, the carrying values of cash, accounts receivable, accounts payable and accrued liabilities, related party payable and loan payable approximate their fair values due to the relatively short period to maturity of those financial instruments.

The Company uses a fair value hierarchy to reflect the significance of the inputs used in making the measurements. The three levels of the fair value hierarchy are as follows:

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

For the period ended September 30, 2017, the Company has no level 1, 2, or 3 fair value measurements (2016: none).

(b) Financial risk management

The Company's activities potentially expose it to a variety of financial risks, including credit risk, liquidity risk, and market risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at September 30, 2017, the Company's exposure to credit risk is the carrying value of cash. The Company reduces its credit risk by holding its cash at a major Canadian financial institution.

6 FINANCIAL INSTRUMENTS (CONTINUED)

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing.

The Company currently does not have adequate cash to meet short-term business requirements.

Market risk

The Company is not exposed to market risk, which consists of currency risk, interest rate risk and other price risks.

7 SUBSEQUENT EVENTS

On October 12, 2017 the Company has concluded the acquisition of a 100% undivided interest in the Troilus North Property. The property is made up of 139 contiguous claims totaling 7,502.6 hectares located 160 km north of the town of Chibougamau in the province of Quebec. The total purchase price is two hundred and fifty thousand dollars ($250,000) with an initial payment of $25,000 due to the Vendor upon closing, $25,000 due within ninety (90) days following signing of the Agreement, $50,000 due on or before September 30, 2018, $50,000 due on or before March 31, 2019, $50,000 due on or before September 30, 2019, and $50,000 due on or before March 31, 2020. In addition, the Company has granted a 1.5% Net Smelter Royalty to the Vendor; 0.5% of which can be repurchased by the Company for $500,000.

On October 13, 2017 the Company entered into an agreement with Bearclaw Capital Corp ("Bearclaw") to acquire a 100% interest in the Bam mineral property. The property is comprised of 1052 hectares located in the Pacific Golden Triangle mining district approximately 80 Km south of Telegraph Creek in the Liard mining division of northwest British Columbia, Canada.

Under the terms of the purchase agreement, the Company will pay $60,000 cash and issue six hundred thousand common shares to Bearclaw as follows; $15,000 cash and six hundred thousand common shares on closing of the agreement and the balance of the cash to be paid in three equal installments of $15,000 over a twelve-month period. In addition, Bearclaw will retain a 2 % Net Smelter Royalty on the property, of which 1% may be purchased by the Company for $1,000,000 at any time. The Company intends to release a 43-101 report in 2018. The purchase agreement is subject to the approval of the TSX Venture Exchange.

APPENDIX 2 – CHIMATA GOLD CORP. MD&A FOR THE YEAR ENDED DECEMBER 31, 2016 AND FOR THE THREE AND NINE MONTH PERIOD ENDED SEPTEMBER 30, 2017
[See attached]

MANAGEMENT'S DISCUSSION AND ANALYSIS

Year Ended December 31, 2016

NOTE TO READERS

The following is management's discussion in respect of the results of operations and financial position of Chimata Gold Corp. (the "Company" or "Chimata"), for the year ended December 31, 2016 and should be read in conjunction with the Company's audited financial statements for the same period. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and presented in Canadian dollars. Additional information, including the above mentioned financial statements, which contain extensive disclosure of the history and properties of the Company are available on SEDAR and may be accessed at www.sedar.com.

FORWARD LOOKING STATEMENT

The information presented in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, "forward–looking statements" or "forward-looking information" (collectively "forward-looking statements") as those terms are used in the Private Securities Litigation Reform Act of 1995 and similar Canadian laws.

Such forward–looking statements, including but not limited to those with respect to the price of metals, the timing and amount of estimated future mineralization and economic viability of properties, capital expenditures, costs and timing of exploration projects, permitting timelines, title to properties, the timing and possible outcome of pending exploration projects and other factors and events described in this MD&A involve known and unknown risks, uncertainties and other factors such as general economic and business conditions, change in foreign currency exchange rates, and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward–looking statements. Since forward looking statements address future events and conditions, by their nature, they involve inherent risks and uncertainties. Readers should verify all claims and do their own due diligence before investing in any securities mentioned or implied in this document. Investing in securities is speculative and carries a high degree of risk.

These statements are based on management's current expectations and are subject to a number of uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Forward-looking statements are based on management's current plans, estimates, projections, beliefs, and opinions and we do not intend nor do we undertake any obligation to update or revise any forward-looking statements whether written or oral that may be made by or on the Company's behalf should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by securities law. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forwarding looking statements	***Assumptions***	***Risk factors***
Management intends to further eliminate the working capital deficiency and to finance its operating costs with loans from related parties and or private placement of common shares.	*Based on the past history of the Company, the Company was able to raise funds when needed through either private placement or debt financing*	*Change in interest rate, support by related parties, change in condition of capital market*

DATE OF REPORT

The information in this report is presented as of May 1, 2017.

ABOUT CHIMATA

Chimata Gold Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on November 16, 2010 as Maxtech Resources Inc. and changed their name to Chimata Gold Corp. on February 10, 2011. The Company is listed on the TSX Venture Exchange under the symbol "CAT". The Company's common shares also began trading on the Frankfurt Exchange under the symbol "8CH" commencing July 29, 2014. The Company's current principal activity is the acquisition and exploration of mineral properties in Canada.

CORPORATE OVERVIEW AND OVERALL PERFORMANCE

Business Update

On August 31, 2016, the Company entered into an option agreement with Innovative Properties Inc. to earn up to 100% interest in certain mineral concessions located about 12 kilometres from Squamish, British Columbia ("Maggie Gold Property"). The agreement is subject to the TSXV approval.

The option agreement was amended on April 21, 2017. Under the amended agreement, the Company is required to fulfil the following.

- Cash payment of $5,000 on the later of three days of the option agreement being executed or approval by the TSXV (paid);
- Cash payment of $50,000 on or before October 31, 2017;
- Incur exploration costs of $50,000 on or before October 31, 2017; and
- Incur exploration costs of $50,000 on or before March 31, 2018.

The Maggie Gold Property is subject to a 1% net smelter return ("NSR") and the Company has the option to purchase 0.5% NSR for an aggregate payment of $100,000.

Financing

On November 4, 2016, the Company issued 12,500,000 units for $250,000 under a non-brokered private placement. Each unit is comprised of one common share and one share purchase warrant. These share purchase warrants will expire five years from issuance if un-exercised and each share purchase warrant is exercisable into one common share of the Company at $0.05/share.

Following is the selected annual information of the Company for the last three years:

	2016 $	2015 $	2014 $
Revenue	--	--	--
Operating Expenses	79,897	69,643	152,420
Net loss	84,541	76,370	95,671
Total assets	28,205	1,924	3,307
Total long-term liabilities	--	--	--
Net loss per share (basic and diluted)	$ 0.00	$ 0.00	$ 0.00

SELECTED QUARTERLY INFORMATION

The Company has not had revenue from inception. The Company's past result of operation was not subject to seasonality. Management expects it will be difficult for the Company to obtain further equity or debt financing in the near future given that the current Canadian capital market is in a downturn for junior mining companies. The current resources on hand are not adequate for the Company to meet its long term business objective or to conduct any significant explorative activities to the existing mineral properties. In order to preserve cash on hands, management has decided to curtail the Company's operations and will not conduct significant exploration activities until the Company can secure resources to finance such exploration activities by obtaining additional (equity or debt) financing or other arrangement including joint-venture and farm-out arrangements.

The Company's information of the latest eight quarters is summarized as follows:

	2016				2015			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Total assets	28,205	8,001	2,224	2,204	1,924	2,457	1,952	3,044
Revenue	-	-	-	-	-	-	-	-
Operating expenses	26,482	16,322	23,158	16,631	19,416	20,269	20,480	9,478
Gain (loss) from continued ops	(25,442)	(16,322)	(23,158)	(18,313)	(22,918)	(21,092)	(22,152)	(10,208)
Earnings (loss) per share, basic and diluted	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

RESULTS OF OPERATION

Year ended December 31, 2016 ("Fiscal 2016")

During Fiscal 2016, the Company had a loss of $84,541 comparing to the $76,370 loss in Fiscal 2015. The $84,541 loss was mainly a combined result of incurring $79,897 operating expenses (Fiscal 2015 - $69,643), $5,684 finance fees mainly in connection with the Company's outstanding promissory note (Fiscal 2015 - $6,727), and $1,040 in gain on related party debt forgiveness (2015 - $nil).

The operating expenses incurred in Fiscal 2016 were mainly comprised of $21,500 consulting fees (Fiscal 2015 - $23,650), $12,000 occupancy fees (Fiscal 2015 - $15,000), and $16,050 listing and filing fees

(Fiscal 2015 - $13,814) and $15,657 professional fees (Fiscal 2015 - $16,007). Professional fees consist of year end audit and tax return filing fee.

As at December 31, 2016, the Company's cash balance, accounts payable and accrued liabilities, and notes payable was $23,205 (December 31, 2015 - $1,504), $42,291 (December 31, 2015 - $125,469), and $nil (December 31, 2015 - $56,000) respectively. The increase in cash was a combined result of receipt of $250,000 for shares and warrants issuance which was offset by the use of $169,299 cash in the Company's operations, extinguishment of loan payable of $56,000, and $5,000 option payment during Fiscal 2016.

Three Months Ended December 31 ("2016 Q4")

During 2016 Q4, the Company had a loss of $25,442 comparing to the $22,918 income in the same quarter of last year. The $25,442 loss was mainly a combined result of incurring $26,482 operating expenses (2015 Q4 - $19,416), $Nil finance charges in connection with the Company's outstanding promissory note (2015 Q4 - $3,501), and $1,040 in gain on related party debt forgiveness (2015 Q4 - $Nil).

The operating expenses incurred in 2016 Q4 were mainly comprised of $4,500 occupancy fees (2015 Q4 - $1,500), and $750 professional fees (2014 Q4 – $9,800).

LIQUIDITY AND CAPITAL RESOURCES

The Company is an exploration stage company and has not earned revenue from operating activities since inception. Financing of operations has been achieved by equity and debt financing. As at December 31, 2016, the Company had $23,205 in cash, and working capital deficiency of $19,086. The Company has no operations that generate cash inflow.

Management intends to eliminate the working capital deficiency and to finance its operating costs with non-current loans from related parties and or private placement of common shares.

While the Company has a history of financing its operation through debt or equity financing in the past, readers are cautioned that there are no guarantees that the Company can do so in the future.

The Company did not have cash inflow/outflow from its investing activities during Fiscal 2016 and received net proceeds of $250,000 from issuance of 12,500,000 Units during Fiscal 2016.

The Company is not subject to external capital requirements and does not have capital commitment.

CRITICAL ACCOUNTING ESTIMATE

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the measurement of the exploration and evaluation asset and the recoverability and measurement of deferred tax assets.

Significant judgments

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

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the classification of expenditures as exploration and evaluation expenditures or operating expenses.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have off-balance sheet arrangements.

PROPOSED TRANSACTIONS

Company does not have any proposed transactions that have material impacts to the Company at this time.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company has 51,649,002 shares and 14,000,000 share purchase warrants outstanding. The Company does not have options that are outstanding as at the date of this MD&A.

TRANSACTIONS WITH RELATED PARTIES

During the year ended December 31, 2016, the Company incurred $1,400 (2015 - $1,850) in consulting fees to a company controlled by the Company's Chief Financial Officer ("CFO"), $21,500 (2015 - $21,000) in consulting fees, $5,022 mineral property investigation fee, $6,000 management fee, $5,000 option payment and $12,000 (2015 - $15,000) in occupancy costs, all to companies formerly under common control.

As at December 31, 2016, the Company's due to related parties included $Nil (2015 - $105) owing to the Company's CFO, $Nil (2015 - $43,713) owing to a company controlled by a relative of one of the Company's directors. These amounts are unsecured, non-interest bearing, and have no fixed terms of repayment.

As at December 31, 2016, the balance payable to a company formerly under common control of $3,195. (2015 - $Nil).

During the year ended December 31, 2013, the Company received loans of $56,000 from Maxtech Ventures Inc., the former parent company of the Company to finance its operations. Maxtech Ventures Inc. and the Company had a common director when the loans were advanced. Both loans bore interest at 5% per annum until December 31, 2014 (the maturity date of the loan), after which interest increased to prime plus 10% per annum for the loan of $51,000 and remained at 5% per annum for the loan of $5,000. The loans were discounted using an estimated market rate of 15% per annum with the discount of $8,523

recorded to the loan reserve account in equity on inception. The Company had been reversing the discount as accretion expense over the remaining term of the loan to maturity, and as at December 31, 2014, the loans were fully accreted. During the year ended December 31, 2016, the Company repaid and extinguished the loans from Maxtech Ventures Inc. and $5,684 (2015 - $6,727) of interest expenses was recorded.

During the year ended December 31, 2016, the Company issued an unsecured promissory note in the amount of $5,000 to a company formerly under common control. The note was due on demand and non-interest bearing. As of December 31, 2016, the promissory note was fully repaid.

During the year ended December 31, 2016, the Company issued 7,500,000 units to companies formerly under common control for gross proceeds of $150,000.

CHANGES IN ACCOUNTING POLICIES

Refer to the Note 3 to the Company's audited financial statements for the year ended December 31, 2016.

FINANCIAL INSTRUMENTS

Refer to the Note 9 to the Company's audited financial statements for the year ended December 31, 2016.

RISK FACTORS

Risks of the Company's business include the following:

Mining Industry

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of ore, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

The Company's mineral exploration activities are directed towards the search, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of commercial quantities of ore. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Government Regulation

The exploration activities of the Company are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste.

Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

Permits and Licenses

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

Environmental Risks and Hazards

All phases of the Company's mineral exploration operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees.

There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present, which have been caused, by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from proceeding with planned exploration or development of

mineral properties.

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

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties. Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the ground water the environment, the Company may become subject to liability for hazards that cannot be insured against.

Commodity Prices

The profitability of mining operations is significantly affected by changes in the market price of gold and other minerals. The level of interest rates, the rate of inflation, world supply of these minerals and stability of exchange rates can all cause significant fluctuations in base metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of gold and other minerals has fluctuated widely in recent years, and future serious price declines could cause continued commercial production to be impracticable.

Depending on the price of gold and other minerals, cash flow from mining operations may not be sufficient. Any figures for reserves presented by the Company will be estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the price of gold and other minerals may render reserves uneconomical. Moreover, short-term operating factors relating to the reserves, such as the need for orderly development of the ore bodies or the processing of new or different grades of ore, may cause a mining operation to be unprofitable in any particular accounting period.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include environmental pollution or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on,

any matter in which such directors may have a conflict of interest.

Property Title

Although the Company has obtained title opinions with respect to certain of its properties, there may still be undetected title defects affecting such properties. Accordingly, such properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Company's operations.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements.

The management of the Company has filed the Venture Issuer Basic Certificate on SEDAR at www.sedar.com. In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

OFFICERS AND DIRECTORS

Curt Huber	CEO, President, and Director (Became CEO and President on April 24, 2014)
Robert Rosner	CFO, Secretary, and Director (Became Director and Secretary on January 21, 2017, and became CFO on March 27, 2017
Omar Hudani	Director
Luis Martins	Director

MANAGEMENT'S DISCUSSION AND ANALYSIS

OF THE COMPANY'S FINANCIAL CONDITION

AND RESULTS OF OPERATIONS

NINE MONTH PERIODS ENDED SEPTEMBER 30, 2017 and 2016

NOTE TO READERS

The following is management's discussion in respect of the results of operations and financial position of Chimata Gold Corp. (the "Company" or "Chimata"), for the nine months ended September 30, 2017 and should be read in conjunction with the Company's unaudited condensed interim financial statements for the same period and the Company's audited annual financial statements for the most recent year ended December 31, 2016. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and presented in Canadian dollars. Additional information, including the above mentioned financial statements, which contain extensive disclosure of the history and properties of the Company are available on SEDAR and may be accessed at www.sedar.com.

FORWARD LOOKING STATEMENT

The information presented in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, "forward–looking statements" or "forward-looking information" (collectively "forward-looking statements") as those terms are used in the Private Securities Litigation Reform Act of 1995 and similar Canadian laws.

Such forward–looking statements, including but not limited to those with respect to the price of metals, the timing and amount of estimated future mineralization and economic viability of properties, capital expenditures, costs and timing of exploration projects, permitting timelines, title to properties, the timing and possible outcome of pending exploration projects and other factors and events described in this MD&A involve known and unknown risks, uncertainties and other factors such as general economic and business conditions, change in foreign currency exchange rates, and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward–looking statements. Since forward looking statements address future events and conditions, by their nature, they involve inherent risks and uncertainties. Readers should verify all claims and do their own due diligence before investing in any securities mentioned or implied in this document. Investing in securities is speculative and carries a high degree of risk.

These statements are based on management's current expectations and are subject to a number of uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Forward-looking statements are based on management's current plans, estimates, projections, beliefs, and opinions and we do not intend nor do we undertake any obligation to update or revise any forward-looking statements whether written or oral that may be made by or on the Company's behalf should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by securities law. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forwarding looking statements	***Assumptions***	***Risk factors***
Management intends to further eliminate the working capital deficiency and to finance its operating costs with loans from related parties and or private placement of common shares.	*Based on the past history of the Company, the Company was able to raise funds when needed through either private placement or debt financing*	*Change in interest rate, support by related parties, change in condition of capital market*

DATE OF REPORT

The information in this report is presented as of November 29, 2017

ABOUT CHIMATA

Chimata Gold Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on November 16, 2010 as Maxtech Resources Inc. and changed their name to Chimata Gold Corp. on February 10, 2011. The Company is listed on the TSX Venture Exchange under the symbol "CAT". The Company's common shares also began trading on the Frankfurt Exchange under the symbol "8CH" commencing July 29, 2014. The Company's current principal activity is the acquisition and exploration of mineral properties in Canada.

CORPORATE OVERVIEW AND OVERALL PERFORMANCE

Business Update

On August 31, 2016, the Company entered into an option agreement with Innovative Properties Inc. to earn up to 100% interest in certain mineral concessions located about 12 kilometers from Squamish, British Columbia ("Maggie Gold Property"). The agreement is subject to TSXV approval.

The option agreement was amended on April 21, 2017. Under the amended agreement, the Company is required to fulfil the following.

- Cash payment of $5,000 on the later of three days of the option agreement being executed or approval by the TSXV (paid);
- Cash payment of $50,000 on or before October 31, 2017;
- Incur exploration costs of $50,000 on or before October 31, 2017; and
- Incur exploration costs of $50,000 on or before March 31, 2018.

The Maggie Gold Property is subject to a 1% net smelter return ("NSR") and the Company has the option to purchase 0.5% NSR for an aggregate payment of $100,000.

SELECTED QUARTERLY INFORMATION

The Company has not had revenue from inception. The Company's past result of operation was not subject to seasonality. Management expects it will be difficult for the Company to obtain further equity or debt financing in the near future given that the current Canadian capital market is in a downturn for junior mining companies. The current resources on hand are not adequate for the Company to meet its long term business objective or to conduct any significant explorative activities to the existing mineral properties. In order to preserve cash on hands, management has decided to curtail the Company's operations and will not conduct significant exploration activities until the Company can secure resources to finance such exploration activities by obtaining additional (equity or debt) financing or other arrangement including joint-venture and farm-out arrangements.

The Company's information of the latest eight quarters is summarized as follows:

	2017			2016				2015
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Total Assets	548,586	8,307	18,661	15,776	8,001	2,224	2,204	1,924
Revenue	–	–	–	–	–	–	–	–
Operating expenses	376,922	50,718	14,310	32,426	17,782	13,118	16,571	19,416
Gain (loss) from continued operation	(377,474)	(51,070)	(14,310)	(31,885)	(19,502)	(14,841)	(18,313)	(22,918)
Earnings (Loss) per share, basic and diluted	(0.03)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

RESULTS OF OPERATION

Three Months Ended September 30, 2017 ("2017 Q3")

During 2017 Q3, the Company had a loss of $377,474 comparing to the $19,502 loss in the same quarter of last year. The $377,474 loss was mainly a combined result of incurring $376,922 operating expenses (2016 - $17,782) and $552 interest expenses in connection with the Company's outstanding promissory note (2016 - $1,720).

The operating expenses incurred in 2017 Q3 were mainly comprised of $178,500 - consulting fees (2016 - $4,500), share based compensation $74,765 (2016 - $nil) $46,452, office and administration (2016 - $nil), $13,513 professional fees (2016 – $4,400) and $31,577 listing and filing fees (2016 - $4,382).

Nine Months Ended September 30, 2017 ("2017 Nine Months")

During 2017 Nine Months, the Company had a loss of $442,854 comparing to the $52,656 loss in the period of last year. The $442,854 loss was mainly a combined result of incurring $442,847 operating expenses (2016 - $47,471) and $7 interest expenses in connection with the Company's outstanding promissory note (2016 - $5,185).

The operating expenses incurred in 2017 Nine Months were mainly comprised of $223,500 consulting fees (2016 - $19,500), share based compensation of $74,645 (2016 - $nil); $58,285 office and administration (2016 - $52), $7,877 management fees (2016 - $nil), $4,067 occupancy fees (2016 - $7,500), $9,047 professional fees (2016 – $7,407) and $42,135 listing and filing fees (2016 - $13,012).

As at September 30, 2017, the Company's cash balance, and accounts payable and accrued liabilities was $484,929 (December 31, 2016 - $23,205), and $79,786 (December 31, 2016 - $42,291). The increase in cash was a result of the private placement completed in September 31, 2017.

LIQUIDITY AND CAPITAL RESOURCES

The Company is an exploration stage company and has not earned revenue from operating activities since inception. Financing of operations has been achieved by equity and debt financing. As at September 30, 2017, the Company had $484,929 in cash, and working capital of $463,800. The Company has no operations that generate cash inflow.

Management intends to finance its operating costs with the continued support of related parties and private placement of common shares.

While the Company has a history of financing its operation through debt or equity financing in the past, there are no guarantees that the Company can do so in the future.

The Company did not have cash inflow/outflow from its investing activities during the nine months ended September 30, 2017.

The Company is not subject to external capital requirements and does not have capital commitment as of the date of this MD&A.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have off-balance sheet arrangements.

PROPOSED TRANSACTIONS

On October 13, 2017 the Company entered into an agreement with Bearclaw Capital Corp ("Bearclaw") to acquire a 100% interest in the Bam mineral property. The property is comprised of 1052 hectares located in the Pacific Golden Triangle mining district approximately 80 Km south of Telegraph Creek in the Liard mining division of northwest British Columbia, Canada

Under the terms of the purchase agreement, the Company will pay $60,000 cash and issue six hundred thousand common shares to Bearclaw as follows; $15,000 cash and six hundred thousand common shares on closing of the agreement and the balance of the cash to be paid in three equal installments of $15,000 over a twelve-month period. In addition, Bearclaw will retain a 2 % Net Smelter Royalty on the property, of which 1% may be purchased by the Company for $1,000,000 at any time. The Company intends to release a 43-101 report in 2018. The purchase agreement is subject to the approval of the TSX Venture Exchange.

Also on October 13, 2017 the Company announced a proposed private placement offering for maximum gross proceeds of $550,000. The Company is offering securities on the following terms:

(1) 2,000,000 flow-through units (the "FT Units") at a price of $0.15 per FT Unit with each FT Unit consisting of one flow-through share and one half of one whole share purchase warrant exercisable at a price of $0.25 per share for a three year term; and

(2) 2,500,000 non flow-through units (the "NFT Units") at a price of $0.10 per NFT Unit with each NFT Unit consisting of one common share and one whole share purchase warrant exercisable at a price of $0.15 per share for a three year term.

The proceeds of the sale of this offering will be for mineral exploration expenditures and for general working capital purposes. All securities issued will be subject to a four month hold period from the date of closing. The Offering is subject to the approval of the TSX Venture Exchange.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company has 26,181,436 shares issued and outstanding, 18,983,436 warrants and 1,400,000 options that are outstanding as at the date of this MD&A.

TRANSACTIONS WITH RELATED PARTIES

As at September 30, 2017, the Company's accounts payable and accrued liabilities $-0- owing to the

Company's former CFO (December 31, 2016 - $nil). $- (December 31, 2016 - $0) owing to a company controlled by a relative of one of the Company's directors.

During the year ended December 31, 2013, the Company received loans of $56,000 from Maxtech Ventures Inc., the former parent company of the Company to finance its operations. Maxtech Ventures Inc. and the Company had a common director when the loans were advanced. Both loans bore interest at 5% per annum until December 31, 2014 (the maturity date of the loan), after which interest increased to prime plus 10% per annum for the loan of $51,000 and remained at 5% per annum for the loan of $5,000. The loans were discounted using an estimated market rate of 15% per annum with the discount of $8,523 recorded to the loan reserve account in equity on inception. The Company had been reversing the discount as accretion expense over the remaining term of the loan to maturity, and as at December 31, 2014, the loans were fully accreted. During the year ended December 31, 2016, the loans were fully repaid.

CHANGES IN ACCOUNTING POLICIES

The condensed interim financial statements of the Company, for the three and nine month periods ended September 30, 2017 and 2016 have been prepared using accounting policies consistent with those used in the Company's December 31, 2016 annual financial statements.

FINANCIAL INSTRUMENTS

Refer to the Note 9 to the Company's audited financial statements for the year ended December 31, 2016.

SUBSEQUENT EVENTS

On October 12, 2017 the Company has concluded the acquisition of a 100% undivided interest in the Troilus North Property. The property is made up of 139 contiguous claims totaling 7,502.6 hectares located 160 km north of the town of Chibougamau in the province of Quebec. The total purchase price is two hundred and fifty thousand dollars ($250,000) with an initial payment of $25,000 due to the Vendor upon closing, $25,000 due within ninety (90) days following signing of the Agreement, $50,000 due on or before September 30, 2018, $50,000 due on or before March 31, 2019, $50,000 due on or before September 30, 2019, and $50,000 due on or before March 31, 2020. In addition, the Company has granted a 1.5% Net Smelter Royalty to the Vendor; 0.5% of which can be repurchased by the Company for $500,000.

On October 13, 2017 the Company entered into an agreement with Bearclaw Capital Corp ("Bearclaw") to acquire a 100% interest in the Bam mineral property. The property is comprised of 1052 hectares located in the Pacific Golden Triangle mining district approximately 80 Km south of Telegraph Creek in the Liard mining division of northwest British Columbia, Canada.

Under the terms of the purchase agreement, the Company will pay $60,000 cash and issue six hundred thousand common shares to Bearclaw as follows; $15,000 cash and six hundred thousand common shares on closing of the agreement and the balance of the cash to be paid in three equal installments of $15,000 over a twelve-month period. In addition, Bearclaw will retain a 2 % Net Smelter Royalty on the property, of which 1% may be purchased by the Company for $1,000,000 at any time. The Company intends to release a 43-101 report in 2018. The purchase agreement is subject to the approval of the TSX Venture Exchange.

Also on October 13, 2017 the Company announced a proposed private placement offering for maximum gross proceeds of $550,000. The Company is offering securities on the following terms:

(1) 2,000,000 flow-through units (the "FT Units") at a price of $0.15 per FT Unit with each FT Unit consisting of one flow-through share and one half of one whole share purchase warrant exercisable at a price of $0.25 per share for a three year term; and

(2) 2,500,000 non flow-through units (the "NFT Units") at a price of $0.10 per NFT Unit with each NFT Unit consisting of one common share and one whole share purchase warrant exercisable at a price of $0.15 per share for a three year term.

The proceeds of the sale of this offering will be for mineral exploration expenditures and for general working capital purposes. All securities issued will be subject to a four month hold period from the date of closing. The Offering is subject to the approval of the TSX Venture Exchange.

RISK FACTORS

Risks of the Company's business include the following:

Mining Industry

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of ore, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

The Company's mineral exploration activities are directed towards the search, evaluation and development

of mineral deposits. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of commercial quantities of ore. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Government Regulation

The exploration activities of the Company are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste.

Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

Permits and Licenses

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

Environmental Risks and Hazards

All phases of the Company's mineral exploration operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees.

There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present, which have been caused, by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from proceeding with planned exploration or development of

mineral properties.

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

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties. Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the ground water the environment, the Company may become subject to liability for hazards that cannot be insured against.

Commodity Prices

The profitability of mining operations is significantly affected by changes in the market price of gold and other minerals. The level of interest rates, the rate of inflation, world supply of these minerals and stability of exchange rates can all cause significant fluctuations in base metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of gold and other minerals has fluctuated widely in recent years, and future serious price declines could cause continued commercial production to be impracticable.

Depending on the price of gold and other minerals, cash flow from mining operations may not be sufficient. Any figures for reserves presented by the Company will be estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the price of gold and other minerals may render reserves uneconomical. Moreover, short-term operating factors relating to the reserves, such as the need for orderly development of the ore bodies or the processing of new or different grades of ore, may cause a mining operation to be unprofitable in any particular accounting period.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include environmental pollution or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will

be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Property Title

Although the Company has obtained title opinions with respect to certain of its properties, there may still be undetected title defects affecting such properties. Accordingly, such properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Company's operations.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

In connection with Exemption Orders issued in November 2007 and revised in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificate under National Instrument ("NI 52-109") (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

OFFICERS AND DIRECTORS

Richard Groome	Interim CEO, President, and Chairman of the Board of Directors (Became CEO and President on April 24, 2014)
Robert Rosner	CFO, Secretary, and Director (Became Director and Secretary on January 21, 2017, and became CFO on March 27, 2017
Omar Hudani	Director
Luis Martins	Director

CONTACT ADDRESS

Chimata Gold Corp.
905 West Broadway, Suite 202, Vancouver, BC V5Z 4M3

APPENDIX 3: AUDIT COMMITTEE CHARTER

CHIMATA GOLD CORP.
(the "Company")

AUDIT COMMITTEE CHARTER

1. Mandate

The Audit Committee will be responsible for managing, on behalf of shareholders of the Company, the relationship between the Company and the external auditors. In particular, the Audit Committee will have responsibility for the matters set out in this Charter, which include:

(a) overseeing the work of external auditors engaged for the purpose of preparing or issuing an auditing report or related work;

(b) recommending to the board of directors the nomination and compensation of the external auditors;

(c) reviewing significant accounting and reporting issues;

(d) reviewing the Company's financial statements, MD&A and earnings press releases before the Company publicly discloses this information;

(e) focusing on judgmental areas such as those involving valuations of assets and liabilities;

(f) considering management's handling of proposed audit adjustments identified by external auditors;

(g) being satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements of the Company;

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

(i) evaluating whether management is setting the appropriate tone by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities.

2. Membership of the Audit Committee

Composition

The audit committee will be comprised of at least such number of directors as required to satisfy the audit committee composition requirements of National Instrument 52-110, as amended from time to time. Each member will be a director of the Company.

Independence

The Audit Committee will be comprised of a number of independent directors required to enable the Company to satisfy:

(a) the independent director requirements for audit committee composition required by National Instrument 52-110, as amended from time to time, and

(b) the independent director requirements of the stock exchange on which the Company's shares are traded from time to time.

Chair

The Audit Committee shall select from its membership a chair. The job description of the chair is attached as Exhibit 1 hereto.

Expertise of Audit Committee Members

Each member of the Audit Committee must be financially literate. Financially literate means the ability to read and understand a set of financial statements that represent a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Financial Expert

The Company will strive to include a financial expert on the Audit Committee. An Audit Committee financial expert means a person having: (i) an understanding of financial statements and accounting principles; (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; (iii) experience in preparing, auditing, analyzing or evaluating financial statements that present a similar breadth and level of complexity as the Company's statements; (iv) an understanding of internal controls; and (v) an understanding of an Audit Committee's functions.

3. Meetings of the Audit Committee

The Audit Committee must meet in accordance with a schedule established each year by the board of directors, and at other times as the Audit Committee may determine. A quorum for transaction of business in any meeting of the Audit Committee is a majority of members. At least twice a year, the Audit Committee must meet with the Company's chief financial officer and external auditors separately.

4. Responsibilities of the Audit Committee

The Audit Committee will be responsible for managing, on behalf of the shareholders of the Company, the relationship between the Company and the external auditors. In particular, the Audit Committee has the following responsibilities:

<u>External Auditors</u>

(a) the Audit Committee must recommend to the board of directors:

(i) the external auditors to be nominated for the purpose of preparing or issuing an audit report or performing other audit or review services for the Company; and

(ii) the compensation of the external auditors;

(b) the Audit Committee must be directly responsible for overseeing the work of the external auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditors regarding financial reporting;

(c) with respect to non-audit services:

(i) the Audit Committee must pre-approve all non-audit services provided to the Company or its subsidiaries by its external auditors or the external auditors of the Company's subsidiaries, except for tax planning and transaction support services in an amount not to exceed $15,000 for each service in a fiscal year; and

(ii) the Audit Committee must pre-approve all non-audit services provided to the Company or its subsidiaries by its external auditors or the external auditors of the Company's subsidiaries, except *de minimis* non-audit services as defined in applicable law.

(d) the Audit Committee must also:

(i) review the auditors' proposed audit scope and approach;

(ii) review the performance of the auditors; and

(iii) review and confirm the independence of the auditors by obtaining statements from the auditors on relationships between the auditors and the Company, including non-audit services, and discussing the relationships with the auditors;

Accounting Issues

(e) the Audit Committee must:

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

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

Financial Statements, MD&A and Press Releases

(f) the Audit Committee must:

(i) review the Company's financial statements, MD&A and earnings press releases before the Company publicly discloses this information;

(ii) in reviewing the annual financial statements, determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles;

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

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

(v) consider management's handling of proposed audit adjustments identified by the external auditors;

(vi) ensure that the external auditors communicate certain required matters to the committee;

(vii) be satisfied that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements, other

than the disclosure referred to in paragraph (f)(i) (above), and must periodically assess the adequacy of those procedures;

(viii) be briefed on how management develops and summarizes quarterly financial information, the extent to which the external auditors review quarterly financial information and whether that review is performed on a pre- or post-issuance basis;

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

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

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

(b) changes in financial ratios and relationships in the interim financial statements are consistent with changes in the Company's operations and financing practices;

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

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

(e) there are any significant or unusual events or transactions;

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

(g) the Company has complied with the terms of loan agreements or security indentures; and

(h) the interim financial statements contain adequate and appropriate disclosures;

Compliance with Laws and Regulations

(g) the Audit Committee must:

(h) periodically obtain updates from management regarding compliance;

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

(iv) review the findings of any examinations by regulatory agencies such as the Ontario Securities Commission; and

(v) review, with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements;

Employee Complaints

(i) the Audit Committee must establish procedures for:

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

(iii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

Other Responsibilities

(i) the Audit Committee must:

(j) review and approve the Company's hiring policies of employees and former employees of the present and former external auditors of the Company;

(iii) evaluate whether management is setting the appropriate tone by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;

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

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

(vi) periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Corporate Governance and Nominating Committee and the board for approval;

(vii) review, and if deemed appropriate, approve expense reimbursement requests that are submitted by the chief executive officer or the chief financial officer to the Company for payment;

(viii) assist the board to identify the principal risks of the Company's business and, with management, establish systems and procedures to ensure that these risks are monitored; and

(ix) carry out other duties or responsibilities expressly delegated to the Audit Committee by the board.

5. Authority of the Audit Committee

The Audit Committee shall have the authority to:

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

(b) set and pay the compensation for any advisors employed by the Audit Committee; and

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

Exhibit 1 to Audit Committee Charter
Chimata Gold Corp.
(the "Company" or "Chimata")
Job Description – Audit Committee Chair

The responsibilities of the Audit Committee chair include, among other things:

(a) managing the affairs of the Committee and monitoring its effectiveness;

(b) managing the meetings of the Committee by ensuring meaningful agendas are prepared and guiding deliberations of the Committee so that appropriate decisions and recommendations are made; and

(c) setting up agendas for meetings of the Committee and ensuring that all matters delegated to the Committee by the board are being dealt with at the Committee level during the course of the year.

CERTIFICATE OF THE ISSUER

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

Dated at Montreal

this 7th day of February, 2018.

(s) Richard Groome

Richard Groome, Chief Executive Officer

(s) Robert Rosner

Robert Rosner, Chief Financial Officer

(s) Luis Martin

Luis Martin, Director

(s) Alain Moreau

Alain Moreau, Director