

**MEDARO MINING CORP.**

(the “Company” or the “Issuer”)

**Form 2A  
LISTING STATEMENT  
Dated March 30, 2021**

**TABLE OF CONCORDANCE**

This table provides the corresponding section to page numbers between the Canadian Securities Exchange Form 2A Listing Statement and the Company’s Final Long Form Prospectus dated March 24, 2021 (the “Prospectus”), filed under the Company’s profile on SEDAR ([www.sedar.com](http://www.sedar.com)), a copy of which is attached hereto as Schedule “A”.

	<b>Information Required by Form 2A Listing Statement</b>	<b>Corresponding Item in Prospectus</b>	<b>Prospectus Page Number</b>
<b>1.</b>	<b>Table of Contents</b>	Table of Contents	3
<b>2.</b>	<b>Corporate Structure</b>		
	2.1 Name	Name and Incorporation	10
	2.2 Incorporating Statute	Name and Incorporation	10
	2.3 Intercompany Relationships	Inter-company Relationships	10
	2.4 Requalifying / Fundamental Change	Not applicable	-
	2.5 Non-company / non-Canadian Issuers	Not applicable	-
<b>3.</b>	<b>General Development of the Business</b>		
	3.1 Development of business over past 3 financial years (and subsequent period)	Description of the Business	10
	3.2 Significant Acquisitions and Dispositions	Description of the Business	10
	3.3 Material trends, commitment, event, uncertainty	Not applicable	-

	Information Required by Form 2A Listing Statement	Corresponding Item in Prospectus	Prospectus Page Number
<b>4.</b>	<b>Narrative Description of the Business</b>		
	4.1 Description of business	Description of the Business	10
	4.1(1)(a) Objectives within 12 month period	Business Objectives and Milestones	33
	4.1(1)(b) Significant event or milestone that must occur for business objectives to be accomplished, time period for occurrence and costs related to each event	Phase 1	31-32
		Use of Available Funds	32
	4.1(1)(c) Total funds available and breakdown of funds	Use of Available Funds	32
	4.1(1)(d) Principal purposes for which funds will be used	Use of Available Funds	32
	4.1(2)(a) Methods of distribution and principal markets for products and services	Not applicable	
	4.1(2)(b) Information concerning production and sales	Not applicable	
	4.1(2)(c) Information concerning the development of products and services	Not applicable	
	4.1(3)(a) Proposed method of providing services	Not applicable	
	4.1(3)(b) Lease or Mortgage Information	Not applicable	
	4.1(3)(c) Specialized skill and knowledge requirements	Business Objectives and Milestones	33
	4.1(3)(d) Sources, pricing and availability of raw materials, component parts or finished products	Phase 1	31-32
	4.1(3)(e) Intellectual property, Intangibles	Not applicable	
	4.1(3)(f) Seasonality of the business	Business Objectives and Milestones	33

	<b>Information Required by Form 2A Listing Statement</b>	<b>Corresponding Item in Prospectus</b>	<b>Prospectus Page Number</b>
	4.1(3)(g) The impact on operations of termination or renegotiation of contracts in the 12 months following the date of the Listing Statement	Not applicable	50
	4.1(3)(h) The impact of environmental protection requirements	Risk Factors	
	4.1(3)(i) Number of employees	Not applicable	
	4.1(3)(j) Foreign operations risks	Not applicable	
	4.1(3)(k) Dependence on contracts	Not applicable	
	4.1(3)(l) The impact on operations of termination or renegotiation of contracts in the current financial year	Not applicable	52
	4.1(4) Competitive conditions in principal markets and competitive advantage	Risk Factors	
	4.1(5) Lending operations, investment policies and lending and investment restrictions	Not applicable	
	4.1(6) Bankruptcy, receivership or similar proceedings	Not applicable	
	4.1(7) Material reorganization	Not applicable	
	4.1(8) Social or environmental policies	Not applicable	11
	4.2 Disclosure by issuers with asset-backed securities	Not applicable	
	4.3 Disclosure by issuers with mineral projects	The Superb Lake Property	
	4.4 Disclosure by issuers with oil and gas operations	Not applicable	
<b>5.</b>	<b>Selected Consolidated Financial Information</b>		
	5.1 Annual Information – Financial data for the last 3 completed financial years and any	Audited financial statements of the Company for the periods ended	60

	<b>Information Required by Form 2A Listing Statement</b>	<b>Corresponding Item in Prospectus</b>	<b>Prospectus Page Number</b>
	subsequent period where financial statements have been prepared, accompanied by discussion	December 31, 2020 and September 30, 2020	
	5.2 Quarterly Information – for most recently completed quarters	Audited financial statements of the Company for the periods ended December 31, 2020 and September 30, 2020	60
	5.3 Dividends – Restrictions on paying dividends and dividend policy	Dividends or Distributions	34
	5.4 Foreign GAAP	Not applicable	
<b>6.</b>	<b>Management’s Discussions and Analysis (“MD&amp;A”)</b>  <u>Annual MD&amp;A</u>  <u>Interim MD&amp;A</u>	MD&A of the Company for the periods ended December 31, 2020 and September 30, 2020  MD&A of the Company for the periods ended December 31, 2020 and September 30, 2020	61  61
<b>7.</b>	<b>Market for Securities</b>  7.1 Exchanges / quotation / trade reporting systems	Not applicable	
<b>8.</b>	<b>Consolidated Capitalization</b>  8.1 Material change and effect on share and loan capital since recently completed fiscal year	Consolidated Capitalization	35-36
<b>9.</b>	<b>Options to Purchase Securities</b>  9.1 Options to purchase securities	Options to Purchase Securities	36
<b>10.</b>	<b>Description of the Securities</b>  10.1 Description of all material attributes and characteristics of each class of equity securities  10.2 Description of debt securities being listed, if any	Description of Securities Distributed  Not applicable	35

	<b>Information Required by Form 2A Listing Statement</b>	<b>Corresponding Item in Prospectus</b>	<b>Prospectus Page Number</b>
	10.4 Description of other securities being listed	Not applicable	
	10.5 Modification of terms or amendment or variation of any rights attached to securities being listed	Not applicable	
	10.6 Limitations or qualifications on rights attaching to securities being listed as a result of other classes of securities	Not applicable	
	10.7 Prior Sales	Prior Sales	36
	10.8 Stock Exchange Price	Not applicable	
<b>11.</b>	<b>Escrowed Securities</b>		
	11.1 Table of escrowed securities	Escrowed Securities and Securities Subject to Contractual Restriction on Transfer	37
<b>12.</b>	<b>Principal Shareholders</b>		
	12.1 Principal Shareholders as of specified date not more than 30 days before date of listing	Principal Securityholders	38
<b>13.</b>	<b>Directors and Officers</b>		
	13.1 Name, municipality of residence, position(s) within past 5 years of each director and officer	Directors and Executive Officers – Name, Occupation and Security Holdings	38-40
	13.2 Term of office of directors	Directors and Executive Officers – Name, Occupation and Security Holdings	38-40
	13.3 Number and percentage of securities owned	Directors and Executive Officers – Name, Occupation and Security Holdings	38-40
	13.4 Board committees and members	Audit Committee and Corporate Governance	45-46
	13.5 Principal occupation if that occupation is acting as a director or officer of another company	Directors and Executive Officers – Name, Occupation and Security Holdings	38-40

	<b>Information Required by Form 2A Listing Statement</b>	<b>Corresponding Item in Prospectus</b>	<b>Prospectus Page Number</b>
	13.6 Cease trade order or bankruptcy	Directors and Executive Officers – Corporate Cease Trade Orders or Bankruptcies	42
	13.7 & 13.8 Penalties and sanctions	Directors and Executive Officers – Penalties or Sanctions	42
	13.9 Bankruptcy proceedings	Directors and Executive Officers – Bankruptcies	43
	13.10 Conflicts of interest	Directors and Executive Officers – Conflicts of Interest	43
	13.11 Information regarding management	Directors and Executive Officers – Background	40-42
<b>14.</b>	<b>Capitalization</b>  14.1 Chart with respect to each class of securities to be listed, including public float, freely-tradeable float, public securityholders (registered), public securityholders (beneficial), non-public securityholders (registered)  14.2 Chart with respect to securities convertible or exchangeable into class of listed securities  14.3 Listed securities reserved for issuance not included in item 14.2	See charts attached hereto as Schedule B  See charts attached hereto as Schedule B  See charts attached hereto as Schedule B	
<b>15.</b>	<b>Executive Compensation</b>  15.1 Statement of Executive Compensation	Executive Compensation	43-44
<b>16.</b>	<b>Indebtedness of Directors and Executive Officers</b>  16.1 Aggregate Indebtedness  16.2 Indebtedness of Directors and Officers under (1) Securities Purchase and (2) Other Programs	Indebtedness of Directors and Executive Officers  Indebtedness of Directors and Executive Officers	44  44
<b>17.</b>	<b>Risk Factors</b>		

	<b>Information Required by Form 2A Listing Statement</b>	<b>Corresponding Item in Prospectus</b>	<b>Prospectus Page Number</b>
	17.1 Risk factors related to the Company and its business	Risk Factors	48-52
	17.2 Risk of additional contribution	Not applicable	
	17.3 Other material risk factors	Risk Factors	48-52
<b>18.</b>	<b>Promoters</b>		
	18.1 Identity of promoters, shares held and assets acquired from or transferred to the Company by promoters	Promoter Executive Compensation	53-54 43-44
	18.2 Promoter subject to cease trade order, bankruptcy, penalties or sanctions	Directors and Executive Officers – Bankruptcies	43
<b>19.</b>	<b>Legal Proceedings</b>		
	19.1 Material legal proceedings	Legal Proceedings	54
	19.2 Regulatory actions	Legal Proceedings	54
<b>20.</b>	<b>Interest of Management and Others in Material Transactions</b>		
	20.1 Management interests in material transactions	Interests of Management and Others in Material Transactions	54
<b>21.</b>	<b>Auditors, Transfer Agents and Registrars</b>		
	21.1 Name and address of the auditor for the Company	Auditors	54
	21.2 Name and location of transfer agent for each class of securities	Registrar and Transfer Agent	55
<b>22.</b>	<b>Material Contracts</b>		
	22.1 Particulars for each material contract	Material Contracts	55
	22.2 Copies of co-tenancy, unitholders' or limited partnership agreements	Not applicable	
<b>23.</b>	<b>Interest of Experts</b>		

	<b>Information Required by Form 2A Listing Statement</b>	<b>Corresponding Item in Prospectus</b>	<b>Prospectus Page Number</b>
	23.1 Direct or indirect interests of experts in the property of the Company or a Related Party	Experts	55
	23.2 Direct or indirect interests of experts in the securities of the Company or a Related Party	Experts	55
	23.3 Statement to the effect that ownership interest is less than 1%	Not applicable	
	23.4 Disclosure that expert is, or is expected to be, appointed as a director or officer of the Issuer	Not applicable	
<b>24.</b>	<b>Other Material Facts</b>		
	24.1 Describe other material facts not disclosed elsewhere	Not applicable	
<b>25.</b>	<b>Financial Statements</b>		
	25.1 Audited financial statements including auditor's report	Audited financial statements of the Company for the periods ended December 31, 2020 and September 30, 2020	60
	25.2 Additional information for issuers re-qualifying for listing following a fundamental change	Not applicable	
	<b>Certificate of the Issuer</b>	Certificate of the Company and Promoter	Final Page



## CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, **Medaro Mining 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 Medaro Mining Corp. 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 this 30th day of March, 2021.

/s/ Charles Hugh Maddin

**Charles Hugh Maddin**

President, Chief Executive Officer and  
Director

/s/ Faizaan Lalani

**Faizaan Lalani**

Chief Financial Officer and Director

/s/ Uranbileg Yondon

**Uranbileg Yondon**

Director

/s/ Mark Ireton

**Mark Ireton**

Director

## PROMOTER

/s/ Faizaan Lalani

**Faizaan Lalani**

Promoter

**SCHEDULE A** – Final Long Form Prospectus

**SCHEDULE B** – Form 2A, Section 14 – Capitalization Tables

## **SCHEDULE A**

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

## PROSPECTUS

Non-Offering Prospectus

March 24, 2021

### MEDARO MINING CORP.

1000 – 409 Granville Street  
Vancouver, BC V6C 1T2

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#### 3,475,500 Units on Exercise of 3,475,500 Outstanding Special Warrants

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This prospectus (the “**Prospectus**”) qualifies the distribution of 3,475,500 units (each, a “**Unit**”) and the common shares and warrants of Medaro Mining Corp. (the “**Company**” or “**Medaro**”) underlying the Units to be distributed, without additional payment, upon the exercise or deemed exercise of 3,475,500 issued and outstanding special warrants (each, a “**Special Warrant**”) of the Company.

**The Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the securities under this Prospectus upon the exercise or deemed exercise of the Special Warrants.**

The Special Warrants were issued by the Company on a private placement basis (the “**Special Warrant Private Placement**”) on November 13, 2020 (the “**Closing Date**”). The Company issued an aggregate of 3,475,500 Special Warrants at a price of \$0.10 per Special Warrant and received gross proceeds of \$347,550 from the sale of the Special Warrants. Each Special Warrant entitles the holder to acquire, without further payment, one Unit. Each Unit will be comprised of one common share (a “**Unit Share**”) of the Company and one share purchase warrant of the Company (a “**Warrant**”), each Warrant exercisable into one common share (a “**Warrant Share**”) of the Company at an exercise price of \$0.20 for two (2) years from the date the Company’s shares commence trading on a Canadian securities exchange. Each Special Warrant will automatically convert at 5:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the third business day after the date on which the Receipt is issued by the British Columbia Securities Commission; and (b) one year from the Closing Date. Upon exercise or deemed exercise of the Special Warrants, and without additional payment therefor, the Company will issue 3,475,500 Units.

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

Concurrently with the filing of this Prospectus, the Company intends to apply to list its issued and outstanding common shares (the “**Common Shares**”), the Unit Shares and Warrant Shares qualified under this Prospectus and all other Common Shares issuable as described in this Prospectus on the Canadian Securities Exchange (the “**Exchange**”).

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

**An investment in securities of the Company involves a high degree of risk and must be considered speculative due to the nature of the Company’s business and the present stage of exploration of its mineral property. The risks outlined in this Prospectus and in the documents incorporated by reference herein should be carefully reviewed and considered by investors in connection with an investment in the Company’s securities. See “Risk Factors”.**

**No underwriter has been involved in the preparation of the Prospectus or performed any review or independent due diligence of the contents of the Prospectus.**

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

Notwithstanding that this Prospectus is being filed to qualify the distribution of all securities issuable upon the exercise or deemed exercise of the Special Warrants, in the event that a holder of Special Warrants exercises the Special Warrants prior to the date on which the Receipt is issued by the British Columbia Securities Commission, the securities issued upon exercise of those Special Warrants will be subject to statutory hold periods under applicable securities legislation and will bear any legends as required by applicable securities laws.

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

The Company's head office is located at 1000 – 409 Granville Street, Vancouver, BC V6C 1T2. The Company's registered office is located at 6<sup>th</sup> Floor, 905 West Pender Street, Vancouver, BC, V6C 1L6.

## TABLE OF CONTENTS

GLOSSARY .....	4
CURRENCY .....	6
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS.....	6
PROSPECTUS SUMMARY .....	8
CORPORATE STRUCTURE .....	10
DESCRIPTION OF THE BUSINESS.....	10
THE SUPERB LAKE PROPERTY .....	11
USE OF AVAILABLE FUNDS.....	32
DIVIDENDS OR DISTRIBUTIONS .....	34
MANAGEMENT’S DISCUSSION AND ANALYSIS .....	34
DESCRIPTION OF SECURITIES DISTRIBUTED.....	35
CONSOLIDATED CAPITALIZATION .....	35
OPTIONS TO PURCHASE SECURITIES.....	36
PRIOR SALES .....	36
ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER.....	37
PRINCIPAL SECURITYHOLDERS .....	38
DIRECTORS AND EXECUTIVE OFFICERS.....	38
EXECUTIVE COMPENSATION.....	43
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS .....	44
AUDIT COMMITTEE AND CORPORATE GOVERNANCE.....	45
CORPORATE GOVERNANCE .....	46
PLAN OF DISTRIBUTION .....	47
RISK FACTORS .....	48
PROMOTER .....	53
LEGAL PROCEEDINGS.....	54
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS.....	54
AUDITORS.....	54
REGISTRAR AND TRANSFER AGENT.....	55
MATERIAL CONTRACTS.....	55
EXPERTS.....	55
OTHER MATERIAL FACTS .....	55
RIGHTS OF WITHDRAWAL AND RESCISSION.....	55
FINANCIAL STATEMENTS.....	56
SCHEDULE “A” .....	57
SCHEDULE “B” .....	60
SCHEDULE “C” .....	61
CERTIFICATE OF THE COMPANY .....	62

## GLOSSARY

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

“**Author**” means Martin Ethier, P.Geo., the author of the Technical Report;

“**Board**” means the Board of Directors of the Company;

“**Closing Date**” means November 13, 2020;

“**Common Shares**” means the common shares in the capital of the Company and “**Common Share**” means any one of them;

“**Company**” or “**Medaro**” means Medaro Mining Corp.;

“**Escrow Agent**” means Odyssey Trust Company;

“**Escrow Agreement**” means the NP 46-201 escrow agreement dated March 22, 2021 among the Escrow Agent, the Company and various Principals and shareholders of the Company;

“**Exchange**” means the Canadian Securities Exchange;

“**First Private Placement**” means the non-brokered private placement financing by the Company completed on July 17, 2020, and consisting of an aggregate of 4,500,000 Common Shares at a price of \$0.005 per Share;

“**Listing Date**” means the date on which the Common Shares of the Company are listed for trading on the Exchange;

“**Net Smelter Return**” or “**NSR**” means a 3% net smelter royalty interest in the Property granted to the Optionor upon the commencement of commercial production from the Property, as more particularly described in the Property Agreement.

“**NI 41-101**” means National Instrument 41-101 *General Prospectus Requirements* of the Canadian Securities Administrators;

“**NI 43-101**” means National Instrument 43-101 *Standards of Disclosure for Mineral Properties* of the Canadian Securities Administrators;

“**NI 52-110**” means National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators;

“**NI 58-101**” means National Instrument 58-101 *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators;

“**NP 46-201**” means National Policy 46-201 *Escrow for Initial Public Offerings* of the Canadian Securities Administrators;

“**NP 58-201**” means National Policy 58-201 *Corporate Governance Guidelines* of the Canadian Securities Administrators;

“**Optionor**” means Alex Pleson, the vendor in the Property Agreement.

**“Pooling Agreement”** means the voluntary pooling agreement entered into among the Company, Charles Hugh Maddin and Faizaan Lalani, dated March 22, 2021, pursuant to which the Common Shares held by those Principals may not be traded, sold, or otherwise disposed of until 12 months following the Listing Date;

**“Principal”** of an issuer means:

- (a) a person or company who acted as a promoter of the issuer within two years before the prospectus;
- (b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the prospectus;
- (c) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s initial public offering; or
- (d) a 10% holder – a person or company that:
  - (i) holds securities carrying more than 10% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s initial public offering, and
  - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries;

**“Private Placements”** means the First Private Placement, the Second Private Placement, the Third Private Placement, and the Special Warrant Private Placement, collectively.

**“Property”** or **“Superb Lake Property”** means the eight mining claims totaling approximately 2,187 hectares of land in the O’ Sullivan Lake / Maun Lake Area, Thunder Bay Mining District of Northwestern Ontario, Canada.

**“Property Agreement”** means the property purchase option agreement between the Company and Alex Pleson, dated September 11, 2020, pursuant to which the Company has the sole and exclusive right to acquire a 100% interest in the Property.

**“Prospectus”** means the preliminary, amended and restated, or final prospectus with respect to the qualification of the distribution of Units, as the case may be;

**“Qualified Person”** means an individual who:

- (a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these;
- (b) has experience relevant to the subject matter of the Property and of the Technical Report; and
- (c) is in good standing with a professional association and, in the case of a foreign association listed in Appendix A of NI 43-101, has the corresponding designation in Appendix A of NI 43-101;

**“Receipt”** means a receipt for the final Prospectus to qualify the distribution of the Units received by the Company from the British Columbia Securities Commission.

**“Second Private Placement”** means the non-brokered private placement financing by the Company completed on July 24, 2020, and consisting of an aggregate of 12,000,000 Common Shares at a price of \$0.02 per Share;

**“Special Warrant”** means a special warrant issued by the Company entitling the holder the right to acquire, without additional payment, one Unit for each Special Warrant held;

**“Special Warrant Private Placement”** means the private placement by the Company completed on the Closing Date, and consisting of 3,475,500 Special Warrants at a price of \$0.10 per Special Warrant;

**“Technical Report”** means the report on the Property prepared for the Company by the Author, dated October 28, 2020, prepared in accordance with NI 43-101;

**“Third Private Placement”** means the non-brokered private placement financing by the Company completed on August 27, 2020, and consisting of an aggregate of 8,499,960 Common Shares at a price of \$0.05 per Common Share;

**“Unit”** means a unit of the Company, composed of one (1) Common Share and one (1) Warrant;

**“Unit Shares”** means the 3,475,500 Common Shares of the Company to be issued on exercise or deemed exercise of the Special Warrants;

**“Warrants”** means the 3,475,500 share purchase warrants to be issued on exercise or deemed exercise of the Special Warrants, each Warrant to be exercisable into one Warrant Share at an exercise price of \$0.20 for two (2) years from the Listing Date; and

**“Warrant Share”** means a Common Share into which a Warrant is exercisable.

## CURRENCY

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

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact relating to the Company, certain statements in this Prospectus may constitute forward-looking information, future oriented financial information, or financial outlooks (collectively, “forward looking information”) within the meaning of Canadian securities laws. Forward-looking information may relate to this Prospectus, the Company’s future outlook and anticipated events or results and, in some cases, can be identified by terminology such as “may”, “could”, “should”, “expect”, “plan”, “anticipate”, “believe”, “intend”, “estimate”, “projects”, “predict”, “potential”, “targeted”, “possible”, “continue” or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to: expectations, strategies and plans, including the Company’s proposed expenditures for exploration work, and general and administrative expenses (see “Property Description and Location” and “Use of Available Funds” for further details); the results of future exploration work and the estimated timelines for same; the timing, receipt and maintenance of approvals, licenses and permits from applicable government, regulator or administrative bodies; expectations generally about the Company’s business plan and its ability to raise further capital for corporate purposes and further exploration; future financial or operating performance and condition of the Company and its business, operations and properties; environmental, health and safety regulations affecting the mineral exploration industry; competitive conditions; expectations respecting executive compensation; involvement and impact of First Nations land claims and NGOs; staffing of exploration activities and access to services and supplies at the Property; the impact of the COVID-19 public health crisis; capital and operating expenditures; and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable.

Such forward-looking statements are based on a number of material factors and assumptions regarding, among other things: the Company’s ability to carry on exploration and development activities, the availability and final receipt of required approvals, licenses and permits for exploration, the Company’s ability to operate in a safe, efficient and effective manner, the Company’s ability to obtain financing and maintain sufficient working capital to explore and operate, the Company’s access to adequate services and supplies and a qualified workforce as and when required and on reasonable terms, economic conditions and commodity prices. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. See “Risk Factors”. Forward-looking statements are based upon management’s beliefs,



estimates and opinions on the date the statements are made and, other than as required by law, the Company does not intend, and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

Upon becoming a reporting issuer, the Company intends to discuss in its quarterly and annual reports referred to as the Company's Management's Discussion & Analysis documents, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in the Prospectus. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

Investors are cautioned against placing undue reliance on forward-looking statements.

## PROSPECTUS SUMMARY

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

**Principal Business of the Company:** The Company is currently engaged in the business of exploration of mineral properties in Canada. Upon the performance of each of the Company's obligations under the Property Agreement, the Company will acquire the 100% right, title, and interest in and to the Property. The Company's principal objective is to explore and, if warranted, develop the Property. It is the intention of the Company to remain in the mineral exploration business and the Company may explore opportunities to acquire interests in other properties other than the Property. See "Description of the Business".

**Management, Directors & Officers:**

Charles Hugh Maddin	President, Chief Executive Officer and Director
Faizaan Lalani	Chief Financial Officer, Director
Mark Ireton	Director
Uranbileg Yondon	Director
Geoff Balderson	Corporate Secretary
See "Directors and Executive Officers".	

**The Property:** The Property is an exploration stage property that consists of eight mining cell claims, totalling approximately 2,187 hectares in the Thunder Bay Mining District of Northwestern Ontario, Canada. See "The Superb Lake Property".

**Special Warrants:** This Prospectus is being filed to qualify the distribution in the Provinces of British Columbia, Alberta and Ontario of 3,475,500 Units, and the underlying Unit Shares and Warrants, issuable to the holders of a total of 3,475,500 Special Warrants, upon the automatic exercise of those Special Warrants. The Special Warrants will automatically convert at 5:00 p.m. on the date that is the earlier of: (a) the third business day after the date on which the Receipt is granted by the British Columbia Securities Commission; and (b) one year from the Closing Date.

The Special Warrants were issued on November 13, 2020 at a price of \$0.10 per Special Warrant and there will be no additional proceeds to the Company from the exercise of the Special Warrants.

**Listing:** The Company intends to apply to have its Common Shares listed on the Exchange. Listing is subject to the Company fulfilling all the requirements of the Exchange, including minimum public distribution requirements. See "Plan of Distribution".

**Use of Available Funds:** The Company's estimated working capital as of February 28, 2021, the most recent month end, is approximately \$885,523. The expected principal purposes for which the available funds, as at February 28, 2021, will be used are described below:

To pay for the Phase I exploration program expenditures on the Property <sup>(1)</sup>	\$166,705
To pay the second cash installment of the purchase price under the Property Agreement	\$50,000
Initial Listing Fees <sup>(2)</sup>	\$60,000

To pay for general and administrative costs for next 12 months	\$78,000
Unallocated working capital	<u>\$530,818</u>
<b>TOTAL:</b>	<b>\$885,523</b>

**Notes:**

1. See “The Superb Lake Property – Current and contemplated exploration”.
2. Including legal, audit, securities commissions, and Exchange fees.

**Summary of Financial Information:**

The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements of the Company for the period ended September 30, 2020 and the notes thereto and the audited financial statements of the Company for the three months ended December 31, 2020 included in this Prospectus and should be read in conjunction with those financial statements and related notes thereto, along with the Management’s Discussion and Analysis included in this Prospectus. All financial statements are prepared in accordance with IFRS. The Company’s financial year end is September 30.

	<b>As at and for the three months ended December 31, 2020 (\$) (audited)</b>	<b>As at and for the period ended September 30, 2020 (\$) (audited)</b>
Revenue	Nil	Nil
Total Expenses	77,368	89,178
Net loss and comprehensive loss for the period	77,368	(89,178)
Loss per share (basic and diluted)	Nil	(0.01)
Current Assets	917,397	791,995
Total Assets	957,397	791,995
Current Liabilities	21,395	11,625
Long Term Debt	Nil	Nil
Shareholders’ Equity (Deficit)	936,002	780,370

See “Management’s Discussion and Analysis”.

**Risk Factors:**

An investment in the securities of the Company should be considered highly speculative and investors may incur a loss on their investment. The Company only has an option to acquire an interest in the Property. There is no guarantee that the Company will be able to meet its obligations under the Property Agreement. The risks, uncertainties and other factors, many of which are beyond the control of the Company, that could influence actual results include, but are not limited to: insufficient capital; limited operating history; lack of operating cash flow; there is not presently an active market for the Common Shares; the future price of the Common Shares will vary depending on factors unrelated to the Company’s performance or intrinsic fair value; the Company’s ability to discover, market and develop commercial quantities of ore is uncertain; some aspects of the Company’s operations entail risk that cannot be insured against or may not be covered by insurance; the calculation of the economic value of ore is subject to a high degree of variability and uncertainty; if the Company cannot raise additional equity financing, then it may lose some or all of its interest in the Property; risks related to the COVID-19 outbreak, the Company is an early stage Company; the Company operates at a loss and may never generate a profit; the Company operates in a highly competitive environment; the Company operates in a highly regulated environment that is subject to changes, some unforeseen, to government policy; unasserted aboriginal title claims and risks related to First Nations land use; the Company operates in an environment with significant environmental and safety regulations and risks; regulatory requirements; the impact of non-governmental organizations, public interest groups and

reporting organizations on the Company's operations and on mining exploration as a whole; volatility of mineral prices; some of the Company's directors have involvement in other companies in the same sector; and price volatility of publicly traded securities. See the section entitled "Risk Factors" for details of these and other risks relating to the Company's business.

## **CORPORATE STRUCTURE**

### **Name and Incorporation**

Medaro Mining Corp. was incorporated under the *Business Corporations Act* (British Columbia) on June 19, 2020. The Company's head office and registered and records office is located at 1000 – 409 Granville Street, Vancouver, BC V6C 1T2.

### **Inter-corporate Relationships**

The Company has no subsidiaries.

## **DESCRIPTION OF THE BUSINESS**

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

Upon completing its obligations under the Property Agreement, the Company will hold a 100% interest in the eight mining claims, totalling approximately 2,187 hectares, comprising the Property. The Company's agreement with the Optionor is an arm's length transaction. Under the terms of the Property Agreement, the Company shall pay to the Optionor a total of \$165,000 (\$40,000 of which has been paid), incur a minimum of \$370,000 in exploration expenditures, and issue to the Optionor a total of 750,000 Common Shares. Upon the completion of the foregoing, the Company will acquire a 100% interest in the Property, subject a 3.0% net smelter royalty in favour of the Optionor payable upon the commencement of commercial production from the Property (the "NSR"). The Company has the right to purchase 1.0% of the NSR for \$1,000,000, thereby reducing the NSR to 2.0%.

As of the date of this Prospectus, the Company has made a payment of \$40,000 to the Optionor under the Property Agreement. The closing of the Property Agreement is conditional on: (i) the Company making a \$50,000 payment on or before the first anniversary of the Listing Date and a \$75,000 payment on or before the second anniversary of the date of the Property Agreement; (ii) the Company incurring a minimum of \$120,000 of exploration expenditures on or before the first anniversary of the date of the Property Agreement, and incurring a minimum of \$250,000 of additional exploration expenditures on or before the second anniversary of the date of the Property Agreement; and (iii) the Company issuing to the Optionor 250,000 Common Shares on or before the first anniversary of the Listing Date and 500,000 Common Shares on or before the second anniversary of the date of the Property Agreement. See "The Superb Lake Property".

### **Stated Business Objectives**

The Property is in the exploration stage. The Company intends to use the net proceeds raised under the Special Warrants Private Placement to carry out the Phase 1 exploration program for the Property, for which it has budgeted \$166,705. See "The Superb Lake Property - Current and contemplated exploration" and "Use of Available Funds".

The exploration, and if warranted, development of the Property may depend on specialized skills and knowledge that are applicable to the mining industry. As of the date of this Prospectus, the Company has three part-time consultants. The Company's leadership team is composed of the following: (i) Charles Hugh Maddin – Chief Executive Officer, President, and a Director; (ii) Faizaan Lalani – Chief Financial Officer and a Director; (iii) Mark Ireton – a Director; (iv) Uranbileg Yondon – a Director; and (v) Geoff Balderson – Corporate Secretary.

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

## **History**

Following incorporation, the Company was capitalized by completing the following Private Placements: (i) the First Private Placement, which raised \$22,500 through the issuance of 4,500,000 Common Shares; (ii) the Second Private Placement, which raised \$240,000 through the issuance of 12,000,000 Common Shares; (iii) the Third Private Placement, which raised \$424,998 through the issuance of 8,499,960 Common Shares; and (iv) the Special Warrant Private Placement, which raised \$347,550 through the issuance of 3,475,500 Special Warrants. To date, funds raised from the Private Placements have been used to identify and enter into an agreement to acquire a mineral project, specifically, the Property Agreement, for filing fees, professional expenses, regulatory expenses, and for general working capital.

## **THE SUPERB LAKE PROPERTY**

The information in this Prospectus with respect to the Property is derived from the Technical Report dated October 28, 2020 prepared for the Company in accordance with NI 43-101 by Martin Ethier, P.Geol. Mr. Ethier is an independent Qualified Person for the purposes of NI 43-101. The full text of the Technical Report is available for review at the registered office of the Company at 1000 – 409 Granville Street, Vancouver, BC V6C 1T2 and is available online under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

### ***Project Description and Location***

The Property consists of 8 mining claims totalling approximately 2,187 hectares of land in the O' Sullivan Lake / Maun Lake Area (NTS map sheet 42L), Thunder Bay Mining District of Northwestern Ontario, Canada (Figure 1 and 2). It is located about 375 kilometers to the northeast of Thunder Bay. The nearest town to the property is Nakina situated 45 km to the south of the Property.

Pursuant to the Property Agreement with an effective date of September 11, 2020 (the "Effective Date"), Medaro holds an option to acquire a 100% interest in the Claims by making cash payments, common shares issuances and exploration expenditures as follows:

- a) paying the Optionor the sum of C\$40,000 within seven (7) days of the Effective Date;
- b) paying the Optionor the sum of C\$50,000 within one (1) year of the Listing Date;
- c) paying the Optionor the sum of C\$75,000 within two (2) year of the Effective Date;
- d) carrying out a minimum of C\$120,000 in exploration expenditures on the Property within one (1) year of the Effective Date;
- e) carrying out a minimum of C\$250,000 in exploration expenditures on the Property within two (2) years of the Effective Date;
- f) issuing to the Optionor 250,000 Common Shares within one (1) year of the Listing Date; and
- g) issuing to the Optionor 500,000 Common Shares within two (2) years of the Listing Date.

Upon the Company making the payments, issuing the Common Shares and incurring the expenditures listed under sections (a) to (g) above, the Company will have earned a 100% interest in the Property, subject to a 3% net smelter royalty on the Property in the favour of the Optionor, 1% of which can be repurchased by the Company for \$1,000,000.

The claims were staked using Ontario's new online, self-service electronic claim staking system "Mining Lands Administration System (MLAS)" which in 2018 replaced the province's century-old traditional ground staking methods. All the mining claims in Ontario, which existed prior to the modernization (legacy claims in the new parlance), have been converted to what are now known as cell claims or boundary claims. A cell claim is a mining claim that relates to all the land included in one or more cells on the provincial grid. A boundary claim is a claim that is made up of only a part or parts of one or more cells.

All mining claims are subject to \$400 per cell unit worth of eligible assessment work to be undertaken before their expiry dates as shown in Table 1 below. Total work commitment to maintain these claims is \$42,000 per year or the other option is to pay cash in lieu.

Mining claims in Ontario do not include surface rights. The surface rights on the Property are owned by Crown where a permit is required to carry out intrusive exploration work such as line-cutting, trenching and drilling.

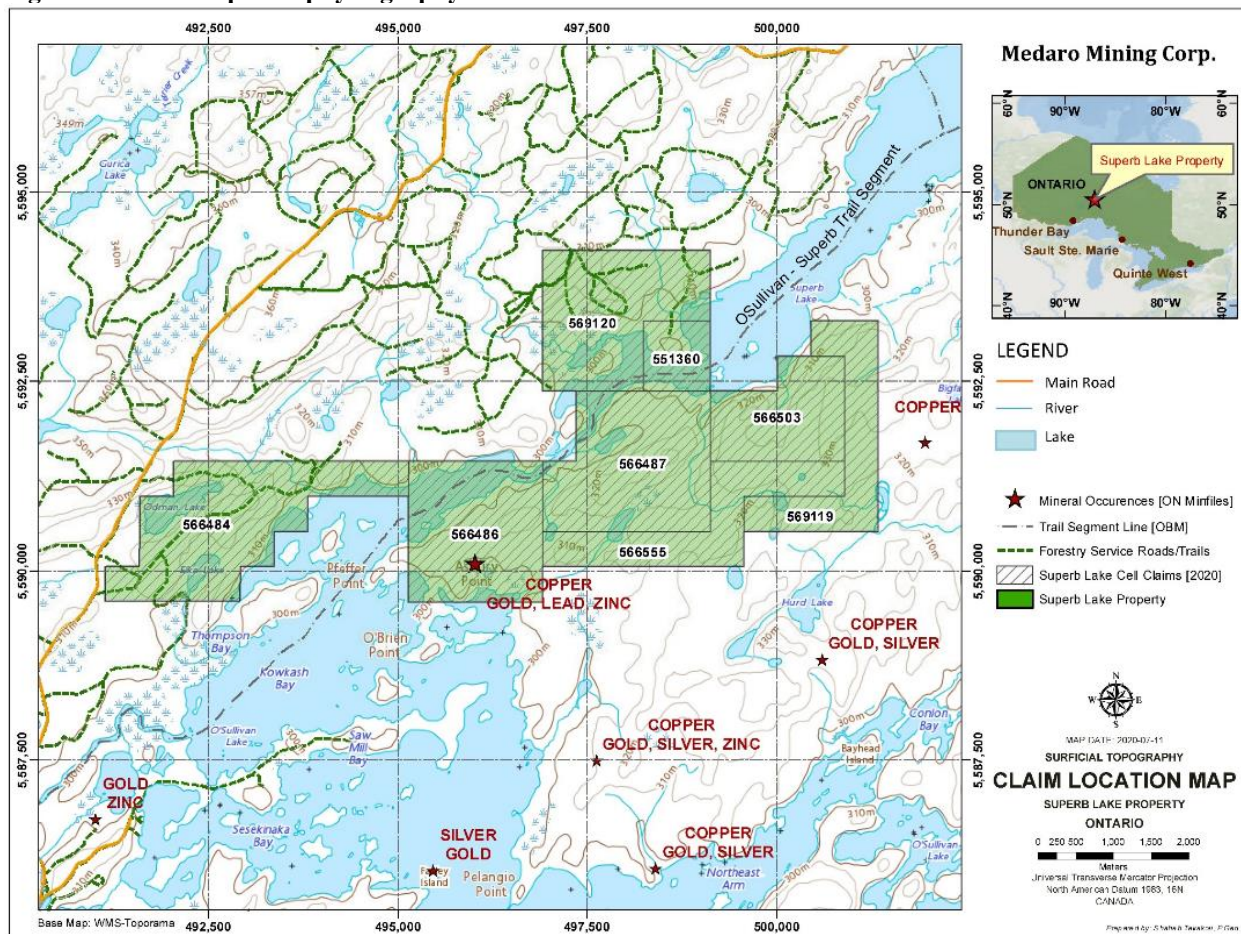
First Nation communities within Greenstone municipal boundaries are Long Lake 58, Lake Nipigon Ojibway, Rocky Bay and Sand Point, while Aroland and Ginoogaming First Nations are situated just outside the Municipality, adjacent to the wards of Nakina and Longlac, respectively (Source: <http://greenstone.ca/>). Any exploration and mining work on the Property will need to be carried out in consultation with these communities.

Claim data is summarized in Table 1, while a map showing the Claims is presented in Figure 2. There is no past producing mine on the Property and there were no historical mineral resource or mineral reserve estimates documented. There are no known environmental liabilities.

**Table 1: List of Property Claims**

<b>Township / Area</b>	<b>Tenure ID</b>	<b>Number of Units</b>	<b>Work Required (\$)</b>	<b>Tenure Type</b>	<b>Registered and Beneficial Title Holder</b>	<b>Anniversary Date</b>
O' SULLIVAN LAKE AREA	569120	16	\$6,400	Multi-cell Mining Claim	Alex Pleson	1/9/2022
O' SULLIVAN LAKE AREA	566503	10	\$4,000	Multi-cell Mining Claim	Alex Pleson	12/14/2021
O' SULLIVAN LAKE AREA	566555	11	\$4,400	Multi-cell Mining Claim	Alex Pleson	12/15/2021
O' SULLIVAN LAKE / MAUN LAKE AREA	569119	10	\$4,000	Multi-cell Mining Claim	Alex Pleson	1/9/2022
O' SULLIVAN LAKE AREA	551360	4	\$1,600	Multi-cell Mining Claim	Alex Pleson	6/11/2021
O' SULLIVAN LAKE AREA	566484	20	\$8,000	Multi-cell Mining Claim	Alex Pleson	12/14/2021
O' SULLIVAN LAKE AREA	566486	16	\$6,400	Multi-cell Mining Claim	Alex Pleson	12/13/2021
O' SULLIVAN LAKE AREA	566487	18	\$7,200	Multi-cell Mining Claim	Alex Pleson	12/13/2021
<b>TOTALS</b>	<b>2187 HECTARES</b>	<b>105</b>	<b>\$42,000</b>			

**Figure 2: Claim map with physiography**



### ***Accessibility, Climate, Local Resources, Infrastructure and Physiography***

#### ***Accessibility***

The Property is located approximately 45 kilometers to the northwest of Nakina near provincial highway 643, approximately 375 kilometres from Thunder Bay (Figure 2). To access to the Superb Lake Property, drive on paved highway 643 towards Aroland for about ten kilometers and then 35 kilometres on a gravel road towards O'Sullivan Lak and taking right turn on Anaconda Road which passes adjacent to the western edge of the Property. Several Forest Service roads and trails provide access to various claim blocks. A short trip by boat could be an option to access the Superb Lake lithium pegmatite showing. The Property can also be reached by a float or ski plane from Nakina.

#### ***Climate***

The climate on the Property mirrors that of Greenstone and experiences a humid continental climate with cold winters and warm summers. The highest temperature ever recorded in the area was 40°C (104.0°F) on 11 and 12 July 1936 at Longlac. The coldest temperature ever recorded was -50.2 C (-58.4 F) on 31 January 1996 (at Geraldton Airport). The warm season lasts for 3.8 months, from May 21 to September 14, with an average daily high temperature above 61°F (16°C). The hottest day of the year is generally July 24, with an average high of 74°F (23°C) and low of 54°F (12°C). The cold season lasts for 3.0 months, from December 1 to March 1, with an average daily high temperature below 23°F (-5°C). The coldest day of the year is January 28, with an average low of -9°F (-23°C) and high of 12°F (-11°C).

The rainy period of the year lasts for 7.7 months, from March 29 to November 20, with a sliding 31-day rainfall of at least 0.5 inches (1.27 cm). The most rain falls during the 31 days centered around July 3, with an average total accumulation of 3.1 inches (7.87 cm). Snowfall shown in Figure 4 is in liquid-equivalent terms. The actual depth of new snowfall is typically between 5 and 10 times the liquid-equivalent amount, assuming the ground is frozen. Colder, drier snow tends to be on the higher end of that range and warmer, wetter snow on the lower end. Greenstone experiences some seasonal variation in monthly liquid-equivalent snowfall. The snowy period of the year lasts for 7.9 months, from September 27 to May 22, with a sliding 31-day liquid-equivalent snowfall of at least 0.1 inches (0.25 cm). The most snow falls during the 31 days centered around November 23, with an average total liquid-equivalent accumulation of 0.9 inches. Exploration work such as geological mapping, prospecting, trenching, and sampling can be carried out during summer months, whereas drilling and geophysical surveying can be done throughout the year. (Climate Data Source: <https://weatherspark.com/y/14340/Average-Weather-in-Greenstone-Canada-Year-Round#Sections-Humidity>).

### *Local Resources and Infrastructure*

The nearest town to the property is Nakina situated about 45 km south of the Property. Nakina is part of the Municipality of Greenstone which was created on January 1, 2001 by the amalgamation of the former municipalities of the Town of Geraldton, Town of Longlac, the Township of Nakina and the Township of Beardmore, and an extensive area of unincorporated territory including numerous settlement areas such as; Caramat, Jellicoe and MacDiarmid (Source: <http://greenstone.ca/>).

Nakina was established in 1923 as a station railway yard on the National Transcontinental Railway between Grant and Armstrong. Today, Nakina is a small northern town known for mineral exploration and a gateway to some of the best remote fishing in Canada.

The Property has good road access, located about 100 km south of Highway 11. Canadian National Railway (CN Rail) has a northeastern corridor connecting Longlac with Toronto, Thunder Bay and Winnipeg. There are several lakes, rivers, and creeks in and around the Property area which can be a source of water for exploration work. The Property size is good enough for future exploration and mining operations.

The Greenstone Regional Airport, owned and operated by the Corporation of the Municipality of Greenstone, is located at Geraldton approximately 100 kilometers to the south of the Property. Airport activity consists of movements by aircraft charters, medevac flights, and Ministry of Natural Resources fire detection and fire response aircraft. The Greenstone Regional Airport also has sea plane facilities located at Hutchison Lake, accessible from Highway 584 (at the intersection of MacOdrum Drive). (<http://www.greenstone.ca/content/airports>)

The town of Thunder Bay, located about 375 kilometres from the Property, is the largest city in Northwestern Ontario, serving as a regional commercial centre. The town is a major source of workforce, contracting services, and transportation for the forestry, pulp and paper and mining industry. Thunder Bay is a transportation hub for Canada, as the TransCanada highways 11 and 17 link eastern and western Canada. It is close to the Canada-U.S. border and highway 61 links Thunder Bay with Minnesota, United States. Thunder Bay has an international airport with daily flights to Toronto, Ontario and Winnipeg, Manitoba, and the United States. There is a large port facility on the St. Lawrence Seaway System which is a principal north-south route from the Upper Midwest to the Gulf of Mexico.

The city of Thunder Bay has most of the required supplies for exploration work including grocery stores, hardware stores, exploration equipment supply stores, restaurants, hotels, and a hospital. Many junior exploration and mining companies are based in Thunder Bay, and thus the city is a source of skilled mining labour.

### *Physiography*

Physiography of the Property (Figure 2) is typical of the Canadian Shield, with large competent outcrops surrounded by lakes and swamps. The property comprises broadly rolling surfaces of Canadian Shield bedrock that occupies most of northwestern Ontario and which is either exposed at surface or shallowly covered with Quaternary glacial deposits. Late Wisconsinian glacial deposits cover the Property area and the physiography of the Superb Lake region is defined by glacial activity. The elevation changes are gradual with glacial lakes, muskeg and marshes surrounded by hills, moraines, and ridges of glaciofluvial material and till. Glacial material is typically unsorted sand, silt, and gravel. The amount of outcrop is variable within the claim group ranging from no outcrop to large amounts of outcrop. The height



of the land in the Superb Lake property varies between 300 m to 340 m above sea level (Figure 2). Small creeks exist throughout the region and drain into Superb Lake. Faulting appears to affect the outcrop exposure and distribution in the area which is a mixture of large expansive outcrops and low-lying swamps. Several lakes and ponds occupy about 30% of the claims and Superb Lake straddles through the centre of the Property.

Mature coniferous forests cover most of the property, with sporadic young regeneration of deciduous trees due to past logging operations. The Property area is covered by boreal forest with the dominant species being Jack pine and Black Spruce. Willow shrubs and grasses dominate the low marshy areas. The land surface within the area varies somewhat from the region in that there is considerable relief between the lakes in most areas and the ground surface.

## History

Superb Lake area has historical exploration work carried out since the 1950s' discovery of lithium along the shores of Superb Lake. It has also been explored for gold, nickel and other metals by various operators and researchers. The following information is taken from various geological sources available with Ontario Geological Survey. See Table 2.

**Table 2: Historical work summary**

Assessment File #	Company	Year	Type of Work	Commodity Targeted	Details	Link
42L06NE0054	Standford Mines Ltd.	1972	Diamond Drilling	Cu, Ag, Au	No assays included, DDH intersected semi-massive sulphides and 5 feet of 65% graphite	<a href="http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0054/42L06NE0054.pdf">http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0054/42L06NE0054.pdf</a>
42L06NE0033	Mattagami Mines Ltd.	1975	Diamond Drilling	Au, Ag, Cu, Zn	Drilled sediments, some assays for gold and anomalous copper intersected	<a href="http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0033/42L06NE0033.pdf">http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0033/42L06NE0033.pdf</a>
42L06NE0057	Polpond Mining Company	1959	Diamond Drilling	Cu, Ag, Au	Anomalous copper assays	<a href="http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0057/42L06NE0057.pdf">http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0057/42L06NE0057.pdf</a>
42L06NE0018	Syngold Exploration	1983	Geological Mapping	Au	anomalous gold in shear zones	<a href="http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0018/42L06NE0018.Pdf">http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0018/42L06NE0018.Pdf</a>
42L06NE0031	Mattagami Mines Ltd.	1974	Ground Geophysics			<a href="http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0031/42L06NE0031.Pdf">http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0031/42L06NE0031.Pdf</a>
42L06NE0006	Granges Inc.	1990	Airborne Geophysics		4.275 line km of airborne EM and Mag, significant conductors identified	<a href="http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0006/42L06NE0006.Pdf">http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0006/42L06NE0006.Pdf</a>
42L06NE0009	Quillo Resources Inc.	1989	VLF/EM		conductors identified, geological mapping needed	<a href="http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0009/42L06NE0009.Pdf">http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L06NE0009/42L06NE0009.Pdf</a>
						<a href="http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L10SW0002/42L10SW0002.Pdf">http://www.geologyontario.mndm.gov.on.ca/mn/dmfiles/afri/data/imaging/42L10SW0002/42L10SW0002.Pdf</a>

## Ontario Geological Survey Work 2003 – Pegmatite Exploration

Ontario Geological Survey (OGS) carried out regional investigation of mineralization associated with rare element pegmatites and related S-type, peraluminous granites in the Superior Province of Ontario which is documented in report titled "Fertile Peraluminous Granites and Related Rare-Element Mineralization in Pegmatites, Superior Province, Northwest and Northeast Ontario: Operation Treasure Hunt" by F.W. Breaks, J.B. Selway and A.G. Tindle (OGS Open File Report 6099, 2003). Part of this work was carried out on the Superb Lake pegmatite on the Property Area. This work included mineralogical and petrochemical detection of fertile, peraluminous parent granites coupled with regional sampling aimed at discerning exomorphic dispersion in the host rocks adjacent to rare-element pegmatites.

The Superb Lake pegmatite occurs within medium-grade, metasedimentary rocks of the English River Subprovince directly adjacent to its boundary with the Onaman–Tashota greenstone belt in the O'Sullivan Lake area. The lithium-rich pegmatite was apparently discovered around 1955 by unspecified individuals (Mulligan 1965, p.63) and evidence of work possibly from that date was noted in an old blast pit. A large bulk sample collected from the pegmatite by G.M. Stott from the blast pit area (G.M. Stott, OGS, unpublished data, 1998) contained Ta above the detection limit

of 350 ppm, 142 ppm Be, 80 ppm Nb, 1464 ppm Rb, 99 ppm Cs and 56 ppm Sn. In addition, 4 rock specimens with columbite-group minerals were provided by G.M. Stott.

The work undertaken by OGS included a thorough Wajax power washing of the pegmatite surface prior to mineralogical and bulk rock sampling. The pegmatite has a minimum exposed strike length of 16 m and its width varies from 2.5 m at the shoreline to a maximum of 3.7 m where an old blast pit was excavated. Most of the blasted material appears to have been removed or was blasted into the lake. The contact between the pegmatite and well foliated, biotite, metawacke and metapelite host rocks is only exposed along the south between the lake and the blast pit. The metasedimentary host rock has been metasomatized, as it contains abundant siderophyllite zinnwaldite and muscovite and accessory apatite along the southern contact with the pegmatite.

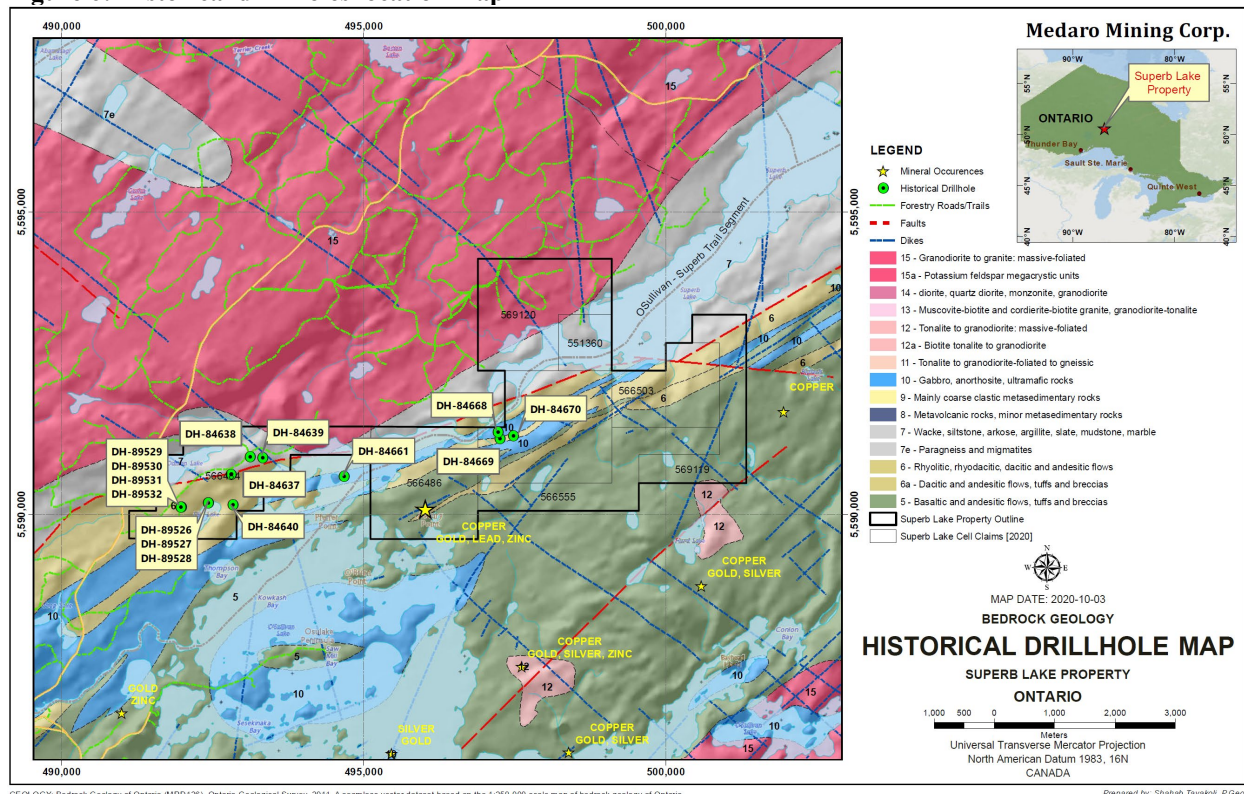
### *Gold, Copper Nickel Exploration (1958-1989)*

Superb Lake Gold, Copper, Nickel – The Property is located to the north along the same fault as the past producing Louisiana Gold Mine (~2.4km south). Gold, copper, and nickel has also been discovered along a similar deformation trend. There are several diamond drill holes documented for the Property which are summarized in Table 3 and locations are shown on Figure 6. These drill holes did not hit any significant results; however, some moderate values of zinc and copper were intercepted.

**Table 3: Historical drill holes summary**

Hole Type	ENDM Hole ID	Company Hole ID	Township/Area	UTM Datum	UTM Zone	Easting	Northing	Dip (degrees)	Azimuth (degrees)	Overburden Depth	Length	Elements	Comments
Diamond Drill Hole	84637	O-I-74-1	O Sullivan Lake Area	NAD27	16	492814.03	5590443.18	-45	350	3.05	180.18	Presence Of Zinc: At Least 0.25%	
Diamond Drill Hole	84638	O-I-74-2	O Sullivan Lake Area	NAD27	16	493119.42	5590734.2	-55	12	3.05	106.1		
Diamond Drill Hole	84639	O-I-74-3	O Sullivan Lake Area	NAD27	16	493333.05	5590716.27	-50	170	3.05	105.79	Presence Of Zinc: At Least 0.25%	
Diamond Drill Hole	84640	O-L-74-4	O Sullivan Lake Area	NAD27	16	492844.24	5589944.65	-45	350	3.66	117.99		
Diamond Drill Hole	84641	O-T-75-5	O Sullivan Lake Area	NAD27	16	487381.86	5587147.75	-50	310	22.56	90.85		
Diamond Drill Hole	84642	O-U-75-6	O Sullivan Lake Area	NAD27	16	488487.81	5586447.63	-55	310	3.66	65.24	Presence Of Copper: At Least 0.1%, Presence Of Zinc: At Least 0.25%	
Diamond Drill Hole	84643	O-CC-75-7	O Sullivan Lake Area	NAD27	16	487455.53	5587001.46	-55	310	8.54	73.17		
Diamond Drill Hole	84644	O-FF-75-8	O Sullivan Lake Area	NAD27	16	485090.84	5583938.13	-60	330	23.78	120.43		
Diamond Drill Hole	84645	O-EE-75-9	O Sullivan Lake Area	NAD27	16	485995.02	5583946.47	-50	310	34.15	102.74	Presence Of Copper: At Least 0.1%	

**Figure 6: Historical drill holes location map**



### 2020 Exploration Work by Pleson Geoscience

Alex Pleson, the Optionor, carried out exploration work on the Property from June to September 2020, which included prospecting, geological mapping, sampling, ground geophysical surveys and assaying. The total cost of this exploration work was \$83,776.91 and the work is summarized in the following sections.

#### Mapping, Prospecting, and Sampling

This work was completed during the period September 1-7, 2020 and its purpose was mainly to carry out prospecting and geological mapping in two areas: the Superb Pegmatite Area and Holm Area which are located in the historical lithium and gold showings respectively. A total of 26 grab rock samples were collected out of which eight samples were from the Superb Lake Pegmatite outcrops, 18 were from historical gold showing in the Holm Area. Location of samples is shown on Figure 9, and sampling data is provided in Table 4. The assay results of prospecting and sampling work are discussed below:

#### Superb Lake Pegmatite Results

This pegmatite has spodumene as a principal lithium mineral which occurs in this pegmatite as large isolated crystals in a relatively fine-textured groundmass of feldspar, quartz, mica and other minerals, and to a lesser extent as a part of the groundmass itself. The pegmatite exhibits deformation by internal thin shears that are locally anastomosing and by several re-entrants of metasedimentary host rock into the pegmatite along the southern contact. The results of four samples taken from spodumene rich part indicate lithium oxide (Li<sub>2</sub>O) values in the range of 1.77 percent (%) to 4.03% (Table 4).

Several narrow, aplite-like veins are situated within 30 m of the main pegmatite and reveal important evidence for the style of deformation. Four samples taken from aplite dykes indicate Li<sub>2</sub>O values in the range of <0.01% to 0.02% (Table 4).

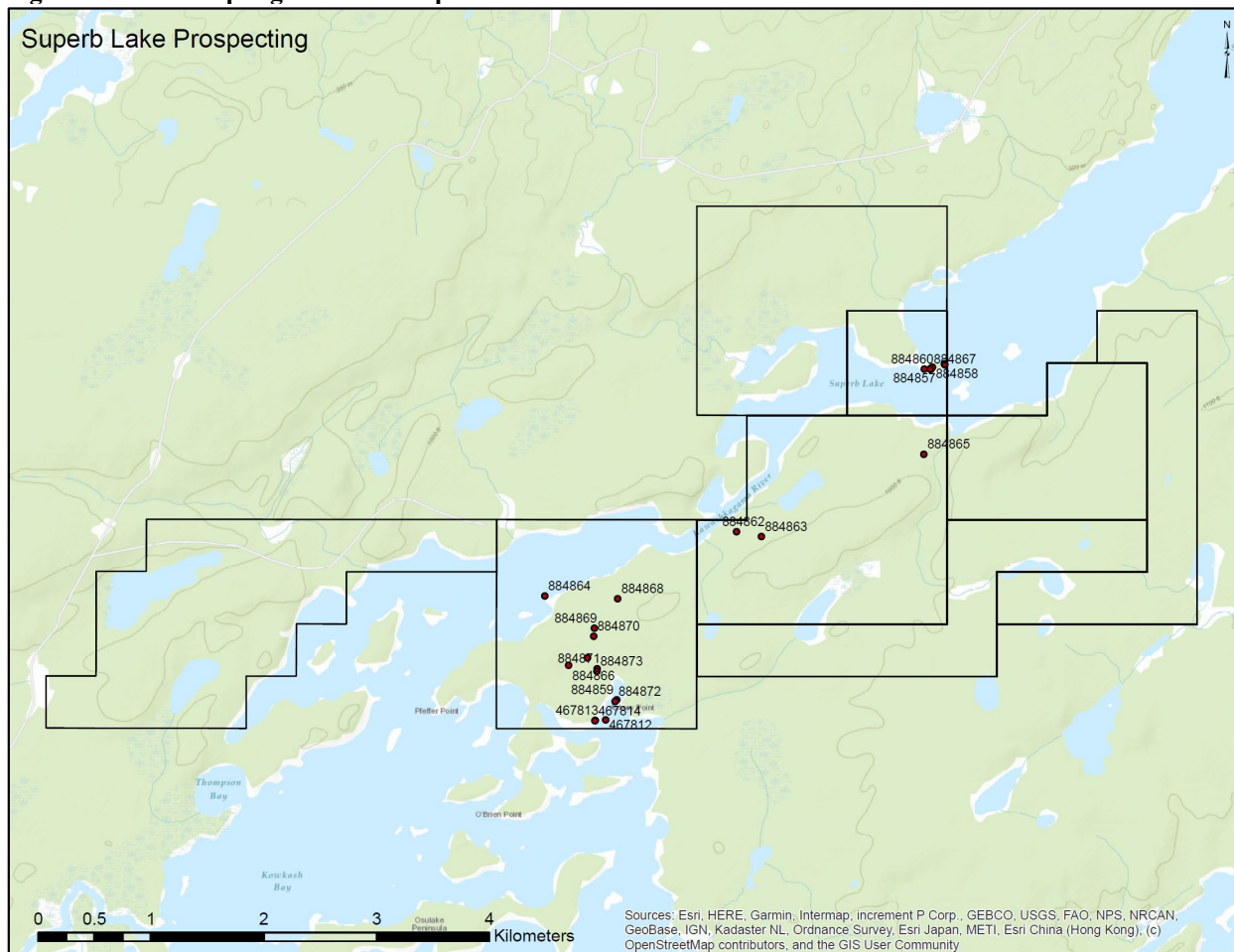
The orientation of the pegmatite contact is variable due to deformation as is evidenced from the varied measurements: 260/58N, 247/50N, 030/32N and 090/82N. The contact appears particularly warped adjacent to a local zone of intense phosphate-mica alteration of the metasedimentary host rock. Metasomatism of the host rocks is generally insignificant except for a 50 by 110 cm area of intense mica rich alteration along the southern contact that consists of biotite porphyroblasts, fine-grained yellow-green sericite and local concentrations of blue-green apatite.

### *Holm Area Prospecting Results*

A total of 18 grab rock samples were collected from the Holm Area which is mainly underlain by metavolcanics and ultramafic rocks. The ultramafics are composed of massive to pillowed tholeiitic basaltic flows which are generally fine-grained rocks with non-vesicular texture. The intermediate to felsic metavolcanic rocks represent a calc-alkalic sequence and is comprised of intermediate to felsic tuff, lapilli tuff and tuff breccias along the northern margin of the greenstone belt. Most of the mafic intrusions are relatively homogeneous. The most abundant mafic intrusive rocks on the property is gabbro (quartz gabbro, gabbro and melanocratic gabbro). The felsic intrusions are represented by fine grained, quartzose and quartz-feldspar porphyry sills. The metasedimentary rocks are composed of medium to thinly bedded, locally garnetiferous, biotite-quartz-feldspar wackes.

The results of samples indicate gold values in the range of less than 5 parts per billion (ppb) to over 5,000 ppb using method QOP AA-Au (Au - Fire Assay AA). The sample 884871 exceeded the laboratory method detection limit and was retested using method QOP AA-Au (Au - Fire Assay Gravimetric) and gave assays of 29.6 gram per tonne gold (Table 4).

**Figure 9: 2020 Sampling Location Map**





**Table 4: Grab samples details**

Sample ID	UTM Zone	Easting	Northing	Area	Rock Type	Au (ppb) (Code FA-AA)	Au (g/t) (FA-GRA)	Li2O (%) (Code FUS Na2O2)
884851	16N	499092	5592827	Superb Lake Pegmatite	Pegmatite with spodumene			3.58
884852	16N	499095	5592820	Superb Lake Pegmatite	Pegmatite with spodumene			1.86
884853	16N	499095	5592821	Superb Lake Pegmatite	Pegmatite with spodumene			4.03
884854	16N	498976	5592780	Superb Lake Pegmatite	Pegmatite with spodumene			1.77
884855	16N	498970	5592784	Superb Lake Pegmatite	Pegmatite			0.02
884856	16N	498970	5592784	Superb Lake Pegmatite	Pegmatite			0.01
884857	16N	498985	5592796	Superb Lake Pegmatite	Pegmatite			0.03
884858	16N	498985	5592796	Superb Lake Pegmatite	Pegmatite			< 0.01
884859	16N	496187	5589847	Holm	Q.V.	< 5		
884860	16N	498914	5592780	Holm	M. Vol	< 5		
884861	16N	495928	5590219	Holm	M. Vol	< 5		
884862	16N	497250	5591339	Holm	Qtz-Ank Vein	5		
884863	16N	497470	5591296	Holm	Sil. M. Vol	7		
884864	16N	495550	5590768	Holm	Shear zone	5		
884865	16N	498910	5592025	Holm	Pegmatite			< 0.01
884866	16N	495761	5590154	Holm	M Vol	< 5		
884867	16N	498967	5592779	Holm	M Vol	< 5		
884868	16N	496196	5590745	Holm	M Vol	< 5		
884869	16N	495990	5590483	Holm	M Vol	3180		
884870	16N	495984	5590412	Holm	Felsic metavolcanic	231		
884871	16N	496015	5590124	Holm	QV in sericite schist	> 5000	29.6	
884872	16N	496173	5589833	Holm	Felsic metavolcanic	8		
884873	16N	496012	5590100	Holm	Felsic metavolcanic	899		
467812	16N	496311	5589174	Holm	Pillowed Basalt	< 5		
467813	16N	496218	5589094	Holm	str. Foliated M. Vol	< 5		
467814	16N	496215	5589091	Holm	QV in int. volcanic	< 5		

*Ground Geophysical Survey 2020*

A VLF and ground magnetic survey was completed on Polpond Grid during June 25 to July 04, 2020 with a total 20.5 line-km at 50m line spacing and 25m stations (Figures 10 and 11). Similarly, a second magnetic / VLF was completed

on the Holm Grid from July 12-19, 2020 with a total 15 line-km at 50m line spacing and 25m stations (Figures 10 and 12).

The magnetic surveys utilized the Scintrex IGS-MP4 proton precession magnetometer having an accuracy of  $> 1$  nT. The variations of the magnetic field were monitored by a Scintrex IGS-MP4 recording base station magnetometer. It was located within the grids being surveyed or within a nearby grid. The magnetometer field observations were corrected for the day-to-day and diurnal variations of the magnetic field.

The VLF-EM surveys were carried using a Geonic's model EM16 (serial# 3353). It measures the in-phase and quadrature components and the horizontal field strength of the VLF-EM field. The VLF transmitter located at Cutler, Maine (NAA) operating at a frequency of 24.0 kHz provided the primary electromagnetic field. The interpretation results of the survey are presented on Figures 11 and 12.

VLF surveying involves measurement of the earth's response to EM waves generated by transmitters a great distance from the survey site. The source fields are effectively planar and of fixed orientation, so the response depends on the orientation of subsurface lithology, mineralization, and structures with respect to the source fields.

The results of the Polpond survey indicate presence of an east-west running conductor extending for about 800 meters in the northwest part of the survey area (Figure 11).

The results of the Holm survey grid show two separate roughly east-west oriented conductive zones separated by a resistive zone. Each conductive zone is over one kilometer in length and is marked by isolated conductive bodies (Figure 12).

**Figure 10: 2020 Ground geophysical survey grid location**

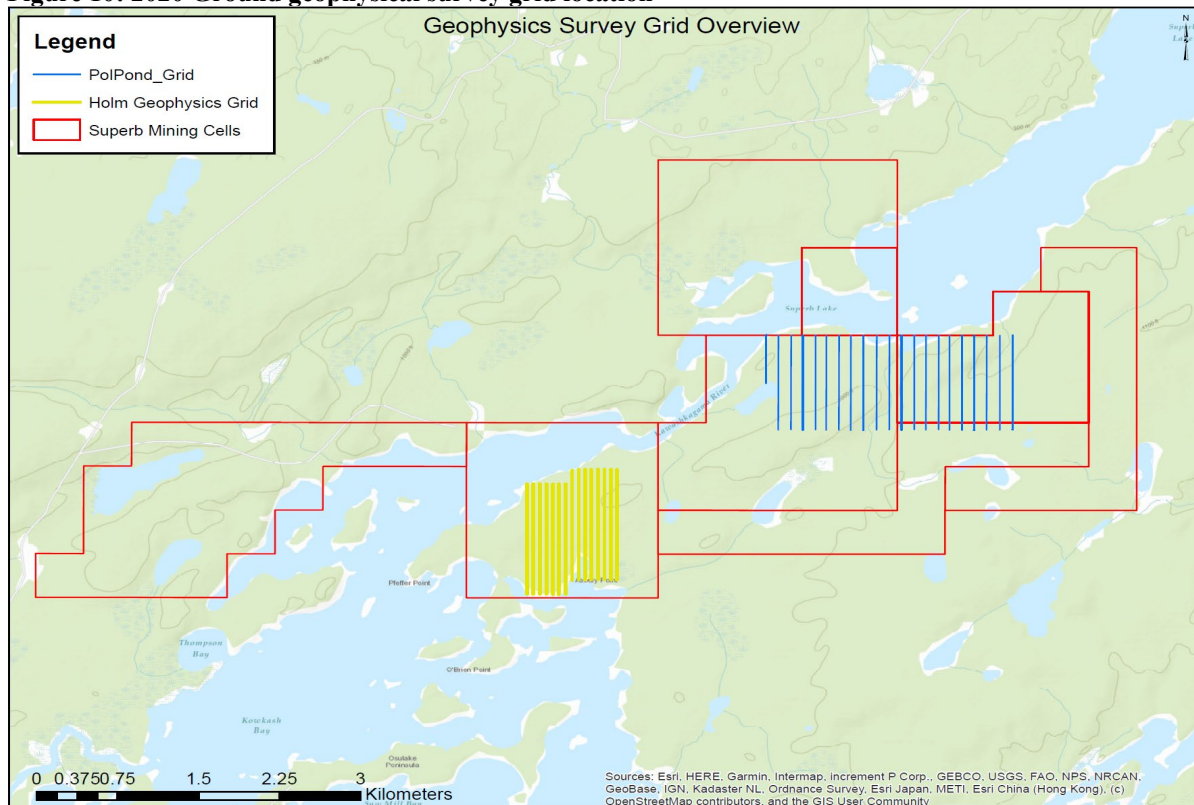


Figure 11: Polpond grid geophysical survey interpretation map

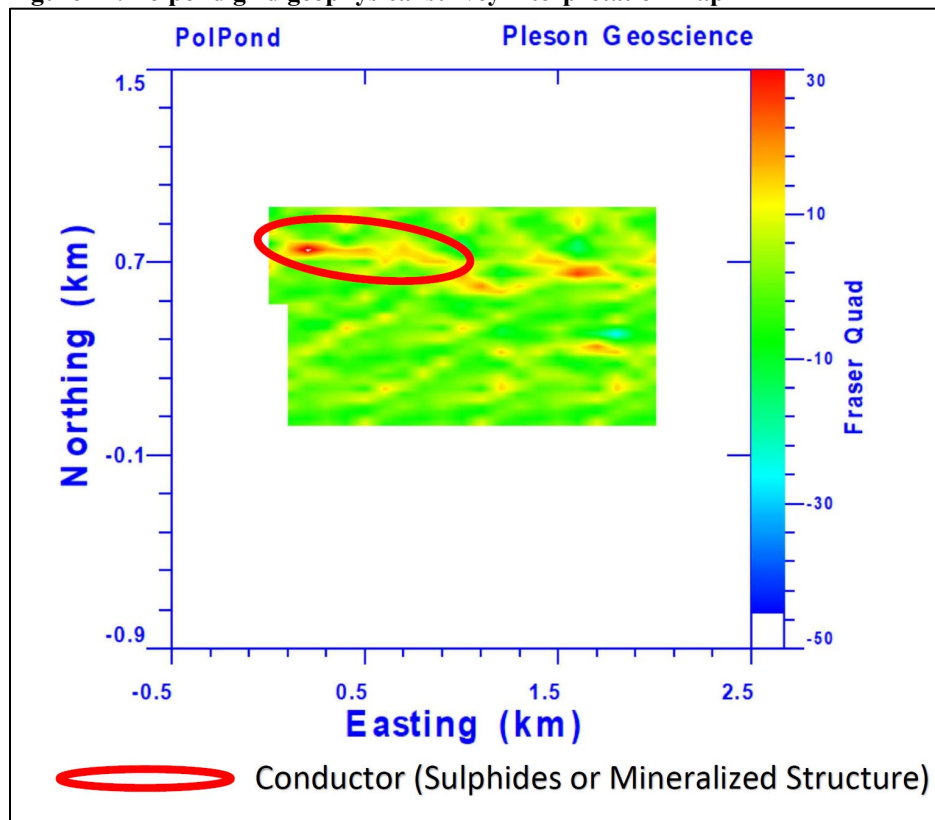
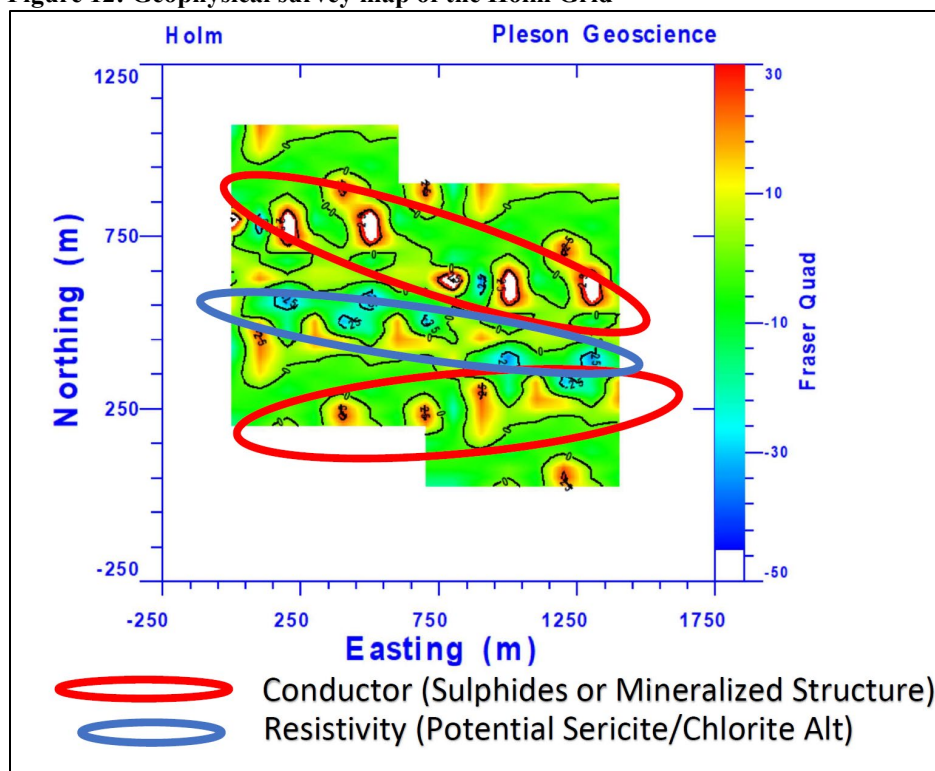


Figure 12: Geophysical survey map of the Holm Grid



## ***Geological Setting and Mineralization***

### *Regional Geology*

The property is in the Wabigoon sub province of the Superior Province which is one of the largest Archean craton in the world. The Wabigoon Sub province is a structurally complex, 700 km long, 150 km wide volcanoplutonic domain which is comprised of dominantly volcanic supracrustal sequences (the greenstone belts) intruded by syn-volcanic to post-tectonic granitoid plutons. The magmatic components of the greenstone belts include ultramafic to felsic varieties with tholeiitic, calc-alkalic and alkalic affinities. Ultramafic and mafic varieties are predominantly effusive whereas pyroclastic deposits are well represented among the more felsic varieties. The sedimentary component of the greenstone belts includes both clastic and chemical deposits. The proportions of different supracrustal rock types varies from belt to belt (Ontario Geological Survey, 1991). Plutonic rocks in the volcanoplutonic domains include synvolcanic tonalitic, quartz dioritic and granodioritic plutons, the emplacement of which has deformed the greenstone belts into arcuate forms. Later plutons tend to be smaller and more compositionally diverse, ranging from dioritic to granitic and syenitic.

The Wabigoon subprovince has been further subdivided into 3 regions: the western Wabigoon, the central Wabigoon, and the eastern Wabigoon (Blackburn et al. 1991). These regions are based on contrasting lithologic proportions, with a dominantly plutonic central Wabigoon region bisecting the subprovince which is otherwise characterized by subequal abundances of metavolcanic and plutonic rocks. Beakhouse et al. 1995 have described the 3 Wabigoon regions as follows:

#### *The Western Wabigoon*

The western Wabigoon region is characterized by interconnected, arcuate, metavolcanic dominated 'greenstone belts' surrounding large elliptical batholiths. The metavolcanic component of greenstone belts includes minor ultramafics, through abundant mafic to felsic varieties. Except locally, metasedimentary rocks are volumetrically minor but diverse including turbiditic, volcanoclastic deposits, alluvial fan- fluvial deposits and chemical (magnetite ironstone and chert) deposits. Stratigraphic sequences generally comprise a basal, laterally extensive, mafic metavolcanic sequence overlain by laterally limited, diverse mafic to felsic sequence. Minor clastic metasedimentary deposits are associated with some of the intermediate to felsic volcanism. Very locally, coarse clastic-dominated metasedimentary sequences with subordinate chemically distinct metavolcanic rocks unconformably overlie the diverse volcanic sequences.

Granitoid rocks within the western Wabigoon region include large elliptical to multi-lobate batholiths that define the architecture of the greenstone belts as well as smaller stocks. Most of the large batholiths (Alneau, Atikwa, Sabaskong) range compositionally from ultramafic to granitic but are predominantly tonalitic to granodioritic. These are associated petrogenetically and temporally with the metavolcanic rocks of the greenstone belts and are interpreted to represent sub-volcanic chambers that have risen into their own volcanic ejecta.

The deformational style of much of the western Wabigoon region, and particularly that portion lying to the south of the Wabigoon fault, is dominated by structural domes cored by large batholith masses giving rise to apparent synclinal keels of greenstone belts surrounding the batholiths. The northern portion (north of the Wabigoon fault) of the subprovince has a distinct structural style reflected in linear, fault bounded panels trending parallel to the subprovincial boundary that contrasts with that of the remainder of the western Wabigoon region.

Greenschist-grade regional metamorphic mineral assemblages characterize much of the greenstone belts. The principal exceptions to this generalization are narrow amphibolite-grade zones that occur at the contact with granitoid batholiths and at subprovince boundaries. A particularly noteworthy exception occurs in the Dryden area where there is widespread evidence for in situ partial melting of pelitic metasedimentary rocks.

U-Pb geochronological constraints indicate that the metavolcanic rocks were 2775 and 2771 Ma. Large Granitoid batholiths occurring to the south of Wabigoon fault were emplaced synchronously with adjacent metavolcanic rocks, whereas those to the north of fault tend to be younger than 27 Ma. Small post-tectonic plutons were emplaced over a 15 Ma commencing at ~ 2699 Ma.

#### *The Central Wabigoon*



The Central Wabigoon region is distinguished, in the first instance, based on a much lower proportion of metavolcanic rocks with respect to plutonic rocks. Scattered age determinations are, except for several areas occurring along the northern and southern margins of the region, within the range of those in other portions of the subprovince. These observations suggest that the contrasting lithologic proportions of the central Wabigoon province may be either random or systematic (e.g., deeper crustal level) variations within a fundamentally similar tectonic setting. Other observations suggest that the differences between the western and central regions of the Wabigoon subprovince may be more fundamental: Some tonalitic plutons near the northern and southern limits of the central Wabigoon region are significantly older (~3000 Ma) than those occurring elsewhere in Wabigoon province. Similarly, some greenstone belts are older (~2.9 – 3.0 Ga) than western Wabigoon belts. Several large granitoid plutons appear as prominent magnetic highs and have granodioritic to granitic composition unlike the tonalitic to granodioritic syn-volcanic batholiths. These observations suggest that the central Wabigoon province is, at least in part, comprised of an older volcanoplutonic terrane, the relationship of which to the younger volcanoplutonic terranes of the Wabigoon subprovince remains enigmatic.

### *The Eastern Wabigoon*

The eastern Wabigoon region, lying to the east of Lake Nipigon, is similar in many respects to the western Wabigoon region. Most of this region is characterized by arcuate greenstone septa wrapping around ovoid to multi-lobate granitoid batholiths. The southern portion of the region, adjacent to the Quetico subprovince, has a higher proportion of metasedimentary rocks and a more linear geometry reflecting laterally continuous, fault-bounded panels of alternating metavolcanic and metasedimentary units. The Superb Lake Property is a part of the eastern Wabigoon subprovince in the Onaman-Tashota belt.

### **Property Geology**

The property is in the Onaman-Tashota belt which straddles the entire width of the eastern Wabigoon subprovince. It is mainly composed of Neoarchean basaltic and dacitic flows, autobreccia and pyroclastic rocks. Rhyolite is relatively uncommon. The belt also includes Mesoarchean volcanic rocks locally bordering the western border of the belt where it wraps around the Robinson pluton. Most sedimentary units form the youngest supracrustal assemblages and reflect orogenic exhumation and erosion of the underlying volcanic and plutonic rocks.

The metavolcanics comprise minor ultramafics through abundant mafic to felsic rocks. These mafic metavolcanic rocks belong to the Willet assemblage of the Onaman-Tashota belt (Description notes, OGS Preliminary Map P.3449). They have been mapped as the unit Nwt35th and are of Neo Archean age (Figure 14). The willet assemblage is composed of massive to pillowed tholeiitic basaltic flows which are typically fine-grained and non-vesicular with titanium oxide (TiO<sub>2</sub>) < 1.5% and trace element geochemical characteristics consistent with either a back-arc basin or a mix of ocean floor and lesser primitive island arc affinities. The assemblage contains some interbeds of dacitic tuffs and resedimented tuff. The mafic metavolcanics appear to be the most dominant rock unit on the Property. The intermediate to felsic metavolcanic rocks mapped as the unit Yos73it belong to the O' Sullivan assemblage (Description notes, OGS Preliminary Map P.3449), which is a calc-alkalic sequence and is comprised of intermediate to felsic tuff, lapilli tuff and tuff breccias along the northern margin of the greenstone belt. The assemblage is in faulted contact with the metasedimentary rocks of the English River subprovince. The assemblage is accompanied by quartz porphyry dikes that transect the mafic metavolcanic strata and mafic and felsic intrusions across the width of O' Sullivan Lake area. The tuffaceous rocks are geochemically similar to the rocks of continental margin arc.

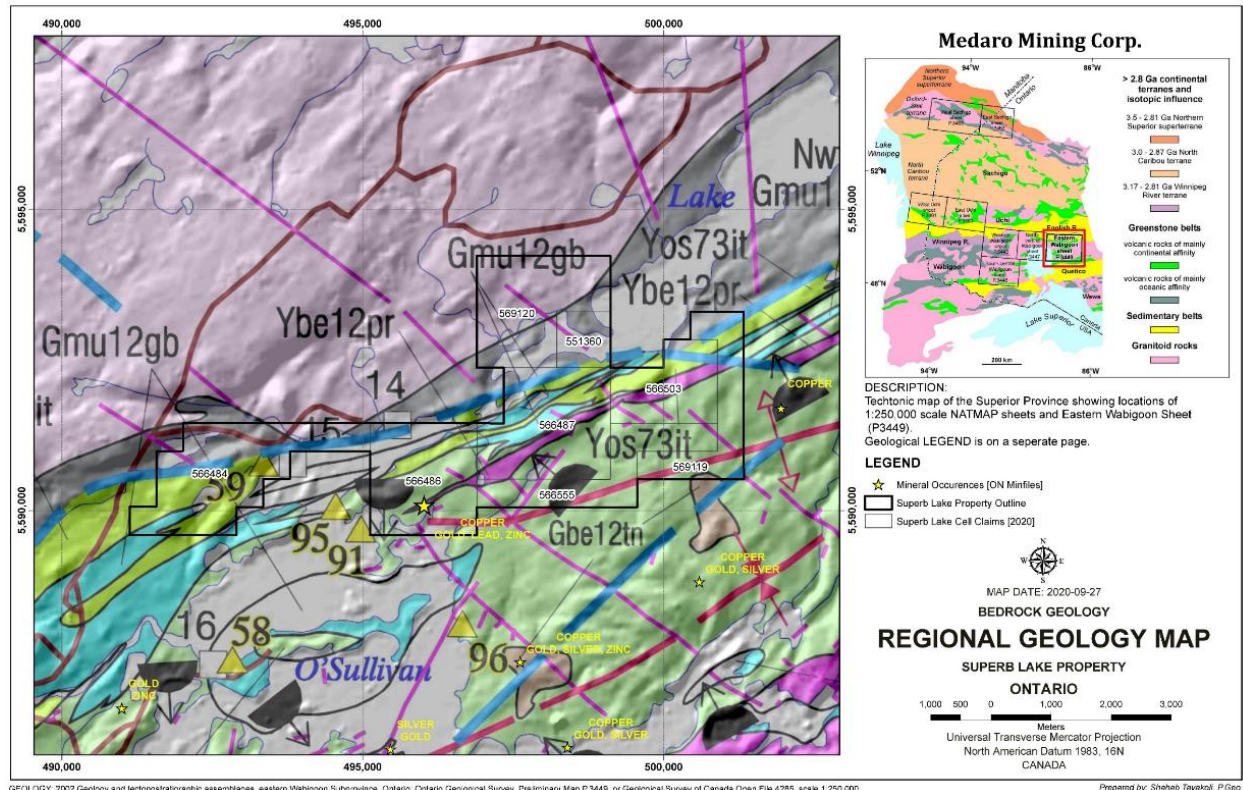
The intrusive rocks comprise mafic and felsic intrusions. Most of the mafic intrusions are relatively homogeneous. They are late tectonic to post tectonic. The most abundant mafic intrusive rocks on the property is gabbro (quartz gabbro, gabbro and melanocratic gabbro). They have been mapped as the unit Gmu12gb (OGS Preliminary Map P.3449). Gabbros are fine grained, typically weakly deformed to diabase. The other less common intrusive rocks are peridotite and pyroxenite. The felsic intrusions are represented by fine grained, quartzose and quartz-feldspar porphyry sills. They are monzogranites. They are synvolcanic to syntectonic. They have been mapped as the unit Ybe12pr (OGS Preliminary Map P.3449).

The metasedimentary rocks are composed of medium to thinly bedded, locally garnetiferous, biotite-quartz-feldspar wackes, belonging to English River assemblage (Description notes, OGS Preliminary Map P.3449). They have been

mapped as the unit Feg31wk. This rock unit underlies the northern most part of the Property and is of Neo-Archean age. This rock unit hosts an exposure of sheared pegmatitic granite, which represents a dike at least 30 m in width, and is exposed along the northwest shoreline of Superb Lake. The main unit comprises garnet muscovite potassic pegmatite accompanied by garnet-muscovite aplite. Most of the shearing is focused on the aplite unit. This dike was mapped by Parker and Stott (1998). The Superb Lake pegmatite (02-JBS-63: UTM 499104E 5592820N, Zone 16) also occurs within this metasedimentary rock unit. This lithium-rich pegmatite was apparently discovered around 1955 by unspecified individuals (Mulligan 1965, p.63).

Several strong, northerly trending faults 020-040 degrees have been identified in the area. The Hurd Lake Fault Zone occurs within the Northeastern end of the Kowash Greenstone Belt where the belt appears to start pinching out at O'sullivan Lake. The fault is a northeast trending (040 to 045 degrees) structure with numerous parallel copper-gold showings associated with it. The main showing at the Lake Osu Mine occurs in a porphyry like these. The showings are either associated with large breccia zones or quartz veins in shear zones at the margins of felsic intrusions. Another prospect near this fault zone would be the Copper Jim which has mineralization in a breccia zone in the form of pyrite, pyrrhotite and chalcopyrite. There are several significant showings in this area which display similarities to a large tonnage, low grade copper-gold deposit. The area needs a thorough exploration program to determine the actual extent of mineralization that exists near the Hurd Lake Fault Zone.

**Figure 14: Property Geology Map**



## Mineralization

The Superb Lake pegmatite is known principally for its spodumene bearing lithium and niobium/tantalum mineralization.

## Gold and Base Metals

There are two documented mineral showings on the Property which include:

- Polpond – a nickel copper showing (coordinates UTM Zone: 16, datum NAD 83, Easting: 497447, Northing: 5591438), mineralization is in the form of pyrite, chalcopyrite and pyrrhotite.

- Holm / Chimo Showing – where copper is the main metal with gold, lead, and zinc as secondary commodities, (coordinates UTM Zone: 16, datum NAD 83, Easting: 496017, Northing: 5590107) mineralization is in the form of arsenopyrite, chalcocite, galena, pyrite, chalcopyrite sphalerite, and pyrrhotite.

Based on its geological setup, historical exploration work and mineralization types, the Property area has the following two types of deposit models.

- Pegmatite type lithium and rare metals deposits; and
- Mesothermal Archean lode gold deposits.

### ***Deposit types***

Based on its geological setup, historical exploration work and mineralization types, the Property area has the following two types of deposit models.

- Pegmatite type lithium and rare metals deposits; and
- Mesothermal Archean lode gold deposits.

Pegmatite is coarse-grained intrusive igneous rock formed from slow cooling of magma below the earth crust and contain large crystals. It can contain extractable amounts of several elements, including lithium, tin, cesium, niobium, and tantalum. This form of deposit accounts for 26 percent of known global lithium resources. Lithium-cesium-tantalum (LCT) pegmatites are a petrogenetically defined subset of granitic pegmatites that are associated with certain granites. They consist mostly of quartz, potassium feldspar, albite, and muscovite. Common accessory minerals include garnet, tourmaline, and apatite (USGS 2016). Lithium in pegmatites is mostly found in the mineral spodumene, but also may be present in petalite, lepidolite, amblygonite and eucryptite.

Rare-element pegmatites may host several economic commodities, such as tantalum (Ta-oxide minerals), tin (cassiterite), lithium (ceramic-grade spodumene and petalite), rubidium (lepidolite and K-feldspar), and cesium (pollucite) collectively known as rare elements, and ceramic-grade feldspar and quartz (Selway et al., 2005). Two families of rare-element pegmatites are common in the Superior Province, Canada: Li-Cs-Ta enriched (“LCT”) and Nb-Y-F enriched (“NYF”). LCT pegmatites are associated with S-type, peraluminous (Al-rich), quartz-rich granites. S-type granites crystallize from a magma produced by partial melting of preexisting sedimentary source rock. They are characterized by the presence of biotite and muscovite, and the absence of hornblende. NYF pegmatites are enriched in rare earth elements (“REE”), U, and Th in addition to Nb, Y, F, and are associated with A-type, subaluminous to metaluminous (Al-poor), quartz-poor granites or syenites (Černý, 1991a).

Rare-element pegmatites derived from a fertile granite intrusion are typically distributed over a 10 to 20 km<sup>2</sup> area within 10 km of the fertile granite (Breaks and Tindle, 1997a) (Figure 15). A fertile granite is the parental granite to rare-element pegmatite dykes. The granitic melt first crystallizes several different granitic units (e.g., biotite granite to two mica granite to muscovite granite), due to an evolving melt composition, within a single parental fertile granite pluton. The residual melt enriched in incompatible elements (e.g., Rb, Cs, Nb, Ta, Sn) and volatiles (e.g., H<sub>2</sub>O, Li, F, BO<sub>3</sub>, and PO<sub>4</sub>) from such a pluton can then migrate into the host rock and crystallize pegmatite dykes. Volatiles promote the crystallization of a few large crystals from a melt and increase the ability of the melt to travel greater distances. This results in pegmatite dykes with coarse-grained crystals occurring in country rocks considerable distances from their parent granite intrusions.

There are several geological features that are common in rare-element pegmatites of the Superior province of Ontario (Breaks and Tindle, 2001; Breaks et al., 2003) and Manitoba (Černý et al., 1981; Černý et al., 1998) (Selway et al., 2005):

1. Subprovincial Boundaries: The pegmatites tend to occur along subprovincial boundaries.
2. Metasedimentary-Dominant Subprovince: Most pegmatites in the Superior province occur along subprovince boundaries, except for those that occur within the metasedimentary Quetico subprovince.
3. Greenschist to Amphibolite Metamorphic Grade: Pegmatites are absent in the granulite terranes.
4. Fertile Parent Granite: Most pegmatites in the Superior province are genetically derived from a fertile parent granite.
5. Host Rocks: Highly fractionated spodumene- and petalite-subtype pegmatites are commonly hosted by mafic metavolcanic rocks (amphibolite) in contact with a fertile granite intrusion along subprovincial boundaries.

Pegmatites within the Quetico subprovince are hosted by metasedimentary rocks or their fertile granitic parents.

6. **Metasomatized Host Rocks:** Biotite and tourmaline are common minerals, and holmquistite is a minor phase in metasomatic aureoles in mafic metavolcanic host rocks to spodumene- and petalite-subtype pegmatites. Tourmaline, muscovite, and biotite are common, and holmquistite is rare in metasomatic aureoles in metasedimentary rocks.
7. **Li Minerals:** Most of the complex-type pegmatites of the Superior province contain spodumene and/or petalite as the dominant Li mineral, except for a few pegmatites which have lepidolite as the dominant Li mineral.
8. **Cs Minerals:** Cesium-rich minerals only occur in the most extremely fractionated pegmatites.
9. **Ta-Sn Minerals:** Most pegmatites in the Superior province contain ferrocolumbite and manganocolumbite as the dominant Nb-Ta-bearing minerals. Some pegmatites contain manganotantalite or wodginite as the dominant Ta-oxide mineral. Tantalum-bearing cassiterite is relatively rare in pegmatites of the Superior province.
10. **Pegmatite Zone Hosting Ta Mineralization:** Fine-grained Ta-oxides (e.g., manganotantalite, wodginite, and microlite) commonly occur in the aplite, albitized K feldspar, mica-rich, and spodumene core zones in pegmatites in the Superior province.

### *Mesothermal Gold Deposits*

The Superior Province is the largest exposed Archean craton in the world which is known for its gold deposits. Presence of sulphide mineralization on the Property suggests a lode type Mesothermal Archean Lode Gold deposit model as a second type of economic deposits.

One prominent characteristic of all significant gold deposits in the Superior Province is their occurrence within or immediately adjacent to greenstone belts. They are not, however, preferentially hosted by a specific greenstone lithology or lithological assemblage but occur within all greenstone lithologies. A second, equally prominent, characteristic of the gold deposits is their occurrence within major tectonic zones which comprise linear composite shear systems. These shear systems, or deformation zones, are commonly of regional extent, exhibit systematic orientations and sense of shear, and may truncate all Archean lithologies (Colvine A.C. et. al. 1988). The faults, and associated splays, which control gold mineralization, are typically part of a larger deformational zone that can reach kilometers in thickness and several hundred kilometers in strike (Hodgson, 1993). Structural and stratigraphic continuity are locally completely disrupted by late shearing, associated with the major deformation zones. Locally, gold mineralization at the Property scale is more controlled by regional and local structures while lithology has little control. There are three types of gold mineralization identified in the area: (a) in quartz veins hosted in volcanic rocks and felsic dikes within shear zones, (b) in narrow semi-massive sulphide bands filling fissures, and (c) in altered rocks within shear zones with or without quartz veins.

Gold-bearing quartz veins are the most common type of mineralization in the area. The veins have wispy to well-layered “crack-seal” textures, with sericite, chlorite, ferroan carbonate, 1-5% sulphides, and occasionally tourmaline along the selvages. Gold is concentrated in the “crackseal” fractures and in selvages along the quartz vein margins. Calcite filled fractures within quartz veins also carry gold. Narrow gold-bearing semi-massive sulphide filled fractures within fissile zones also contain significant gold values. Pervasive ferroan carbonate alteration, disseminated sulphides, and small barren quartz veinlets characterize the fissile zones. Sulphides are predominantly pyrite, with variable amounts of chalcopyrite. The gold tenor appears to be related to the quantity of pyrite present in the wall rock and in the veins.

The following controls of gold mineralization is identified in Ontario Ministry of Northern Development and Mines report “Archean Lode Gold Deposits in Ontario” (Colvine A.C. et. al. 1988).

#### **A. Lithological Controls**

1. Mafic and ultramafic volcanic and intrusive rocks have been suggested as preferred host rocks to gold.
2. Clastic metasediments host mineralization in a frequency approximately proportional to their belt-wide occurrence.

3. Felsic metavolcanic rocks have a somewhat higher incidence in the mineralized areas than within greenstone belts.
4. Chemical metasediments such as banded iron formations are only a minor proportion of greenstones and more frequently associated with economically poorer deposits.
5. The post-volcanic felsic plutons are minor in volume; however, these post-volcanic intrusions are quite common in mineralized areas. In several deposits, gold mineralization is either completely (e.g. The Young-Davidson Mine at Matachewan) or predominantly (e.g. the Macassa Mine at Kirkland Lake) hosted by felsic to intermediate, silica-saturated to undersaturated intrusions which cut the folded and tilted supracrustal package.

## B. Structural Controls

1. Zones of anomalously high strain within a deformation zone. Examples include the mines of the Red Lake and Hemlo camps and the Detour Lake and Macassa Mines in Ontario, and the Sigma Mine at Val d'Or in Quebec. Both brittle (fracture and breccia vein systems) and ductile (replacement vein systems) deformation styles are recorded in these deposits, perhaps reflective of the depth in the crust at which they formed.
2. pre-existing structural anisotropies. An excellent example of this control of mineralization is the Cameron Lake deposit near Titan, in which the mineralization occurs where sympathetic, bedding-controlled splays to a shear zone intersect that shear. The plunge of the ore zone parallels the lineation formed by the intersection of the shears.
3. a preferred lithology, where a strong competency contrast exists between adjacent rock types. Structurally more competent lithologies can be preferentially mineralized. Examples include ore zones in the Macassa and Sigma Mines and the Duport deposit on Lake of the Woods, in which felsic intrusive rocks contain more mineralization than surrounding, less competent lithologies. The competency difference may be a result of original lithological differences or may result from alteration processes. The later control is displayed in the Dome Mine at Timmins and the Cochenour-Willans Mine at Red Lake, where metasomatic ankerite - rich units were more competent than enclosing lithologies and deformed in a brittle manner.
4. fold limbs and fold noses. Folding of sequences of rocks of contrasting thicknesses and competencies has long been known to create permeable zones that may host mineralization. Other folding - related surfaces (e.g. between layers in fold limbs, or an axial planar cleavage) may also be preferred sites for mineralization, "Saddle reef gold deposits in fold noses have long been known. Examples of this control of mineralization in Ontario include ore zones at Geraldton (Colvine et al. 1984) and the Musselwhite deposit at Opapimisk Lake (Hall and Rigg 1986), where gold is hosted in fold noses and foliation - parallel veins. Many of the lode gold deposits contain an apparently complex assemblage of gold - bearing veins. However, the types of veins, their orientations, and the temporal relationships that they display can be explained in terms of the deformation processes under which they formed.
5. Gold - bearing veins include replacement, extension, breccia, and fracture types. In most cases, veins transect lithological contacts, and are not restricted to a specific rock type. However, veins may be stratabound where they are controlled by the competency or chemistry of a particular unit. Such is the case at Geraldton, where veins occur largely in layers of iron formation (Macdonald 1984a).

## ***Exploration***

Medaro has not carried out any exploration work on the Property.

## ***Drilling***

No drilling has been done on the Property by Medaro.

## ***Sampling, Analysis and Data Verification***

The author visited the property on September 06, 2020. A total of five grab rock samples were collected by the author from the Superb Lake pegmatite outcrops and other exploration areas. All samples were under the care and control of the author. The samples were bagged and tagged using best practices and were delivered to Activation Laboratories

(“ACTLABS”), Thunder Bay, Ontario for sample preparation and analyses. ACTLABS is a commercial, accredited ISO Certified Laboratory independent of Medaro and Pleson Geoscience (the Vendor). No officer, director, employee, or associate of Medaro or Pleson Geoscience was involved in sample preparation and analysis.

The author collected samples, and the samples from 2020 exploration work were analyzed at Activation Laboratories (ACTLABS) in Thunder Bay, Ontario. The procedure for Fire Assay (method QOP AA-Au and QOP AA-Au, FUS-MS-Na<sub>2</sub>O<sub>2</sub> and ICP-OES is described below:

#### *Fire Assay*

A sample size of 5 to 50 grams can be used but the routine size is 30 g for rock pulps, soils, or sediments (exploration samples). The sample is mixed with fire assay fluxes (borax, soda ash, silica, litharge) and with Ag added as a collector and the mixture is placed in a fire clay crucible, the mixture is preheated at 850°C, heated at an intermediate 950 °C and finished at 1060 °C. The entire fusion process should last 60 minutes. The crucibles are then removed from the assay furnace and the molten slag (lighter material) is carefully poured from the crucible into a mould, leaving a lead button at the base of the mould. The lead button is then placed in a preheated cupel which absorbs the lead when cupelled at 950°C to recover the Ag (doré bead) + Au.

#### *Code 8: ICP-MS PerOxide Fusion (FUS-MS-Na<sub>2</sub>O<sub>2</sub>)*

Samples are fused with sodium peroxide in a Zirconium crucible. The fused sample is acidified with concentrated nitric and hydrochloric acids. The resulting solutions are diluted and then measured by an Agilent 7900 ICP-MS. Calibration is performed using five synthetic calibration standards. A set of (10-20) fused certified reference material is run with every batch of samples for calibration and quality control. Fused duplicates are run every 10 samples.

#### *ICP-OES*

The Ag doré bead is digested in hot (95°C) HNO<sub>3</sub> + HCl. After cooling for 2 hours, the sample solution is analyzed for Au by ICP-OES using a Varian 735 ICP.

#### *Code 1A2-ICP (Fire Assay-ICP-OES) Detection Limits (ppb)*

Element	Detection Limit	Upper Limit
Au	2	30,000

*Source: <http://www.actlabsint.com/page.aspx?page=1454&app=226&cat1=549&tp=12&lk=no&menu=64>*

The Author considers that the sample preparation, security, and analytical procedures of historical and current sampling are adequate to ensure credibility of the assays. The QA/QC procedures and protocols employed during historical work are sufficiently rigorous to ensure that the data are reliable.

#### *Data verification*

The Author visited the Property on September 6, 2020 to verify historical exploration work, to examine mineralized outcrops and to collect necessary geological data. During the visit to the Property, GPS coordinates using NAD 83 datum were recorded for samples and other exploration work locations.

A total of five samples were collected by the author from the Superb Lake Pegmatite outcrops and its host metasedimentary rocks, and other exploration areas (Figure 16, Table 5) and were delivered to ACTLABS in Thunder Bay, Ontario for analyses. All samples were under the care and control of the author and are considered representative.

The sample assay results (Table-5) indicated lithium (Li) values are in the range of 0.0037% (0.008% lithium oxide) to 1.51% (3.25% lithium oxide), beryllium (Be) is in the range of less than 3 parts per million (ppm) to 156 ppm, cesium (Cs) 39.7 ppm to 165 ppm, niobium (Nb) 8 ppm to 153.5 ppm, and tantalum (Ta) 0.9 ppm to 578 ppm. These results are consistent with historical exploration results.

Overall, the Author is of the opinion that the data verification process demonstrated the validity of the data and considers the Property database to be valid and of sufficient quality.

No officer, director, employee, or associate of Medaro was involved in sample preparation. The Author was able to verify location of historical sampling areas on the Superb Lake pegmatite during his Property visit. A limited search of tenure data on the ENDM Ontario website on September 05, 2020, conforms to the data supplied by Medaro. However, the limited research by the author does not express a legal opinion as to the ownership status of the Property. Historical grades and assay data are taken from ENDMF assessment reports and OGS geological reports which are deemed reliable. Historical geological descriptions taken from different sources were prepared and approved by the professional geologists or engineers and are deemed reliable. The data collected during the present study is considered reliable because it was collected by the author. The data quoted from other sources is also deemed reliable because it was carried out under the supervision of professional geoscientist and geophysical contractors and taken from ENDM Ontario, published reports by the Ontario Geological Survey (OGS), the Geological Survey of Canada ("GSC"), various researchers, and personal discussions. Field description and results of samples collected during the Property visit is provided on Table 5.

**Table 1: Sample description from September 2020 Property visit**

Analytical Method				FUS-MS-Na2O2					
Sample ID	Easting	Northing	Description	Li (%)	Li2O (%)	Be (ppm)	Cs (ppm)	Nb (ppm)	Ta (ppm)
31524	499095	5592826	Grey Pegmatite with up to 15 cm long spodumene crystals aligned across bedding, quartz and feldspar are other minerals.	1.51	3.2465	73	46.1	54.3	119
31525	499092	5592824	Grey pegmatite same as above	0.0429	0.092235	152	165	60.1	578
31526	499088	5592825	Same as above	0.0082	0.01763	61	63.9	153.5	243
31527	499096	5592820	Same as above	0.0546	0.11739	< 3	63.6	8	0.9
31528	498943	5592872	Pegmatite vein in dark colored metasediments	0.0037	0.007955	156	39.7	78.4	118



### ***Mineral Processing and Metallurgical Testing***

No metallurgical testing has been done on the Property by Medaro.

### ***Mineral Resource Estimates***

There are no current mineral resource estimates on the Property.

### ***Exploration, Development, and Production***

#### ***Current and contemplated exploration***

The Company intends to carry out the Phase 1 work program recommended by the Author in the Technical Report. A second phase drilling program will be contingent upon the results of Phase I.

### **Phase 1 – Geophysical and Geochemical Surveys, Prospecting, Trenching and Sampling**

There are two types of mineralization and deposit types identified for the Property which need a focussed exploration work for each type as follows:

A. Superb Lake Pegmatite – this pegmatite is known principally for its spodumene bearing lithium and niobium / tantalum mineralization. It is recommended to conduct trenching and channel sampling along the strike extension of the pegmatite. Another recommendation is to carry out ground magnetic /VLF survey and soil geochemistry in the areas adjacent to the pegmatite and associated granitic intrusion.

B. Gold and Base Metals Exploration - The Property is located to the north along the same fault trend as the past producing Louisiana Gold Mine. There are a few historical mineral showings on the Property, and it is recommended that the area around these occurrences should be prospected to find more showings for further exploration. Polpond VLF survey grid should be extended to the west and Holm VLF survey grid should be extended to the east to see the continuity of conductors identified during 2020 geophysical surveys.

Total estimated budget for Phase 1 program is \$166,705 and it will take about three months' time to complete this work.

Table 2: Phase 1 budget

<b>Item</b>	<b>Unit</b>	<b>Unit Rate (\$)</b>	<b>Number of Units</b>	<b>Total</b>
<b>Lithium Pegmatite Exploration</b>				
Geological mapping (geologist 1)	days	\$600	7	\$4,200
Prospecting (2-person crew)	days	\$800	7	\$5,600
Ground geophysical survey	line-km	\$2,000	10	\$20,000
Geochemical surveys	line-km	\$500	10	\$5,000
Excavator for stripping	hrs.	\$120	60	\$7,200
Mob and demob of excavator	ls	\$1	1000	\$1,000
Channel cutting and sampling	m	\$500	20	\$10,000
<b>Gold and Base Metals Exploration</b>				
Geological mapping (geologist 1)	days	\$600	7	\$4,200
Prospecting (2-person crew)	days	\$800	7	\$5,600
Ground geophysical survey	line-km	\$2,000	10	\$20,000

Item	Unit	Unit Rate (\$)	Number of Units	Total
Geochemical surveys	line-km	\$500	10	\$5,000
<b>Logistics and Reporting (Combined)</b>				
Accommodations and Meals	day	\$250	70	\$17,500
Supplies	ls	\$5,000	1	\$5,000
Sample Assays	sample	\$60	250	\$15,000
Transportation Road	km	\$1	10,000	\$10,000
Data Compilation	days	\$700	10	\$7,000
Report Writing	days	\$700	10	\$7,000
Project Management	days	\$750	3	\$2,250
Sub Total				<b>\$151,550</b>
Contingency 10%				<b>\$15,155</b>
<b>Total Phase 1 Budget</b>				<b>\$166,705</b>

## Phase 2 – Diamond Core Drilling

If results from the first phase are positive, then a detailed drilling program would be warranted to check the most promising targets identified because of geophysical and geochemical surveys, trenching, and sampling work in Phase 1. The scope of work for drilling and location of drill holes would be determined based on the findings of Phase 1 investigations.

## USE OF AVAILABLE FUNDS

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

**The Company has historically generated negative cash flows and there is no assurance that the Company will not experience negative cash flow from operations in the future. For the period commencing June 19, 2020 and ended September 30, 2020 and the three months ended December 31, 2020, the Company sustained net losses from operations and had negative cash flow from operating activities of \$19,036 and \$61,748, respectively. All funds available to the Company will be used to fund future and anticipated negative cash flow from its operating activities.**

## Funds Available and Principal Purposes

The Company had working capital of \$896,002 as of December 31, 2020, representing the remaining funds from the first three Private Placements and the Special Warrants Private Placement. As of December 31, 2020, the Company had net accounts payable of \$21,395.

The approximate working capital of the Company as of February 28, 2021, the most recent month end, of \$885,523, being the remaining proceeds of the first three Private Placements and the Special Warrants Private Placement, will be used for the purposes described below:

Use of Available Funds	\$
Complete recommended Phase 1 exploration program on the Property <sup>(1)</sup>	166,705
Pay second cash installment under the Property Agreement	50,000
Initial Listing Fees <sup>(2)</sup>	60,000
General and administrative costs for next 12 months <sup>(3)</sup>	78,000
Unallocated working capital	\$530,818
<b>TOTAL:</b>	<b>\$885,523</b>

**Notes:**

- (1) See “The Superb Lake Property – Current and contemplated exploration.”
- (2) Including legal, audit, securities commissions, and Exchange fees.
- (3) See the table below for a description of the estimated administrative costs of the Company for the next 12-month period.

Upon Listing Date, the Company estimates that its working capital will be sufficient to meet its administrative costs and exploration expenditures for the 12-month period following the Listing Date. Administrative costs for the 12-month period following the Listing Date are comprised of the following:

<b>General and Administrative Costs for 12-Month Period Following the Listing Date</b>	<b>(\$)</b>
Transfer Agent, Listing, Filing and Legal Fees	30,000
Accounting and Auditing	20,000
Office and Miscellaneous	5,000
Travel	5,000
Management Compensation	18,000
<b>TOTAL:</b>	<b>78,000</b>

The use to which the \$530,818 of unallocated working capital will be put has not yet been determined by the Company, as the nature of the Company’s future expenditures is contingent on the results of the Phase 1 exploration program. The Company retains a sizeable unallocated working capital to account for future contingencies, including the possibility of commencing work on the Phase 2 exploration program if warranted, or failing positive results of Phase 1, the possibility of pursuing opportunities to acquire interests in other properties.

### **Business Objectives and Milestones**

The Company’s current business objective and sole current milestone is to complete the Phase 1 exploration program on the Property, as described herein. Based upon the recommendations of the Author in the Technical Report, the Company intends to carry out the Phase 1 exploration program beginning in the second calendar quarter of 2021, and the Company expects to complete the field work for Phase 1 by the third calendar quarter of 2021. The proposed budget for Phase 1 in the Technical Report is based on a three-month work program, but the exact timeline is subject to change. If the results of the Phase 1 exploration program are positive, the Company will look towards carrying out the recommended Phase 2 exploration program.

The Company’s unallocated working capital will likely not be sufficient to fund the recommended Phase 2 exploration program on the Property. Therefore, in the event the results of the Phase 1 exploration program warrant conducting further exploration on the Property, the Company will require additional financing to complete the Phase 2 exploration program. The availability of such financing cannot be guaranteed.

Although the Company intends to expend the funds available to it as set out above, the amount actually expended for the purposes described above could vary significantly depending on, among other things, mineral prices, unforeseen events, and the Company’s future operating and capital needs from time to time. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary.

The Company expects the coronavirus pandemic will render corporate and exploration activities less efficient than if such activities were carried out under normal circumstances. Notwithstanding, the Company expects to be able to commence the exploration program in the second calendar quarter of 2021 and complete it within three months. This timeline reflects the facts that (i) materials, personnel and machinery may be more difficult to source than under normal circumstances, (ii) certain personnel may be required to self isolate on their arrival in Ontario and (iii) the Company’s three officers are currently working from home. See “*Risk Factors - COVID-19 Public Health Crisis*” for further detail.

Due to the nature of the business of mineral exploration, budgets are regularly reviewed with respect to both the success of the exploration program and other opportunities which may become available to the Company. Accordingly, if the results of the Phase 1 exploration program are not supportive of proceeding with Phase 2, or if continuing with the Phase 1 exploration program becomes inadvisable for any reason, the Company may abandon in whole or in part its interest in the Property or may, as work progresses, alter the recommended work program, or may

make arrangements for the performance of all or any portion of such work by other persons or companies and may use any funds so diverted for the purpose of conducting work or examining other properties acquired by the Company, although the Company has no present plans in this respect. Subscribers to the Special Warrant Private Placement must rely on the experience, good faith, and expertise of management of the Company with respect to future acquisitions and activities.

## **DIVIDENDS OR DISTRIBUTIONS**

### **Dividends**

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

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

The Company's Management's Discussion and Analysis provides an analysis of the Company's financial results for the period commencing June 19, 2020 and ended September 30, 2020 and the three months ended December 31, 2020 and should be read in conjunction with the financial statements of the Company for those periods, and the notes thereto. The Company's Management's Discussion and Analysis for the period commencing June 19, 2020 and ended September 30, 2020 and the three months ended December 31, 2020 is attached to this Prospectus as Schedule "C".

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

### **Disclosure of Outstanding Security Data**

#### *Common Shares*

As at the date of this Prospectus, the Company had 24,999,961 Common Shares issued and outstanding, and the Company will have 28,475,461 Common Shares issued and outstanding following the exercise or deemed exercise of all the Special Warrants.

#### *Stock Options*

The Company has not granted any stock options as at the date of this Prospectus. Upon listing on the Exchange, the Company intends to adopt an option plan and grant options to its directors and officers and other eligible recipients.

#### *Special Warrants*

As at the date of this Prospectus, the Company had 3,475,500 Special Warrants outstanding, issued as part of the Special Warrant Private Placement. Each Special Warrant entitles the holder to acquire, without further payment, one Unit. Each Unit will be comprised of one Unit Share and one Warrant, each Warrant exercisable into one Warrant Share at an exercise price of \$0.20 for two (2) years from the Listing Date. Each Special Warrant will automatically convert at 5:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the third business day after the Receipt; and (b) one year from the Closing Date. Following the exercise or deemed exercise of all the Special Warrants, the Company will have no Special Warrants outstanding.

None of the Company's principals hold Special Warrants.

### **Additional Disclosure for Junior Issuers**

The Company anticipates that its estimated working capital will fund operations for the next 12-month period. Management estimates that the Company will require \$50,000 to make the second cash payment under the Property Agreement, \$166,705 to pay for the Phase 1 exploration program expenditures on the Property, \$60,000 for initial listing fees and \$78,000 for general and administrative expenses. Other than the costs stated above, the Company does not anticipate incurring any other material capital expenditures during the next 12-month period.

## **DESCRIPTION OF SECURITIES DISTRIBUTED**

### **Common Shares**

The Company's authorized capital consists of an unlimited number of Common Shares, of which 24,999,961 are issued and outstanding as at the date of this Prospectus as fully paid and non-assessable. Following the exercise or deemed exercise of all the Special Warrants, there will be 28,475,461 Common Shares issued and outstanding. Holders of the Common Shares are entitled to vote at all meetings of the holders of the Common Shares and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of the Company's property or assets upon liquidation or wind-up.

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

### **Special Warrants**

The Company closed the Special Warrant Private Placement on November 13, 2020 and issued an aggregate of 3,475,500 Special Warrants. Each Special Warrant entitles the holder to acquire, without further payment, one Unit. Each Unit will be comprised of one Unit Share and one Warrant, each Warrant exercisable into one Warrant Share at an exercise price of \$0.20 for two (2) years from the Listing Date. Each Special Warrant will automatically convert at 5:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the third business day after the Receipt; and (b) one year from the Closing Date.

The Company has provided to each Special Warrant holder a contractual right of rescission of the prospectus exempt transaction under which the Special Warrant was initially acquired. The contractual right of rescission provides that if a Special Warrant holder who acquires another of the Company's securities on exercise of the Special Warrant as provided for in this Prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of the Prospectus or an amendment to the Prospectus containing a misrepresentation, then:

1. the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired;
2. the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Company on the acquisition of the Special Warrant; and
3. if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder were the original subscriber.

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

## **CONSOLIDATED CAPITALIZATION**

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

<b>Description</b>	<b>Authorized</b>	<b>Outstanding as at September 30, 2020</b>	<b>Outstanding as at December 31, 2020</b>	<b>Outstanding as at the date of this Prospectus<sup>(1)(2)</sup></b>	<b>Outstanding following the exercise of all the Special Warrants<sup>(2)</sup></b>
Common Shares	Unlimited	24,999,961	24,999,961	24,999,961	28,475,461

**Notes:**

(1) See “Prior Sales”.

(2) On an undiluted basis.

### **Fully Diluted Share Capitalization**

<b>Common Shares</b>	<b>Amount of Securities</b>	<b>Percentage of Total<sup>(1)</sup></b>
Issued and outstanding as at the date of this Prospectus	24,999,961	78.24%
Common Shares reserved for issuance upon the exercise of the Special Warrants	3,475,500	10.88%
Common Shares reserved for issuance upon exercise of the Warrants	3,475,500	10.88%
Common Shares reserved for issuance upon exercise of options	0	0%
<b>Total Fully Diluted Share Capitalization after the Listing Date</b>	<b>31,950,961</b>	<b>100%</b>

**Notes:**

(1) Adjusted for rounding.

## **OPTIONS TO PURCHASE SECURITIES**

### **Outstanding Options**

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

### **Stock Option Plan**

The Company does not have a stock option plan.

## **PRIOR SALES**

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

<b>Date of Issue</b>	<b>Price per Security</b>	<b>Number of Securities</b>
June 19, 2020	\$0.01	1 Common Share
July 17, 2020	\$0.005	4,500,000 Common Shares
July 24, 2020	\$0.02	12,000,000 Common Shares
August 27, 2020	\$0.05	8,499,960 Common Shares
November 13, 2020	\$0.10	3,475,500 Special Warrants

## ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Pursuant to the Escrow Agreement, the Common Shares subject to contractual restriction and escrow are as shown in the following table:

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class
Common Shares	4,500,000 <sup>(1)</sup>	15.8% <sup>(2)</sup>

**Notes:**

- (1) These Common Shares are held under the Escrow Agreement in accordance with NP 46-201. The Escrow Agent is Odyssey Trust Company.
- (2) Based on 28,475,461 Common Shares issued and outstanding following the exercise of all the Special Warrants.

### Escrow Agreement

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

At the time of its initial public offering, an issuer will be classified for the purposes of escrow as either an "exempt issuer", an "established issuer" or an "emerging issuer" as those terms are defined in NP 46-201.

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

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

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

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

Pursuant to the terms of the Escrow Agreement, 4,500,000 Common Shares will be held in escrow on the Listing Date.

## Voluntary Hold Period

In addition to the escrow requirements described above, 4,500,000 Common Shares held by Charles Hugh Maddin and Faizaan Lalani are also subject to a voluntary hold period, pursuant to a pooling agreement dated March 22, 2021 (the “**Pooling Agreement**”), restricting trading in those Common Shares for a period of 12 months from the Listing Date.

## PRINCIPAL SECURITYHOLDERS

Except as set out below, to the knowledge of the directors and officers of the Company, as of the date of this Prospectus, assuming the exercise of the Special Warrants, no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Common Shares.

Name	Type of Ownership	Number and Class of Shares Owned	Percentage of Class of Shares Owned before Exercise of Special Warrants <sup>(1)</sup>	Percentage of Class of Shares Owned after Exercise of Special Warrants <sup>(2)</sup>
Faizaan Lalani	Direct	3,666,667 Common Shares	14.7%	12.9%
Davinder Grewal	Direct	2,750,000 Common Shares	11.0%	9.7%

**Notes:**

- (1) Percentage is based on 24,999,961 Common Shares issued and outstanding before the exercise of all the Special Warrants  
(2) Percentage is based on 28,475,461 Common Shares issued and outstanding following the exercise of all the Special Warrants.

## DIRECTORS AND EXECUTIVE OFFICERS

### Name, Occupation and Security Holdings

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



Name and Municipality of Residence and Position with the Company	Director/Officer Since	Principal Occupation During the Past Five Years	Number and Percentage of Common Shares Beneficially Owned or Controlled, Directly or Indirectly	
			As at the Date of this Prospectus <sup>(1)</sup>	Following the exercise of the Special Warrants <sup>(2)</sup>
Charles Hugh Maddin <sup>(3)</sup> West Vancouver, BC  <i>Chief Executive Officer, President and Director</i>	July 3, 2020	Lawyer; sole shareholder, President and CEO of Cambrian Capital Corp., a private investment holding company. Involved in corporate, commercial, mining finance, venture capital, real estate and mining projects. Former director of Magnum Goldcorp Inc. and current director of Doubleview Gold Corp. and Makara Mining Corp.	833,334 (3.33%)	833,334 (2.92%)
Faizaan Lalani Vancouver, BC  <i>Chief Financial Officer and Director</i>	June 19, 2020	Mr. Lalani served as Senior Project Accountant at <i>PortLiving</i> from May 2016 to July 2019, and Senior Project Accountant at <i>Century Group</i> from June 2014 to April 2016. Mr. Lalani is also the founder and owner of <i>Encima Clothing</i> from 2015 to 2018. Mr. Lalani served as a director of GreenStar Biosciences Corp. from May 2019 to April 2020 and as a director and Chief Financial Officer of Infused Brands Inc. from January 2019 to December 2020. Mr. Lalani has served as a director of IMC International Mining Corp. since November 2019 and as a director and Chief Financial Officer of United Lithium Corp. since October 2019 and Soldera Mining Corp. since December 2019.	3,666,667 (14.67%)	3,666,667 (12.88%)
Mark Ireton <sup>(3)(4)</sup> New Westminster, BC  <i>Director</i>	October 29, 2020	Mr. Ireton has served as a director of Noram Ventures Inc. since November 2015 and as president and CEO of Noram Ventures Inc. from November 2015 to January 2019. Mr. Ireton has also served as CEO, President and a director of Soldera Mining Corp. from December 2019 to October 2020. Prior to his position with Noram Ventures, Inc., Mr. Ireton had been vice president of PNC Bank in Vancouver, British Columbia since 2012. His previous experience includes 20 years with Canadian Western Bank (1992-2012) and 6 years with Royal Bank of Canada (1986-1992).	Nil	Nil

Name and Municipality of Residence and Position with the Company	Director/Officer Since	Principal Occupation During the Past Five Years	Number and Percentage of Common Shares Beneficially Owned or Controlled, Directly or Indirectly	
			As at the Date of this Prospectus <sup>(1)</sup>	Following the exercise of the Special Warrants <sup>(2)</sup>
Uranbileg Yondon <sup>(3)(4)</sup> Victoria, BC  <i>Director</i>	August 10, 2020	Ms. Yondon is a professional geologist (Engineers and Geoscientists BC) with over 18 years experience working internationally on mineral projects, including working as lead geophysicist for Mongolian subsidiaries of High Power Exploration (2008 to 2016) and senior geophysicist for the Oyu-Tolgoi copper-gold deposit in Mongolia, then owned by Ivanhoe Mines (2002 to 2008).	Nil	Nil
Geoff Balderson Vancouver, BC  <i>Corporate Secretary</i>	August 31, 2020	Mr. Balderson has served as President of Harmony Corporate Services Ltd. (“ <b>Harmony</b> ”), a private business consulting company located in Vancouver, British Columbia, since February, 2015 From June 2009 to August 2019, Mr. Balderson served as President of Flow Capital Corp., a private consulting company advising public companies in a variety of industries.	Nil	Nil

**Notes:**

- (1) Percentage is based on 24,999,961 Common Shares issued and outstanding as of the date of this Prospectus.
- (2) Percentage is based on 28,475,461 Common Shares issued and outstanding following the exercise of all the Special Warrants.
- (3) Denotes a member of the Audit Committee of the Company.
- (4) Denotes an independent director.

The term of office of the directors expires annually at the time of the Company’s annual general meeting. The term of office of the executive officers expires at the discretion of the Company’s directors. None of the Company’s directors or executive officers have entered into non-competition or non-disclosure agreements with the Company.

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 4,500,000 Common Shares, which is equal to 18% of the Common Shares issued and outstanding as at the date hereof.

Following the exercise of all the Special Warrants, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 4,500,000 Common Shares of the Company, which is equal to 15.8% of the Common Shares issued and outstanding following the exercise of all the Special Warrants.

## Background

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

*Charles Hugh Maddin – Director, President, and Chief Executive Officer, 72 years old*

Mr. Maddin is a member of the Law Society of British Columbia and has been an active member of the B. C. business community for more than 47 years. He is an executive and director of several public companies and chairman and CEO of a number of private resource companies. He is the sole shareholder, president, and CEO of Cambrian Capital Corp., a private investment holding company. As a practicing lawyer and entrepreneur, Mr. Maddin brings much experience in corporate, commercial, mining finance, venture capital, real estate, and mining projects.

As the Chief Executive Officer of the Company, Mr. Maddin is responsible for the day-to-day operations, outside contractors and service providers, acquisitions and project development, and of the financial operations of the Company in conjunction with the Chief Financial Officer and with outside accounting, tax and auditor support. Mr. Maddin expects to devote approximately 30% of his time to the Company's activities, but will at all times devote sufficient time to the Company's activities as is reasonably necessary to discharge his responsibilities as CEO. Mr. Maddin is not an employee of the Company but is an independent consultant of the Company. Mr. Maddin has not entered into a non-competition or non-disclosure agreement with the Company.

*Faizaan Lalani – Chief Financial Officer, Director, 33 years old*

Mr. Lalani is an accounting and finance professional with over 10 years of experience covering audit, financial reporting, corporate finance, and operations management. Mr. Lalani previously worked in the audit and assurance group at PricewaterhouseCoopers LLP, Canada, where he obtained his CPA, CA designation, gaining vast experience in accounting practices in both the public and private sectors during his tenure. Mr. Lalani has also served as a Senior Accountant for PortLiving, a Vancouver based real estate development company, since 2016 and, from 2014 to 2016, Mr. Lalani served as a Senior Accountant with Century Group, a Vancouver real estate development company. Mr. Lalani served as a director of GreenStar Biosciences Corp. from May 2019 to April 2020 and as a director and Chief Financial Officer of Infuzed Brands Inc. from January 2019 to December 2020. Mr. Lalani also serves as a director and Chief Financial Officer of Soldera Mining Corp. and United Lithium Corp, and as a director of IMC International Mining Corp.

As the Chief Financial Officer of the Company, Mr. Lalani is responsible for coordination of the financial operations of the Company in conjunction with the Chief Executive Officer and with outside accounting, tax and auditing firms. Mr. Lalani expects to devote approximately 30% of his time to the Company's activities, but will at all times devote sufficient time to the Company's activities as is reasonably necessary to discharge his responsibilities as CFO. Mr. Lalani is not an employee of the Company but is an independent consultant of the Company. Mr. Lalani has not entered into a non-competition or non-disclosure agreement with the Company.

*Mark Ireton – Director, 63 years old.*

Mr. Ireton is a banker by profession with over 30 years of experience in all areas of commercial mid-market lending. He is versed in both public and private transactions, reorganizations, acquisitions—both management buyouts and leveraged buyouts—and divestitures in a variety of sectors that include wholesale distribution, manufacturing, aviation, transportation, construction, excavation, post production and oil service.

Mr. Ireton expects to devote approximately 10% of his time to the Company's activities, but will at all times devote sufficient time to the Company's activities as is reasonably necessary to discharge his responsibilities as a director. Mr. Ireton is neither an employee nor an independent consultant of the Company. Mr. Ireton has not entered into a non-competition or non-disclosure agreement with the Company.

*Uranbileg Yondon, M.Sc, P.Geo – Director, 39 years old*

Mrs. Yondon is a professional geologist (Engineers and Geoscientists BC) with over 18 years experience working internationally on mineral projects, including working as lead geophysicist for Mongolian subsidiaries of High Power Exploration (2008 to 2016) and senior geophysicist for the Oyu-Tolgoi copper-gold deposit in Mongolia, then owned by Ivanhoe Mines (2002 to 2008). Mrs. Yondon holds a BSc and MSc in geophysics from the National University of Mongolia and a BSc in geology and earth sciences from the Mongolian University of Science and Technology.

Ms. Yondon expects to devote approximately 10% of her time to the Company's activities, but will at all times devote sufficient time to the Company's activities as is reasonably necessary to discharge her responsibilities as a director. Mrs. Yondon is neither an employee nor an independent consultant of the Company. Mrs. Yondon has not entered into a non-competition or non-disclosure agreement with the Company.

Geoff Balderson – *Corporate Secretary, 42 years old*

Mr. Balderson is the President of Harmony, a private business consulting company located in Vancouver, British Columbia. Mr. Balderson has been an officer and director of several TSX Venture Exchange- and Canadian Securities Exchange-listed companies over the past 15 years.

Mr. Balderson expects to devote approximately 10% of his time to the Company's activities, but will at all times devote sufficient time to the Company's activities as is reasonably necessary to discharge his responsibilities as corporate secretary. Mr. Balderson provides services to the Company through Harmony, with which the Company has a consulting agreement. Mr. Balderson will devote as much of his time to the Company's activities as is reasonably necessary to discharge his responsibilities as Corporate Secretary. Mr. Balderson has not entered into a non-competition or non-disclosure agreement with the Company.

### **Corporate Cease Trade Orders or Bankruptcies**

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

- (i) was subject to a cease trade order, an order similar to cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer; or
- (ii) was subject to an a cease trade order, an order similar to cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, Chief Executive Officer or Chief Financial Officer and which resulted from an event that occurred while that person was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer.

Mr. Balderson previously served as President and Chief Executive Officer of Argentum Silver Corp. ("**Argentum**") from August 2014 to May 2017. On November 2, 2015, at the request of Argentum, the British Columbia Securities Commission (the "**BCSC**") issued a Cease Trade Order (the "**2015 CTO**") against insiders of Argentum for failure to file annual audited financial statements and management's discussion and analysis for the year ended June 30, 2015. The 2015 CTO was revoked on December 16, 2015. On November 3, 2016, at the request of Argentum, the BCSC issued a Cease Trade Order (the "**2016 CTO**") against insiders of Argentum for failure to file annual audited financial statements and management's discussion and analysis for the year ended June 30, 2016. The 2016 CTO was revoked on December 5, 2016.

### **Penalties or Sanctions**

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

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

## Bankruptcies

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

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

## Conflicts of Interest

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

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

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

## EXECUTIVE COMPENSATION

The Company was not a reporting issuer at any time during the fiscal period commencing December 3, 2019 and ended September 30, 2020, the Company's most recently completed financial year. Accordingly, and in accordance with Form 51-102F6 *Statement of Executive Compensation* ("Form 51-102F6"), the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to Named Executive Officers of the Company, once the Company becomes a reporting issuer, to the extent this compensation has been determined.

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

at the end of the Company's most recently completed financial year. For the fiscal year ended September 30, 2020, the Company's NEOs were Charles Hugh Maddin and Faizaan Lalani.

### **Compensation Discussion and Analysis**

At its present stage of development, the Company does not have any formal objectives, criteria and analysis for determining the compensation of its Named Executive Officers and primarily relies on the discussions and determinations of the board of directors. With a view to minimizing its cash expenditures not directed at the exploration of the Property, the Company does not intend to pay compensation to management for the next 12 months. However, this policy will be re-evaluated periodically. The Company expects to grant incentive stock options to the Named Executive Officers and its non-executive directors, under a stock option plan to be adopted subsequent to listing on the Exchange in the amounts and on terms to be determined by the Board at that time.

### **Option Based Awards**

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

### **Defined Benefit Plans**

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

### **Termination and Change of Control Benefits**

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

### **Director Compensation**

The Company does not have any arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts. As with the Named Executive Officers, the Board intends to compensate directors primarily through the grant of stock options, under a stock option plan to be adopted subsequent to listing on the Exchange, and reimbursement of expenses incurred by such persons acting as directors of the Company.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

### **Aggregate Indebtedness**

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

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

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

## AUDIT COMMITTEE AND CORPORATE GOVERNANCE

### Audit Committee

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

### Audit Committee Charter

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

### Composition of Audit Committee

The members of the Company's Audit Committee are:

Charles Hugh Maddin (Chair)	Not Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>
Mark Ireton	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>
Uranbileg Yondon	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>

#### Notes:

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Mr. Maddin is not independent, as Mr. Maddin is the Chief Executive Officer and President of the Company.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

### Relevant Education and Experience

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

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

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

### Audit Committee Oversight

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

## Reliance on Certain Exemptions

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

## Pre-Approval Policies and Procedures

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

## External Auditor Service Fees

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

Financial Year End	Audit Fees	Audit Related Fees <sup>(1)</sup>	Tax Fees <sup>(2)</sup>	All other Fees <sup>(3)</sup>
September 30, 2020	7,500	\$Nil	\$Nil	\$Nil

### Notes:

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

## Exemption

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

# CORPORATE GOVERNANCE

## General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. NP 58-201 provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, NI 58-101 prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

## Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. The Board is comprised of four directors: Charles Hugh Maddin, Faizaan Lalani, Uranbileg Yondon and Mark Ireton. As the size of the Board is small, the Board has no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Company.

Mr. Maddin is not independent, as he is the Chief Executive Officer and President of the Company, and Mr. Lalani is not independent, as he is the Chief Financial Officer of the Company. Ms. Yondon and Mr. Ireton are independent.



## Directorships

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

Charles Hugh Maddin	International Bethlehem Mining Corp. (TSXV) Makara Mining Corp. (CSE) Doubleview Gold Corp (TSXV)
Faizaan Lalani	IMC International Mining Corp. (CSE) United Lithium Corp. (CSE) Soldera Mining Corp. (CSE)
Mark Ireton	Redfund Capital Corp.(CSE), Noram Ventures Inc.(TSXV)

## Orientation and Continuing Education

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

## Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

## Nomination of Directors

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

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

## Compensation

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

## Other Board Committees

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

## Assessments

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

## PLAN OF DISTRIBUTION

This Prospectus qualifies the distribution of 3,475,500 Units, and the Unit Shares and Warrants underlying the Units, to be issued, without additional payment, upon the exercise or deemed exercise of 3,475,500 Special Warrants.

No securities are being offered or sold pursuant to this Prospectus. This Prospectus is being filed by the Company with its overseeing regulators. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and no agent or underwriter is involved.

### **Listing of Common Shares**

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

### **IPO Venture Issuer**

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

## **RISK FACTORS**

### **General**

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

### **Limited Operating History**

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

### **Speculative Nature of Mineral Exploration**

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. There is no assurance that the Company’s mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company’s operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and

processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

### **Financing Risks**

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

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

### **Property Interests**

If the Company loses or abandons its interest in the Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties. Unless the Company acquires additional property interests, any adverse developments affecting the Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

### **If the Company cannot raise additional equity financing, then it may lose some or all of its interest in the Property**

The Company is required to make cash payments to the Optionor, and to incur work expenditures in order to maintain its interest in the Property. The Company's ability to maintain an interest in the Property may be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make periodic payments or expenditures required for the maintenance of the Company's interest in the Property and could result in a delay or postponement of further exploration and the partial or total loss of the Company's interest in the Property.

### **Commercial Ore Deposits**

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

### **Uninsurable Risks**

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

## **Permits and Government Regulations**

The future operations of the Company may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Property.

## **Environmental and Safety Regulations and Risks**

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

## **Management**

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business. In addition, the Company's ability to keep on personnel may be challenged as a result of potential COVID-19 outbreaks or quarantines.

## **Key Person Insurance**

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

## **Mineral Titles**

The Company is satisfied that evidence of title to the Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Property. The Company may face challenges to the title of the Property or subsequent properties it may acquire, which may prove to be costly to defend or could impair the advancement of the Company's business plan.

## **Aboriginal Title**

The Property or other future properties owned or optioned by the Company may now or in the future be the subject of First Nations land claims. The following First Nation communities are situated in or around the Property: (i) Long Lake 58, (ii) Lake Nipigon Ojibway, (iii) Rocky Bay (iv) Sand Point, (v) Aroland, and (vi) Ginoogaming. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the Property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the Property is located, by way of a negotiated

settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, any exploration and mining work on the Property will need to be carried out in consultation with these communities, and there is no assurance that the Company will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the Property.

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

### **COVID-19 Public Health Crisis**

The Company's business, operations and financial condition could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. To date, there have been a large number of temporary business closures, quarantines and a general reduction in consumer activity in Canada. The outbreak has caused companies and various governmental bodies to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend. Such public health crises can result in volatility and disruptions in the supply and demand for gold and other metals and minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect mineral prices, interest rates, credit ratings, credit risk, share prices and inflation. The risks to the Company of such public health crises also include slowdowns or temporary suspensions of operations in locations impacted by an outbreak, interruptions to supply chains and supplies upon which the Company relies, restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others, increased labor costs, regulatory changes, political or economic instabilities or civil unrest.

As of the date of this Prospectus, the Ontario provincial government has designated businesses engaged in mineral exploration and development as an "essential service". Provided the Company's exploration activities continue to be so designated and the current availability of labour and supplies is not materially affected by new developments respecting COVID-19 or responses thereto, the Company expects that its personnel will be able to carry out surveying and drilling activities and complete the Phase 1 work program without significant delays or increases in cost.

The Company has and will continue to take measures recommended by Health Canada and applicable regulatory bodies, as appropriate. To date, the Company has introduced a "work from home policy" affecting its three executive officers and has reduced travel and transitioned to virtual meetings where feasible. The extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

### **Fluctuating Mineral Prices**

The Company's revenues in the future, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals, which in turn depend on the results of the Company's exploration on these properties and whether development will be commercially viable or even possible. Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years, including as a result of the significant market reaction to COVID-19. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

## **Competition**

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to hire or maintain experienced and expert personnel or acquire suitable properties or prospects for mineral exploration in the future.

## **Negative Cash Flows From Operations**

For the period ended September 30, 2020 and the three months ended December 31, 2020, the Company sustained net losses from operations and had negative cash flow from operating activities of \$19,036 and \$61,748, respectively. The Company continues to have negative operating cash flow. It is possible the Company may have negative cash flow in any future period and as a result, the Company may need to use available cash, including proceeds from the Private Placements and any future financings to fund any such negative cash flow.

## **Resale of Common Shares**

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

## **Community Groups**

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("NGOs") who oppose resource development can be vocal critics of the mining industry. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

## **Price Volatility of Publicly Traded Securities**

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

## **Conflicts of Interest**

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the British Columbia *Business Corporations Act*. Some of the directors and officers of the Company are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible

conflict of interest which may arise between the directors' duties to the Company and their duties to the other companies on whose boards they serve, the directors and officers of the Company have agreed to the following:

- participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate; and
- no commissions or other extraordinary consideration will be paid to such directors and officers; and business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Company except on the same or better terms than the basis on which they are offered to third party participants.

### **Tax Issues**

Income tax consequences in relation to the Common Shares will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers prior to investing in Common Shares of the Company.

### **Dividend**

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

## **PROMOTER**

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

No person who was a Promoter of the Company:

1. received anything of value directly or indirectly from the Company;
2. sold or otherwise transferred any asset to the Company within the last 2 years;
3. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days while that person was acting in the capacity as director, CEO or CFO;
4. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the person ceased to be a director, CEO or CFO and which resulted from an event that occurred while the person was acting in the capacity as director, CEO or CFO;
5. is at of the date hereof, or was within 10 years before the date hereof, a director or executive officer of any person or company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;
6. has, within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the person;

7. has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;
8. has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or
9. has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

## **LEGAL PROCEEDINGS**

### **Legal Proceedings**

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

### **Regulatory Actions**

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

- (i) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority;
- (ii) other penalties or sanctions imposed by a court or regulatory body against the Company necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and
- (iii) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

## **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

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

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

## **AUDITORS**

The auditor of the Company is Crowe MacKay LLP, of 1100 - 1177 West Hastings St., Vancouver, BC, V6E 4T5 ("Crowe MacKay").



## **REGISTRAR AND TRANSFER AGENT**

The registrar and transfer agent of the Company is Odyssey Trust Company, at 323 – 409 Granville Street, Vancouver, BC V6C 1T2.

## **MATERIAL CONTRACTS**

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company from incorporation to the date of this Prospectus which are currently in effect and considered to be currently material:

1. The Registrar and Transfer Agent Agreement dated November 20, 2020;
2. The Escrow Agreement dated March 22, 2021;
3. The Pooling Agreement dated March 22, 2021; and
4. The Property Agreement dated September 11, 2020.

Copies of the material contracts will be available under the Company's profile at [www.sedar.com](http://www.sedar.com) upon the issuance of the Receipt.

## **EXPERTS**

### **Names of Experts**

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

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

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

### **Interests of Experts**

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

## **OTHER MATERIAL FACTS**

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

## **RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in the Provinces of British Columbia, Alberta and Ontario provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt

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

## **FINANCIAL STATEMENTS**

Audited financial statements of the Company for the periods ended December 31 2020 and September 30, 2020 are included in this Prospectus as Schedule "B".

## SCHEDULE “A”

### Audit Committee Charter

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

#### Composition

- *Number of Members.* The Audit Committee must be comprised of a minimum of three directors of the Company, a majority of whom will be independent. Independence of the board members will be as defined by applicable legislation.
- The members of the Committee will be appointed by the board of directors of the Company (“Board”) annually at the first meeting of the Board following the annual meeting of the shareholders, to serve until the next annual meeting of shareholders or until their successors are duly appointed.
- *Chair.* If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the “Chair”) to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.
- *Financially Literacy.* All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

#### Meetings

- *Quorum.* The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.
- *Agenda.* The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.
- *Notice to Auditors.* The Company’s auditors (the “Auditors”) will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor’s duties.
- *Minutes.* Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

#### Roles and Responsibilities

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

##### External Auditor

The Audit Committee will:

- (a) *Selection of the external auditor.* Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company’s accounts, controls and financial statements.
- (b) *Scope of Work.* Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor’s review, including the Auditor’s engagement letter.

- (c) *Compensation*. Recommend to the Board the compensation to be paid to the external auditors.
- (d) *Replacement of Auditor*. If necessary, recommend the replacement of the Auditor to the Board of Directors.
- (e) *Approve Non-Audit Related Services*. Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.
- (f) *Direct Responsibility for Overseeing Work of Auditors*. Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.
- (g) *Resolution of Disputes*. Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

#### Consolidated Financial Statements and Financial Information

The Audit Committee will:

- (a) *Review Audited Financial Statements*. Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.
- (b) *Review of Interim Financial Statements*. Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.
- (c) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports*. Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.
- (d) *Auditor Reports and Recommendations*. Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

#### Risk Management, Internal Controls and Information Systems

The Audit Committee will:

- (a) *Internal Control*. Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.
- (b) *Financial Management*. Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.
- (c) *Accounting Policies and Practices*. Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.
- (d) *Litigation*. Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.
- (e) *Other*. Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

### Complaints

- (a) *Accounting, Auditing and Internal Control Complaints.* The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.
- (b) *Employee Complaints.* The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

### **Authority**

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

### **Reporting**

The Audit Committee will report to the Board on:

- (a) the Auditor's independence;
- (b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;
- (c) the reappointment and termination of the Auditor;
- (d) the adequacy of the Company's internal controls and disclosure controls;
- (e) the Audit Committee's review of the annual and interim consolidated financial statements;
- (f) the Audit Committee's review of the annual and interim management discussion and analysis;
- (g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and
- (h) all other material matters dealt with by the Audit Committee.

**SCHEDULE “B”**

**FINANCIAL STATEMENTS FOR THE PERIODS ENDED DECEMBER 31, 2020 AND SEPTEMBER 30, 2020**

**[See attached]**

**MEDARO MINING CORP.**

**FINANCIAL STATEMENTS**

December 31 2020 and September 30, 2020

(Expressed in Canadian Dollars)

## Independent Auditor's Report

To the shareholders of Medaro Mining Corp.

### Opinion

We have audited the financial statements of Medaro Mining Corp. ("the Company"), which comprise the statements of financial position as at December 31, 2020 and September 30, 2020 and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the periods then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020 and September 30, 2020, and its financial performance and its cash flows for the periods then ended in accordance with International Financial Reporting Standards.

### Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the financial statements which describes the material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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



## **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

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

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

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

## **Auditor's Responsibilities for the Audit of the Financial Statements**

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

**"Crowe MacKay LLP"**

**Chartered Professional Accountants  
Vancouver, Canada  
March 22, 2021**

**MEDARO MINING CORP.**  
**STATEMENTS OF FINANCIAL POSITION**  
December 31, 2020 and September 30, 2020  
(Expressed in Canadian Dollars)

	<b>December 31, 2020</b>	<b>September 30, 2020</b>
<b>ASSETS</b>		
Current		
Cash	\$ 914,264	\$ 783,012
Accounts receivable	3,133	983
Prepaid expense	-	8,000
	917,397	791,995
Exploration and evaluation asset (Note 5)	40,000	-
	\$ 957,397	\$ 791,995
<b>LIABILITIES</b>		
Current		
Accounts payable and accrued liabilities	\$ 21,395	\$ 11,625
<b>SHAREHOLDERS' EQUITY</b>		
Share capital (Note 6)	754,998	754,998
Special warrants (Note 6)	347,550	-
Share subscriptions received	-	114,550
Deficit	(166,546)	(89,178)
	936,002	780,370
	\$ 957,392	\$ 791,995

Going concern (Note 2)  
Commitments (Notes 5 and 6)

APPROVED ON BEHALF OF THE BOARD:

"Faizaan Lalani" Director

"Charles Hugh Maddin" Director

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

**MEDARO MINING CORP.****STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

For the three months ended December 31, 2020 and

for the period from June 19, 2020 (date of incorporation) to September 30, 2020

(Expressed in Canadian Dollars)

	<b>For the three months ended December 31, 2020</b>	<b>Period from June 19, 2020 to September 30, 2020</b>
Administrative expenses		
Consulting fees (Note 7)	\$ 24,167	\$ 7,500
Exploration expenditures	15,000	-
Filing fees	19,365	-
Office and general	817	812
Professional fees	18,019	13,366
Share-based payments (Notes 6 and 7)	-	67,500
Net loss and comprehensive loss for the period	\$ (77,368)	\$ (89,178)
Basic and diluted loss per share	\$ (0.00)	\$ (0.01)
Weighted average number of common shares outstanding	20,499,961	10,810,667

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

**MEDARO MINING CORP.****STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

For the three months ended December 31, 2020 and for the period ended September 30, 2020

(Expressed in Canadian Dollars)

	Number of Shares	Capital Stock	Special Warrants	Share Subscriptions Received	Deficit	Total Shareholders' Equity
Balance, June 19, 2020	1	\$ -	\$ -	\$ -	\$ -	\$ -
Share issuances						
Private placement (Note 6)	4,500,000	90,000	-	-	-	90,000
Private placement (Note 6)	12,000,000	240,000	-	-	-	240,000
Private placement (Note 6)	8,499,960	424,998	-	-	-	424,998
Share subscriptions received	-	-	-	114,550	-	114,550
Net loss for the period	-	-	-	-	(89,178)	(89,178)
Balance, September 30, 2020	24,999,961	754,998	-	114,550	(89,178)	780,370
Issuance of Special Warrants (Note 6)	-	-	347,550	(114,550)	-	233,000
Net loss for the period	-	-	-	-	(77,368)	(77,368)
Balance, December 31, 2020	24,999,961	\$ 754,998	\$ 347,550	\$ -	\$ (166,546)	\$ 936,002

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

**MEDARO MINING CORP.****STATEMENTS OF CASH FLOWS**

For the three months ended December 31, 2020 and

for the period from June 19, 2020 (date of incorporation) to September 30, 2020

(Expressed in Canadian Dollars)

	<b>For the three months ended December 31, 2020</b>	<b>Period from June 19, 2020 to September 30, 2020</b>
Operating Activities		
Net loss for the period	\$ (77,368)	\$ (89,178)
Items not affecting cash:		
Share-based payments	-	67,500
Changes in non-cash working capital items related to operations:		
Accounts receivable	(2,150)	(983)
Prepaid expenses	8,000	(8,000)
Accounts payable and accrued liabilities	9,770	11,625
Cash used in operating activities	(61,748)	(19,036)
Investing Activity		
Exploration and evaluation asset	(40,000)	-
Cash used in investing activity	(40,000)	-
Financing Activities		
Shares issued for cash	-	687,498
Special warrants	233,000	-
Share subscriptions received	-	114,550
Cash provided by financing activities	233,000	802,048
Change in cash during the period	131,252	783,012
Cash, beginning of period	783,012	-
Cash, end of the period	\$ 914,264	\$ 783,012
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

## **MEDARO MINING CORP.**

### **Notes to the Financial Statements**

**December 31, 2020 and September 30, 2020**

**(Expressed in Canadian Dollars)**

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#### **1. CORPORATE INFORMATION**

The Company is a mineral property exploration company that is planning an initial public offering (“IPO”) of its shares and intends to list on the Canadian Securities Exchange (“CSE”).

The Company has an option agreement to earn an interest in a mineral property located in the Thunder Bay Mining District, Northwestern Ontario (Note 5) and has not yet determined whether this property contains reserves that are economically recoverable. The recoverability of amounts from the property is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying property, the ability of the Company to obtain necessary financing to satisfy the expenditure requirements under the property option agreement and to complete the development of the property and upon future profitable production or proceeds for the sale thereof.

The Company was incorporated on June 19, 2020 in British Columbia. The registered and records office and head office of the Company is located at 409 Granville Street, Suite 1000, Vancouver, British Columbia, Canada, V6C 1T2.

#### **2. BASIS OF PREPARATION**

##### **(a) Statement of Compliance**

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the IFRS Interpretations Committee.

These financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on March 22, 2021.

##### **(b) Basis of Measurement**

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value, as explained in the accounting policies set out in Note 3. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

##### **(c) Going Concern**

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At December 31, 2020 the Company has not achieved profitable operations, has accumulated losses of \$166,546 (September 30, 2020 – \$89,178) since inception and expects to incur further losses in the development of its business.

## **MEDARO MINING CORP.**

Notes to the Financial Statements

December 31, 2020 and September 30, 2020

(Expressed in Canadian Dollars)

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### **2. BASIS OF PREPARATION – (cont'd)**

#### **(c) Going Concern – (cont'd)**

There was a global pandemic outbreak of COVID-19. To date, there have been a large number of temporary business closures, quarantines and a general reduction in consumer activity in Canada. The outbreak has caused companies and various governmental bodies to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend. At this point, the extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

The above material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

### **3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out below have been applied consistently in the financial statements, unless otherwise indicated.

#### Exploration and Evaluation Assets

##### *Exploration and evaluation rights to explore*

The Company capitalizes direct mineral property acquisition costs and those expenditures incurred following the determination that the property has economically recoverable reserves. Mineral property acquisition costs include cash consideration, option payment under an earn-in arrangement and the fair value of common shares issued for mineral property interests, pursuant to the terms of the relevant agreement. Once the technical feasibility and commercial viability of extracting the mineral resources has been determined, the property is considered to be a mine under development and development costs are capitalized to "mines under construction" on the statement of financial position. These costs are amortized over the estimated life of the property following commencement of commercial production, or written off if the property is sold, allowed to lapse or abandoned, or when impairment in value has been determined to have occurred. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

##### *Exploration and evaluation expenditures*

Exploration and evaluation ("E & E") expenditures are charged to operations in the year incurred until such time as it has been determined that a property has economically recoverable resources, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized into property, plant and equipment.



## **MEDARO MINING CORP.**

Notes to the Financial Statements

December 31, 2020 and September 30, 2020

(Expressed in Canadian Dollars)

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### **3. SIGNIFICANT ACCOUNTING POLICIES – (cont'd)**

#### Impairment of Assets

The Company's assets are reviewed for an indication of impairment at each statement of financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in the profit or loss for the period. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount is the greater of the asset's fair value less costs 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 current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

#### Financial Instruments

##### *Financial Assets*

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, the transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in the entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. The classification depends on the Company's business model for managing the financial assets and contractual terms of the cash flows. These are the measurement categories under which the Company classifies its financial assets:

- **Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through OCI ("FVOCI"):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Financial assets classified at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income (loss). When the financial instrument is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

## **MEDARO MINING CORP.**

Notes to the Financial Statements

December 31, 2020 and September 30, 2020

(Expressed in Canadian Dollars)

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### **3. SIGNIFICANT ACCOUNTING POLICIES – (cont'd)**

#### Financial Instruments – (cont'd)

- Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Loss in the period which it arises.

The Company's cash is measured at amortized cost.

#### *Impairment of Financial Assets at Amortized Cost*

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

#### *Financial Liabilities*

The Company classifies its financial liabilities into the following categories: financial liabilities at FVTPL and amortized cost.

A financial liability is classified as FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows: the amount of change in fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Company does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest rate method. The Company classifies its accounts payable and accrued liabilities as financial liabilities held at amortized cost.

#### Provisions

##### *Rehabilitation Provision*

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the year in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

## **MEDARO MINING CORP.**

### Notes to the Financial Statements

December 31, 2020 and September 30, 2020

(Expressed in Canadian Dollars)

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### **3. SIGNIFICANT ACCOUNTING POLICIES – (cont'd)**

#### Provisions – (cont'd)

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related exploration and evaluation assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the year in which they occur.

#### *Other Provisions*

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

#### Basic and Diluted Loss Per Share

Basic loss per share is computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year. Diluted earnings/loss per common share is computed by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted. There were no potentially dilutive common shares related to warrants outstanding at September 30, 2020. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

#### Income Taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income (loss), in which case the income tax is also recognized directly in equity or other comprehensive income (loss).

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred income tax assets and liabilities are presented as non-current.

## **MEDARO MINING CORP.**

Notes to the Financial Statements

December 31, 2020 and September 30, 2020

(Expressed in Canadian Dollars)

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### **3. SIGNIFICANT ACCOUNTING POLICIES – (cont'd)**

#### Share Capital

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The fair value of the common shares issued in the private placements was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing quoted bid price on the date of issuance once the shares are listed on a stock exchange. The balance, if any, was allocated to the attached warrants. Any fair value attributed to the warrants is recorded to contributed surplus.

### **4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in net loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

#### **Critical judgments in applying accounting policies**

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

#### **Exploration and Evaluation Asset and Impairment**

The application of the Company's accounting policy for exploration and evaluation assets and impairment of the capitalized expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in profit or loss in the year the new information becomes available.

#### **Going Concern**

The assessment of the Company's ability to continue as a going concern requires significant judgement. See Note 2(c).

#### **Title to Mineral Property Interests**

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title or interest therein. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

## **MEDARO MINING CORP.**

Notes to the Financial Statements

December 31, 2020 and September 30, 2020

(Expressed in Canadian Dollars)

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### **4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS – (cont'd)**

#### **Income Taxes**

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. This is deemed to be the case when there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity which are expected to reverse in the same year as the expected reversal of the deductible temporary difference, or in years into which a tax loss arising from the deferred tax asset can be carried back or forward. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

### **5. EXPLORATION AND EVALUATION ASSETS**

By a mineral property option agreement dated September 11, 2020 (the "Effective Date"), the Company may acquire up to a 100% interest in the Superb Lake Property. This property consists of 8 mining claims and is located in the Thunder Bay Mining District, Northwestern Ontario. As consideration, the Company will pay cash of \$165,000, issue 750,000 common shares of the Company and incur \$370,000 in exploration expenditures as follows:

- a) Cash payment of \$40,000 within seven days of signing on the Effective Date; (paid)
- b) Cash payment of \$50,000 within one year of the date on which the Company's shares become listed on the CSE (the "Listing Date");
- c) Cash payment of \$75,000 within two years of the Effective Date;
- d) Incur a minimum of \$120,000 in exploration expenditures within the first year from the Effective Date;
- e) Incur a minimum of \$250,000 in additional exploration expenditures within the two years from the Effective Date;
- f) Issuance of 250,000 common shares of the Company within one year of the Listing Date; and
- g) Issuance of 500,000 common shares of the Company within two years of the Listing Date.

Should the Company acquire 100% of the property, the optionor will retain a 3% net smelter return royalty ("NSR Royalty"). The Company may request a right to purchase from the optionor 1% NSR Royalty for \$1,000,000 thereby reducing the NSR Royalty held to 2%.

### **6. SHARE CAPITAL**

#### **(a) Authorized**

Unlimited common shares with no par value.

**MEDARO MINING CORP.**

## Notes to the Financial Statements

December 31, 2020 and September 30, 2020

(Expressed in Canadian Dollars)

**6. SHARE CAPITAL – (cont'd)****(b) Issued**

For the three months ended December 31, 2020:

There were no shares issued during the three months ended December 31, 2020.

For the period ended September 30, 2020:

On June 19, 2020, the Company issued 1 common share for total proceeds of \$0.005.

On July 17, 2020, the Company issued 4,500,000 common shares at \$0.005 per share for total proceeds of \$22,500 and recognized a share-based payment of \$0.015 per share for a total of \$67,500. The 4,500,000 common shares will be held in escrow.

On July 24, 2020, the Company issued 12,000,000 common shares at \$0.02 per share for total proceeds of \$240,000.

On August 27, 2020, the Company issued 8,499,960 common shares at \$0.05 per share for total proceeds of \$424,998.

**(c) Escrow Shares**

Pursuant to the subscription agreements pursuant to which such shares were issued by the Company, the 4,500,000 common shares issued on July 17, 2020 will be pooled for twelve (12) months from the Listing Date. In addition, pursuant to an escrow agreement to be entered into between the Company and the holders of such shares, such shares will be placed into escrow to be released as to 10% on the Listing Date with the remaining 90% to be released in equal tranches at six-month intervals over the 36 months following the Listing Date.

**(d) Special Warrants**

On November 13, 2020, the Company issued an aggregate of 3,475,500 special warrants (each, a “Special Warrant”) at a price of \$0.10 per Special Warrant and received gross proceeds of \$347,550 of which \$114,550 was included in share subscriptions received at September 30, 2020. Each Special Warrant entitles the holder to acquire, without further payment, one unit (a “Unit”). Each Unit will be comprised of one common share of the Company and one warrant, exercisable into one common share of the Company at an exercise price of \$0.20 for two years from the date the Company’s shares commence trading on the CSE. Each Special Warrant will automatically convert at 5:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the third business day after the date on which a receipt for a final prospectus to qualify for distribution the Units is received by the Company from the British Columbia Securities Commission; and (b) one year from the issuance date.

**MEDARO MINING CORP.**

## Notes to the Financial Statements

December 31, 2020 and September 30, 2020

(Expressed in Canadian Dollars)

**7. RELATED PARTY TRANSACTIONS AND BALANCES**

The following expenses were incurred with key management personnel of the Company. Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. Key management compensation comprises:

	<b>For the three months ended December 31, 2020</b>	<b>Period from June 19, 2020 to September 30, 2020</b>
Consulting fees		
Leonard De Melt, former director	\$ 5,833	\$ -
Ireton Consulting Inc. a company controlled by Mark Ireton, director	5,000	-
	10,833	-
Share-based payments		
Faizaan Lalani, CFO	-	30,000
Charles Hugh Maddin, President and CEO	-	37,500
	-	67,500
	\$ 10,833	\$ 67,500

**8. CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to identify, pursue and complete the exploration and development of resource properties, to maintain financial strength, to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain credit worthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject to. Capital of the Company comprises of cash and cash equivalents and shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

The Company's investment policy is to invest its cash in financial instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected timing of expenditures from continuing operations.

There were no changes to the Company's approach to capital management during the period.

## **MEDARO MINING CORP.**

### Notes to the Financial Statements

December 31, 2020 and September 30, 2020

(Expressed in Canadian Dollars)

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## **9. FINANCIAL INSTRUMENTS AND RISKS**

The company is exposed through its operations to the following financial risks:

- Liquidity risk
- Market risk
- Credit risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them unless otherwise stated in the note.

### **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections.

The Company monitors its cash flows to meet the Company's normal operating requirements on an ongoing basis and its planned capital expenditures. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As at December 31, 2020, the Company had a working capital of \$896,002 (September 30, 2020 – \$780,370).

### **Market Risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

### **Interest rate risk**

The Company is not exposed to significant interest rate risk.

### **Price risk**

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.



**MEDARO MINING CORP.**

## Notes to the Financial Statements

December 31, 2020 and September 30, 2020

(Expressed in Canadian Dollars)

**9. FINANCIAL INSTRUMENTS AND RISKS – (cont'd)****Credit Risk**

Financial instruments that potentially expose the Company to credit risk is cash. To minimize the credit risk on cash the Company places the instrument with a high credit quality financial institution. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.

**Fair Values**

The Company's financial instruments include cash and cash equivalents and accounts payable and accrued liabilities. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature. It is impractical to determine the fair value of these financial instruments with sufficient reliability due to the nature of these financial instruments, the absence of secondary market and the significant cost of obtaining external appraisals. The fair value of these financial instruments approximates their carrying value under the effective interest method.

**Fair Value Hierarchy**

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities; and

Level 2 fair value measurements are those derived from inputs other than quoted prices included within 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 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**10. INCOME TAXES**

The difference between tax expense for the period and the expected income taxes based on the statutory tax rates arises as follows:

	<b>For the three months ended December 31, 2020</b>	<b>Period from June 19, 2020 to September 30, 2020</b>
Loss before tax	\$ (77,368)	\$ (89,178)
Income tax recovery at local statutory rates – 27%	\$ (20,900)	\$ (24,100)
Permanent differences	-	18,200
Change in unrecognized tax benefits not recognized	20,900	5,900
	\$ -	\$ -

The nature and tax effect of the taxable temporary differences giving rise to deferred tax assets are summarized as follows:

**MEDARO MINING CORP.**

Notes to the Financial Statements

December 31, 2020 and September 30, 2020

(Expressed in Canadian Dollars)

**10. INCOME TAXES – (cont'd)**

	<b>For the three months ended December 31, 2020</b>	<b>Period from June 19, 2020 to September 30, 2020</b>
Non-capital losses	\$ 22,700	\$ 5,900
Mineral property	4,100	-
Unrecognized deferred tax assets	(26,800)	(5,900)
	\$ -	\$ -

As at December 31, 2020, the Company has estimated non-capital losses of \$84,046 (September 30, 2020 – \$21,678) for Canadian income tax purposes that may be carried forward to reduce taxable income derived in future years, and if not utilized the non-capital loss will expire in 2040.

**SCHEDULE “C”**

**MANAGEMENT’S DISCUSSION & ANALYSIS FOR THE PERIODS ENDED DECEMBER 31, 2020 AND  
SEPTEMBER 30, 2020**

**[See attached]**

MEDARO MINING CORP.

Management's Discussion and Analysis

For the three months ended December 31, 2020 and

for the period from June 19, 2020 (date of incorporation) to September 30, 2020

Dated: March 22, 2021

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The following Management's Discussion and Analysis ("MD&A") is prepared as at March 22, 2021 in accordance with National Instrument 51-102F1, and should be read together with the audited financial statements for the three months ended December 31, 2020 and related notes and the audited financial statements for the period ended September 30, 2020 and related notes, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's fiscal year end is September 30. Additional information regarding the Company will be available through the SEDAR website at [www.sedar.com](http://www.sedar.com).

Certain information included in this MD&A may constitute forward-looking statements. Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements.

Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

The Company's forward-looking statements are based on the Company's beliefs and assumptions, which are based on information available at the time these assumptions are made. The forward looking statements contained herein are as of March 22, 2021, and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information, or statements, may not be achieved and that the assumptions underlying such information or statements will not prove to be accurate.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, as a result of numerous risks, uncertainties and other factors such as those described above and in "Risks and Uncertainties" below. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

All dollar figures are stated in Canadian dollars unless otherwise indicated.

### **The Company's Business**

The Company was incorporated on June 19, 2020 in British Columbia. The registered and records office and head office of the Company is located at 409 Granville Street, Suite 1000, Vancouver, British Columbia, Canada, V6C 1T2.

The Company has an option agreement to earn an interest in a mineral property (the "Property") located in the Thunder Bay Mining Region, Ontario and has not yet determined whether the Property contains reserves that are economically recoverable. The recoverability of amounts from the Property is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying Property, the ability of the Company to obtain necessary financing to satisfy the expenditure requirements under the property option agreement and to complete the development of the Property and upon future profitable production or proceeds for the sale thereof.

### **Selected Annual Financial Information**

The table below sets out certain selected financial information regarding the operations of the Company for the period indicated. The selected financial information has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements and related notes.

	Period from June 19, 2020 to September 30, 2020
	(audited)
Revenue	\$ -
Net loss and comprehensive loss	\$ 89,178
Loss per share <sup>(1)</sup>	\$ 0.01
Total assets	\$ 791,995

Note: (1) Based on the weighted average number of common shares outstanding during the period from June 19, 2020 to September 30, 2020, being 10,810,667.

The Company was incorporated on June 19, 2020 and September 30, 2020 was the Company's first fiscal year end. The Company did not record any revenues in the period ended September 30, 2020 and incurred a net loss of \$89,178. The net loss of \$89,178 in the period is largely attributed to share-based payment which was recorded in conjunction with the July 17, 2020 private placement.

The Company's total assets for the period ended September 30, 2020 were \$791,995, which is mainly comprised of cash.

The Company has not declared any dividends since its incorporation and does not anticipate paying cash dividends in the foreseeable future on its common shares and intends to retain any future earnings to finance internal growth, acquisitions and development of its business. Any future determination to pay cash dividends will be at the discretion of the board of directors of the Company and will depend upon the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors of deems relevant.

### **Selected Quarterly Financial Information**

A summary of results for the two quarter since incorporation follows:

	Three months ended December 31, 2020	Three months ended September 30, 2020	Period from June 19, 2020 to June 30, 2020
		(unaudited)	(unaudited)
Revenue	\$ -	\$ -	\$ -
Net loss	\$ 77,368	\$ 89,178	\$ -
Comprehensive loss	\$ 77,368	\$ 89,178	\$ -
Loss per share <sup>(1)</sup>	\$ 0.00	\$ 0.01	\$ -

Note: (1) Based on (i) the weighted average number of common shares outstanding during the periods. and (ii) the weighted average number of common shares outstanding during the period from June 19, 2020 to

Medaro Mining Corp.

Management Discussion's and Analysis

For the three months ended December 31, 2020 and

for the period from June 19, 2020 (date of incorporation) to September 30, 2020

Dated: March 22, 2021

---

June 30, 2020, being one (1).

The Company was incorporated on June 19, 2020 and the quarter ended June 30, 2020 was the Company's first fiscal quarter reported, during which the Company was inactive. During the three months ended September 30, 2020, the Company recorded a net loss of \$89,178, which included legal fees incurred in connection with the setup of the Company and preparation of its preliminary prospectus and share-based payment, which was recorded in conjunction with the July 17, 2020 private placement. During the three months ended December 31, 2020, the Company recorded a net loss of \$77,368 which is comparable to the net loss of \$89,178 for the previous quarter.

### **Results of Operations**

For the three months ended December 31, 2020

During the three months ended December 31, 2020, the Company recorded a net loss of \$77,368. There are no comparative figures for the prior period as the Company was incorporated on June 19, 2020. The net loss of \$77,368 in the period is largely attributed to cost associated with the prospectus such as professional fees, a geological consultant that was engaged to prepare the 43-101 report and filing fees. The Company also paid to external party for administrative services.

For the period ended September 30, 2020

The Company was incorporated on June 19, 2020 and September 30, 2020 was the Company's first fiscal year end. The Company did not record any revenues in the period ended September 30, 2020 and incurred a net loss of \$89,178. The net loss of \$89,178 in the period is largely attributed to professional fees associated with the setup of the Company and the preparation of the preliminary prospectus and share-based payments of \$67,500, which were recorded in conjunction with the July 17, 2020 private placement.

### **Fourth Quarter**

As noted above in the results of operations, the Company incurred a net loss of \$89,178 during the period from June 19, 2020 to September 30, 2020, the majority of which was incurred in the fourth quarter. The Company recorded a net loss of \$89,178 in the fourth quarter consisting of professional fees and share-based payment as noted above.

### **Liquidity and Capital Resources**

The Company's cash position as at December 31, 2020 was \$914,264 (September 30, 2020 - \$783,012) with a working capital of \$896,002 (September 30, 2020 - \$780,370). Total assets as at December 31, 2020 was \$957,397 (September 30, 2020 - \$791,995).

The Company believes that the current capital resources are sufficient to pay overhead expenses for the next twelve months and is in the process of raising additional funding to fund further exploration programs. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company may not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares or the exercise of options and warrants to fund ongoing operations and investment. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

Medaro Mining Corp.

Management Discussion's and Analysis

For the three months ended December 31, 2020 and

for the period from June 19, 2020 (date of incorporation) to September 30, 2020

Dated: March 22, 2021

---

On November 13, 2020, the Company issued an aggregate of 3,475,500 special warrants (each, a "Special Warrant") at a price of \$0.10 per Special Warrant and received gross proceeds of \$347,550. Each Special Warrant entitles the holder to acquire, without further payment, one unit (a "Unit"). Each Unit will be comprised of one common share of the Company and one warrant, exercisable into one common share of the Company at an exercise price of \$0.20 for two years from the date the Company's shares commence trading on the CSE. Each Special Warrant will automatically convert at 5:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the third business day after the date on which a receipt for a final prospectus to qualify for distribution the Units is received by the Company from the British Columbia Securities Commission; and (b) one year from the issuance date.

On July 17, 2020, the Company issued 4,500,000 common shares at \$0.005 per share for total proceeds of \$22,500 and recognized a share-based payment of \$0.015 per share for a total of \$67,500. The 4,500,000 common shares will be held under (i) a voluntary pooling agreement for twelve (12) months from the date the Company's shares commence trading on the CSE and (ii) escrow for 36 months pursuant to the CSE's standard escrow policies applicable to Company principals.

On July 30, 2020, the Company issued 12,000,000 common shares at \$0.02 per share for total proceeds of \$240,000.

On August 27, 2020, the Company issued 8,499,960 common shares at \$0.05 per share for total proceeds of \$424,998.

The Company manages its capital structure in order to ensure sufficient resources are available to meet operational requirements and safeguard its ability to continue as a going concern. There are no externally imposed capital requirements on the Company. Capital of the Company comprises of cash and cash equivalents and shareholders' equity. The Company manages the capital structure and makes adjustments in response to changes in economic conditions, including the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation of the Company. To secure additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing.

### **Going Concern**

The audited financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At December 31, 2020, the Company has not achieved profitable operations, has accumulated losses of \$166,546 (September 30, 2020 – \$89,178) since inception and expects to incur further losses in the development of its business. The above material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its operations, its ability to attain profitable operations to generate funds, and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

### **Off Balance Sheet Arrangements**

The Company does not have any off balance sheet arrangements.

### **Financial Instruments**

The Company's risk exposures and the impact on the Company's financial statements are summarized below.

#### *Credit risk*

Financial instruments that potentially expose the Company to credit risk is cash and cash equivalents. To minimize the credit risk on cash the Company places the instrument with a high credit quality financial institution. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.

#### *Interest rate risk*

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to floating rate of interest. The interest rate risks on cash and on the Company's obligations are not considered significant.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections.

The Company monitors its cash flows to meet the Company's normal operating requirements on an ongoing basis and its planned capital expenditures. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As at December 31, 2020, the Company had a working capital of \$896,002 (September 30, 2020 – \$780,370).

#### *Price risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

#### *Market Risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

### **Related Party Transactions**



Medaro Mining Corp.

Management Discussion's and Analysis

For the three months ended December 31, 2020 and

for the period from June 19, 2020 (date of incorporation) to September 30, 2020

Dated: March 22, 2021

Related party transactions are comprised of services rendered by directors and/or officers of the Company or by a company with a director and/or officer in common. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

#### Key Management Compensation

Key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and include the Company's executive officers and members of the Board of Directors. Key management compensation consisted of the following:

	For the three months ended December 31, 2020	Period from June 19, 2020 to September 30, 2020
Consulting fees		
Leonard De Melt, former director	\$ 5,833	\$ -
Ireton Consulting Inc. a company controlled by Mark Ireton, director	5,000	-
	10,833	
Share-based payments		-
Faizaan Lalani, CFO	-	30,000
Charles Hugh Maddin, President and CEO	-	37,500
	-	67,500
	\$ 10,833	\$ 67,500

#### Proposed Transaction

N/A

#### Subsequent Events

N/A

#### Outstanding Share Data

Below is the summary of the Company's share capital as at September 30, 2020, December 31, 2020 and as of the date of this report:

Security description	As at		
	September 30, 2020	December 31, 2020	March 22, 2021
Common shares – issued and outstanding	24,999,961	24,999,961	24,999,961
Common shares underlying Special Warrants	Nil	3,475,500	3,475,500
Warrants underlying Special Warrants	Nil	3,475,500	3,475,500
Common shares – fully diluted	24,999,961	31,950,961	31,950,961

#### Critical Accounting Estimates and Judgments

Medaro Mining Corp.

Management Discussion's and Analysis

For the three months ended December 31, 2020 and

for the period from June 19, 2020 (date of incorporation) to September 30, 2020

Dated: March 22, 2021

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The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed in note 4 to the financial statements.

### **Business and Industry Risks**

There are a number of risk factors that could cause future results to differ materially from those described herein. The following sets out the principal risks faced by the Company. Additional risks and uncertainties, including those that the Company does not know about or that it currently deems immaterial, could also adversely impact the Company's business and results of operations.

### **Limited Operating History**

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

### **Speculative Nature of Mineral Exploration**

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

### **Financing Risks**

Medaro Mining Corp.

Management Discussion's and Analysis

For the three months ended December 31, 2020 and

for the period from June 19, 2020 (date of incorporation) to September 30, 2020

Dated: March 22, 2021

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

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

### **COVID-19 Public Health Crisis**

The Company's business, operations and financial condition could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. To date, there have been a large number of temporary business closures, quarantines and a general reduction in consumer activity in Canada. The outbreak has caused companies and various governmental bodies to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend. Such public health crises can result in volatility and disruptions in the supply and demand for gold and other metals and minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect mineral prices, interest rates, credit ratings, credit risk, share prices and inflation. The risks to the Company of such public health crises also include slowdowns or temporary suspensions of operations in locations impacted by an outbreak, interruptions to supply chains and supplies upon which the Company relies, restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others, increased labor costs, regulatory changes, political or economic instabilities or civil unrest.

As of the date hereof, the Ontario provincial government has designated businesses engaged in mineral exploration and development as an "essential service". Provided the Company's exploration activities continue to be so designated and the current availability of labour and supplies is not materially affected by new developments respecting COVID-19 or responses thereto, the Company expects that its personnel will be able to carry out surveying and drilling activities and complete the Phase 1 work program respecting the Property without significant delays or increases in cost.

The Company has and will continue to take measures recommended by Health Canada and applicable regulatory bodies, as appropriate. The Company implements a "work from home policy" affecting its two executive officers and has reduced travel and transitioned to virtual meetings where feasible. At this point, the extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

### **Property Interests**

Medaro Mining Corp.

Management Discussion's and Analysis

For the three months ended December 31, 2020 and

for the period from June 19, 2020 (date of incorporation) to September 30, 2020

Dated: March 22, 2021

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If the Company loses or abandons its interest in the Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties. Unless the Company acquires additional property interests, any adverse developments affecting the Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

**If the Company cannot raise additional equity financing, then it may lose some or all of its interest in the Property**

The Company is required to make cash payments to the optionor of the Property, and to incur work expenditures in order to maintain its interest in the Property. The Company's ability to maintain an interest in the Property may be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make periodic payments or expenditures required for the maintenance of the Company's interest in the Property and could result in a delay or postponement of further exploration and the partial or total loss of the Company's interest in the Property.

**Commercial Ore Deposits**

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

**Uninsurable Risks**

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

## CERTIFICATE OF THE COMPANY

**Date: March 24, 2021**

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of the Provinces of British Columbia, Alberta and Ontario.

/s/ Charles Hugh Maddin

Charles Hugh Maddin  
President, Chief Executive Officer, Director

/s/ Faizaan Lalani

Faizaan Lalani  
Chief Financial Officer

## ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Mark Ireton

Mark Ireton  
Director

/s/ Uranbileg Yondon

Uranbileg Yondon  
Director

## CERTIFICATE OF THE PROMOTER

**Date: March 24, 2021**

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of the Provinces of British Columbia, Alberta and Ontario.

/s/ Faizaan Lalani

Faizaan Lalani  
Promoter

**SCHEDULE B**

**MEDARO MINING CORP.**

(the “Company” or the “Issuer”)

**14. Capitalization Tables**

The following tables provide information about the Issuer’s capitalization as of the date of this Listing Statement:

<i>Description of security</i>	<i>Number authorized to be issued</i>	<i>Number outstanding as at the date of this Listing Statement</i>
Common Shares	No maximum	28,475,461
Warrants	No maximum	3,475,500
Options to Purchase Common Shares	N/A	0

14.1 The following chart sets out for the Issuer's Common Shares to be listed on the Exchange:

<b>Issued Capital</b>	<b>Number of Securities (non-diluted)</b>	<b>Number of Securities (fully-diluted)</b>	<b>% (non-diluted)</b>	<b>% (fully diluted)</b>
<u>Public Float</u>				
Total Outstanding <b>(A)</b>	28,475,461	31,950,961	100%	100%
<hr/>				
Held by Related Persons or employees of the Issuer or Related Persons 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>(B)</b>	23,291,641	26,291,641	81.8%	82.3%
Total Public Float <b>(A-B)</b>	5,183,820	5,659,320	18.2%	17.7%
<u>Freely Tradable Float</u>				
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 <b>(C)</b>	4,500,001	4,500,001	15.8%	14.1%
Total Tradable Float <b>(A-C)</b>	23,975,460	27,450,960	84.2%	85.9%

*Public Securityholders (Beneficial)*

**Class of Security**

<b><u>Size of Holdings</u></b>	<b><u>Number of Holders</u></b>	<b><u>Total number of securities</u></b>
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	-	-
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	-	-
5,000 or more securities	-	-
<b>Total</b>	-	-

*Public Securityholders (Registered)[A-B]*

**Class of Security**

<b><u>Size of Holdings</u></b>	<b><u>Number of Holders</u></b>	<b><u>Total number of securities</u></b>
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	54	27,000
1,000 – 1,999 securities	82	84,500
2,000 – 2,999 securities	4	8,000
3,000 – 3,999 securities	2	6,000
4,000 – 4,999 securities	0	0
5,000 or more securities	10	5,058,320
<b>Total</b>	152	5,183,820



*Non-Public Securityholders (Registered)[B]*

**Class of Security**

<u>Size of Holdings</u>	<u>Number of Holders</u>	<u>Total number of securities</u>
1 – 99 securities		
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	-	-
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	-	-
5,000 or more securities	12	23,291,641
<b>Total</b>	<b>12</b>	<b>23,291,641</b>

14.2 The following chart sets out details of securities of the Issuer convertible or exchangeable into any class of listed securities:

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding <sup>(1)</sup>	Number of listed securities issuable upon conversion / exercise
Common Share Purchase Warrants	3,475,500	3,475,500
Options to purchase Common Shares	0	0

Note: (1) Each common share purchase warrant entitles the holder to purchase one common share of the Issuer. 3,475,500 Warrants expire two years from the date the Company's shares commence trading on the Canadian Securities Exchange with an exercise price of \$0.20 per share.

14.3 The following are details of listed securities reserved for issuance that are not included in section 14.2:

Not applicable.