CORSUREX RESOURCE CORP.

FORM 2A

LISTING STATEMENT

September 20, 2019

CORSUREX RESOURCE CORP.

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Listing Statement

For Fiscal Year Ended December 31, 2018 and Quarter Ended June 30, 2019

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1. Introduction

This listing statement (the "**Listing Statement**") is furnished by and on behalf of the management of Corsurex Resources Corp. (formerly Gold Port Resources Ltd.) (the "**Issuer**") and provides up to date information as of the date of this Listing Statement.

The information provided in this Listing Statement, including information incorporated by reference, may contain "forward-looking statements" about the Issuer. In addition, the Issuer may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by the Issuer that address activities, events or developments that the Issuer expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by, or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal" or the negative of those words or other similar or comparable words. Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance, or business developments. These statements speak only as of the date they are made and are based on information currently available and on the Issuer's then current expectations and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements.

Consequently, all forward-looking statements made in this Listing Statement and other documents provided by the Issuer are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences or effects. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that the Issuer and/or persons acting on the Issuer's behalf may issue. The Issuer undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, other than as required under securities legislation. See *Risk Factors*.

All dollar amounts referenced herein are shown in Canadian dollars, unless otherwise indicated.

2. Corporate Structure

The head office and registered and records office of Corsurex Resource Corp. (formerly Gold Port Resources Ltd.) ("**Corsurex**" or the "**Issuer**") is located at Suite 804 - 750 West Pender Street, Vancouver, British Columbia, V6C 2T7.

The Issuer was incorporated pursuant to the *Business Corporations Act* (British Columbia) (the "**BCBCA**") on November 18, 2016 under corporation number BC1097139 as Gold Port Resources Ltd.

Effective November 28, 2017, the Issuer completed a consolidation of its common shares (the "**Shares**") at a ratio of 1 Share for every 16 Shares held.

On October 1, 2018, the Issuer changed its name from Gold Port Resources Ltd. to Corsurex Resource Corp.

The Issuer has no subsidiaries.

3. General Development of the Business

On January 18, 2017, the Issuer became a reporting issuer in the provinces of British Columbia, Alberta and Ontario when the Issuer completed a plan of arrangement (the "**Plan of Arrangement**") with NRG Metals Inc. ("**NRG**"), and ceased to be a subsidiary of NRG.

Prior to the completion of the Plan of Arrangement, NRG entered into a property option agreement dated March 20, 2015 (the "**Agreement**") with GeoMap Exploration Inc. and Nathan Rotstein (together, the "**Vendors**"), which was approved by the TSX Venture Exchange on May 19, 2015, wherein NRG may earn a 100% interest in the Lac Aux

Bouleaux Graphite Property in Quebec, Canada (the "**LAB Project**") by paying the Vendors $60,000 cash, 2,000,000 common shares of NRG (the "**NRG Shares**") and incurring $500,000 in exploration and claim staking expenditures over the next two years, of which the payment of $30,000 and the issuance of 1,000,000 NRG Shares to the Vendors are required in the first year. Subsequent to the completion of the Plan of Arrangement, NRG paid $150,000 in cash and transferred its wholly-owned Groete Gold Copper property located in Guyana, South America, and its wholly-owned LAB Project to the Issuer.

On March 30, 2017, the Issuer entered into a purchase option agreement (the "**Option Agreement**") with Graphite Energy Corp. ("**Graphite Energy**") whereby the Issuer agreed to grant Graphite Energy the sole and exclusive option to purchase 100% interest in the LAB Project and in consideration, Graphite Energy agreed to pay the Issuer $180,000, payable in three installments, and to issue to the Issuer 5,000,000 common shares in the capital of Graphite Energy, in accordance with the terms of the Option Agreement. The Option Agreement was then amended on March 31, 2017, whereby the parties agreed to remove the cash consideration in consideration of the issuance of 200,000 Shares of the Issuer at a deemed price of CAD$0.05 per Share to each of the Vendors.

On January 11, 2019, the Issuer provided a confidential update to its shareholders on the Groete Gold Copper Project located in Guyana, South America (as described in section 4 below), a large resource that is well-located for development. A National Instrument 43-101 ("**NI 43-101**") technical report (the "**Technical Report**") has been prepared, containing new resource calculations based on current metal values

The Issuer has not completed any significant acquisition or disposition during its most recently completed financial year or the current financial year for which pro forma financial statements would be required under National Instrument 41-101 *General Prospectus Requirements* if this Listing Statement were a prospectus.

Management of the Issuer does not know of any trends, commitments, events or uncertainties that are expected to materially affect the Issuer's business other than as disclosed herein under *Risk Factors* and *Narrative Description of the Business*.

4. Narrative Description of the Business

4.1 General

The Issuer is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties in Canada and Guyana. Its principal activities consist of evaluating, acquiring, exploring and developing mining properties in Guyana.

Mineral Resource Estimate
Groete Gold Copper Deposit, Groete Property, Guyana, South America

The Issuer retained P&E Mining Consultants Inc. ("**P&E**"), Geologists and Mining Engineers, of Brampton, Ontario, to complete an independent NI 43-101 compliant technical report entitled "Technical Report and Updated Mineral Resource Estimate on the Groete Gold Copper Deposit ("**Groete Deposit**"), Groete Creek Property ("**Groete Property**" or the "**Property**"), Guyana, South America", effective January 21, 2019 (the "**Technical Report**"), located in the Cuyuni Mining District 4, Co-operative Republic of Guyana, in South America. The Mineral Resource Estimate considers gold and copper mineralization at the Groete Deposit that is potentially amenable to surface mining.

The information in this Listing Statement with respect to the Property is derived from, and in some instances is a direct extract from, and based on the assumptions, qualifications and procedure set out in a Technical Report. Such assumptions, qualifications and procedures are not fully described in this Listing Statement. Certain maps and map source references contained in the Technical Report reference the Issuer's former name, Gold Port Resources Ltd. Reference should be made to the full text of the Technical Report, which will be available for review under the Company's profile on SEDAR at www.SEDAR.com.at at such time as this Listing Statement is approved by the CSE.

Defined Terms

Abbreviation	Meaning
"Au"	gold
"AuEq"	gold equivalent
"CIM"	Canadian Institute of Mining, Metallurgy and Petroleum
"cm"	centimetre(s)
"Cu"	copper
"DDH"	diamond drill hole
"EM"	electromagnetic
"ft"	foot
"Ga"	billions of years
"g/t"	grams per tonne
"ha"	hectare(s)
"km"	kilometre(s)
"M"	million
"m"	metre(s)
"Ma"	millions of years
"mm"	millimetre
"NI"	National Instrument
"NSR"	Net Smelter Royalty
"oz"	troy ounce
"PEA"	Preliminary Economic Assessment
"ppm"	parts per million
"t"	metric tonne(s)
"T"	Imperial ton
"UTM"	Universal Transverse Mercator

Summary

The Groete Deposit contains a pit constrained Inferred Mineral Resource Estimate of 1.57 M AuEg oz at 0.66 g/t AuEq including 0.49 g/t Au and 0.12% Cu contained in 74.0 M t.

The Groete Deposit initial Mineral Resource Estimate was prepared in accordance with NI 43-101 standards by P&E with a database incorporating seven surface diamond drill holes (1,656.5 m drilled by Corsurex during 2012, and fifteen diamond drill holes (4,864.9 m) completed by a previous owner between 1994 and 1996. The Mineral Resource Estimate was prepared with the objective of confirming the historical drill results, and identifying a gold Mineral Resource which would be amenable to open-pit mining methods. Four of the holes drilled by Corsurex utilized in this estimate were twin holes of historic collars 94-3, 94-5, 96-13 and 96-15, all of which were survey confirmed in their original location on the Property.

The NI 43-101 Mineral Resource Estimate in the Inferred Mineral Resource classification for an open pit cut-off grade of 0.25 g/t AuEq is summarized in Table 1.1. Mineral Resource estimation parameters including bulk density, metal values, process recoveries and pit optimization costs are detailed in Section 14 of the Technical Report. A gold price of US$1,275/oz was used for the Mineral Resource Estimate.

TABLE 1.1
SUMMARY OF THE GROETE DEPOSIT
UPDATED PIT CONSTRAINED MINERAL RESOURCE ESTIMATE(1-5)

Classification	Domain	Tonnes (M)	Au (g/t)	Cu (%)	AuEq (g/t)	AuEq (M oz)
Inferred	Saprolite	5.6	0.48	0.09	0.61	0.11
	Fresh	68.4	0.49	0.12	0.66	1.46
	Total	**74.0**	**0.49**	**0.12**	**0.66**	**1.57**

(1) Mineral Resources are reported inside a constraining pit shell at a cut-off of 0.25 g/t AuEq.
(2) Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.
(3) The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
(4) The Inferred Mineral Resource in this estimate has a lower level of confidence than that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could be upgraded to an Indicated Mineral Resource with continued exploration.
(5) The Mineral Resources in this report were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council.

Mr. Antoine Yassa, P.Geo., an Independent Qualified Person under the terms of NI 43-101, conducted a site visit of the Property on November 12 to 16, 2012. A due diligence validation sampling program was conducted as part of the on-site review.

The Groete Property is located in Cuyuni Mining District 4, 64 kilometres ("**km**") southwest of Georgetown, the Capital of Guyana, and 26 km northwest of Bartica, a town of 15,000 people. Access is by a 16 km dirt road from Manaka, located on the west bank of the Essequibo River, directly to the project area. The project is one of the most easily accessed large gold copper Mineral Resources in Guyana, having deep water access and electrical power/ support infrastructure within approximately 30 km.

See section 4.3 below for further details on the Property.

Business Objectives

Over the past three years, the Issuer spent the following on the Property:

Year	Amount CAD$	Principal Purpose
2016	$28,584	Paid on books of NRG for exploration work on the Property prior to spinout
2017	$51,759	Paid by the Issuer for exploration work on the Property
2018	$99,858	Paid by the Issuer for exploration work on the Property
2019	$16,897	Paid by the Issuer for exploration work on the Property
Total:	**$197,098**	

The funds were spent on camp costs, equipment update and other property costs.

Over the next 12 months, the Issuer intends to complete the Phase 1 work program as outlined in Table 1.2 of the Technical Report, as follows:

TABLE 1.2 RECOMMENDED PROGRAM AND BUDGET			
Program	**Units**	**Unit Cost**	**Budget US $**
Camp Rehabilitation			$40,000
Equipment Rehabilitation			$55,000
Assays (Each hole to 10 m)	500	$24	$12,000
Manpower/Camp Lodging for 30 days			$15,000
Geological Interpretation and Mapping			$5,000
Sub Total			$127,000
Contingency 15%			$19,000
Total			**$146,000**

Within 60 days, the Issuer will have a geologist engaged to assist with the work program as outlined in the Technical Report and within 90 days to have the refurbishment of the camp completed. Currently, the Issuer has people on the ground in Guyana fixing up and upgrading the camp for work to commence.

All directors of the Issuer have a history of mining and exploration and it is the intention of the Issuer to remain in the mineral exploration business. If the exploration on the existing project is unsuccessful, the Issuer will look for other mineral exploration projects.

Working Capital

As of August 31, 2019, the Issuer had working capital of $1,203,513.

On November 30, 2017, the Issuer raised $400,000, on December 15, 2017, the Issuer raised $2,684,350, on January 10, 2018, the Issuer raised $70,000 and on January 18, 2018 the Issuer raised $100,000, all in non-brokered private placements for aggregate gross proceeds of $3,254,350. See *Consolidated Capitalization* for further details. The purpose of the raises was to settle liabilities and provide sufficient working capital going forward. The Issuer believes it will have sufficient working capital to cover the new business to profitability. See *Prior Sales*.

Principal Purpose	**Amount CAD$**
Costs for Phase 1 exploration program on the Property(1)	$197,000
Administrative costs for 12 months(2)	$400,000
Subtotal:	$597,000
Looking for additional projects	$250,000
Unallocated working capital	$356,513
Total:	**$1,203,513**

(1) See Table 1.2 *Recommended Program and Budget* under section 4.3 *Narrative Description of the Business – Recommendations and Proposed Budget.*

(2) The Issuer estimates that its administrative costs will include management fees of $120,000, accounting and legal fees of $150,000, transfer agent fees of $15,000, regulatory filing fees of $6,000, advertising and promotions of $75,000, and other costs (travel, office expenses and miscellaneous costs) of $34,000.

4.2 Issuers with asset backed securities outstanding

The Issuer does not have any outstanding asset backed securities.

4.3 Disclosure for each mineral property material to the Issuer.

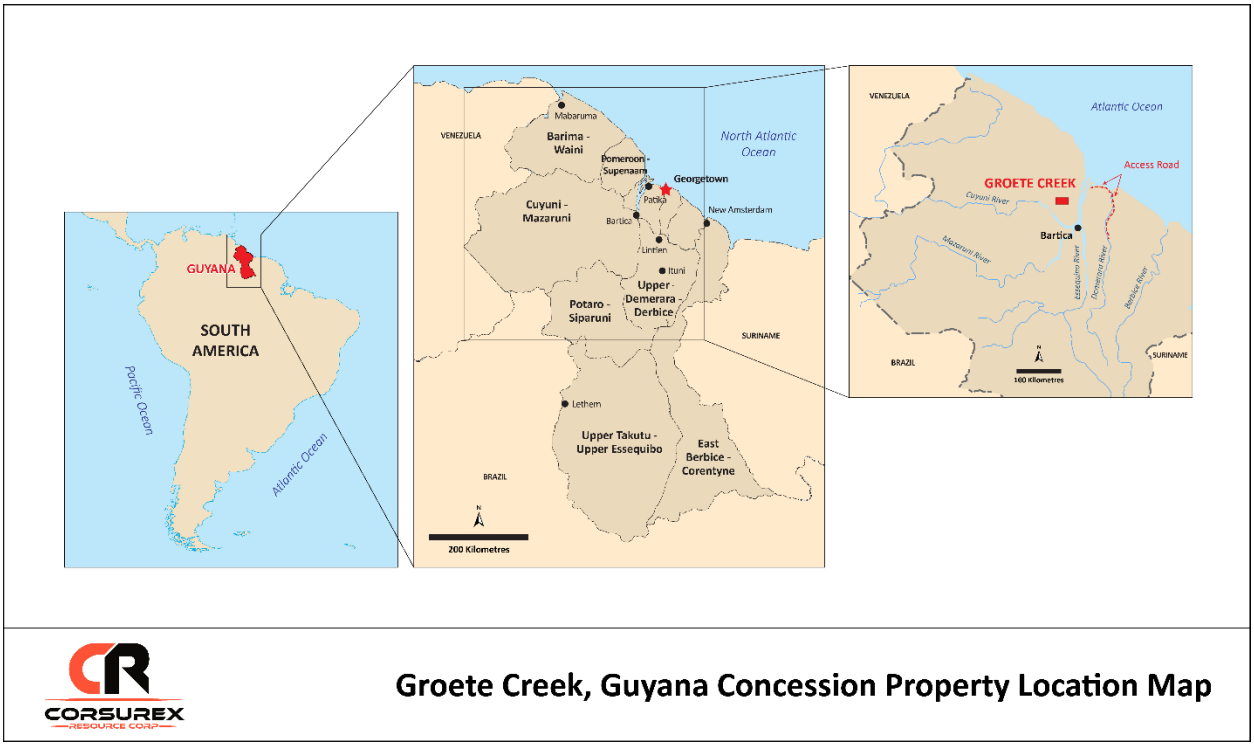
PROPERTY DESCRIPTION AND LOCATION

Property Location

The Groete Property is located in the Essequibo Islands-West Demerara administrative region of Co-operative Republic of Guyana (Guyana) in South America and is located at Latitude 6o 37' 42" N, Longitude 58o 43' 07" W, using the WGS 84 Datum, UTM Zone 21N the coordinates are 310,000 E, 733,000 N.

The Property is located 64 km west-southwest of Georgetown (population 202,500 - 2012 census), the Capital of Guyana, approximately 11 km west of the Essequibo River, and approximately 55 km southwest from the Atlantic Ocean. The town of Bartica (population approximately 15,000) is located 26 km southeast of the Property on the Essequibo River, as shown in Figure 4.1.

FIGURE 4.1 PROPERTY LOCATION MAP



Source: *Corsurex Resources Corp.*

Property Description and Tenure

The Groete Property consists of three Mining Permits (Permit Numbers V3/MP/000, V3/MP/001, and V3/MP/002), totalling 3,421 acres (1,384 ha) (Table 4.1 and Figure 4.2). The Mining Permits are issued by the Guyana Geology and Mining Commission for the "purpose of mining gold, precious stones and all other valuable minerals" to Mr. Michael Vieira of Georgetown, Guyana. The Permits were originally issued on July 18, 2002 and may be renewed in 5-year increments. As at the effective date of the Technical Report, the renewal process has commenced and when granted the life of the mining permits will extend to June 2022.

Corsurex acquired the Groete Creek Property through an acquisition agreement with Mr. Michael Vieira dated September 19, 2005. The Property was acquired for total payments of US$500,000 over a three-year period. On October 1, 2018, the Issuer changed its name to Corsurex Resource Corp. Corsurex now holds a 100% interest in the Groete Creek Property subject to a 1.5% NSR in favour of Michael Vieira, which may be purchased for US$3,000,000.

The three concessions are subject to annual rental payments of US$3,421 to the Guyana Geology and Mines Commission. Corsurex has provided receipts from the Guyana Geology and Mining Commission showing payment of G$704,726 (Guyanese dollars) (equivalent to US$3,421 at the exchange rate of US$1.00 = G$206) on March 28,

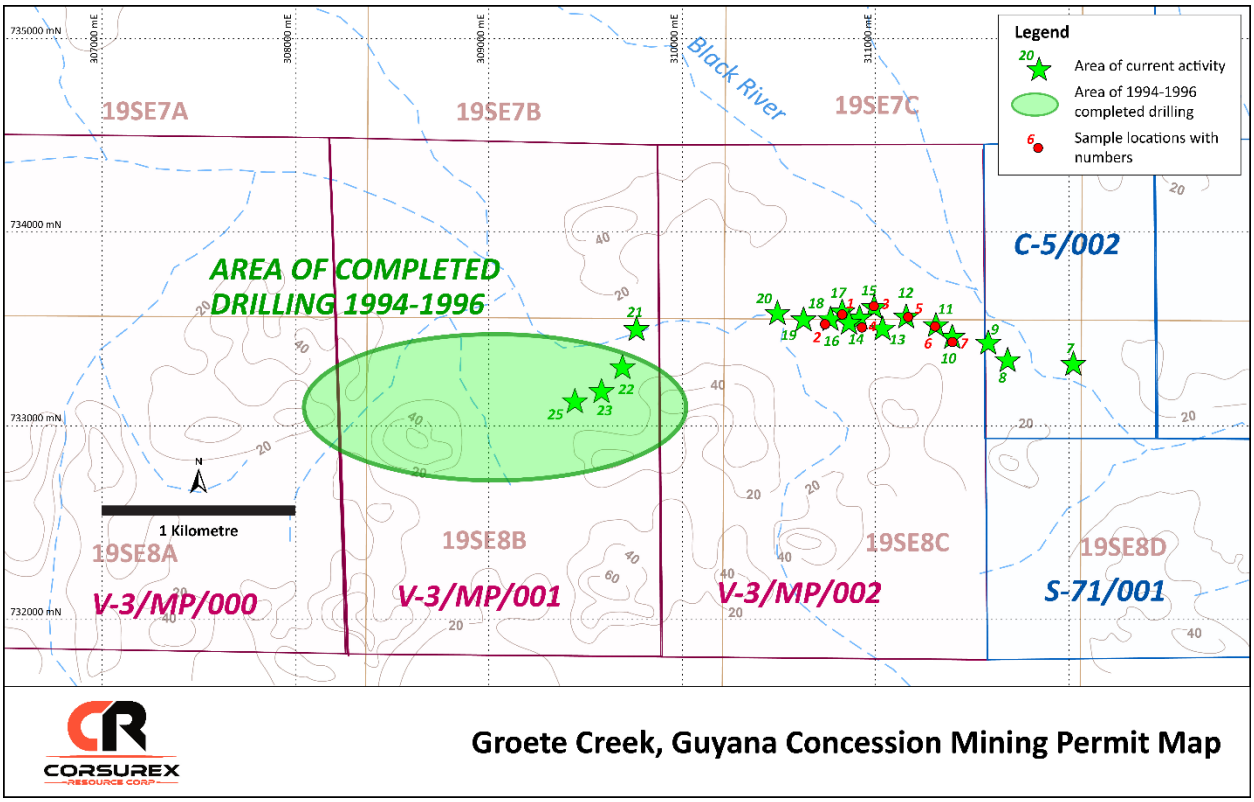
2018 for rental of the three concessions. Corsurex must negotiate with the Government of Guyana and the Guyana Geology and Mines Commission in regards to royalties payable to the state. Currently Guyana Government documents indicate that foreign companies are required to pay 5% of the net gold price plus an additional windfall royalty payment of 3% when gold is over US$1,000/oz.

Other conditions of the Permits include: posting an environmental bond of G$200,000; carrying out operations in a manner that is satisfactory to the Commissioner and complies with the Mining Act 1989; meeting environmental and regulatory compliance; and a requirement to post the Permit boundaries.

TABLE 4.1
MINING PERMIT BOUNDARIES

Permit Number	Size (acres)	Corner	Latitude North	Longitude West
MP 32/2002 (V3/MP/001)	1,165	A	6º 38' 28"	58º 43' 09"
		B	6º 38' 28"	58º 44' 06"
		C	6º 36' 59"	58º 44' 05"
		D	6º 37' 00"	58º 43' 09"
MP 33/2002 (V3/MP/000)	1,134	A	6º 38' 28"	58º 44' 07"
		B	6º 38' 29"	58º 45' 01"
		C	6º 36' 59"	58º 45' 01"
		D	6º 36' 59"	58º 44' 06"
MP 34/2002 (V3/MP/002)		A	6º 38' 28"	58º 42' 14"
	1,122	B	6º 38' 28"	58º 43' 09"
		C	6º 37' 00"	58º 43' 09"
		D	6º 37' 00"	58º 42' 14"

Figure 4.2 Mining Permit Map



Note: *coordinates in NAD83 UTM Zone 21N*
Source: *Corsurex Resources Corp.*

ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

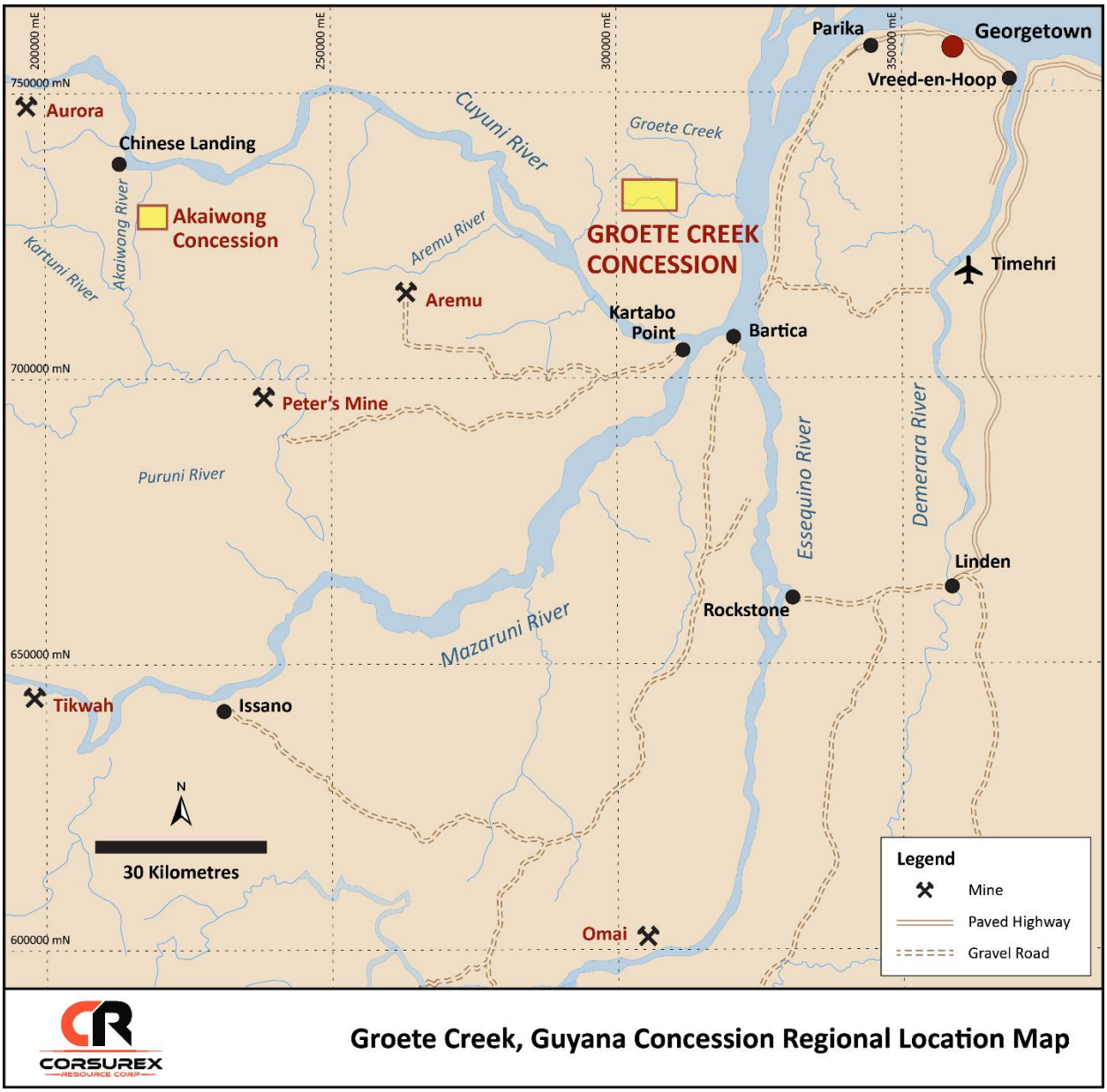
Access

The Groete Creek Property is located approximately 64 km west-southwest of Georgetown, Guyana, and 11 km west of the Essequibo River (Figure 5.1). The property is accessed by boat from the town of Parika, located 30 km west of Georgetown, on the east bank of the Essequibo River.

From Parika, the Groete Property can be accessed via a number of routes. Gold Port has usually accessed the Property by traveling southwest (upstream) on the Essequibo River for 34 km to the mouth of Groete Creek and then up Groete Creek for another 5 km to a landing just upstream from the mouth of White Creek. This route is not reliable during periods of low tides and or low water levels.

An alternative route has been to take a water taxi from Parika to the town of Bartica, located 57 km upstream on the Essequibo River. From Bartica, an old road provides access to the Groete Creek Property. The Company reports that this road is in disrepair, however, it could be rehabilitated with the use of heavy equipment.

FIGURE 5.1 REGIONAL LOCATION MAP



Source: *Corsurex Resources Corp.*

Climate

The climate is humid and tropical. Georgetown has an average annual temperature of 27.0ºC. Average monthly lows of 24ºC occur in December to March and June to August. Average monthly highs of 31ºC occur in September and October. Average annual rainfall is 2,418 mm with heaviest rain falling in May to July and October to December. During the May to July wet season, more than half of the annual rainfall takes place, making daily work difficult due to high water levels and flooding.

Local Resources

Labourers with a variety of experience in heavy equipment operation are available in Georgetown and from villages situated along the rivers. Water for drilling is readily available throughout the year.

The nearest supply center to the Property is the town of Bartica, with a population of 15,000, located 26 km southeast of the Property. All major items must be obtained from Georgetown. There is no habitation within the concessions. The nearest houses are located at the mouth of Groete Creek.

Infrastructure

The project is one of the most easily accessed gold copper Mineral Resources in Guyana, having deep water and electrical power support infrastructure within approximately 25 km. The nearest electrical power is at Bartica, 26 km to the southeast.

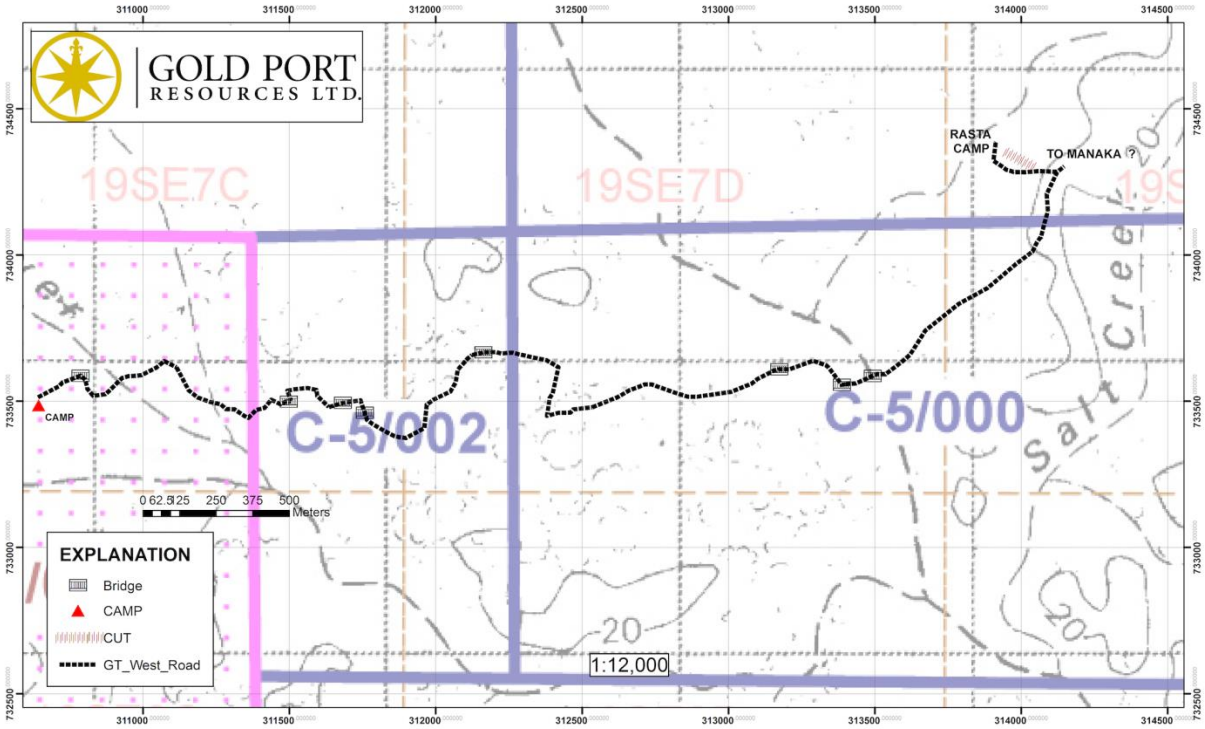
Local Guyanese small scale miners, known as “Porknockers”, were previously operating on the permits under a sub-lease from Mr. Michael Vieira.

A permanent on-site camp was established to house personnel in order to facilitate the next phase of exploration. Road access to the project site via the Manaka landing on the west side of the Essequibo River was completed in 2012 allowing heavy equipment to be moved into place (Figure 5.2).

Physiography

The area of the Groete Property is covered by dense rain forest and drained by the Groete Creek, a tributary of the Essequibo River. The topography is flat to gently undulating with elevations ranging from under 20 m to 60 m above sea level.

FIGURE 5.2 ROAD ACCESS MAP



Note: *coordinates in NAD83 UTM Zone 21N*
Source: *Gold Port Resources Ltd*

HISTORY

Much of the historical summary in this section draws upon material presented in Paul A. Pelke's August 2009 NI-43-101 Technical Report titled "NI 43-101 Technical Report on the Groete Creek Property, Guyana". Exploration history is summarized in Table 6.1.

TABLE 6.1
HISTORICAL EXPLORATION ON THE GROETE GOLD COPPER PROJECT

Year	Company	Exploration
1895		The first known discovery of gold in the general Groete Creek area was in 1895, when gold was recovered from panning along Groete River.
1964	Geological Survey of Guyana	The first systematic exploration of the general Groete region was undertaken in 1964 when the Geological Survey of Guyana completed an area-wide geochemical and geophysical survey. A broad copper in soil anomaly and coincident EM anomaly was identified in the Groete area.
1966	Torbrid Silver Mines Ltd.	During 1966, Torbrid Silver Mines Ltd., in association with the Geological Survey, investigated the geochemical anomaly by drilling six core-drill holes. Results were ambiguous and the program was terminated.
1967-1968	Geological Survey of Guyana / United Nations Mineral Survey Project	Starting in 1967 a joint exploration program between the Geological Survey of Guyana and the United Nations Mineral Survey Project was conducted for the purpose of further testing of the low-grade copper mineralization indicated by the Torbrid Silver Mines drilling program. Forty-two core-drill holes, totalling over 5,500 m, were completed along with further surface soil geochemical sampling. This work confirmed the existence of a broad, low-grade, gold-copper zone hosted in interbedded metasedimentary and metavolcanic rocks.

TABLE 6.1 HISTORICAL EXPLORATION ON THE GROETE GOLD COPPER PROJECT		
Year	**Company**	**Exploration**
1988	Sudex/SNC Group	After remaining idle since the late 1960's the Sudex/SNC group, in 1998, evaluated the Groete creek claims for their potential to host saprolite related gold mineralization. A geologic resource of 460,000 tons averaging approximately 0.05 oz/t Au was identified. No further work was done on the property until 1994.
1994	CAMDICO / Western Premium Resources Corporation	In 1994, CAMDICO and Western Premium Resources Corporation undertook an extensive geochemical and geophysical survey followed by drilling 9 core-drill holes (94-1 through 94-9) totalling nearly 1,915 m. The presence of low grade gold-copper mineralization at least 1,200 m along strike and several hundred m down dip was confirmed. The mineralized zone remained open both down dip and along strike and although drilling density did not warrant calculation of a resource, it did indicate mineralization is continuous enough and of sufficient grade to warrant further evaluation.
1996 - 1997	Caribbean Basic Industries	In January 1996, Caribbean Basic Industries (CBI), a wholly owned subsidiary of Coeur d'Alene Mines Corporation, initiated a review of all of the available geologic data. While it was not possible to verify and thus integrate all of the historical data into a single database CBI was able to use the relevant Western Premium data. However, the data from 1966 through 1968 (Geological Survey of Guyana and Torbrid Silver mines) were never incorporated into the data base. In the 1996 drill program CBI drilled a total of 562 m. At the conclusion of the field program, Coeur d'Alene using a simple polygonal method in drilling by cross section, identified a gold-copper zone comprising approximately 94 million tonnes grading 0.6 grams per tonne gold and 0.11% total copper (Caution: The issuer has not done the work necessary to verify the classification of the resource or reserve, the issuer is not treating them as a NI 43-101 defined Mineral Resource or Reserve verified by a qualified person, and the historical estimate should not be relied upon.). In 1997, Caribbean Basic Industries Ltd. completed a third phase exploration program. The program included a wide area surface sample program, preliminary metallurgical testing of existing drill core, and a further 1,684 m of core drilling in eight holes (97-18 through 97-25). Six (97-18 to 97-23) of the eight holes were completed within the 1,200 m long and previously untested Central Zone and although assay results were not reported it is known that holes encountered similar geology to that of the Central Zone, with the exception of significantly mineralized granitic dykes (gold grades reported to be greater than 1.5 g/t Au within the dykes), which were not encountered in the Central Zone. Holes 97-24 and 97-25 were drilled outside the known mineralized zone and did not yield any significant gold assay values. The 1997 report concluded that the Groete Creek Shear Zone is mineralized over a strike length of at least 4 km east to west.
2008 - 2010	Gold Port Resources Ltd.	During 2008 Gold Port completed the purchase of the Groete Creek Project. Surface artisanal type mining or "pork-knocker" activity from alluvium, saprolite, and bedrock on the Groete Property increased with the rise in the gold price. Gold Port staff and security personnel removed most of these operations during 2009 and the first quarter of 2010.

Historical Mineral Resource Estimates

The Mineral Resource Estimates in this section of this Technical Report are considered historical in nature and the issuer has not done the work necessary to verify the classification of the Mineral Resources. Therefore, the issuer is not treating them as NI 43-101 defined Mineral Resources verified by an independent Qualified Person, and the historical Mineral Resource Estimates as presented below should not be relied upon.

Geological Survey of Guyana and the UN Mineral Survey 1968 Mineral Resource Estimate

The first reported Mineral Resource Estimate on the Groete Creek Deposit followed from the extensive exploration program conducted in 1967-68 by the Geological Survey of Guyana and the United Nations Mineral Survey. This program which included mapping, sampling and 18,000 feet of drilling confirmed the location of a large gold-copper zone hosted in interbedded metasedimentary and metavolcanic rocks. Based on the assay database a drill-indicated geologic Mineral Resource of nearly 17 million tonnes grading 0.6% copper and 0.05 ounces per ton gold was reported. The exact methodology employed is not known to the authors.

Sudex/SNC Group 1988 Saprolite Mineral Resource Estimate

Based on a detailed, grid controlled, soil sampling program a saprolitic resource of approximately 460,000 tons at a grade of 0.05 oz/ton Au was established.

Caribbean Basic Industries Ltd. 1996 Mineral Resource Estimate

Caribbean Basic Industries Ltd. (CBI), a subsidiary of Coeur d'Alene Mines, initiated a drilling program during early January 1996. A total of 1,562 m were drilled in eight holes. The CBI drilling confirmed the grade and distribution of the mineralized zone indicated by the 1994 Western Premium drilling. It has also provided a much clearer understanding of the structural, stratigraphic and mineralogical controls on the mineralization and the effect these parameters have on its continuity and distribution of grade.

The Mineral Resource Estimate presented by CBI was calculated employing a simple cross-section - polygonal method using only the drill hole data from the 1994 and 1996 drilling programs. The Mineral Resource Estimate utilized a hypothetical-pit outline, assuming a maximum slope angle of 50°, and cut-off grades of 0.10 g/t Au and 0.34 g /t Au.

CBI's polygonal Mineral Resource Estimate calculated 93.653 M t averaging 0.594 g/t Au and 0.11 % Cu at the 0.10 g/t Au cut-off. A similar Mineral Resource Estimate at a 0.34 g/t Au cut-off yielded a geologic resource of 65.436 M t averaging 0.761 g/t Au and 0.13% Cu. No economic parameters were applied to these estimates, other than cut-off grade and a hypothetical-pit boundary. Copper was not considered an economically significant contributor to the project.

Note that the term "drill indicated geologic resource" is a historical term used by CBI, not comparable to the CIM defined Inferred Mineral Resource, and should be compared to a potential mineral deposit requiring further definition. All Mineral Resource Estimates cited in this section are superseded by the Updated Mineral Resource Estimate presented in Section 14.

GEOLOGICAL SETTING AND MINERALIZATION

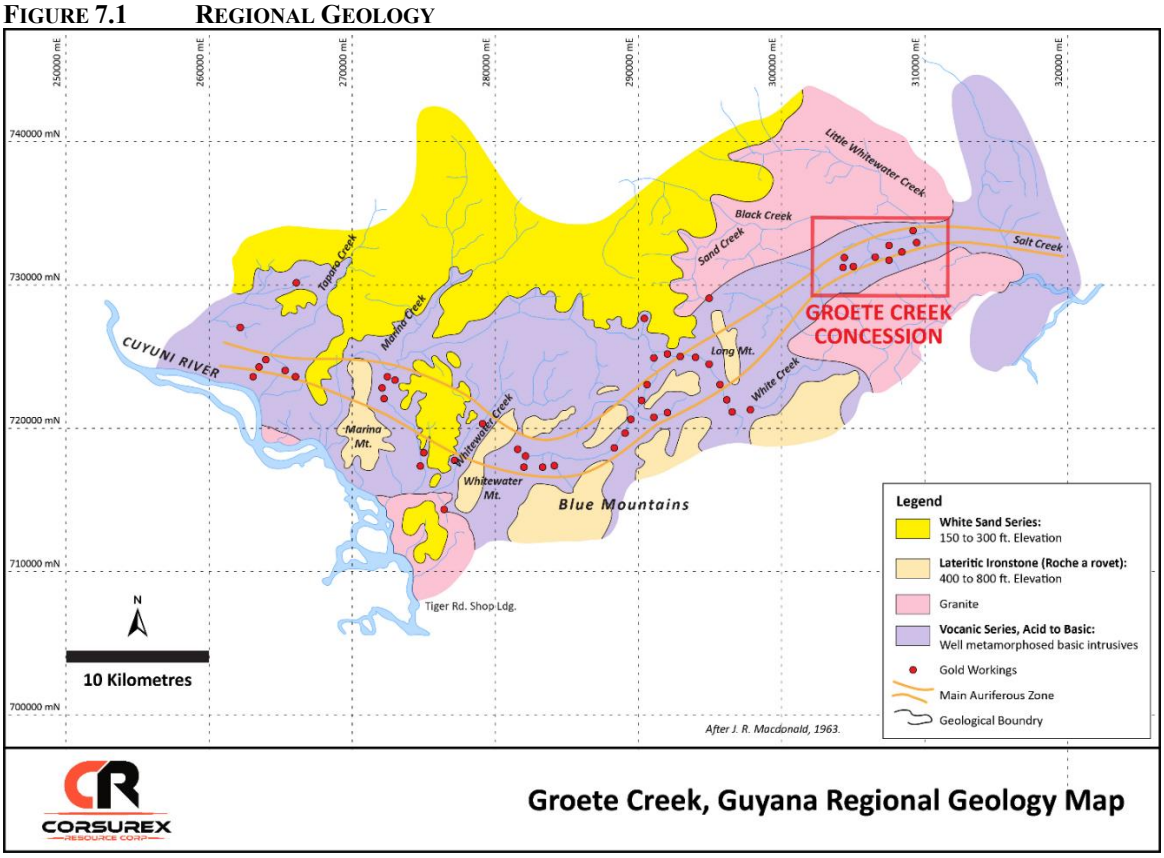
Regional Geology

The Guiana Shield underlies Guyana, Suriname, French Guiana, and parts of Brazil and Venezuela, and forms the northern part of the Amazonian Craton. The Guiana Shield consists of Paleoproterozoic supracrustal (metavolcanic and metasedimentary) belts alternating with predominantly granitoid intrusive rocks. These rocks were assembled in the Transamazonian orogenic event from the accretion of several Paleoproterozoic arc systems that formed between 2.26 Ga and 2.08 Ga. The arc accretion is followed by a late collisional orogeny at 2.03–2.01 Ga associated with transcurrent tectonic events and crustal shortening (Hartman 2004).

In the northern part of the Guiana Shield, the supracrustal sequences comprise the Barama-Mazaruni Supergroup and form three sub-parallel supracrustal belts with a broad northwest trending orientation that from southwest to northeast are named the Mazaruni, Cuyani, and Barama greenstone belts. Each of the greenstone belts has a similar lithostratigraphy with a base of tholeiitic mafic metavolcanics, overlain by calc-alkaline metavolcanic and metasedimentary rocks interpreted to have formed in oceanic arc systems. The supracrustal sequences are intruded by calc-alkaline intermediate to felsic granitoid rocks forming batholithic zones between the supracrustal belts and smaller plutons within the belts. The Guiana Shield is cut by a number of crustal scale regional deformation zones that formed late in the Transamazonian Orogenic events. The northwest trending Makapa-Kuribrong and Issano Appapuru Shear Zones extend for hundreds of km and are considered to be a major control on gold mineralization e.g., at the Omai Deposit (Voicu et al. 1999).

Geological mapping and exploration in the Guiana Shield is handicapped by thick tropical vegetation and deep weathering profiles. Some significant gold deposits in the Guiana Shield include: the past-producing Omai Deposit (formerly Cambior Inc.); the Aurora Deposit (Guyana Goldfields Inc.); and Toroparu Deposit (Sandspring Resources Ltd.) in Guyana; the currently producing Gros Rosebel Deposit (IAMGOLD Corporation) in Suriname; and the Las Christinas and Las Brisas Deposits of the Kilometre 88 District of Venezuela.

FIGURE 7.1 REGIONAL GEOLOGY



Source: *Gold Port 2013*

Local Geology

The local geological setting of the Groete Creek area was originally described by Bryn-Davis (1936) and Hamilton (1968). The information presented here is primarily from the report of Atwood (1997) for Caribbean Basic Industries Ltd. ("CBI)" and the reports of Pelke (2009) and Sharpe (2010, 2011) for Corsurex.

Geological formations in the Groete Creek area are summarized in Table 7.1.

TABLE 7.1
GENERALIZED STRATIGRAPHY OF THE GROETE CREEK AREA, GUYANA

Age	Formation and Rock Types
Cenozoic	
Recent	Alluvial and residual deposits (sand, soil, saprolite)
Quaternary/Late Tertiary	Berbice Formation, white sands
Unconformity	
Precambrian	
Mesoproterozoic	Roraima Intrusive Rocks, Gabbro, diabase
Intrusive Contact	
Mesoproterozoic	Roraima Formation (ca. 1.6 Ga), Quartz arenite, quartzite, interbeded mudstones, pyroclastics
Unconformity	
Paleoproterozoic	Intrusive rocks (ca. 2.14–2.08 Ga)
	Barama-Mazaruni Supergroup (ca. 2.26–2.08 Ga), metavolcanic and metasedimentary rocks

Source: *Modified from Sharpe (2011)*

The Groete Creek Property is underlain by the approximately 2 km wide, east-northeast striking, Barama Greenstone belt that is bounded to the north and south by granitoid plutons (Pelke 2009, Sharpe 2011). In the vicinity of the Property the rocks dip at 45º to the northwest. 1996 -1997.

Pelke (2009) describes the supracrustal rocks at Groete Creek as consisting of a sequence of complexly interbedded and intercalated felsic to mafic volcanic and volcaniclastic rocks with interbedded pelitic sediments. Hamilton (1968) suggests that sedimentary rocks predominate with volcanic rocks being primarily confined to the center of the belt between the granite intrusions. Atwood (1997) and subsequent reports by Pelke (2009) and Sharpe (2010, 2011) indicate that much of what was previously interpreted as sediments are felsic pyroclastic deposits or the partially reworked equivalents.

The northern intrusion is reported by Hamilton (1968) to be a medium-grained biotite-hornblende granite with a melanocratic, granodiorite facies marking its contact with greenstone. The granite is cut by numerous pegmatite and aplite dykes which extend across its contact into the metamorphic rocks. It is marked by a prominent lineation which is parallel to regional foliation at 060–070º. In contrast, the southern granite is a small body of leucocratic biotite granite with distinctive white feldspar and poorly defined foliation (Hamilton, 1968; Gibbs, 1980). The contact of the granite with the greenstone is sharp. Lineation (foliation) is absent or obscure.

Atwood's (1997) report for CBI identifies a sheeted dyke zone that is coincident with the Groete Creek Shear Zone and the higher grade mineralization. CBI geologists identified several types of dykes of intermediate composition based on colour, texture and compositional characteristics. Type A dykes are gray green and contain large clots of plagioclase and distinct hornblende phenocrysts. Type B typically are pale green, aphanitic to very weakly porphyritic with euhedral plagioclase phenocrysts. Type C dykes are least common and are dark green, medium grained, porphyritic dacite with hornblende phenocrysts. In addition, CBI identified late diabase dykes with chill margins that cross cut earlier units.

Hamilton (1968) reported that the regional stratigraphic sequence between the two regional granitic intrusions is suggestive of a broad northeast-trending isoclinal fold that is overturned to the southeast. Foliation strikes east-northeast parallel to this trend. All rocks are foliated except for some, late, intrusive rocks. Two distinct shear zones, an east-trending shear zone, controlling the gold mineralization (Groete Creek Shear Zone), and a near parallel, probably younger, chloritic shear zone, are evident in drill core.

Sharpe (2011) reports that the Mesoproterozoic Roirama Formation that unconformably overlies the Paleoproteroic rocks of the Barama-Mazaruni Supergroup is not known to occur within the Groete Creek property. The youngest formations in the Groete Creek area are the regionally widespread white sands of the Tertiary Berbice Formation and recent alluvial deposits.

Deposit Geology

Gold Port drilling has defined the Groete Gold Copper Deposit over a 1 km strike length. The Deposit strikes at 070º and dips 45º to the northwest. The Main mineralized zone is approximately 150 m wide. The smaller South Zone is approximately 15 m wide and occurs in the footwall, south of the Main Zone.

Atwood (1997) reports that the higher grade mineralization is associated with a sheeted dyke zone and is coincident with the core of the Groete Creek Shear Zone. Atwood (1997) further indicates that mineralization in the Groete Creek Shear Zone has been traced over a strike length of 4 km and that the sheeted dyke zone has been traced over 2.5 km by CBI drilling.

Drill logs from the 1994 drilling campaign (in Pelke's 2009 report) hole series indicate that felsic-intermediate metavolcanic rocks structurally overlie the mafic-intermediate metavolcanic rocks in the vicinity of the Groete Deposit and the felsic intermediate metavolcanics form the hangingwall (northwest side) of the Main mineralized zone. The sheeted dyke zone is 12 to 30 m in thickness and occurs in the core of the Main mineralized zone. The sheeted dyke zone contains approximately 15 to 30% of predominately type B aphanitic intermediate dykes.

The upper 20 to 25 m of the Groete Deposit has been weathered to become saprolite. Atwood (1997) considers that the surface expression of the mineralized part of the Groete Creek Shear Zone can be defined by gold colour counts and Cu values in excess of 100 ppm in the saprolite.

Pelke (2009) reports that where observed, all of the current mining activity is within alluvium. The upper levels of alluvium are removed by an excavator in order to access the lower, higher grade gravels. No operations in saprolite were seen, but it is possible that this type of deposit is being exploited in this area.

Mineralization

Pelke (2009) considers that Groete copper gold mineralization is associated with both sulphides and quartz veining.

Pelke (2009) notes that the mineralized zone at Groete contains pyrite, pyrrhotite and chalcopyrite. The relative sulphide abundances range from a trace up to +20% locally with pyrrhotite and pyrite more abundant than chalcopyrite. Pyrite occurs ubiquitously throughout the stratigraphic section in concentrations ranging from a trace to in excess of 10%. It is most abundant near the base of the felsic/intermediate sequence. Although pyrrhotite is not as widely distributed as pyrite, its total volume may exceed that of pyrite. Pyrrhotite occurs as fine disseminations, mm wide lenses along foliation, veinlets and irregular patches up to 2 cm diameter. Pyrrhotite was noted to generally correlate with the gold mineralization. Pyrrhotite occurs most abundantly (up to 20%), in the hanging wall of a dyke zone, below the lower contact of the felsic/intermediate sequence.

Pelke (2009) reports that copper sulphides are less abundant than either pyrite or pyrrhotite, and that only chalcopyrite has been identified. It occurs as fine disseminations, lenses and with other sulfides in quartz veinlets. Its concentration locally exceeds a few percent.

Pelke (2009) identifies two types of quartz "veins" in drill core and surface exposures. Most abundant are lenses and streaks of recrystallized quartz ranging from one millimetres ("mm") to one centimetre ("cm"). They occur parallel to foliation and may contain small amounts of sulphides. These lenses may be metamorphic or sheared quartz veinlets. They are more common within the felsic/intermediate sequence and the mineralized part of the intermediate/mafic sequence.

The second type of quartz veining occurs as white quartz veins ranging from a few mm to 20 cm in width that crosscut foliation and occur in all rock types, including both mineralized and unmineralized host rocks. The veins contain a variety of minerals including, quartz only, quartz-biotite, quartz-chlorite ± biotite, quartz-calcite-epidote ± potassium feldspar, quartz-pyrite, quartz-pyrrhotite and quartz-pyrite-chalcopyrite. These veins probably represent several episodes of metamorphic-quartz veining as well as those associated with the peripheral granite bodies. They do not appear to be important controls on the distribution of gold or copper mineralization.

Pelke (2009) reports that silicification is not a common characteristic of the Groete mineralization, however, identification of silicification is greatly complicated by metamorphism. Zones of high sulphide concentrations and gold and/or copper mineralization commonly do not exhibit identifiable silicification.

Pelke (2009) considers that there is no clear correlation between gold and copper. Higher-grade gold concentrations tend to follow the trend of the sheeted dyke zones whereas copper concentrations appear to intersect this trend at an oblique angle. The gold and copper zones are coincidental west of drill hole 94-2, but diverge to the east. Pelke (2009) concludes that the copper mineralization at Groete Creek may be a distinct zone.

DEPOSIT TYPES

The Guiana Shield is a dismembered portion of the West African Craton that was separated by the rifting event that formed the Atlantic Ocean. Both the Guiana Shield and West African Craton are well known for gold mineralization associated with Paleoproterozoic greenstone belts, granitoid magmatism and compressional tectonic events at approximately 2.0 Ga. In Guyana, deep tropical weathering has transformed the upper 20 to 30 m of the shield into saprolite and obscured primary lithology and structure making the interpretation of surface geology more difficult.

As the consequence, of the tropical weathering and vegetation cover, the geological controls and origin of the Groete Deposit are still being established. The Groete Deposit is a gold-copper mineralized system that is hosted in metavolcanic and metasedimentary rocks of the Barama Greenstone belt and adjacent to granodiorite and granite intrusions. The copper gold mineralization is associated with disseminated sulphides in the host rocks and with quartz veinlets that may be associated with the Groete Creek Shear Zone.

The geological controls at the Omai Gold Deposit, located 130 km south of Groete and associated with a similar geological environment, have been well documented. The Omai Deposit historically produced 3.8 M oz at a grade of 1.5 g/t (Smith and Lunceford, 2012). Voicu et al. (1999) describe the Deposit as a Paleoproterozoic, hydrothermal, quartz-vein system, hosted in the Barama-Mazauni supracrustal rocks and structurally controlled by the Makapa-Kuribong Shear Zone. Uranium-lead ("U-Pb") geochronology (Norcross et al. 1998) has dated the host metavolcanics at 2,120 Ma, granitoid intrusions at 2,094 Ma and mineralization at 2,002 Ma. This latter age indicates that mineralization is associated with late phases of the trans-Amazonian orogeny and the mineralization classified as an orogenic, mesothermal type gold deposit.

Compared to other deposits in the Guyana Shield, Sandspring Resources Ltd.'s Toroparu Gold Copper Deposit (Guyana), and Gold Reserve Inc.'s Brisas Gold Copper Deposit (Venezuela) exhibit a similar gold and copper tenor to the Groete Gold Copper Deposit and are hosted in similar Paleoproterozoic greenstone belts. Toroparu, located approximately 148 km west of Groete, has Measured and Indicated Mineral Resources of 241 M T at 0.78 g/t Au and 0.08% Cu (P&E, 2012) whereas Brisas, located 305 km west southwest of Groete, is a larger deposit with a Mineral Resource of 484 M T at 0.66 g/t Au and 0.13% Cu. These deposits are also considered to be related to trans-Amazonian orogenic events.

A similar orogenic, mesothermal deposit classification can probably be inferred for the Groete Deposit.

EXPLORATION

2008 Exploration Program

During 2008, the Gold Port completed the purchase of the Groete Creek Property and set-up an exploration base camp from which preliminary prospecting of the Property was completed. Concurrent with the prospecting activities a reconnaissance geological survey was undertaken with the intent of establishing the locations of prior drill hole collars. Three historical drill holes from previous drill campaigns were located. It was also noted that a small scale unauthorized surface mining operation was being conducted on the property. Efforts to curtail such activity were initiated.

2009 Exploration Program

Gold Port's initial detailed evaluation of the Groete Creek Property involved a field reconnaissance program over the entire property that included an on-site assessment of the expanding mining activities of the artisanal miners and the sampling of in-situ material from these activities.

By early 2009 approximately twenty pits varying in size and depth were excavated on the Property by unauthorized miners. The largest pit measured approximately 100 m by 100 m by 15 m deep. Grab samples were collected from five unauthorized pits approximately 100 m apart. The pits follow and extend an area of known gold mineralization. Initially, three grab samples of highly weathered rock were taken from a single pit by Mr. Paul Pelke a Qualified Person as defined by NI 43-101. A further four grab samples of highly weathered rock were taken from four other pits along strike.

The initial three samples returned gold values of 4.7 g/t Au, 1.05 g/t Au, and 0.119 g/t Au. The four separate pit samples returned gold values of 1.5 g/t Au, 0.568 g/t Au, 0.417 g/t Au and 0.108 g/t Au. All assays were completed by Loring Laboratories of Georgetown Guyana and were screened fire assays.

Results indicate gold is widely disseminated within a significant gold zone. The zone as then indicated encompassed not only the original 2 km long area but was extended by at least an additional km to the east through the on-going expansion of unauthorized local mining activity.

2010 Exploration Program

In order to facilitate their own exploration activities on the Property, Gold Port requested the assistance of the Guyana Geology and Mines Commission in the removal of unauthorized mining operations at the Groete Gold Copper Project. This was successfully accomplished in early 2010 and along with construction of a permanent campsite with road access brought stability and security to the site.

In late spring of 2010 a ground reconnaissance and sampling program at the Groete Project was initiated. A total of 47 grab samples were collected at locations shown in Figure 9.1. All anomalous results in excess of 0.1 g/t Au are detailed in Table 9.1.

At Groete, 29 of the samples returned values greater than 0.10 g/t Au, and as high as 2.78 g/t Au. At one pit location, gold was confirmed to be present in the saprolite, exposed bedrock and quartz. Sample GC-32 returned 1.29 g/t Au from piled saprolite awaiting processing, and GC-38 returned 1.09 g/t Au from the wall of the pit. Of further interest is sample GC-23 which returned 2.78 g/t Au, and sample GC-36 which returned 1.79 g/t Au. Both samples were from saprolite recently excavated and piled. Sample GC-37 from the bottom of a working pit returned 2.02 g/t Au and sample GC-39 from piled weathered rock near a pit returned 1.08 g/t Au. Sample GC-41 of a granite outcrop (bedrock) returned 0.80 g/t Au. Sample GC-75 from a quartz pile returned 1.71 g/t Au (Gold Port News Release May 19, 2010).

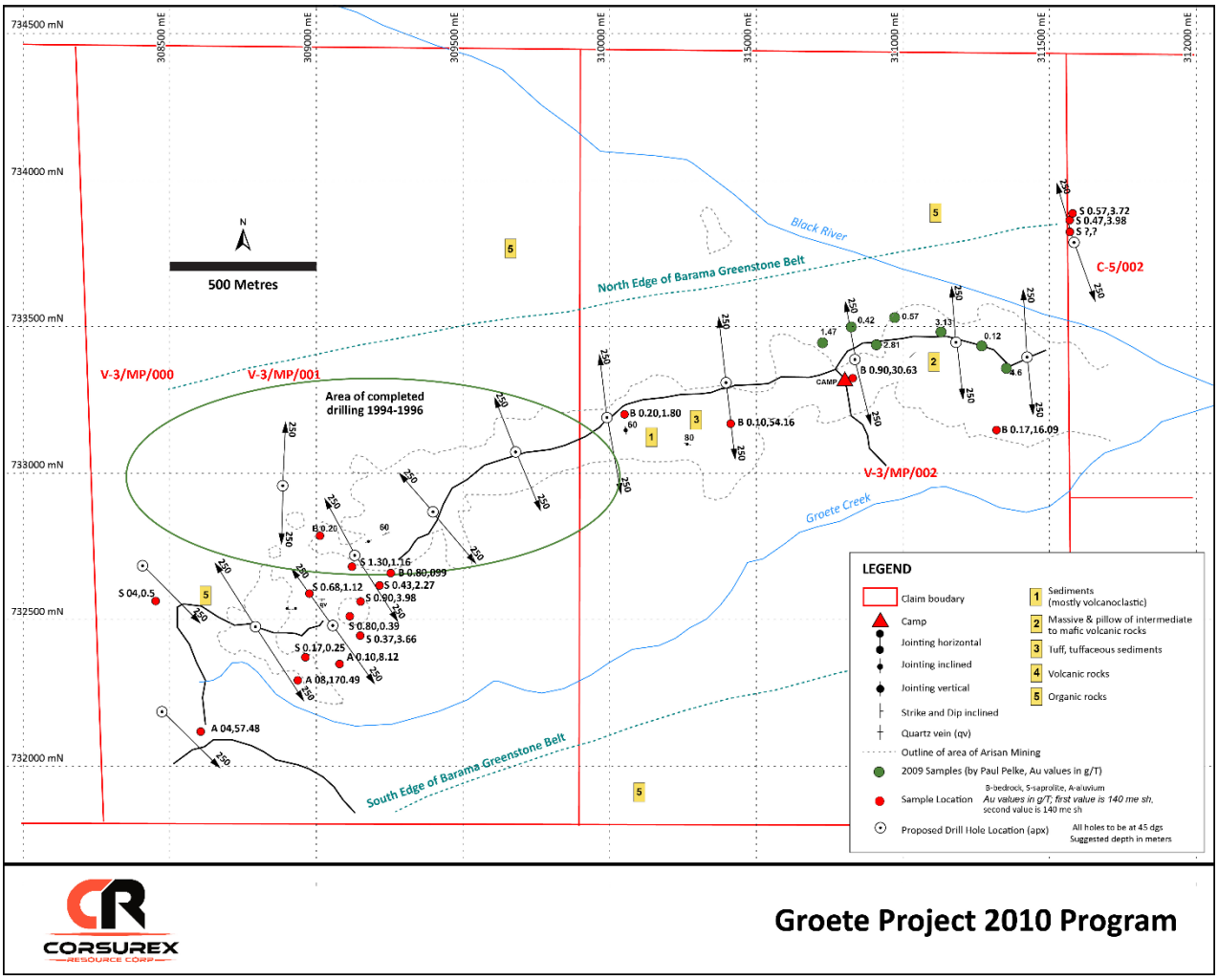
The results of the Groete Project sampling program have confirmed that gold mineralization occurs over the entire west to east strike length of the Property. When combined with Gold Port's sampling results from the Georgetown West Property immediately east of the Groete Project claims it is suggested that gold mineralization occurs over a five km strike from the western most claim of the Groete Project to the eastern claims of the Georgetown West Project. Gold is found in samples of quartz, saprolite and bedrock. A sample program of operating and abandoned sluice boxes, and tails returned insignificant gold values, suggesting that local miners are extracting most of the gold (Gold Port News Release May 19, 2010).

TABLE 9.1
GROETE PROJECT 2010 GRAB SAMPLE RESULTS >0.10 G/T AU

Sample	Assay Value (g/t Au)	Notes
GC1	0.37	metre vertical chip sample from pit side
GC2	0.75	metre vertical chip sample form pit side
GC3	0.51	metre vertical chip sample form pit side
GC12	0.36	Quartz debris
GC16	0.11	Saprolite from pit sample
GC17	0.15	Saprolite from pit
GC23	2.78	Saprolite pile
GC26	1.94	Quartz sample
GC27	0.10	Saprolite from pit top
GC28	0.18	Saprolite at pit bottom
GC29	0.18	Piled saprolite
GC30	0.79	Soil sample at stripped area
GC31	0.44	Soil sample at stripped area
GC32	1.29	Saprolite pile
GC33	0.64	Saprolite pile
GC34	0.64	Saprolite pile
GC35	0.80	Saprolite pile
GC36	1.79	Saprolite pile
GC37	2.02	Saprolite from working pit
GC38	1.09	Saprolite from wall of working pit
GC39	1.08	Piled weathered rock
GC40	0.10	Quartz vein
GC41	0.80	Granite outcrop
GC42	0.20	Quartz discard near pit
GC52	0.40	Saprolite from pit wall
GC57	0.39	Quartz discard at pit
GC60	0.60	Saprolite form wall of working pit
GC75	1.71	Quartz pile
GC77	0.20	Quartz pile

The samples in Table 9.1 were collected under the direct supervision of George C. Sharpe, an independent Qualified Person as per NI 43-101. For security, each sample was bagged and tagged by Mr. Sharpe and shipped directly to Loring Laboratories of Georgetown. Loring completed a fire assay for gold with a metallic finish.

FIGURE 9.1 GROETE PROJECT 2010 PROGRAM



Note: *coordinates in NAD83 UTM Zone 21N*
Source: *Sharpe 2011.*

2011-2012 Exploration Program

Since the diamond drilling programs commenced in the spring of 2011 (Gold Port News Release May 4, 2011) exploration work focused on grid establishment, and reconnaissance mapping/sampling as an aid to facilitate additional step-out drill target locations. Expanded surface mining activity during this period had extended the zone of mineralization to the eastern boundary of the property, some 2,000 m further east from the original boundary of the mineralized zone and onto the adjacent Georgetown West Project area.

The Company purchased a Geoprobe drill in order to complete an extensive soil geochemical drilling program across the entire eastern section of the Property and on-to the adjacent Georgetown West Property.

Starting in late 2011 and continuing into early 2012, survey lines were cut across the eastern Groete / Georgetown West Project areas as advanced preparation for a major Geoprobe soil sampling program that commenced in July 2012. The reader is referred to sub-section 10.4 of the Drilling Section 10.0 of this report for details of the Geoprobe drilling.

As a result of the Geoprobe drill sampling program, additional diamond drill targets are being identified (Gold Port News Release January 22, 2013) and it is anticipated that diamond drilling of these targets will commence in the 2013–14 field seasons. Additional phases of follow-up Geoprobe drilling will also likely be required.

Current Artisanal Mining and Prospecting Activity

The "artisanal mining" activities of local "pork-knockers" can be used as a somewhat imprecise but initial indication of the tenor and distribution of mineralization in an area. Many companies view such activity as a form of prospecting and such is the case at the Groete Deposit. The Groete Property area was the location of significant exploitation by small scale miners in the past but there is no current mining activity on the property. Much of the past mining activity focused on the area of prior exploration drilling. Most operations involved the hydraulic removal of the overburden, and the recovery of gold using a basic sluice being fed by gravel pumps.

The size of the area of operations indicated that gold mineralization is present outside the previously identified mineralized areas. The expansion of the areas being worked by the unauthorized miners exposed new potential exploration target areas on the property. Future exploration efforts are being expanded to encompass the enlarged area of artisanal activities

DRILLING

Reconciliation of Historical Drill Hole Location Data

One of the first tasks undertaken by Gold Port was to try and reconcile existing historical drill hole locations in an effort to establish a project database. All exploration surveying and drilling campaigns undertaken by Gold Port on the Groete Property are done within the WGS 84 co-ordinate system utilizing data stations and drill hole collar locations established in the field through the use of GPS units. Gold Port is the first Company to use such modern techniques on the project. In order to incorporate historical data into the project database Gold Port's geologists have had to attempt to assess and verify the reliability and accuracy of the original drill hole and survey data point locations. The magnitude of this undertaking is outlined in an internal Company progress report by Paul A Pelke titled "Progress Report and Exploration Direction" dated March 31, 2012 and briefly summarized below.

The previous work done in the late 1980s and 1990s often relied on the Brunton compass and tape method for geochemical sampling lines, location of drill holes etc. This resulted in certain discrepancies between the historical and more modern GPS location data as described below. When possible the older data locations are being re-surveyed using modern GPS methods in an on-going attempt to bring all such information to a common state.

In 1988, Sudex established a field grid beginning at a theoretical point of origin designated 0E/0N. All points east and north of the origin were deemed positive. The entire Project area lay in the north western quadrant of the grid system which was used to locate all Sudex survey stations

In 1994, Western Premium Resources and CADMICO extended the grid and geochemical sampling to outline drill targets. The 1994 drilling program hole locations were based on this extended grid. In 1996, CBI conducted a follow-up drill program based on geologic offsets of the 1994 drill holes. Both of these programs used the extended 1988 Sudex grid. For reasons outlined below, this has caused certain complexities with regard to the reconciliation of the drill collar and other exploration survey data points based on the Sudex grid with subsequent and more modern survey and drill collar location data based on GPS derived locations.

The 1988 Sudex grid was designed on paper with an east–west baseline orientated at 270° but was in fact orientated in the field at an azimuth of 280° resulting in a variable misalignment (depending on the distance of the hole from the origin of the grid) between the hole location on the paper grid and the location in the field. This misalignment was first recognized by CBI who immediately corrected the Western Premium grid and drill hole coordinates. Both the 1996 core holes and the 1994 core holes were then plotted on the same grid, which was orthogonal and is oriented true north–south. Unfortunately use of the field grid continued resulting in a paper grid that accurately represents the spatial relationship between the drill holes but does not accurately represent the true orientation of the mineralization in the field.

In 1996 the WGS 84 coordinate system was adopted using drill hole 96-13 as the origin of the grid. Although the co-ordinate system changed, the existing field grid continued as the basis for the drill programs. This propagated the 10° difference, meaning that the north–south distance is offset by approximately 10% of the east–west difference in location between 96-13 and a subject drill hole. For example, a drill hole located 600 m east would be shifted approximately 60 m north and drill holes 1,000 m east (e.g. 94-7, 96-15) would lie shifted approximately 100 m north

of its position as plotted on the paper grid. Gold Port has found these differences to be generally accurate. The solution to the problem is to have the computer rotate the grid 10° about the location of hole 96-13.

Presently, Gold Port is using GPS's and the WGS 84 coordinate system to locate drill holes and to map the roads and local infrastructure. As of the end of March, 2012 most of the 1994 and 1996 drill hole collars have been found in the field and plotted in WGS 84 coordinates.

Gold Port began a confirmation drill program in July of 2011, the purpose of which was to twin and replicate if possible, the historical results from the Property. The initial Groete Project drill program commenced in early May, 2011 (Gold Port News Release May 4, 2011).

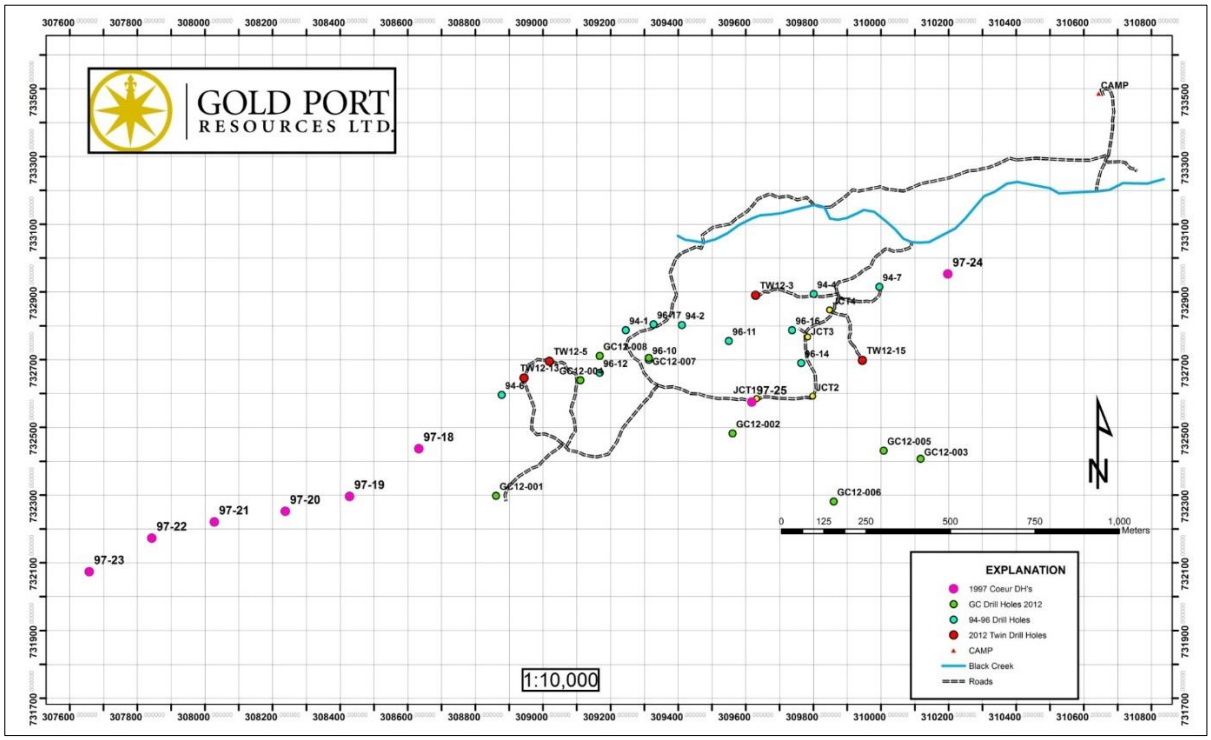
The Company owned Acker MP 8 track mounted drill rig was used to drill the holes. As the drill program progressed, a second Acker MP 8 drill was purchased and delivered to the Property along with a Geoprobe drill in early 2012 (Gold Port News Release Dec 13, 2011).

In general, drill production averaged 30 m per day. Core recovery in the surface layers was often difficult due to past mining activity, while core recovery in the bedrock was 100%. Core was logged and stored on site.

Mr. Antoine Yassa, P. Geo. of P&E defined and implemented the Quality Assurance and Quality Control standards for the program. Drill core from the complete drill program was sent to ACME Laboratories of Guyana for preparation work and to ACME Laboratories of Vancouver, B.C. Canada for assaying as depicted in Section 11.0 "Sample Preparation, Analysis and Security" of this Technical Report.

Figure 10.1 is a drill hole location plan map showing the Gold Port drill holes together with those historical holes whose position has been determined and located in the field.

FIGURE 10.1 DRILL HOLE LOCATION MAP



Note: *coordinates in NAD83 UTM Zone 21N*
Source: *Gold Port 2013*

Twin Hole Drilling Program

The Company completed the following four twin holes at the Groete Project by the end of 2011.

- Hole TW12-13 was located as a twin to historical drill hole C96-13, and is located at the western edge of the known mineralized zone. Hole TW11-013 was located with the identical angle and azimuth as the historical hole, and drilled to 206 m depth.
- Hole TW12-12 was located as a twin to historical drill hole C96-12 and was located approximately 200 m east of TW11-013.
- Hole TW12-03 was located approximately 600 m north east of TW11-013 and was drilled as a twin to historical hole C94-03.
- Hole TW12-15 was drilled approximately 1,000 m east of TW11-013 and is a twin to historical drill hole C96-15.

Drill Hole TW12-13

Drill hole 96-13 was the first drill collar located from the historical drilling completed in the 1994-97 period and provided solid physical evidence that it might be possible to establish the actual location of at least some of the historical holes despite the on-going surface mining activity of the artisanal miners. Hole 96-13 is situated at the western most point of the historical gold zone, on the outer fringe of the known mineralizing system. The twin hole was sited to within 3 m of the original collar location of 96-13. It was drilled at an azimuth of 169 degrees south, and at a 45 degree angle thereby replicating the historical hole parameters as closely as possible.

Drill results for both the historical and twin holes identified the following multiple zones of more intense gold mineralization although the entire hole is more or less mineralized.

- A near surface zone in saprolite.
- An interval from 50.3 m through 100.6 m.
- An interval from 109.8 m through 117.4 m.

Gold Assay Values

For the following comparisons core intercept intervals corresponding as close as possible to those intervals in both the historic and twin holes were selected.

The top 3 m of the historic drill hole 96-13 averaged 0.25 g/t Au, while the top 4.5 m of the 2012 twin drill hole (TW12-13) averaged 0.495 g/t Au. These values clearly show the nugget effect present in the near surface saprolite. For the 50.3 m intervals ranging from 50.3 m through 100.6 m, there were two differences between the recent and the historical drill holes. In the historical drill hole, there were seven sample intervals which were above 1 g/t Au, while four samples above 1 g/t Au were found in the twin drill hole. In addition, one of the seven intervals in the historic drill hole showed 7.7 g/t Au, while the most closely corresponding interval in the recent TW drill hole showed 0.654 g/t Au. For purposes of comparing the composited assay results over the entire core length of each hole, the 7.7 g/t Au value in the historical drill hole was cut to 1.0 g/t Au and the average of the complete mineralized interval calculated.

Hole TW12-13 averaged 0.276 g/t Au over 238 m total depth, while the historical drill hole averaged 0.297 g/t Au over 206.9 m total depth. For the 50.3 m interval from 50.3 m through 100.6 m, TW12-13 had an average grade of 0.560 g/t Au, while the historical drill hole had an average grade of 0.615 g/t Au. The 7.2 m interval from 109.8 m through 117.4 m had an average grade of 0.423 g/t Au in TW12-13, while the historical drill hole had an average grade of 0.510 g/t Au.

More intense gold mineralization was encountered at the bottom of both the current TW12-13 and historic drill holes, from 117.4 m to the final depth. Twin hole TW12-13 averaged 0.226 g/t Au over 120.6 m, to its bottom at 238 m, while historical hole 96-13 averaged 0.228 g/t Au over 89.5 m to its bottom at 206.9 m.

Copper Assay Values

TW12-13 returned a copper average of 702 ppm over 228 m of total depth, including 971 ppm from 48.9 m to 165.5 m. The historical values for 96-13 returned 0.06% Cu over 206.9 m of total depth, which compares closely with the current results. The twin hole was drilled to a greater depth and confirmed the continuation of mineralization.

Drill Hole TW12-15

TW12-15 was drilled to a total depth of 186 m and returned an average of 0.279 ppm Au and 424 ppm Cu over this length. Historical values for 96-15, which was drilled to a total depth of 138.7 m, are 0.32 ppm Au and 0.05% Cu over this length. Hole TW12-15 was drilled 47.3 m deeper and confirms the continuation of mineralization.

Drill Hole TW12-05

TW12-05 was drilled to a total depth of 221 m, and returned 0.416 g/t Au, including 0.685 g/t Au from 65.5 to 117.1 m, and 0.081% Cu over the entire interval. The historical comparison is 0.282 ppm Au and 0.08% Cu over 227 m.

Drill Hole TW12-03

Twin hole TW12-03 was drilled as an attempted twin to historical hole 94-03. The first attempt was drilled to 65 m where it was terminated due to water flow, and is referred to as TW12-03A. The hole was restarted and successfully drilled to a total depth of 304 m, the deepest hole drilled at the Groete Project to date.

Contained within Hole TW12-03 are multiple zones of increased gold and copper mineralization. The entire 304 m grades 0.368 g/t Au, and includes 12 m of 0.795 g/t Au from 4.56 to 16.72 m, 31.92 m of 0.824 g/t Au from 100.32 to 132.24 m, 24.88 m of 0.759 g/t Au from 176.32 to 205.20 m, and 10.64 m of 0.592 g/t Au from 240.16 to 250.80 m.

Table 10.1 compares the assay results for TW12 -03A to 65 m, TW12-03 to 304 m, and the historical values for hole 94-03.

TABLE 10.1
COMPARISON OF ASSAY RESULTS FOR TW12-03 AND 94-03

Hole	Total Depth (m)	Au (g/t)	Cu (%)
TW12-03A	65.0	0.322	0.155
TW12-03	304.0	0.368	0.076
94-03	270.1	0.405	0.070

Note: *The historical value of 31.0 g/t Au from 30.5 to 32.0 m in hole 94-03 cut to 10 g/t Au for calculating the average.*

Infill Drilling Program

Drill Hole GC12-01

Drill Hole GC12-001 was located 300 m southwest of hole TW96-13 and was drilled across a known boundary fault. As expected, it did not encounter gold mineralization and has been interpreted as confirming that the western limit of the mineralization is fault controlled.

Drill Hole GC12-02

Drill Hole GC12-02 was drilled approximately 125 m south of the southernmost historical drill collar, and to 255 m depth. The hole was drilled at minus 45 degrees and at an azimuth of 169 degrees. The drill hole showed gold mineralization in the top 75 m, returning 0.363 g/t Au from surface to 24 m, and averaging 0.231 g/t Au for the entire top 75 m. This drill hole has gold in both the saprolite and the bedrock, and shows that the mineralization extends at least another 125 m further south of the area of historical drilling.

Drill Hole GC12-04

In March 2012, the Company reported results from Hole GC12-04, which was located as an infill not as the original planned twin of historical hole AK96-12. Past mining activity (prior to Gold Port involvement) on the project had resulted in the hole collar of AK96-12 having been removed. A substantial pit from past mining activity made it impossible to re-locate this hole. Hole GC12-04 was therefore moved to the west approximately 35 m, and considered an infill hole. Hole GC12-04 averaged 244 m of 0.5 grams per tonne gold, which includes a 63 m zone of 0.987 grams

per tonne gold, from 24 to 87 m. The highest gold value encountered was 2.64 grams per tonne gold over 1.5 m, with the hole requiring no "high cut" in the calculation.

In May 2012, the Company announced results from twin hole TW12-05, an attempted twin of historical hole 94-05. This hole returned 221 m of 0.416 grams per tonne gold. Drilling has continued at the project, with the completion of hole TW12-03, an attempted twin of historical hole 94-03

Drill Hole GC12-07

Hole GC12-07 started as an attempted twin of historical hole 94-10, but the drill hole encountered stability issues due to the presence of surface tailings, and was re-started as a vertical hole. Gold and copper mineralization was encountered throughout the hole. The best gold interval was encountered from 51.68 to 107.92 m and returned 1.02 g/t Au over a true width of 39.27 m. Two significant copper intervals were encountered, the first from 57.20 to 110.96 m, for 0.168% copper over a true width of 38 m, and the second from 117 to 235.6 m returning 0.151% copper over a true width of 83.83 m. The entire hole averaged 0.467 g/t Au and 0.119% copper over the total depth of 253.8 m.

Drill Hole GC12-08

Hole GC12-08 was located as a vertical hole approximately 50 m north of historical 96-12, in an area previously untested. The hole was drilled to a total depth of 219.48 m, encountering gold and copper mineralization to the bottom. The best interval was encountered at 83.6 m to 139.84 m and returned 1.393 g/t Au over a true width of 39.7 m. From 104.88 to 106.40 m, a value of 36.3 g/t Au was returned. This value was cut from 36.3 g/t Au to 18.15 g/t Au for the calculation of the average value for this interval. The best copper interval was between 92.72 m to 205.2 m and returned 0.163% copper over a true width of 79.53 m. The entire hole returned 0.560 g/t Au and 0.093% copper over the total depth of 220.4 m.

2012 – Geoprobe Deep Soil Drilling Program

The track mounted Geoprobe system collects a 1.2 m sample interval via an enclosed plastic lined rod string. Sample recovery was generally high (greater than 70%; mostly 100%).

Beginning in July 2012, the Company conducted a Phase I Geoprobe deep soil drilling program comprised of 29 holes that extended the known surface gold zone by 250 m east of the eastern most historical drill hole. A total of 23 Geoprobe holes were completed as a follow up to this program bringing the total holes completed as of year-end 2012 to 52.

Holes were located approximately 50 m apart, taking into consideration terrain features. The depth of the holes ranged from approximately 3 to 12 m. Samples were labeled on site, and transported by Company staff to Loring Laboratories of Georgetown Guyana. Samples analyzed at Loring Laboratories were only analyzed for gold.

A total of 47 of the 52 holes contained an average gold grade greater than 0.1 g/t Au and are considered anomalous. Five holes returned less than 0.1 g/t Au although all were considered somewhat anomalous. Excluding the five slightly anomalous holes, complete hole average values ranged from 0.1 g/t Au to 2.65 g/t Au. Two holes encountered single sample (1.2 m) values greater than the upper detection limit, returning 3.4 g/t Au and 3.20 g/t Au. When mapped, a highly anomalous surface gold zone is defined running 200 m east of the last known drill area. Further work east was constrained by the presence of a mined out pit, indicating the prior exploitation of surface gold in that area.

Gold Port completed an additional 5 Geoprobe holes (R1H-ST5 through ST8 and hole R1H6-ST 5) on the Property in late 2012. These step-out holes were located in the area of hole R1H5. The series of holes were located approximately 40 m east, west, north and south of Geoprobe hole R1H5. Hole R1H5-ST5 returned 0.19 g/t gold over 12.5 m. Hole R1H5-ST6 returned 0.55 g/t gold over 12.5 m. Hole R1H5- ST7 returned 0.21 g/t gold over 12.5 m. Hole R1H5-ST8 returned 0.3 g/t gold over 12.5 m. Hole R1H6-ST5 was located approximately 80 m east of hole R1H5 and returned 1.2 g/t gold over 12.5 m.

The locations of the final phase of Geoprobe holes are shown in Figure 10.2 and in greater detail in Figure 10.3 and collar locations are presented in Table 10.2.

Hole R1H1 returned 0.11 g/t gold over 2.4 m. Hole R1H2 returned 0.55 g/t gold over 4.8 m. Hole R1H3 returned 0.57 over 6.1 m. Hole R1H4 returned 0.17 g/t gold over 3.7 m. Hole R1H5 and had one sample above the 1 g/t gold detection limit, sample 3070 taken at 8.54 m returned 3.20 g/t gold. Hole R1H6 returned 1.27 g/t gold over 3.6 m and had one sample above the 1 g/t gold detection limit, sample 3075 returned 3.24 g/t gold.

Hole R2H3 returned 0.55 g/t gold over 7.3 m. Hole R2H4 returned 0.43 g/t gold over the first 2.4 m of the hole. Hole R2H5 returned 0.33 g/t gold over 4.8 m. Hole R2H6 returned 0.37 g/t gold over 7.3 m.

Hole R3H1 returned 0.42 g/t gold over 2.44m. Hole R3H2 returned 0.93 g/t gold over 6.3 m and had two samples that were over the 1 g/t gold detection limit. Sample 3133 taken at a depth of 1.22 m returned 1.50 g/t gold and sample 3134 taken at a depth of 2.44 m returned 1.11 g/t gold. Hole R3H3 returned 0.71 g/t gold over 6.1 m. Hole R3H4 returned 0.38 g/t gold over 4.9 m. Hole R3H5 returned 0.31 g/t gold over 12.2 m. Hole R3H6 returned 0.51 g/t gold over 9.8 m and had two samples over the 1 g/t gold detection limit. Sample 3187 taken at a depth of 3.7 m returned 1.14 g/t gold and sample 3190 taken at a depth of 7.3 m returned 1.26 g/t gold.

Hole R4H2 returned 0.19 g/t gold over 2.4 m. Hole R4H3 returned 0.46 g/t gold over 7.3 m. Hole R4H4 returned 0.32 g/t gold over 9.76 m. Hole R4H5 returned 0.39 g/t gold over 12.2 m. Hole R4H6 returned 0.25 g/t gold over 6.1 m. Hole R4H1 did not return significant results for gold.

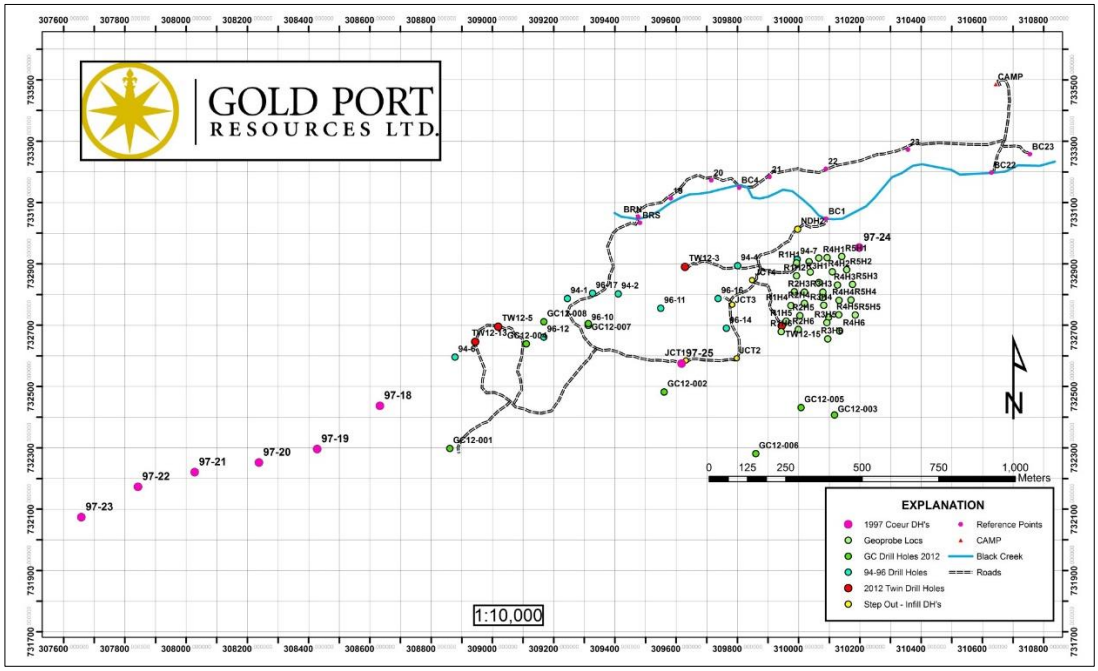
Hole R5H1 returned 0.28 g/t gold over 3.7 m. Hole R5H2 returned 0.17 g/t gold over 3.7 m. Hole R5H3 returned 0.44 g/t gold over 2.4 m and hole R5H4 returned 0.38 g/t gold over 2.4 m. Hole R5H6 did not return significant results for gold.

Results in this area indicate a large soil surface gold anomaly returning high values. Depths to gold mineralization are displayed on Figure 10.4. The area is one of the zones identified for follow up core drilling.

TABLE 10.2
BOREHOLE LOCATIONS – 2012 GEOPROBE HOLES

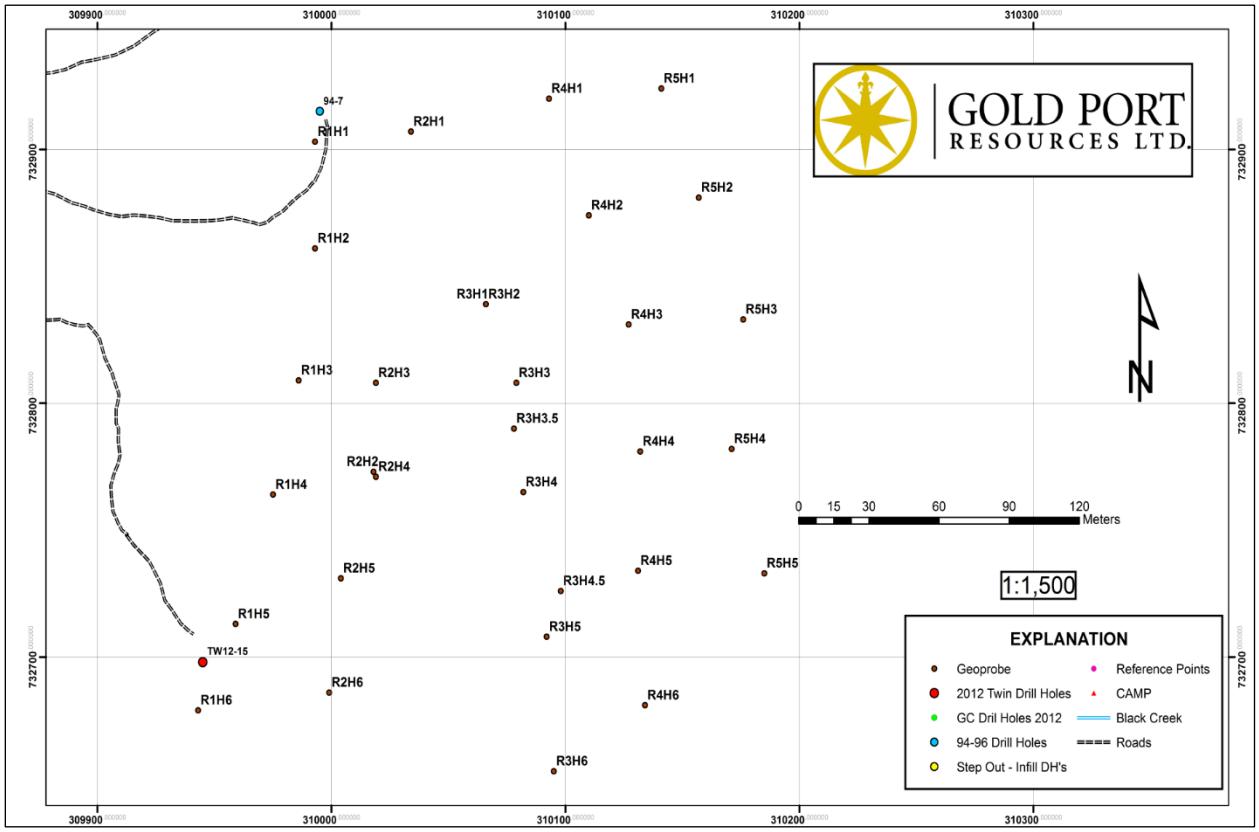
Count	Hole ID	GPS Location WGS 84 UTM Zone 21N		Depth (m)
		Easting	Northing	
1	R1H1	309,993	732,903	12.20
2	R1H2	309,993	732,861	12.20
3	R1H3	309,986	732,809	12.20
4	R1H4	309,975	732,764	12.20
5	R1H5	309,959	732,713	12.20
6	R1H6	309,943	732,679	12.20
7	R2H1	310,034	732,907	12.20
8	R2H2	310,018	732,773	12.20
9	R2H3	310,019	732,808	12.20
10	R2H4	310,019	732,771	10.98
11	R2H5	310,004	732,731	12.20
12	R2H6	309,999	732,686	12.20
13	R3H1	310,066	732,839	12.20
14	R3H2	310,066	732,839	7.32
15	R3H3	310,079	732,808	7.32
16	R3H3.5	310,078	732,790	12.20
17	R3H4	310,082	732,765	12.20
18	R3H4.5	310,098	732,726	12.20
19	R3H5	310,092	732,708	12.20
20	R3H6	310,095	732,655	12.20
21	R4H1	310,093	732,920	12.20
22	R4H2	310,110	732,874	12.20
23	R4H3	310,127	732,831	7.32
24	R4H4	310,132	732,781	12.20
25	R4H5	310,131	732,734	12.20
26	R4H6	310,134	732,681	12.20
27	R5H1	310,141	732,924	12.20
28	R5H2	310,157	732,881	12.20
29	R5H3	310,176	732,833	12.20
30	R5H4	310,171	732,782	12.20
31	R5H5	310,185	732,733	3.66
Total				**353.8**

FIGURE 10.2 DRILL HOLE LOCATIONS INCLUDING GEOPROBE DRILL HOLES



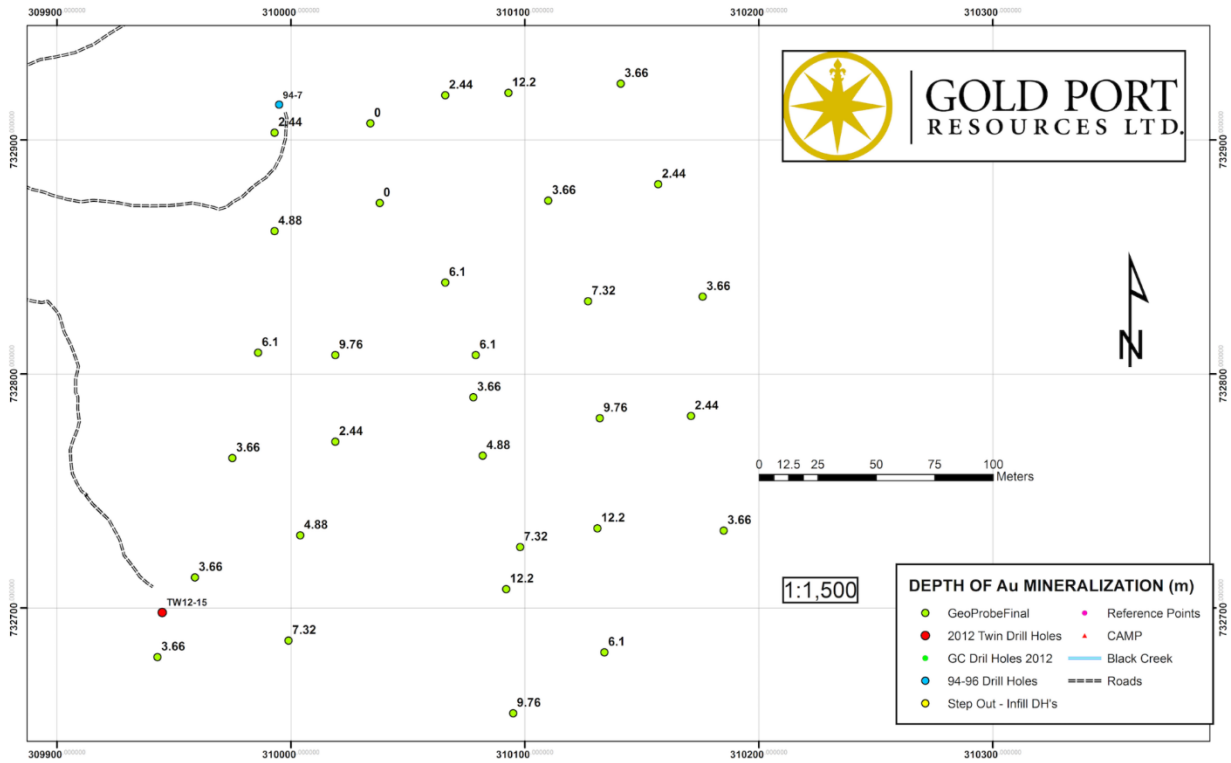
Note: *coordinates in NAD83 UTM Zone 21N*
Source: *Gold Port 2013*

FIGURE 10.3 GEOPROBE DRILL HOLE LOCATIONS



Note: *coordinates in NAD83 UTM Zone 21N*
Source: *Gold Port*

FIGURE 10.4 GEOPROBE DRILL HOLES – DEPTH TO GOLD MINERALIZATION



Note: *coordinates in NAD83 UTM Zone 21N*
Source: *Gold Port*

SAMPLING, PREPARATION AND ANALYSIS AND SECURITY

Sample Preparation and Security

A Gold Port geologist logged and marked the drill core, and supervised the sawing of the samples by a helper. Usual sample lengths were 1.5 m, and one half of the core remained in the box as a witness sample. Samples were bagged with a unique tag and each bag was sealed. For every sequence of 20 samples, a certified reference material, (standard), duplicate and blank were included. The duplicate was obtained by ¼ sawing the ½ of the core retained in the box as a witness. The blank material was sourced from what was believed to be barren bedrock in the general project area.

The bagged samples remained locked in the core shack at the Groete Project until hand delivery of them to the ACME prep lab in Georgetown was made by one of the project geologists. Upon reception of the samples, the shipment manifest was signed by lab personnel.

All samples prior to 2013 were submitted to the ACME sample preparation lab in Georgetown, and once pulverized, the pulps were forwarded by ACME to their analytical laboratory in Santiago, Chile for analysis. Analyses for gold and copper for the 2013 drill program were completed by Loring Laboratories in Georgetown.

Laboratory Protocol for Sample Analysis

Analyses for gold and copper for the drill programs up to 2012 were completed by ACME in Santiago, Chile. Analyses for gold and copper for the 2013 drill program were completed by Loring Laboratories in Guyana.

ACME operates 19 offices in 11 countries. At each lab, a quality system compliant with the International Standards Organization (ISO) 9001 Model for Quality Assurance and ISO/IEC 17025 General Requirements for the Competence of Testing and Calibration Laboratories is implemented. On November 13, 1996, Acme became the first commercial geochemical analysis and assaying lab in North America to be accredited under ISO 9001. The laboratory has maintained its registration in good standing since that time.

In 2005, the Santiago, Chile laboratories received ISO 9001:2000 registration with the preparation facilities in Mendoza, Argentina and Guyana following in 2006.

In October 2011 the Vancouver laboratory received formal approval of its ISO/IEC 17025:2005 accreditation from the Standards Council of Canada for the tests listed in the approved scope of accreditation. The lab will continue to add methods to this scope.

Acme Labs Santiago received ISO:17025 accreditation from the Standards Council of Canada in November, 2012.

Gold was analyzed by lead collection fire assay with AAS finish. Analyses for copper were completed by 4-acid digest, and analyzed by ICP-ES.

Loring Laboratories in Guyana is not an ISO accredited laboratory but was a subsidiary of an accredited laboratory in Canada. It should be noted that none of the information obtained during the 2013 Geoprobe drilling program was used in the Updated Mineral Resource Estimate presented in Section 14.

Samples at Loring Laboratories were crushed to 95% passing 10 mesh screen and a sub-sample weighing 300 g is riffle split from the crushed sample. The riffle split is pulverized to 80% passing 150 mesh. The pulps are assayed for Au using a 30 g aliquot by lead fire assay with an atomic absorption spectrometry finish. Samples with gold assays greater than 1 g/t Au were submitted for fire assay with a gravimetric finish. Blanks and standards were inserted for quality assurance and quality control. The program was supervised by Mr. Paul A. Pelke, an independent Qualified Person under NI 43-101.

P&E considers that the sample preparation, security and analytical procedures that were conducted on the drilling prior to 2013 at ACME Laboratories are in keeping with industry best practices and have produced accurate and precise results for the elements in the Mineral Resource Estimate. It is recommended that Corsurex use an ISO certified laboratory for any drilling to be used to update the Mineral Resource Estimate.

DATA VERIFICATION

Site Visit and Independent Sampling

The Groete Project was visited by Mr. Antoine Yassa, P. Geo., an independent Qualified Person ("QP") as defined by Canadian NI 43-101 Standards of Disclosure for Mineral Projects, from November 13 to 15, 2012, for the purposes of completing a site visit and independent sampling program.

Access to the Groete Project in Guyana was made by boat to the camp on November 13th. The site visit and sample collection were made that same day, and Mr. Yassa returned to Georgetown November 14th.

A visit was made November 15th to the Georgetown office, where meetings and discussions were held regarding core logging and sampling procedures, QA/QC and general field procedures.

Mr. Yassa collected 12 samples from four holes by sawing a quarter core from the remaining half core in the box. Samples were selected from a range of grades and placed in a plastic bag with a unique tag. Each bag was sealed, and once all the samples had been collected they were placed in a larger bag and taken by Mr. Yassa back to Canada to the offices of P&E. From there the samples were delivered by courier to a certified analytical laboratory.

Mr. Yassa's 2012 site visit is considered current for this Technical Report since no additional Mineral Resource drilling has occurred beyond that visit.

At no time were any officers or employees of Gold Port notified as to the location of the samples to be collected.

At AGAT Labs in Mississauga, ON, the site visit samples were analyzed for gold and copper, and specific gravities were measured.

Gold was determined by fire assay with an AAS finish. Copper was determined by a four-acid digest and an AAS read.

AGAT has developed and implemented at each of its locations a Quality Management System (QMS) designed to ensure the production of consistently reliable data. The system covers all laboratory activities and takes into consideration the requirements of ISO standards.

AGAT maintains ISO registrations and accreditations, which provide independent verification that a QMS is in operation at the location in question. Most AGAT laboratories are registered or are pending registration to ISO 9001:2000.

Results of the Groete samples are presented in Figure 12.1 and Figure 12.2.

FIGURE 12.1 P&E INDEPENDENT SAMPLE RESULTS FOR GOLD

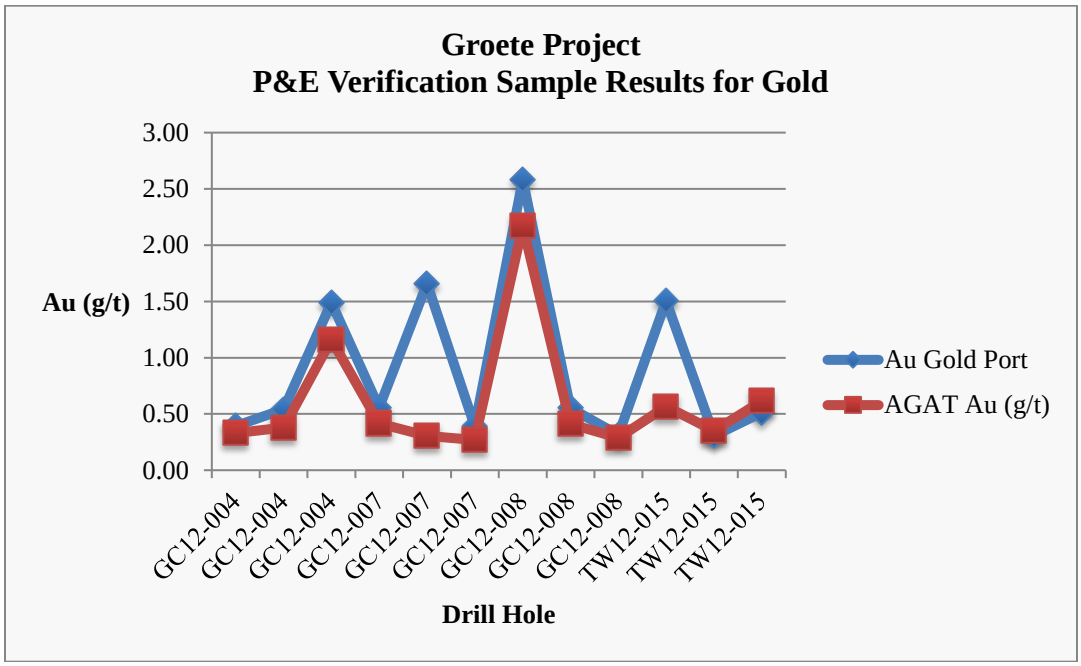
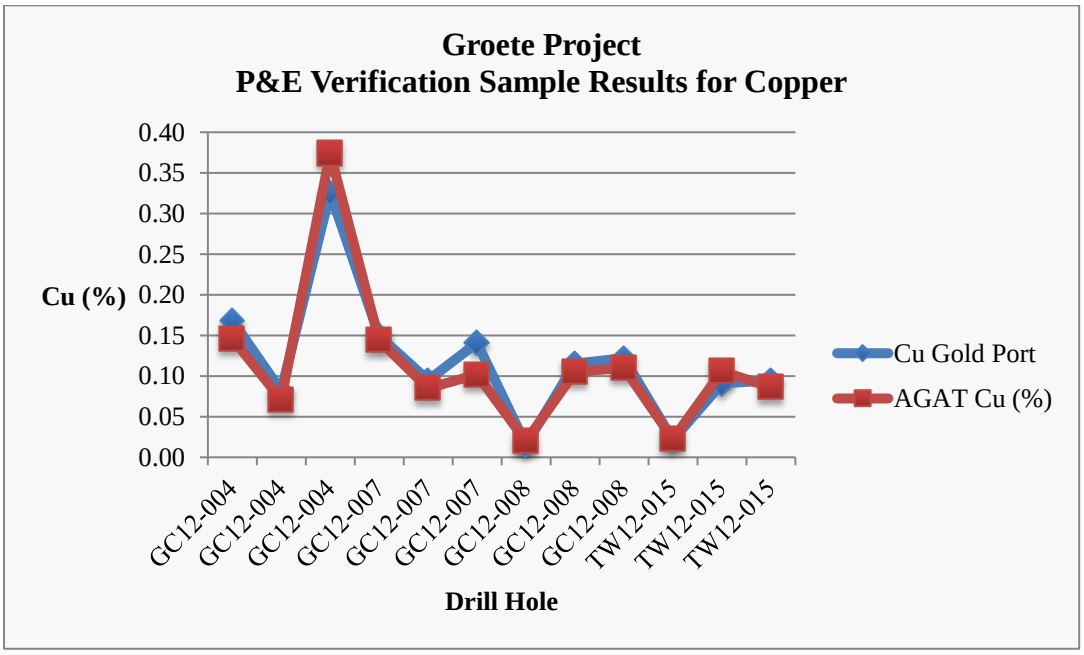


FIGURE 12.2 P&E INDEPENDENT SAMPLE RESULTS FOR COPPER



Verification sampling was not carried out on the 2013 drilling and that information was not used in the Mineral Resource Estimate in Section 14.

Quality Assurance/Quality Control Program

The Mineral Resource Estimate used a database incorporating 18 diamond drill holes (3,477 m) completed by a previous owner between 1994 and 1996, and eight diamond drill holes (1,426 m) drilled by Gold Port during 2012. Four of the holes drilled by Gold Port were twin holes of historic collars 94-3, 94-5, 96-13 and 96-15, all of which were confirmed by survey coordinates to be in their original location on the property.

In order to verify the integrity of the historical holes, identification in the field of old sites was performed, to ensure that each drill hole corresponded to its reported location. Results on the scanned paper copies of the lab certificates were compared with the data entered on the scanned paper logs and in the database.

Gold Port implemented a quality assurance/quality control ("QA/QC" or "QC") program in 2012 at the beginning of the diamond drill program, with the addition of certified reference materials, blanks and duplicates to the sample stream.

Performance of Certified Reference Materials

Three certified reference materials, (standards) were purchased from CDN Resource Labs in Langley, BC and used throughout the program. Two of the standards were certified for gold and copper, and the third one was certified for copper only. Fifty-nine reference materials were inserted with the core samples. P&E graphed all samples, along with the mean and the +/- two and three standard deviations from the mean for each reference material.

The standards generally performed well, remaining within the +/- two standard deviations from the mean. The minor number of failures was examined in detail and the lab's QC was examined on a case by case basis, with no action required.

Performance of Blank Material

The blank material was locally sourced rock. Sixty-five blank samples were inserted into the sample stream and were analyzed for gold and copper. Evaluation of the blank material results revealed many gold and copper values in excess of acceptable limits. Eighty pulps were rerun and six pulps were re-prepared from the coarse reject material. The 86 samples were analyzed at a Canadian lab. All results confirmed the original results, which demonstrated that the blank material was in fact not devoid of mineralization. Another blank material will be sourced for future programs.

Performance of Field Duplicates

Sixty-seven core duplicate pairs were collected and analyzed. Simple scatter graphs were plotted, which indicated that the precision for gold at the core duplicate level was fair to good, and better than expected for this level of homogeneity. Copper had excellent precision.

P&E declares the data to be satisfactory and appropriate for use in the Mineral Resource Estimate

METALLURGICAL PROCESSING METALLURGICAL TESTING

A minor amount of scoping level testwork was conducted in 1996 by Metcon Research Inc. on four composite samples from a 1996 drill program. Details of this testwork are not available and the following is extracted from an internal 1997 report by Coeur d'Alene Mines Corp.

The composite samples represented two identified types of mineralization. Head analyses for the samples are presented in Table 13.1.

TABLE 13.1 COMPOSITE HEAD ANALYSES					
Composite	**Drill Hole No.**	**Sample No.**	**Au (g/t)**	**Ag (g/t)**	**Cu (%)**
1	96-10	6-55	1.097	5.49	0.28
	96-12	18-54			
	96-13	33-69			
2	96-11	8-36	1.234	2.74	0.04
	96-16	21-51			
1A	96-12	18-54	0.96	3.77	0.17
	96-17	122-146			
2A	96-11	14-34	0.617	<0.34	0.03
	96-16	30-49			

Heap leach amenability tests conducted at a 10 mesh grind size on composites 1 and 2 yielded about 50% gold extraction and it was concluded that heap leaching was unlikely to provide satisfactory performance. Rougher flotation tests at grinds as fine as 200 mesh yielded up to 94% copper recovery from Comp. 1; however, the corresponding mass recovery is not reported. Gold recovery to concentrate was 67%.

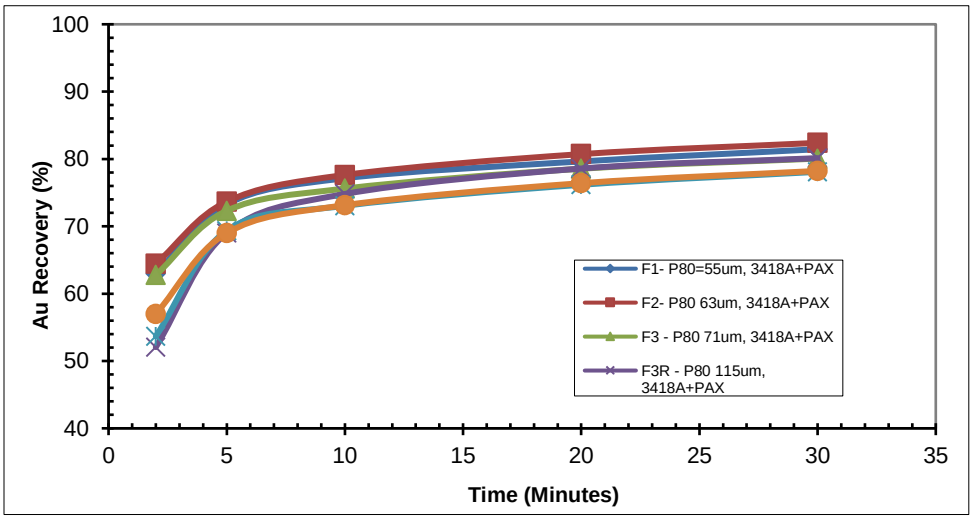
Composites 1A and 2A were subjected to “whole ore” cyanide leaching and flotation followed by cyanidation of the flotation concentrate. At a 200 mesh grind, gold extraction in the whole ore leach was 84.3% for comp 1A and 91.8% for Comp 2A. Flotation followed by cyanidation of concentrate for Comp 1A yielded 82.7% gold recovery and 94.3% copper recovery. Gold recovery for Comp 2A at a similar grind was 76.6%.

The above testwork suggests that reasonable gold and copper recoveries may be achievable but more comprehensive metallurgical information is required to allow a satisfactory prediction of grades and recoveries.

In 2013 a limited flotation test program was undertaken at SGS Lakefield Research. Two composite samples were provided for this work; a "Master Composite (¼ drill core) from the "sulphide" zone)" and a "Saprolite" composite. All tests reported were conducted on the Master Composite only; the Saprolite being of low grade. The Master Composite Assayed 0.44 g/t Au, 0.13% Cu and 0.58 % sulphide sulphur.

A total of five rougher kinetic tests (including one duplicate test) and three open circuit cleaner tests were conducted to characterize the response on the Master Composite to flotation. Grind sizes (80% passing screen size or K_{80}) for the rougher tests ranged from 55 to 115 microns. The results of the rougher tests for gold are shown in the chart in Figure 13.1. Test F2 yielded marginally superior results with a maximum recovery of 82.4% gold and 96.6% copper after 30 minutes of flotation time and a mass pull of 6.1%.

FIGURE 13.1 ROUGHER GOLD FLOTATION VERSUS TIME



A series of three open circuit cleaner tests were conducted on the Master Composite at a primary grind of 161 microns and a rougher pH of 7.8–8. A pH of about 11 was maintained for cleaner flotation and two of the three rougher concentrates were reground to K_{80} of 57 and 37 microns. Overall gold recoveries (based on second cleaner concentrates) ranged from 44.7% to 53.1%. Copper recoveries ranged from 72.6 % to 79.9% and the best copper grade was 11.2%. A locked cycle test would provide a better measure of attainable metal recoveries at acceptable copper grades via flotation and is recommended.

Rougher and cleaner conditions have not yet been fully optimized for the Master Composite and additional bench scale work is recommended, preferably supported by trade-off studies as appropriate.

MINERAL RESOURCES ESTIMATES

Introduction

The Mineral Resource Estimate presented herein is reported in accordance with the Canadian Securities Administrators' National Instrument 43-101 and has been estimated in conformity with generally accepted CIM "Estimation of Mineral Resource and Mineral Reserves Best Practices" guidelines. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. There is no guarantee that all or any part of the Mineral Resource will be converted into a Mineral Reserve. Confidence in the estimate of Inferred Mineral Resources is insufficient to allow the meaningful application of technical and economic parameters or to enable an evaluation of economic viability worthy of public disclosure. Mineral Resources may also be affected by further infill and exploration drilling that may result in changes to subsequent Mineral Resource Estimates.

All Mineral Resource estimation work reported herein was carried out by Fred Brown, P.Geo., Antoine Yassa, P.Geo., and Eugene Puritch, P.Eng., FEC, CET, all independent Qualified Persons in terms of National Instrument 43-101, from information and data supplied by Gold Port.

Mineral Resource modeling and estimation were carried out using Gemcom GEMS software program.

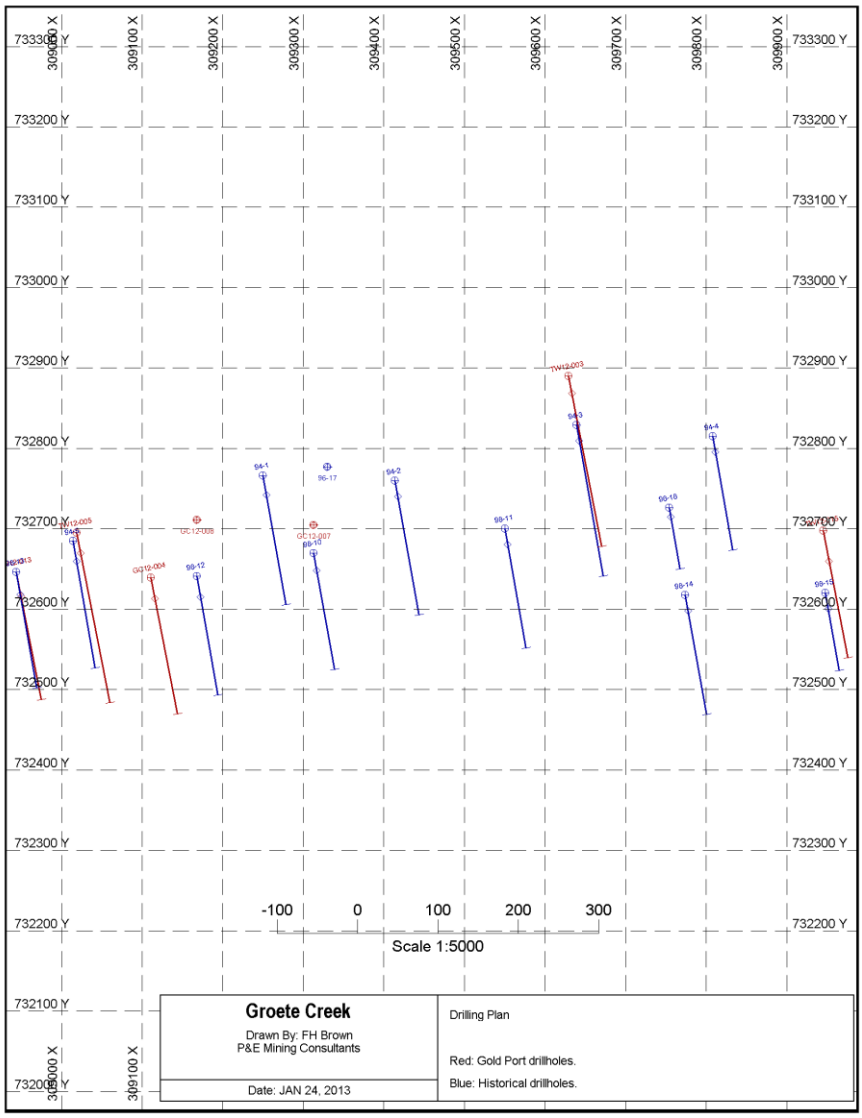
Data Supplied

All data were provided by Corsurex in the form of Excel files and scanned copies of original reports and logs. The database as implemented by P&E contains results from seven surface diamond drill holes completed by Gold Port and fifteen historical diamond drill holes (Figure 14.1 and Table 14.1). Four of the Gold Port drill holes were drilled as twins to historical drill holes.

TABLE 14.1
DATABASE SUMMARY

Type/ Source	No. of Drill Holes	Length (m)
Gold Port	7	1,656.5
Historical	15	4,864.9
Total	**22**	**6,521.4**

FIGURE 14.1 DRILL HOLE SURFACE PLAN



Database Validation

Industry standard validation checks were completed on the supplied databases. P&E typically validates a Mineral Resource database by checking for inconsistencies in naming conventions or analytical units, duplicate entries, interval, length or distance values less than or equal to zero, blank or zero-value assay results, out-of-sequence intervals, intervals or distances greater than the reported drill hole length, inappropriate collar locations, and missing interval and coordinate fields. Several trivial out-of-sequence errors were noted and corrected. The database was verified for all historical and current assay results using old certificates and digital copies of assay certificates received from the laboratory. P&E believes that the supplied database is suitable for Mineral Resource estimation.

Bulk Density

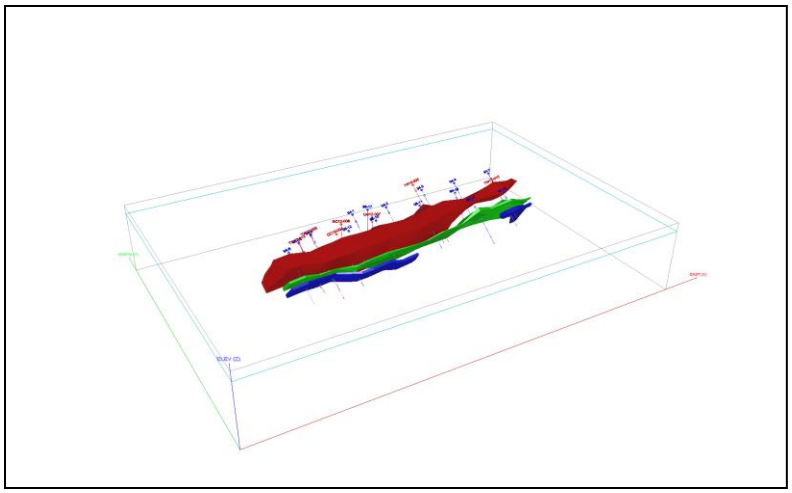
The bulk density used for the Mineral Resource Estimate was based on check samples collected from drill hole core by Antoine Yassa, P.Geo. Bulk density values for the twelve samples ranged from 2.80 t/m^3 to 3.14 t/m^3. The average value of 2.89 t/m^3 was used for the mineralized domains. An assumed value of 2.50 t/m^3 was assigned to the waste rock and 1.80 t/m^3 to the saprolite.

Domain Modeling

Local topography was derived from the supplied collar elevations, and a saprolite contact was modeled from drill hole logs. Domain models were generated by P&E from successive polylines spaced along drill hole sections oriented perpendicular to the general trend of the mineralization. The domain outlines were influenced by the selection of mineralized material above 0.25 g/t AuEq that demonstrated lithological and grade continuity along strike and down dip. Where appropriate lower grade mineralization was included for the purpose of maintaining zonal continuity. On each section polyline interpretations were digitized from drill hole to drill hole but not typically extended more than 50 m. Where appropriate, edges were smoothed in order to avoid jogs and a saw-tooth appearance. All polyline vertices were snapped directly to drill hole assay intervals, in order to generate a true three-dimensional representation of the extent of the mineralization. Domain wireframes were then clipped above the topographic surface.

A total of three domains were developed: the Main domain, with a strike length of approximately 1,250 m, the South domain, with a strike length of approximately 1,200 m, and the Footwall domain, with a strike length of approximately 800 m. Sporadic results were also noted in the saprolitic horizon, but were not included in the current modeling. The modeled domains were used for rock coding, statistical analysis, compositing limits and definition of the mineralization (Figure 14.2).

FIGURE 14.2 ISOMETRIC PLOT OF THE MODELED MINERALIZATION DOMAINS LOOKING NORTHEAST



Note: *Red = Main domain, Green = South domain, Blue = Footwall domain. East–west axis is approximately 2,000 m*

Composting

Assay sample lengths within the defined domains range from 0.30 m to 3.10 m, with an average sample length of 1.52 m. In order to ensure equal sample support, a compositing length of 1.50 m was therefore selected for Mineral Resource estimation.

Length-weighted composites were calculated within the defined domains, starting at the first point of intersection between the drill hole and the domain intersected, and halting upon exit from the domain wireframe. Assays and composites were then assigned a domain rock code value based on the domain wireframe that the interval midpoint fell within. A nominal grade of 0.001 was used to populate a small number of un-sampled intervals. After compositing, a small number of short-length residual composites were discarded. The remaining composites were then exported to extraction files for statistical analysis and estimation.

Composite Summary Statistics

P&E generated summary statistics for the assay and composite samples from the defined domains (Table 14.2 and Table 14.3).

TABLE 14.2 DOMAIN SUMMARY STATISTICS FOR AU						
Gold Assays	**Domain**	**No. of Samples**	**Minimum Au (g/t)**	**Maximum Au (g/t)**	**Mean Au (g/t)**	**Standard Deviation**
Assays	Main	1,313	0.003	10.10	0.61	0.912
	South	158	0.01	5.65	0.44	0.578
	Footwall	96	0.022	10.00	0.65	1.436
	Total	**1,567**	**0.003**	**10.10**	**0.60**	**0.927**
Composite Assays	Main	1,300	0.02	10.00	0.62	0.827
	South	138	0.02	4.98	0.48	0.546
	Footwall	86	0.030	9.99	0.70	1.475
	Total	**1,524**	**0.020**	**10.00**	**0.61**	**0.856**

TABLE 14.3 DOMAIN SUMMARY STATISTICS FOR CU						
Copper Assays	**Domain**	**No. of Samples**	**Minimum Cu (%)**	**Maximum Cu (%)**	**Mean Cu (%)**	**Standard Deviation**
Assays	Main	1,313	0.0002	2.000	0.117	0.132
	South	158	0.0002	0.450	0.089	0.073
	Footwall	96	0.0100	0.350	0.073	0.059
	Total	**1,567**	**0.0002**	**2.000**	**0.112**	**0.124**
Composite Assays	Main	1,300	0.001	1.967	0.118	0.126
	South	138	0.001	0.432	0.095	0.073
	Footwall	86	0.015	0.315	0.076	0.055
	Total	**1,524**	**0.001**	**1.967**	**0.114**	**0.120**

Treatment of Extreme Values

The presence of high-grade outliers for the composite data was evaluated by a review of composite summary statistics, histograms and probability plots. Based on a review of individual domain and global summary statistics, capping levels of 3.0 g/t Au and 1.0 % Cu were selected. In addition, the influence of composite grades over 1.00 g/t Au and 0.40 % Cu were restricted to 60 m. Composite grades were capped to their respective threshold value prior to grade estimation.

Continuity Analysis

Domain-coded, composited sample data were used for continuity analysis. Due to the relative long distances between drill holes and the limited number of drill holes available, only down hole variograms could be modeled. The results suggest a relatively high nugget effect, on the order of 50%. Examination of the twinned drill holes also suggests a reasonable level of potential continuity down-dip.

Block Model

A rotated block model was established across the property with the block model limits selected so as to cover the extent of the mineralized domains, and the block size reflecting the generally narrow widths of the mineralized zones and the drill hole spacing (Table 14.4). The block model consists of separate models for estimated grade, rock code, percent, density and classification attributes. A volume percent block model was used to accurately represent the volume and tonnage contained within the constraining grade domains.

TABLE 14.4 BLOCK MODEL SETUP			
Dimension	**Origin**	**Number of Blocks**	**Block Size (m)**
X	308,600	90	20
Y	732,000	100	10
Z	-300	40	10
Rotation	10° counter-clockwise from the origin		

Grade Estimation and Classification

Mineral Resources were estimated and classified in compliance with guidelines established by the Canadian Institute of Mining, Metallurgy and Petroleum. P&E believes that the drill hole data supplied are of a sufficient quality to support an Inferred level Mineral Resource classification.

Inferred Mineral Resource:
"An 'Inferred Mineral Resource' is that part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes."

Anisotropic inverse distance cubed ("ID^3") weighting of capped composite values was used for the estimation of block grades, with the anisotropy oriented along the orientation of the defined domains. Three to twelve composites from one or more drill holes within a search ellipsoid measuring 300 m x 300 m x 30 m were required for estimation. All blocks estimated were classified as Inferred. Composite data used during grade estimation were restricted to samples located within their respective domains.

Mineral Resource Estimate

The Groete Creek Mineral Resource Estimate is reported inside a constraining pit shell (Figure 14.3). The results from this pit shell are used solely for the purpose of reporting Mineral Resources that have reasonable prospects for economic extraction. Based on these criteria, the Footwall domain remains a potential exploration target, as it was not intercepted by the pit shell. Optimization is based on the following economic parameters:

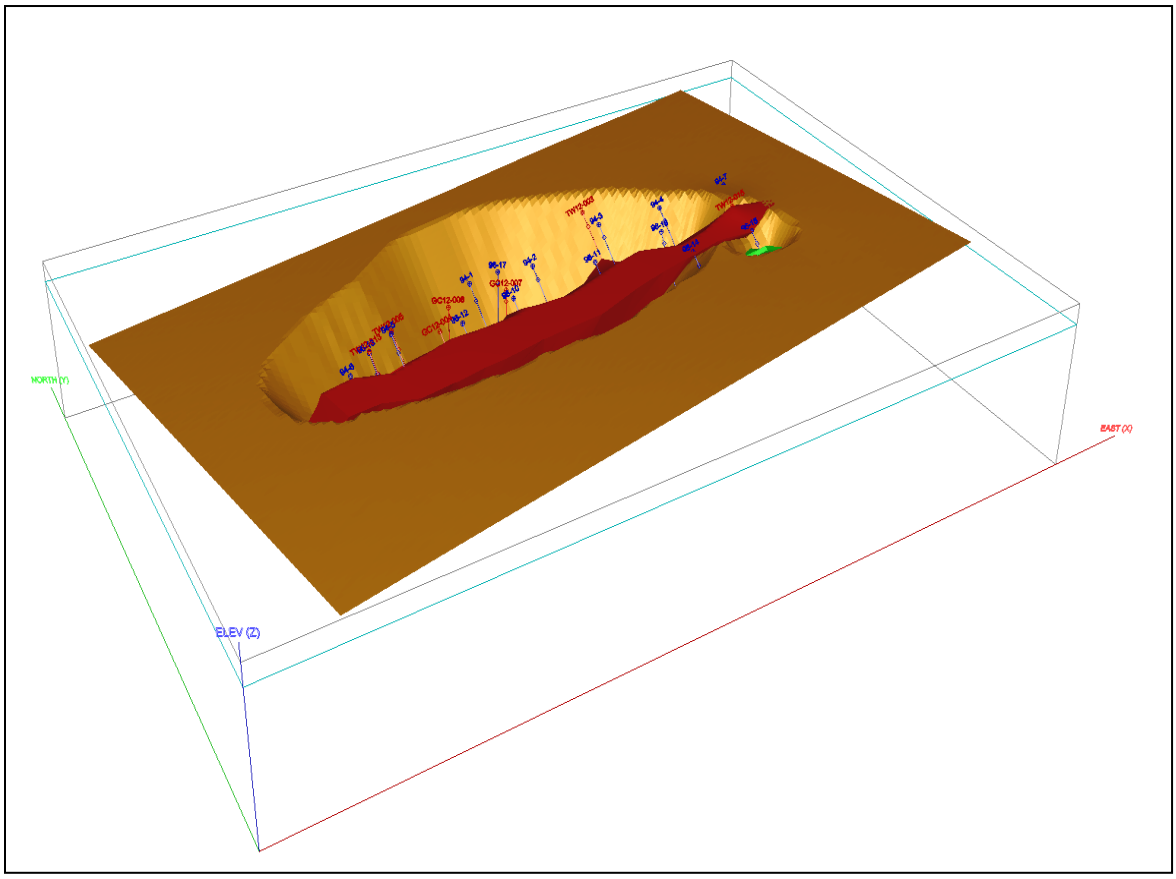
- US$1,275/oz Au price (Aug 31/18 Approx. 24 month trailing average).
- US$3.00/lb Cu price (Aug 31/18 Approx. 24 month trailing average).
- 92% Au recovery.
- 80% Cu recovery.
- US$8.00/t processing cost.
- US$1.50/t G&A cost.
- US$2.00/t mining cost.
- 45 degree pit slopes.

The AuEq cut-off grade for Mineral Resource reporting is calculated as follows:

($8.00 + $1.50)/($1,275/31.1035 x 92%) = **0.25 g/t AuEq**

Commodity prices are based on the approximate two-year trailing average from August 31, 2018. Gold equivalency was calculated as 1.0% Cu equals 1.4 g/t Au. The Mineral Resource Estimate for the Groete Gold Copper Deposit is reported at a cut-off grade of 0.25 g/t AuEq (Table 14.5), with an effective date of March 28, 2018.

FIGURE 14.3 ISOMETRIC PLOT OF THE CONSTRAINING PIT SHELL LOOKING NORTHEAST



Note: *Red = Main domain, Green = South domain, Blue = Footwall domain. East–west axis is approximately 2,000 m.*

TABLE 14.5
SUMMARY OF THE GROETE DEPOSIT
PIT CONSTRAINED MINERAL RESOURCE ESTIMATE(1-5)

Classification	Domain	Tonnes (M)	Au (g/t)	Cu (%)	AuEq (g/t)	AuEq (M oz)
Inferred	Saprolite	5.6	0.48	0.09	0.61	0.11
	Fresh	68.4	0.49	0.12	0.66	1.46
	Total	**74.0**	**0.49**	**0.12**	**0.66**	**1.57**

(1) Mineral Resources are reported inside a constraining pit shell at a cut-off of 0.25 g/t AuEq.
(2) Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.
(3) The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
(4) The Inferred Mineral Resource in this estimate has a lower level of confidence than that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could be upgraded to an Indicated Mineral Resource with continued exploration.
(5) The Mineral Resources in this report were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council.

Mineral Resource Estimate Sensitivity

A pit constrained sensitivity analysis of the Groete Gold Copper Deposit was also completed, summarized in Table 14.6. The pit constrained cut-off value used in the Mineral Resource model is 0.25 g/t Au.

The inclusion of this sensitivity analysis is not meant to supersede or replace the results of the pit constrained Mineral Resource Estimate and should not be construed as a Mineral Resource.

TABLE 14.6
PIT CONSTRAINED SENSITIVITY OF THE MINERAL RESOURCES ESTIMATE

Cut-Off AuEq (g/t)	Tonnes (M)	Au (g/t)	Cu (%)	AuEq (g/t)	AuEq (M oz)
0.35	69.6	0.51	0.12	0.68	1.52
0.34	70.4	0.51	0.12	0.68	1.53
0.33	71.1	0.51	0.12	0.68	1.55
0.32	71.7	0.50	0.12	0.67	1.54
0.31	72.1	0.50	0.12	0.67	1.55
0.30	72.5	0.50	0.12	0.67	1.56
0.29	72.8	0.50	0.12	0.67	1.56
0.28	73.0	0.50	0.12	0.67	1.57
0.27	73.4	0.50	0.12	0.67	1.58
0.26	73.7	0.50	0.12	0.67	1.58
0.25	74.0	0.49	0.12	0.66	1.57

Validation

The block model was validated visually by the inspection of successive section lines in order to confirm that the block model correctly reflects the distribution of high-grade and low-grade samples (Figure 14.4 and Figure 14.5). Local trends were also evaluated by comparing the ID^3 block estimates to a nearest neighbour estimate ("NN") at zero cut-off. In general the ID^3 block estimates are in good agreement with the NN model, and demonstrate no evidence of systematic bias in the model.

FIGURE 14.4 CROSS-SECTION SHOWING ESTIMATED GOLD GRADES

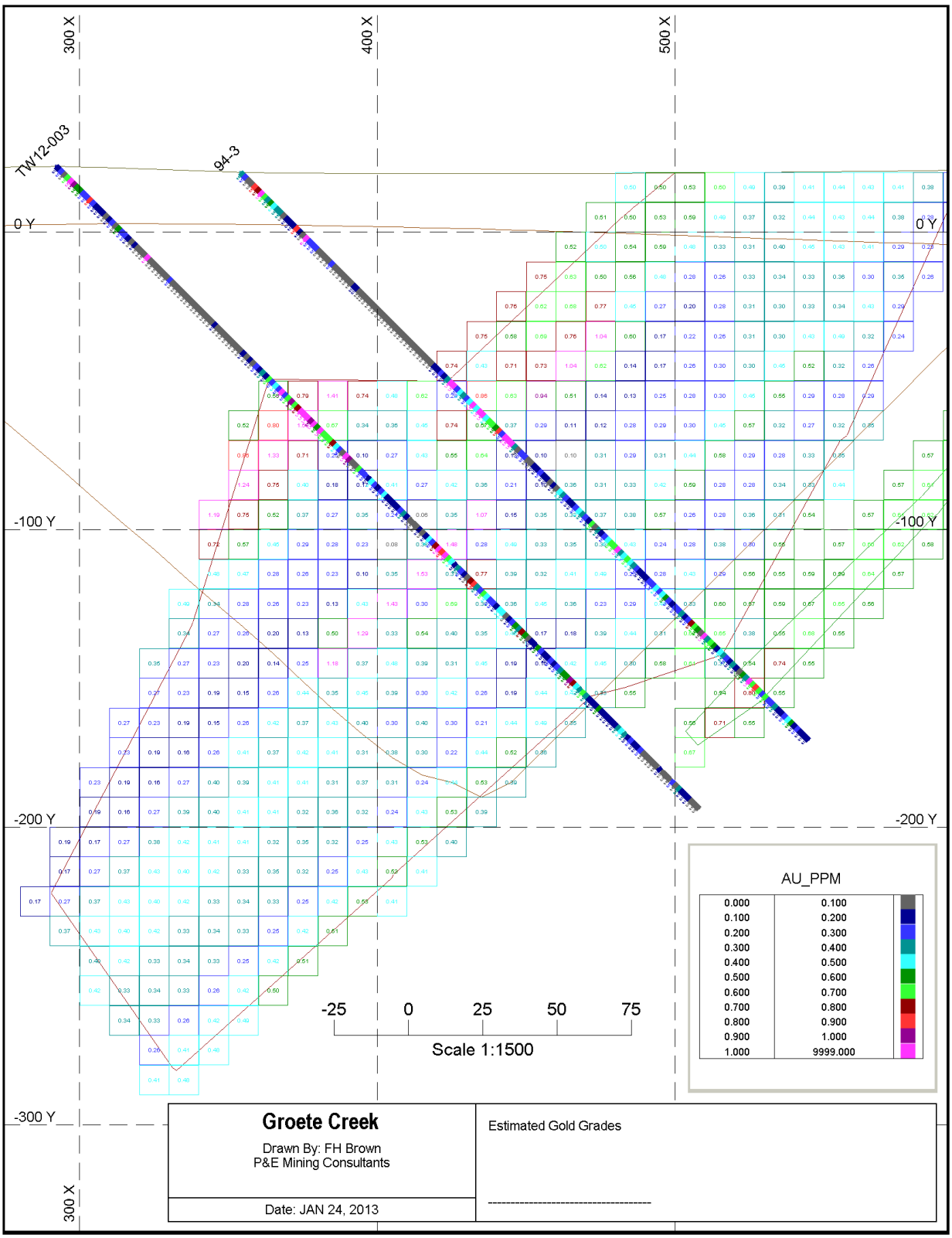
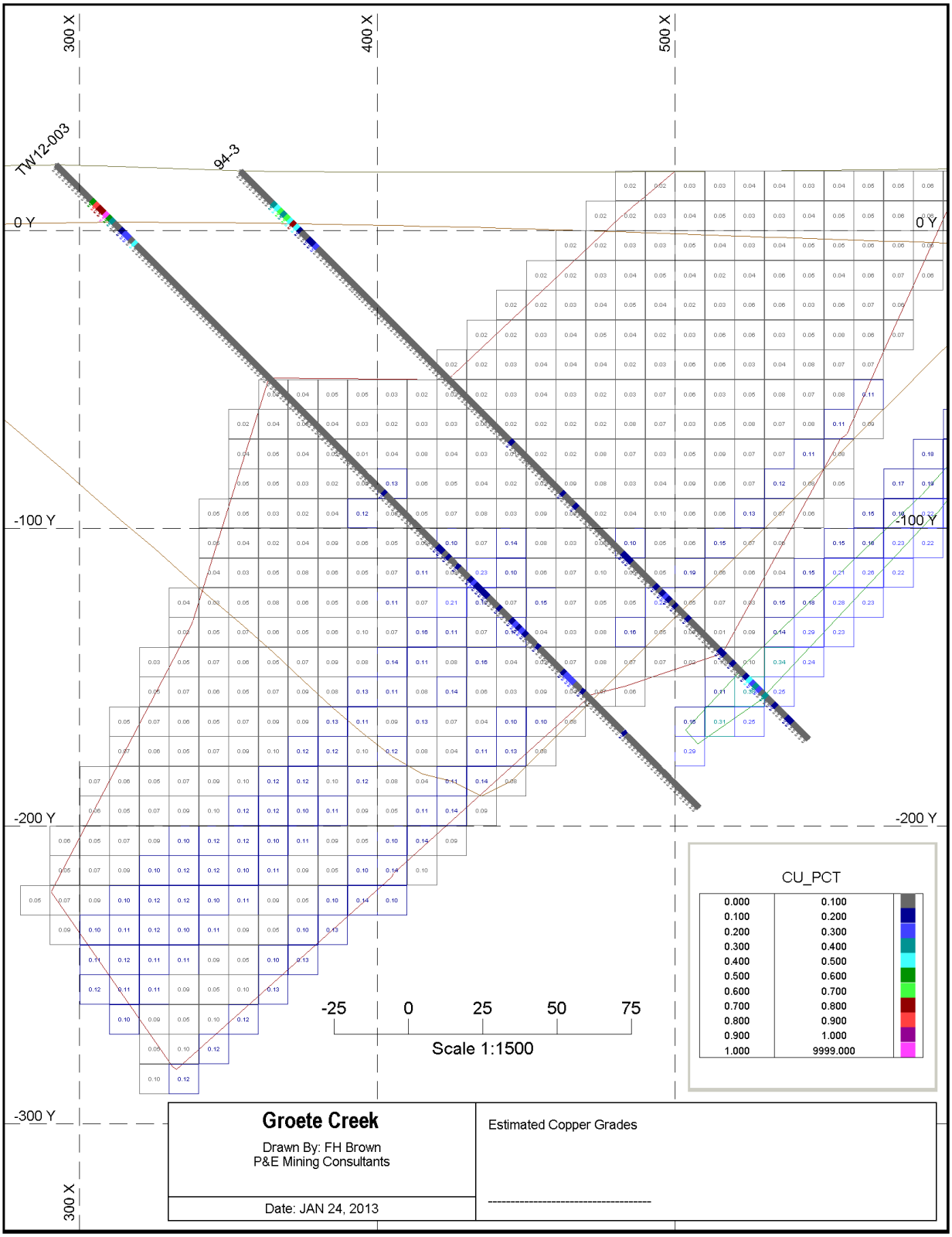


FIGURE 14.5 CROSS-SECTION SHOWING ESTIMATED COPPER GRADES



As a further check on the model the average model block grade was compared to the NN block average as well as the de-clustered mean and the mean of the composite data. No significant bias between the block model and the input data was noted (Table 14.7).

TABLE 14.7 DOMAIN VALIDATION STATISTICS				
Commodity	**Domain**	**Composite Mean**	**Model Mean**	**NN Mean**
Gold	10	0.62	0.46	0.47
	20	0.48	0.47	0.49
	30	0.70	0.50	0.45
	Total	**0.61**	**0.47**	**0.47**
Copper	10	0.118	0.11	0.12
	20	0.095	0.10	0.09
	30	0.076	0.08	0.06
	Total	**0.114**	**0.11**	**0.11**

The total estimated volume reported at 0.001 AuEq cut-off was compared by domain with the calculated volume of the defining mineralization wireframe (Table 14.8). All reported volumes fall within acceptable tolerances.

TABLE 14.8 VOLUME COMPARISON		
Domain	**Resource Volume (1,000 m^3)**	**Wireframe Volume (1,000 m^3)**
10	31,722	31,695
20	1,913	1,918
30	890	891
Total	**34,525**	**34,504**

MINERAL RESERVE ESTIMATES

Not applicable.

MINING METHODS

Not applicable.

RECOVERY METHODS

Not applicable.

PROJECT INFRASTUCTURE

A full camp with core logging and storage facilities are in place. There is no other infrastructure on the Property except for the bush roads that provide access to the Property. Water and timber are available on the property.

The Company has two drill rigs on site, both having been recently fully re-built and ready for service. All support vehicles and heavy equipment, including two CL-320 excavators and a D-6 bulldozer, are on site.

MARKET STUDIES AND CONTRACTS

Not applicable.

ENVIRONMENTAL STUDIES, PERMITTING AND SOCIAL OR COMMUNITY IMPACT

The Company reports that no permits are required in order to conduct exploration and drilling on the Groete Property. Customarily, the Guyana Geology and Mines Commission is notified when drilling commences.

The Company reports that there are no known environmental liabilities on the Groete Property. The small scale operators do not use mercury in their primary sluicing recovery process, however, gold is recovered from the concentrates by amalgamation, which is then retorted to recover the mercury and the bullion.

CAPITAL AND OPERATING COSTS

Not applicable.

ECONOMIC ANALYSIS

Not applicable.

ADJACENT PROPERTIES

Immediately to the east of the Groete Creek Property are the Georgetown West Concessions that are controlled by Corsurex. P&E has not reviewed tenure information or exploration data on the Georgetown West Concession.

Pelke (2009) reports that the closest mineral property to the Groete Property is the Aremu Deposit (see Figure 5.1). At Aremu, the principal gold targets at present are shear zone hosted and gold bearing vein systems. The historic gold mining activities at Aremu date back to the 1940's, when Anaconda Mining carried out a significant gold exploration program which led to the discovery of the Aremu Mine. The Aremu Deposit consisted of several high grade quartz veins located on the contact between granites and metasediments. The area was mined in the late 1940's with reported grades of nearly one ounce per ton.

OTHER RELEVANT DATA AND INFORMATION

To the best of the authors' knowledge there is no other relevant data, additional information or explanation necessary to make this Technical Report understandable and not misleading.

INTERPRETATION AND CONCLUSIONS

The Groete Gold Copper Deposit is located in the Paleoproterozoic Barama greenstone belt of the Guiana Shield, a region known for significant gold mineralization. The Deposit consists of disseminated and vein-related gold and copper mineralization in metavolcanic and metasedimentary rocks that are deformed by the Groete Creek Shear Zone and intruded by a sheeted dyke complex. The upper 20 to 30 m of the Deposit is weathered to saprolite.

P&E's NI 43-101 compliant Mineral Resource Estimate for the Groete Deposit comprises a pit constrained Inferred Mineral Resource of 1.57 M gold equivalent (AuEq) ounces at 0.66 g/t AuEq including 0.49 g/t Au and 0.12% Cu contained in 74.0 M t.

Gold Port's drilling has defined gold and copper mineralization over a 1 km strike length. The Deposit strikes at 070° and dips at 45° to the northwest. The Main mineralized zone is 150 m wide and the smaller South Zone is approximately 15 m wide and occurs in the footwall of the Main Zone. The Mineral Resource Estimate demonstrates that the Groete Deposit has the potential for open pit mining and that the potential can be further enhanced by Mineral Resource expansion.

The Mineral Resource Estimate has been prepared in compliance with NI 43-101 and Form 43-101F1 which require that all estimates be prepared in accordance with the "CIM Definition Standards on Mineral Resources and Mineral Reserves as prepared by the CIM Standing Committee on Reserve Definitions" and in effect as of the effective date of this Technical Report.

The Mineral Resource Estimate demonstrates that the Groete Deposit has the potential for open pit mining and that the potential can be further enhanced by resource expansion. A review of historical drill data, the presence of significant surface exploitation by artisanal miners, and the evaluation of surface drilling on the project by Corsurex, indicates potential to expand the mineralization on strike east and west for up to 4 km. The Company intends to move the project forward to a Preliminary Economic Assessment ("**PEA**").

RECOMMENDATIONS

Recommendations and Proposed Budget

The recommended program is further infill drilling and analytical testing. The infill drilling will include approximately 500 m of step out drilling in 50 drill holes with the intention of expanding the known Mineral Resource. Infill drilling will also better define the depth of the saprolite zone, the transition between saprolite and primary mineralization, and the grades of the saprolite. The recommended program including drilling, assays, camp expenses, and supervision is estimated to cost US$146,000, as shown in Table 26.1.

The recommendation is made that samples from future drilling programs be analyzed at ISO certified laboratories.

The Company has two drill rigs on site, both of which will need to be re-built prior to beginning the drill program. All support vehicles and heavy equipment, including two CL-320 excavators and a D-6 bulldozer, are on site and also require maintenance. A full camp with core logging and storage facilities is in place.

TABLE 0.1
RECOMMENDED PROGRAM AND BUDGET

Program	Units	Unit Cost	Budget US $
Camp Rehabilitation			$40,000
Equipment Rehabilitation			$55,000
Assays (Each hole to 10 m)	500	$24	$12,000
Manpower/Camp Lodging for 30 days			$15,000
Geological Interpretation and Mapping			$5,000
Sub Total			$127,000
Contingency 15%			$19,000
Total			**$146,000**

5. Selected Consolidated Financial Information

5.1 Annual Information

The following selected annual financial information is subject to the detailed information contained in the audited financial statements of the Issuer and notes thereto for the years ended December 31, 2018, 2017 and 2016. The selected financial information is derived from audited financial information for the Issuer. The Issuer has established December 31 as its fiscal year end.

Year ended December 31	2018 ($)	2017 ($)	2016 ($)
Total assets	2,494,445	6,449,132	1.00
Total liabilities	45,904	550,121	22,500
Shareholders' equity	2,448,541	5,899,011	(22,499)
Total long-term debt	Nil	Nil	Nil
Total revenue	Nil	Nil	Nil
Net income/loss	Nil	Nil	Nil
Net loss per share (basic and diluted)	(0.13)	(1.15)	(22,500)
Common shares outstanding	30,819,488	31,829,492	1

5.2 Quarterly Information

	For the Three Months Ending						
	Fiscal 2019		Fiscal 2018				Fiscal 2017
	June 30, 2019	Mar. 31, 2019	Dec. 31, 2018	Sept. 30 2018	June 30, 2018	Mar. 31, 2018	Dec. 31, 2017
	($)	($)	($)	($)	($)	($)	($)
Total revenue	-	-	-	-	-	-	-
Income (Loss) before discontinued operations and extraordinary items	12,442	(112,682)	(515,540)	(436,782)	(2,139,381)	(778,867)	2,685,472
Net income (loss)	(95,058)	(112,682)	240,540	161,782	191,381	128,867	337,528
Net income (loss) per share (basic and diluted)	0.00	0.00	0.02	0.02	0.07	0.03	1.15

5.3 Dividends

There are no restrictions that could prevent the Issuer from paying dividends. The Issuer has not declared nor paid dividends on its common shares and, given the Issuer's stage of development, it has no present intention of paying, nor has it the ability to pay, dividends on its common shares.

5.4 Foreign GAAP

The Issuer's financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**").

6. Management's Discussion and Analysis

The Issuer's Management's Discussion and Analysis of the Issuer for the year ended December 31, 2018 is attached as Appendix "C", and for the six month period ended June 30, 2019 is attached as Appendix "E", and each form an integral part of this Listing Statement, and should be read in conjunction with the Issuer's financial statements and notes thereto for the corresponding time periods.

7. Market for Securities

The Issuer's Shares were not listed prior to the listing on the Canadian Securities Exchange (the "**CSE**").

8. Consolidated Capitalization

As at the date of this Listing Statement, there were 31,429,492 Shares issued and outstanding. Effective November 28, 2017, the Issuer completed a consolidation of its Shares at a ratio of 1 Share for every 16 Shares held.

On November 30, 2017, the Issuer completed a non-brokered private placement through the issuance of 4,000,000 units (the "**Units**") at a price of $0.10 per Unit raising gross proceeds of $400,000. Each Unit is comprised of one Share and one transferable common share purchase warrant (the "**Warrants**") exercisable for a period of three years at an exercise price of $0.20 per Share, provided that in the event that once the Issuer is listed for trading on the CSE, the closing price of the Issuer's Shares on the CSE is $0.40 or greater per Share during any 20 non-consecutive trading day period at any time, the Warrants will expire at 4:00 p.m. (Vancouver time) on the 30th day after the date on which the Issuer provides notice of such accelerated expiry to warrant holders, and the warrant holders will have no further rights to acquire any Shares under the Warrant. The Issuer paid finder's fees in the amount of 7% cash and 8% warrants to PI Financial Corp.

On December 15, 2017, the Issuer completed a non-brokered private placement through the issuance of 24,743,500 Units at a price of $0.10 per Unit raising gross proceeds of $2,474,350. These Units are subject to the same acceleration provisions noted above. The Issuer paid finder's fees in the amount of 7% cash and 8% warrants to PI Financial Corp.

On January 10, 2018, the Issuer completed a non-brokered private placement through the issuance of 700,000 Units at a price of $0.10 per Unit raising gross proceeds of $70,000. These Units are subject to the same acceleration provisions noted above. The Issuer paid finder's fees in the amount of 7% cash and 8% warrants to PI Financial Corp.

On January 18, 2018, the Issuer completed a non-brokered private placement through the issuance of 1,000,000 Units at a price of $0.10 per Unit raising gross proceeds of $100,000. These Units are subject to the same acceleration provisions noted above.

9. Options to Purchase Securities

As at the date of this Listing Statement, the following options to purchase securities were outstanding for the Issuer:

Category of Option Holder	Number of Option Holders	Number of Options	Exercise Price	Grant Date	Expiry Date
Executive officers and past executive officers of the Issuer	3	1,800,000	$0.10	January 23, 2019	January 23, 2024
Directors and past directors of the Issuer who are not noted in executive officers above	2	1,000,000	$0.10	January 23, 2019	January 23, 2024
Consultants	3	400,000	$0.10	January 23, 2019	January 23, 2024
TOTAL:		**3,200,000**			

10. Description of the Securities

10.1 Common Shares.

The authorized capital of the Issuer consists of an unlimited number of common shares without par value. All common shares rank equally as to voting, and there are no special preference, conversion or redemption rights attached to any of the common shares.

As at the date of this Listing Statement, there were 33,579,492 Shares issued and outstanding. All of the issued Shares are fully paid and non-assessable.

The holders of Shares are entitled to receive notice of and attend all meetings of the shareholders of the Issuer and are entitled to one vote in respect of each Share held at such meetings. In the event of liquidation, dissolution or winding-up of the Issuer, the holders of Shares are entitled to share ratably the remaining assets of the Issuer.

In the event of the liquidation, dissolution or winding-up of the Issuer or other distribution of its assets, the holders of the Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the Issuer has paid out its liabilities. Distribution in the form of dividends, if any, will be set by the board of directors (the "**Board**") of the Issuer.

10.2 Debt securities:

N/A.

10.4 Other securities:

The Issuer has issued warrants convertible into Shares in respect of its private placements. The following warrants are issued and outstanding:

Warrant Type	Issue Date	Number	Exercise Price	Expires
Warrants	Nov. 30/17	4,000,000	$0.20	Nov. 30/20[1]
Finder's Warrant	Nov. 30/17	320,000	$0.20	Nov. 30/20[1]
Warrants	Dec. 15/17	24,693,500	$0.20	Dec. 15/20[2]
Warrants[3]	Dec. 15/17	50,000	$0.20	Dec. 15/20[2]
Finder's Warrant	Dec. 15/17	120,080	$0.20	Dec. 15/20[2]
Warrants	Jan. 10/18	700,000	$0.20	Jan. 10/21[4]
Finder's Warrant	Jan. 10/18	56,000	$0.20	Jan. 10/21[4]
Warrants	Jan. 18/18	1,000,000	$0.20	Jan. 18/21[5]
TOTAL:		**30,939,580**		

(1) Warrants expire on the earlier of (a) November 30, 2020; and (b) once the Company is listed for trading on the CSE, the closing price of the Company's Shares on the CSE is $0.40 or greater per Share during any 20 non-consecutive trading day period at any time, the Warrants will expire at 4:00 p.m. (Vancouver time) on the 30th day after the date on which the Company provides notice of such accelerated expiry to the Holders.

(2) Warrants expire on the earlier of (a) December 15, 2020; and (b) *same as above.*

(3) Warrants were issued Jan. 30/18 but are included in the December closing as they were inadvertently missed when closing the tranche. The expiration date remains the same as the warrants issued in December 2017.

(4) Warrants expire on the earlier of (a) January 10, 2021; and (b) *same as above.*

(5) Warrants expire on the earlier of (a) January 18, 2021; and (b) *same as above.*

10.5 Modification of terms:

N/A.

10.6 Other attributes:

N/A.

10.7 Prior Sales:

Date Issued	Number of Securities	Issue Price Per Common Share	Aggregate Issue Price	Reason for Issuance
January 18, 2017	15,375,803 Shares[1]	$0.05	Nil	Plan of Arrangement
March 31, 2017	400,000 Shares	$0.05	Nil	Property option agreement
November 30, 2017	4,000,000 Shares	$0.10	$400,000	Private placement
November 30, 2017	4,000,000 Warrants	$0.20	-	Private placement
December 15, 2017	24,743,500 Shares	$0.10	$2,474,350	Private placement
December 15, 2017	24,743,500 Warrants	$0.20	-	Private placement
January 10, 2018	700,000 Shares	$0.10	$70,000	Private placement
January 10, 2018	700,000 Warrants	$0.20	-	Private placement
January 18, 2018	1,000,000 Shares	$0.10	$100,000	Private placement
January 18, 2018	1,000,000 Warrants	$0.20	-	Private placement
TOTAL:			**$3,044,350**	

(1) On November 28, 2017, the Issuer effected a consolidation of its issued and outstanding Shares on the basis of one (1) new Share for every 16 old Shares held reducing the issued and outstanding Shares of the Issuer from 15,375,803 to 985,992 Shares.

10.8 Stock Exchange Price:

The Issuer's Shares are currently not listed on any stock exchange.

11. Escrowed Securities

The Issuer was an existing reporting issuer at the time of listing on the CSE and the escrow requirement did not apply. No Shares are subject to escrow requirements.

12. Principal Shareholders

As at the date of this Listing Statement, to the knowledge of the directors and executive officers of the Issuer, no persons beneficially owned, directly or indirectly, or exercised control or direction over, voting securities carrying more than 10% of the voting rights attached to the voting securities of the Issuer.

13 Directors and Officers

13.1 Particulars of Directors and Officers

As at the date of this Listing Statement, the directors and management of the Issuer consists of the following persons:

Name of Nominee, Province and Country of Ordinary Residence and Positions Held with the Issuer	Occupation, Business or Employment	Common Shares Beneficially Owned or Controlled, or Directed, Directly or Indirectly(1)
Adrian Hobkirk Washington, USA *President, CEO and Director*	Business Executive; President and CEO of the Issuer. President and CEO of NRG Metals Inc.	162,672
Christopher P. Cherry British Columbia, Canada *CFO and Director*	Chartered Accountant and Certified General Accountant; self-employed management consultant providing management and accounting consulting services to public companies.	100,781(2)
Allen V. Ambrose Washington, USA *Director*	Business Executive, Consulting Geologist.	107,812
Fernando Erik Villarroel Alcoceer Salta, Argentina *Director*	Industrial engineer and self-employed management consultant and project manager focused on lithium process development.	500,000
Jan Urata Vancouver, British Columbia *Secretary*	President of Take It Public Services Inc.	251,953(3)

(1) The information as to principal occupation, business or employment and Shares beneficially owned or controlled is not within the knowledge of the management of the Issuer and has been furnished by the respective nominees. Unless otherwise indicated, each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years. The number of Shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information furnished by the nominees themselves.

(2) Of these Shares, 100,000 Shares are held directly by Mr. Cherry, and 781 Shares are held through Cherry Consulting Ltd., a company owned and operated by Mr. Cherry.

(3) Of these Shares, 1,172 Shares are held directly by Ms. Urata and 250,781 Shares are held indirectly through 1065068 BC Ltd., a company owned and operated by Ms. Urata.

13.2 Terms of Office.

Director	Period Served Since
Adrian Hobkirk	November 18, 2016
Christopher P. Cherry	November 18, 2016
Allen V. Ambrose	November 18, 2016
Fernando Erik Villarroel Alcoceer	November 16, 2017

The term of office of each of the current directors expires at the next annual general meeting of the shareholders of the Issuer. Each of the directors noted above will be re-elected as directors to hold office until the next annual meeting of shareholders or until their successors are appointed.

13.3 Directors and Officers Common Share Ownership.

The directors and officers of the Issuer hold, as a group, 1,123,218 Shares (3.57%) of the current issued and outstanding securities of the Issuer.

13.4 Board Committees of the Issuer.

As at the date hereof, the Issuer has an Audit Committee, comprised of Allen V. Ambrose (Chair), Christopher P. Cherry and Fernando Erik Villarroel Alcoceer. Christopher P. Cherry is an executive officer of the Issuer and is considered a dependent member. Allen V. Ambrose and Fernando Erik Villarroel Alcoceer are not executive officers of the Issuer and are therefore considered independent members of the Audit Committee.

13.5 Other Occupations

See the table under section 13.1 above.

13.6 Cease Trade Orders or Bankruptcies

Other than as disclosed below, to the knowledge of the Issuer, no current or proposed director, officer or promoter of the Issuer, or a security holder anticipated to hold sufficient securities of the Issuer to affect materially the control of the Issuer is, or within 10 years before the date of this Listing Statement has been, a director or officer of any other Issuer that, while that person was acting in that capacity:

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

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

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or

(d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact.

Adrian Hobkirk, a director and officer of the Issuer, is a director and officer of NRG, which was subject to a management cease trade order from May 5, 2009 to June 16, 2009 due to the late filing of NRG's audited financial statements for the year ended December 31, 2008. The cease trade was rescinded on June 16, 2009 and is no longer in effect.

Allen Ambrose, a director of the Issuer, was a director of Century Mining Corporation ("**Century**"). On March 14, 2008 the British Columbia Securities Commission (the "**BCSC**") issued a CTO against Century for failure to file a technical report under National Instrument 43-101 and interim financial statements and management's discussion & analysis ("**MD&A**") for the period ended September 30, 2007. On March 20, 2008, the BCSC revoked the CTO and issued a management CTO. On July 18, 2008, the management CTO was revoked and Century resolved all outstanding issues. In December, 2009, Mr. Ambrose resigned as director of Century.

Christopher P. Cherry, a director and officer of the Issuer, and Mr. Ambrose, a director of the Issuer, were former directors and/or officers of Wolfeye Resource Corp. (now Lexagene Holdings Inc.) ("**Lexagene**"). On August 7, 2013, the BCSC and the Alberta Securities Commission (the "**Commissions**") issued a CTO against Lexagene, its directors, officers and insiders for failure of Lexagene to file its audited financial statements and management's

discussion & analysis and related certifications for the year ended March 31, 2013 (collectively, the "**Financial Materials**"). On August 8, 2013, trading in Lexagene's common shares was suspended by the TSX Venture Exchange (the "**TSXV**") for failure to file the Financial Materials. Lexagene filed the Financial Materials with the Commissions and the CTO was lifted by the Commissions on September 26, 2013. Lexagene applied to the TSXV to lift the trading suspension and, after satisfying all of the conditions of the TSXV, the suspension was lifted and trading in Lexagene's common shares recommenced on October 30, 2013.

Mr. Cherry is currently the CFO of Mexivada Mining Corp. ("**Mexivada**"). On October 29, 2010, at the request of management of Mexivada, the BCSC issued a CTO against the insiders of Mexivada for not filing comparative financial statements for its financial year ended June 30, 2010 and the related management's discussion and analysis for the same period. The CTO was rescinded on November 30, 2010 and is no longer in effect. On October 31, 2011, at the request of management, the BCSC issued a CTO against the insiders of Mexivada for not filing comparative financial statements for its financial year ended June 30, 2011 and the related management's discussion and analysis for the same period. The CTO was rescinded on November 24, 2011 and is no longer in effect. On October 31, 2012, at the request of management, the BCSC issued a CTO against the insiders of Mexivada for not filing comparative financial statements for its financial year ended June 30, 2012 and the related management's discussion and analysis for the same period. The CTO is still in effect.

Mr. Cherry was a former director and officer of 1040426 BC Ltd., 1040433 BC Ltd., 1040440 BC Ltd., 1040442 BC Ltd. and Genix Pharmaceutical Corp., companies that are reporting issuers in the provinces of British Columbia and Alberta. On December 2, 2016, the BCSC issued a CTO against these companies, their directors, officers and insiders for failure to file audited financial statements and management's discussion & analysis and related certifications for the year ended July 31, 2016. The BCSC also issued deficiency notices to each of 1040440 BC Ltd. and Genix Pharmaceutical Corp. for failure to file first quarter financial statements and management's discussion & analysis for the period ended October 31, 2016. On May 23, 2017, the BCSC issued revocation orders for each of 1040426 BC Ltd., 1040433 BC Ltd. and 1040442 BC Ltd. (now Zenith Exploration Inc.) and the CTOs were lifted. On September 20, 2017, the BCSC issued a revocation order for 1040440 BC Ltd. and the CTO was lifted. On April 13, 2018, the BCSC issued a revocation order for Genix Pharmaceutical Corp. and the CTO was lifted.

Mr. Cherry is the CFO of Block One Capital Inc. ("**Block One**"). On January 2, 2019, the BCSC issued a CTO against Block One and Mr. Cherry, as an insider of Block One, for failure to file its annual audited financial statements for the year ended August 31, 2018 and the related management's discussion for the same period. On January 31, 2019, the BCSC issued a revocation order for Block One and the CTO was lifted.

Mr. Cherry is the CFO of NetCents Technology Inc. ("**NetCents**"). On March 1, 2019, at the request of management of NetCents, the BCSC issued a CTO against the insiders of NetCents for not filing comparative financial statements for its financial year ended October 31, 2018 and the related management's discussion and analysis for the same period. On March 29, 2019, the BCSC issued a revocation order for NetCents and the CTO was lifted.

13.7 Penalties or Sanctions.

To the knowledge of the Issuer, none of the Issuer's directors, officers or principal shareholders are, or have been, subject to any 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.

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

13.9 Personal Bankruptcies.

To the knowledge of the Issuer, none of the Issuer's directors, officers or principal shareholders, or any personal holding company of such persons, has, within the last 10 years, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his, her or its assets.

13.10 Conflicts of Interest.

To the best of the Issuer's knowledge, there are no known existing or potential conflicts of interest between the Issuer and its directors and officers except that certain of the directors and officers may serve as directors and/or officers of other companies or may, directly or indirectly, provide consulting services to the Issuer, and therefore it is possible that a conflict may arise between their duties to the Issuer and their duties as a director or officer of such other companies or their duties as a service provider to the Issuer.

13.11 Management.

Adrian Hobkirk (age 59) has been the President, CEO and a director of the Issuer since November 18, 2016. Mr. Hobkirk has 26 years of experience in the mining and venture capital industry, beginning with Norgold Resources in 1990, which was ultimately purchased by BEMA Gold. Mr. Hobkirk has been involved in Guyana for over twenty years and founded the company to develop the Groete Gold Copper Deposit in 2006. He has worked in many countries including Canada, Mongolia, Venezuela, Guyana, Chile, Colombia, the United States and Mexico. He has been involved in mineral exploration and technology ventures, and has extensive public company experience. He holds a BA in Economics from Simon Fraser University. Mr. Hobkirk is an independent contractor and devotes approximately 50% of his time to the Issuer. Mr. Hobkirk has not entered into a non-competition or non-disclosure agreement with the Issuer.

Christopher P. Cherry (age 40) has been the CFO and a director of the Issuer since November 18, 2016. Mr. Cherry has over 15 years of corporate accounting and audit experience. Mr. Cherry has extensive corporate experience and has held senior level positions for several public mining companies including director, CFO, and Corporate Secretary. Mr. Cherry has been a Chartered Accountant since February 2009 and a Certified General Accountant since 2004. In his former experience as an auditor, he held positions with KPMG and Davidson and Co. LLP in Vancouver, where he gained experience as an auditor for junior public companies, and an IPO specialist. Mr. Cherry is an independent contractor of the Issuer and devotes approximately 35% of his time to the Issuer. Mr. Cherry has not entered into a non-competition or non-disclosure agreement with the Issuer.

Allen V. Ambrose (age 62) has been a director of the Issuer since November 18, 2016. Mr. Ambrose has nearly three decades of experience in the mining industry, including work with large companies as well as junior exploration companies. He was a director of Minera Andes from November 1995 until its combination with McEwen Mining in January 2012. Mr. Ambrose also served as President and CEO of Minera Andes from 1995 until June 2008. Mr. Ambrose has extensive experience in all phases of exploration, project evaluation and project management, and has worked as a geologic consultant in the US, Venezuela, and Argentina. As a consultant, he was a co-discoverer of a Venezuelan auriferous massive sulfide deposit acquired by Gold Reserve Corporation and known generally as the Brisas deposit. He holds a BS in Geology from Eastern Washington University. Mr. Ambrose is an independent contractor and devotes approximately 15% of his time to the Issuer. Mr. Ambrose has not entered into a non-competition or non-disclosure agreement with the Issuer.

Fernando Erik Villarroel Alcoceer (age 38) has been a director of the Issuer since November 16, 2017. Mr. Alcoceer has 12 years of experience in the mining industry in Argentina with a focus on Lithium Process Development. From 2009 to 2013 he worked with Lithium Americas Corp. / Minera Exar S.A. as Project Manager which included construction management and commissioning of the initial pilot evaporation facilities and laboratory at the Cauchari Olaroz Lithium Project. His private consulting company is currently developing the pilot test facility for the Mariana Lithium Project in Argentina. He holds a degree in Industrial Engineering and has specialized training in Data Modeling and Analysis for Business and Engineering from M.I.T. Mr. Alcoceer is an independent contractor and devotes approximately 15% of his time to the Issuer. Mr. Alcoceer has not entered into a non-competition or non-disclosure agreement with the Issuer.

Jan Urata (age 55) has been the Secretary of the Issuer since November 18, 2016. Ms. Urata is the Founder and President of Take It Public Services Inc. since 2011, a highly motivated legal support service for top tier and junior issuers in a variety of industry sectors. She is well versed in taking corporate entities from initial seed capital stage to publicly listed status. Her services include corporate secretarial to regulatory filings to complex transactions while offering corporate sustainability through cost-effective, efficient and timely services. Her business model focuses on performance, attention to detail and results, ensuring success and quality of work, with over 25 years' experience in the industry. The business grew out of her years of experience as a legal secretary/paralegal in top Vancouver law firms. She is also Corporate Secretary of several TSX Venture Exchange issuers. Ms. Urata is an independent contractor and devotes approximately 15% of her time to the Issuer. Ms. Urata has not entered into a non-competition or non-disclosure agreement with the Issuer.

14. Capitalization

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

Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	31,429,492	65,569,072	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	1,123,218	5,023,218	3.57%	7.66%
Total Public Float (A-B)	30,306,274	60,545,854	46.22%	92.34%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	0	0	0	0
Total Tradeable Float (A-C)	31,429,492	65,569,072	100%	100%

Public Securityholders (Registered)

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

Class of Security **Size of Holding**	**Number of holders**	**Total number of securities(1)**
1 – 99 securities	22	228
100 – 499 securities	5	1,087
500 – 999 securities	3	2,465
1,000 – 1,999 securities	3	4,604
2,000 – 2,999 securities	1	2,320
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	91	32,445,570
TOTAL:	**125**	**32,456,274**

(1) The above information obtained from Computershare's registered shareholders' list as at March 20, 2018.

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security **Size of Holding**	**Number of holders**	**Total number of securities[1]**
1 – 99 securities	287	5,657
100 – 499 securities	64	14,405
500 – 999 securities	32	24,503
1,000 – 1,999 securities	40	61,769
2,000 – 2,999 securities	9	20,351
3,000 – 3,999 securities	8	27,734
4,000 – 4,999 securities	4	18,398
5,000 or more securities	21	262,462
TOTAL:	**465**	**435,279**

(1) The above information was obtained from Broadridge's Canadian NOBO list dated March 20, 2018.

Non-Public Securityholders (Registered)

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

Class of Security **Size of Holding**	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	5	1,123,218
TOTAL:	**5**	**1,123,218**

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities.

Description of Security (include conversion / exercise terms, including conversion / exercise price)	**Number of convertible / exchangeable securities outstanding**	**Number of listed securities issuable upon conversion / exercise**
Warrants issued on November 30, 2017, exercisable at $0.20/Share until November 30, 2020[1].	4,000,000	4,000,000
Finder's warrants issued on November 30, 2017, exercisable at $0.20/Share until November 30, 2020[1].	320,000	320,000
Warrants issued on December 15, 2017, exercisable at $0.20/Share until December 15, 2020[1].	24,743,500	24,743,500
Finder's warrants issued on December 15, 2017, exercisable at $0.20/Share until December 15, 2020[1].	120,080	120,080
Warrants issued on January 10, 2018, exercisable at $0.20/Share until January 10, 2021[1].	700,000	700,000
Finder's warrants issued on January 10, 2018, exercisable at $0.20/Share until January 10, 2021[1].	56,000	56,000
Warrants issued on January 18, 2018, exercisable at $0.20/Share until January 18, 2021[1].	1,000,000	1,000,000
Subtotal Warrants:	**30,939,580**	**30,939,580**
Stock options granted on January 23, 2019, convertible into Shares at a price of $010 per Share until January 23, 2019.	3,200,000	3,200,000
TOTAL:	**34,139,580**	**34,139,580**

(1) Warrants expire on the earlier of (a) the date of issuance listed above; and (b) once the Issuer is listed for trading on the CSE the closing price of the Issuer's Shares on the CSE is $0.40 or greater per Share during any 20 non-consecutive trading day period at any time, the warrants will expire at 4:00 p.m. (Vancouver time) on the 30th day after the date on which the Issuer provides notice of such accelerated expiry to the holders.

15. Executive Compensation

The most current information in respect of the Issuer's executive compensation and is attached hereto as Appendix "A" – Executive Compensation of the Issuer.

16. Indebtedness of Directors and Executive Officers

No director or executive officer of the Issuer, and no associate of any such person, is, or has been during the most recently completed financial year, indebted to the Issuer. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Issuer at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

17. Risk Factors

The following risk factors should be carefully considered in evaluating the Issuer. There are a number of factors that could negatively affect the Issuer's business and the value of the Shares. These risk factors are not a definitive list of all risk factors associated with the Issuer and other factors may arise in the future that are currently not foreseen by management of the Issuer that may present additional risks in the future. The following risk factors are associated with the Issuer pertaining to the outlook and conditions currently known to the Issuer that could have a material impact on the financial condition, operations and business of the Issuer:

The future price of the Shares will vary depending on factors unrelated to the Issuer's performance or intrinsic fair value In recent years, the securities markets in Canada and the United States 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 continued fluctuations in price will not occur. It may be anticipated that any quoted market for the Shares will be subject to market trends generally, notwithstanding any potential success of the Issuer in creating revenues, cash flows or earnings.

Resource exploration and development is highly speculative

Resource exploration and development 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 Issuer may be affected by numerous factors that are beyond the control of the Issuer and that 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 minerals and environmental protection, the combination of which factors may result in the Issuer not receiving an adequate return of investment capital. 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. There is no assurance that the Issuer's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Issuer'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.

Some aspects of the Issuer's operations entail risk that cannot be insured against or may not be covered by insurance

The Issuer's business is subject to a number of risks and hazards generally, including adverse conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Issuer's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although the Issuer intends to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance may not cover all the potential risks associated with a mining company's operations. The Issuer may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Issuer or to other companies in the mining industry on acceptable terms. The Issuer might also become subject to liability for pollution or other hazards which may not be insured against or which the Issuer may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Issuer to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

The Issuer is an early stage company

The Issuer has only recently commenced operations and has no operating earnings. The likelihood of success of the Issuer must be considered in light of the problems, expenses and difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Issuer has limited financial resources and there is no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfil its obligations under applicable agreement. There can be no assurance that the Issuer will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interest of the Issuer with the possible dilution or loss of such interest. Further, revenues, financings and profits, if any, will depend upon various factors, including the success, if any, of exploration programs and general market conditions for natural resources. There is no assurance that the Issuer can operated profitably or that it will successfully implement its plans.

Significant resources are required to conduct mining exploration activities

Mining exploration requires ready access to mining equipment such as drills, and crews to operate that equipment. There can be no assurance that such resources will be available to the Issuer on a timely basis or at a reasonable cost. Failure to obtain these resources when needed may result in delays in the Issuer's exploration programs.

The Issuer operates in a highly competitive environment

The mineral exploration and mining business is competitive in all of its phases. The Issuer competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources that the Issuer, in the search for and the acquisition of attractive mineral properties. The ability of the Issuer to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable properties or prospects for mineral exploration. There is no assurance that the Issuer will continue to be able to compete successfully with its competition in acquiring such properties or prospects.

The Issuer operates in a highly regulated environment that is subject to changes, some unforeseen, to government policy

The current or future operations of the Issuer, including exploration and development activities and commencement of production on its properties, require permits from various levels of government. Such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. The Issuer believes it is in substantial compliance with all material laws and regulations that currently apply to its activities. There can be no assurance however, that all permits which the Issuer may require for construction of mining facilities and conduct of mining operations, particularly environmental permits, will be obtainable on reasonable terms or that compliance with such laws and regulations would not have an adverse effect on the profitability of any mining project that the Issuer might undertake.

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

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

The Issuer may be subject to significant environmental risks

The Issuer's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Issuer intends to comply fully with all environmental regulations. The current or future operations of the Issuer, including development activities and commencement of production on its properties, require permits from various federal, provincial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that may require the Issuer to obtain permits from various governmental agencies. There can be no assurance, however, that all permits that the Issuer may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which the Issuer might undertake.

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

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

The Issuer is largely dependent on the performance of the Board and senior management

The success of the Issuer is currently largely dependent on the performance of the Board and senior management. The loss of the services of these persons will have a materially adverse effect on the Issuer's business and prospects. There is no assurance the Issuer can maintain the services of the Board and management or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Issuer and its prospects.

The Issuer's prospects are subject to the inherent volatility of metal prices

The mining industry is intensely competitive and there is no assurance that, even if commercial quantities of a mineral resource are discovered, a profitable market will exist for the sale of the same. There can be no assurance that metal prices will be such that the Issuer's properties can be mined at a profit. Factors beyond the control of the Issuer may affect the marketability of any minerals discovered. Metal prices are subject to volatile price changes from a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of, and demand for, the Issuer's principal products and exploration targets is affected by various factors, including political events, economic conditions and production costs.

The Issuer's proposed operations will require access to adequate infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Issuer's operations, financial condition and results of operations.

The Issuer's growth will require new personnel

Recruiting and retaining qualified personnel is critical to the Issuer's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Issuer's business activity grows, it will require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff on the operations side. Although the Issuer believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success.

Some of the Issuer's directors have significant involvement in other companies in the same sector

Certain of the directors of the Issuer serve as directors of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which the Issuer may participate, the directors of the Issuer may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Board a director who has such a conflict will abstain from voting for or against the approval of such a participation or such terms. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the Issuer making the assignment. In accordance with the laws of the Province of British Columbia, the directors of the Issuer are required to act honestly, in good faith and in the best interests of the Issuer. In determining whether or not the Issuer will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Issuer may be exposed and its financial position at that time.

The Issuer has not paid any dividends and does not anticipate doing so in the foreseeable future

The Issuer has not paid any dividends since incorporation and does not anticipate declaring any dividends on the Shares in the foreseeable future. The Board will determine if and when dividends should be declared and paid in the future based on the Issuer's financial position at the relevant time.

As of the date of this Listing Statement, the Issuer is not aware of any factors which would cause a risk that securityholders of the Issuer may become liable to make an additional contribution beyond the price of their respective securities.

As of the date of this Listing Statement, the Issuer is not aware of any material risk factors material to the Issuer that a reasonable investor would consider relevant to an investment in the securities being listed and that are not otherwise described under this section.

18. Promoters

There are no promoters of the Issuer.

19. Legal Proceedings

There are no legal proceedings by or against the Issuer as of the date of this Listing Statement.

There are no regulatory actions against the Issuer as of the date of this Listing Statement.

20. Interest of Management and Others in Material Transactions

To the knowledge of management of the Issuer, other than as disclosed below, no informed person (a director, officer or holder of 10% or more of the Shares) or nominee for election as a director of the Issuer or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Issuer or any of its subsidiaries since January 1, 2017 (being the commencement of the Issuer's last completed financial year), or has any interest in any material transaction in the current year other than as set out as follows:

On December 15, 2017, Adrian Hobkirk, CEO and a director of the Issuer, acquired beneficial ownership of 150,000 Shares at a price of $0.10 per Share and 150,000 warrants at an exercise price of $0.20 per warrant for a period of 3 years pursuant to a private placement.

On December 15, 2017, Christopher P. Cherry, CFO and a director of the Issuer, acquired beneficial ownership of 100,000 Shares at a price of $0.10 per Share and 100,000 warrants at an exercise price of $0.20 per warrant for a period of 3 years pursuant to a private placement.

On December 15, 2017, Allen V. Ambrose, a director of the Issuer, acquired beneficial ownership of 100,000 Shares at a price of $0.10 per Share and 100,000 warrants at an exercise price of $0.20 per warrant for a period of 3 years pursuant to a private placement.

On December 15, 2017, Fernando Erik Villarroel Alcoceer, a director of the Issuer, acquired beneficial ownership of 500,000 Shares at a price of $0.10 per Share and 500,000 warrants at an exercise price of $0.20 per warrant for a period of 3 years pursuant to a private placement.

On December 15, 2017, Jan Urata, Secretary of the Issuer, acquired beneficial ownership of 250,000 Shares at a price of $0.10 per Share and 250,000 warrants at an exercise price of $0.20 per warrant for a period of 3 years pursuant to a private placement, through her company, 1065068 BC Ltd.

21. Auditors, Transfer Agents and Registrars

On November 18, 2016, the Issuer appointed Davidson & Company LLP, Chartered Accountants, of 1200 – 609 Granville Street, Vancouver, British Columbia, V7Y 1G6, as the auditor of the Issuer.

The transfer agent and registrar of the Issuer's Shares is Computershare Investor Services Inc., of 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9.

22. Material Contracts

The Issuer entered into the following material contracts:

1. Arrangement Agreement dated November 18, 2016 between the Issuer and NRG.

2. Purchase Option Agreement dated March 30, 2017, as amended March 31, 2017, between the Issuer and Graphite Energy Corp.

23. Interest of Experts

No person whose profession or business gives authority to a statement made by such person and who is named in this Listing Statement (being the auditors of the Issuer) has received or will receive a direct or indirect interest in the property of the Issuer or any related person of the Issuer. As at the date hereof, the aforementioned persons do not beneficially own, directly or indirectly, any securities of the Issuer. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or expected to be elected, appointed or employed as a director, senior officer, promoter or employee of the Issuer.

24. Other Material Facts

There are no material facts of the Issuer not disclosed in this Listing Statement.

25. Financial Statements

The audited financial statements for the year ended December 31, 2018, together with the MD&A are attached hereto as Appendices “B” and “C”, respectively.

The unaudited financial statements for the six months ended June 30, 2019, together with the MD&A are attached hereto as Appendices “D” and “E”, respectively.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Corsurex Resource Corp. hereby applies for the listing of the above mentioned securities on the Canadian Securities Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Corsurex Resource 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 at Vancouver, British Columbia, this 20th day of September, 2019.

"Adrian Hobkirk"
Adrian Hobkirk,
President and CEO

"Christopher P. Cherry"
Christopher P. Cherry,
CFO

"Allen V. Ambrose"
Allen V. Ambrose,
Director

"Fernando Erik Villarroel Alcoceer"
Fernando Erik Villarroel Alcoceer,
Director

APPENDIX "A"

CORPORATE GOVERNANCE

General

Effective June 30, 2005, National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") and National Policy 58-201 *Corporate Governance Guidelines* ("**NP 58-201**") were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices.

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. The Canadian Securities Administrators have adopted NI 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the Canadian Securities Administrators have implemented NI 58-101, which prescribes certain disclosure by the Company of its corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

Management has been delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its Audit Committee, the Board examines the effectiveness of the Company's internal control processes and management information systems. The plenary Board reviews executive compensation and recommends stock option grants.

The independent members of the proposed Board are Allen V. Ambrose and Fernando Erik Villarroel Alcoceer. The non-independent members of the proposed Board are Adrian Hobkirk, the President and CEO of the Company, and Christopher P. Cherry, the CFO of the Company.

The following directors of the Company are directors of other reporting issuers:

Adrian Hobkirk

Mr. Hobkirk is a current director of NRG Metals Inc.

Christopher P. Cherry

Mr. Cherry is a current director of each 1040436 BC Ltd., 1040440 BC Ltd., Anquiro Ventures Ltd., Cervantes Capital Corp., Curlew Lake Resources Inc., Duport Capital Ltd., Block One Capital Inc., Genix Pharmaceutical Corp., Harvest Gold Corporation, Petrichor Energy Inc., NRG Metals Inc., Wellstar Energy Corp., Zenith Exploration Inc. and Cannvas MedTech Inc.

Allen V. Ambrose

Mr. Ambrose is a current director of each of South Star Mining Corp., NRG Metals Inc., and UK listed NQ Minerals PLC.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

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 views 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 determines compensation for the directors and CEO.

Other Board Committees

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

Assessments

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

COMPENSATION OF EXECUTIVE OFFICERS

Executive Compensation

In this section "Named Executive Officer" ("**NEO**") means the CEO, the CFO and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was more than $150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year.

During the year ended December 31, 2016, the Company had two NEOs; Adrian Hobkirk, the President and CEO of the Company, and Christopher P. Cherry, CFO of the Company.

Compensation Discussion and Analysis

The Board has not appointed a compensation committee so the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Company's base compensation structure and equity-based compensation programs, recommending compensation of the Company's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives, is performed by the Board as a whole.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company. The Board receives independent competitive market information on compensation levels for executives.

The compensation for executives includes four components: base consulting fees, bonus (if applicable), stock options and perquisites. As a package, the compensation components are intended to satisfy the objectives of the compensation program (that is, to attract, retain and motivate qualified executives). There are no predefined or standard termination payments, change of control arrangements or employment contracts.

Philosophy and Objectives

The Company's compensation policies and programs are designed to be competitive with similar mining exploration companies and to recognize and reward executive performance consistent with the success of the Company's business. The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including (a) attracting and retaining talented, qualified and effective executives, (b) motivating the short and long-term performance of these executives; and (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has encouraged equity participation and in furtherance thereof employs its stock option plan.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation has been accomplished through the issuance of founder's shares and the Company's stock option plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base consulting fees and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board.

Given the evolving nature of the Company's business, the Board continues to review the overall compensation plan for senior management so as to continue to address the objectives identified above.

Option-Based Awards

On February 7, 2018, the Board adopted a 10% rolling stock option plan (the "**Plan**").

The Plan provides incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All stock option grants require approval of the Board.

The stock option plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

See Particulars of Matters to be Acted Upon – Approval of 10% Rolling Stock Option Plan for further information on the Company's stock option plan.

Summary Compensation Table

Name and Principal Positions	Year[1]	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation[3] ($)		Pension value[3] ($)	All other compensa-tion ($)	Total compensa-tion ($)
					Annual incentive plans[2]	Long-term incentive plans[2]			
Adrian Hobkirk[4] President & CEO	2016	Nil	N/A	N/A	N/A	N/A	N/A	N/A	Nil
Christopher P. Cherry[5] CFO	2016	Nil	N/A	N/A	N/A	N/A	N/A	N/A	Nil

(1) The Company was incorporated on November 18, 2016 and, therefore, this table only discloses information for the financial year ended December 31, 2016.

(2) These amounts include annual non-equity incentive plan compensation, such as bonuses and discretionary amounts for the year end.

(3) These amounts include all compensation relating to defined benefit or contribution plans and include all service costs and other compensatory items.

(4) Mr. Hobkirk has served as President, CEO and a director of the Company since November 18, 2016.

(5) Mr. Cherry has served as CFO and a director of the Company since November 18, 2016.

Incentive Plan Awards

Outstanding Option-Based Awards

Pursuant to the Plan, the Company may grant up to 10% of the issued and outstanding common shares of the Company. As at the Record Date, no stock options were granted under the Plan.

As at December 31, 2016, there were no outstanding option-based awards and no share-based awards granted to any of the NEOs.

Incentive Plan Awards – Value Vested or Earned During the Year

During the year ended December 31, 2016, there were no options awarded under the Plan for the NEOs.

Termination and Change of Control Benefits

There are no compensatory plans or arrangements with respect to any NEO resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of an NEO's responsibilities following a change in control.

Director Compensation

The Company compensates its directors through option grants. NEOs do not receive additional compensation for serving as directors.

Outstanding Option-Based Awards

As at the year ended December 31, 2016, there were no outstanding option-based awards for any director, other than those who are also NEOs of the Company, including awards granted before the most recently completed financial year.

Narrative Discussion

The Company has no arrangements, standard or otherwise, pursuant to which directors were compensated by the Company for their services as directors, for committee participation, for involvement in special assignments during the most recently completed financial year.

The Company has a Plan for the granting of incentive stock options to the directors, officers, employees and consultants. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the directors, officers, employees and consultants and to closely align the personal interests of such persons to that of the shareholders.

Incentive Plan Awards – Value Vested or Earned During the Year

During the financial year ended December 31, 2016, there were no outstanding incentive plan awards vested for any director of the Company, other than those who are also NEOs of the Company,

Securities Authorized for Issuance under Equity Compensation Plans

As at the year ended December 31, 2016, the Company had no outstanding equity compensation plans.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	**Weighted-average exercise price of outstanding options, warrants and rights**	**Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))**
Plan Category	**(a)**	**(b)**	**(c)**
Equity compensation plans approved by securityholders	Nil	N/A	Nil
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total:	**0**	**N/A**	**0**

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is or who at any time during the last financial year was a director or executive officer or employee of the Company, a proposed nominee for election as a director of the Company or an associate of any such director, officer or proposed nominee is, or at any time since the beginning of the last completed financial year has been, indebted to the Company or any of its subsidiaries and no indebtedness of any such individual to another entity is, or has at any time since the beginning of such year been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

APPENDIX "B"

CORSUREX RESOURCE CORP.

(formerly Gold Port Resources Ltd.)

Consolidated Financial Statements

For the year ended December 31, 2018

Expressed in Canadian Dollars

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Corsurex Resource Corp. (formerly Gold Port Resources Ltd.)

Opinion

We have audited the accompanying consolidated financial statements of Corsurex Resource Corp. (formerly Gold Port Resources Ltd.) (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2018 and 2017, and the consolidated statements of income (loss) and comprehensive income (loss), changes in equity (deficiency) and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits 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 Consolidated 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 consolidated 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 in our audits is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

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

In preparing the consolidated 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 Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor’s report is Peter Maloff.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Professional Accountants

May 13, 2019

CORSUREX RESOURCE CORP. (FORMERLY GOLD PORT RESOURCES LTD.)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	Notes	**December 31, 2018**	December 31, 2017
ASSETS			
Current assets			
Cash		$ 1,345,699	$ 2,199,797
Marketable securities	5	125,000	3,600,000
		1,470,699	5,799,797
Due from related parties	8	374,411	-
Evaluation and exploration assets	6	649,335	649,335
TOTAL ASSETS		**$ 2,494,445**	$ 6,449,132
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	8	$ 45,904	$ 223,121
		45,904	223,121
Deferred tax liability	12	-	327,000
TOTAL LIABILITIES		45,904	550,121
SHAREHOLDERS' EQUITY			
Share capital	7	3,725,493	3,315,685
Reserves	7	49,290	38,998
Retained earnings		(1,326,242)	2,544,328
TOTAL SHAREHOLDERS' EQUITY		2,448,541	5,899,011
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$ 2,494,445**	$ 6,449,132

Nature and continuance of operations (Note 1)
Subsequent event (Note 13)

Approved and authorized by the Board on April 30 2019

"Adrian Hobkirk" Director *"Christopher Cherry"* Director

CORSUREX RESOURCE CORP. (FORMERLY GOLD PORT RESOURCES LTD.)
CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)
(Expressed in Canadian Dollars)

		For the year ended December 31,	
		2018	2017
Expenses			
Consulting fees		$ 189,987	$ 91,300
Director fees	8	35,000	72,500
Exploration costs	6	99,858	51,759
Management fees	8	138,855	105,000
Office expense		57,483	23,247
Professional fees	8	172,735	102,014
Transfer agent and filing fees		23,345	10,352
Travel		5,307	-
		(722,570)	(456,172)
Other item			
Unrealized (loss) gain on marketable securities	5	(3,475,000)	3,350,000
(Loss) income from operations before income taxes		(4,197,570)	2,893,828
Deferred tax (expense) recovery	12	327,000	(327,000)
(Loss) income and comprehensive loss for the year		**$ (3,870,570)**	$ 2,566,828
Loss per share – basic and diluted		**$ (0.13)**	$ 1.15
Weighted average number of common shares outstanding		30,255,104	2,237,152

See accompanying notes to the consolidated financial statements

CORSUREX RESOURCE CORP. (FORMERLY GOLD PORT RESOURCES LTD.)
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)
(Expressed in Canadian Dollars)

		Share capital				
	Notes	Number of shares	Amount	Reserves	Retained Earnings (Deficit)	Total
Balance at December 31, 2016		**1**	**$ 1**	**$ -**	**$ (22,500)**	**$ (22,499)**
Comprehensive loss:						
Income for the year		-	-	-	2,566,828	2,566,828
Transactions with owners, in their capacity as owners, and other transfers:						
Shares cancelled		(1)	(1)	-	-	(1)
Shares issued for plan of arrangement	4	960,988	813,839	-	-	813,839
Shares issued for mineral property	6	25,000	20,000	-	-	20,000
Private placement	7	22,583,500	2,258,350	-	-	2,258,350
Share issuance costs	7	-	(76,504)	38,998	-	(37,506)
Shares issued for settlement of debt	8	3,000,000	300,000	-	-	300,000
Balance at December 31, 2017		**26,569,488**	**$ 3,315,685**	**$ 38,998**	**$ 2,544,328**	**$ 5,899,011**
Comprehensive loss:						
Loss for the year		-	-	-	(3,870,570)	(3,870,570)
Transactions with owners, in their capacity as owners, and other transfers:						
Private placement	7	4,250,000	425,000	-	-	425,000
Share issuance costs	7	-	(15,192)	10,292	-	(4,900)
Balance at December 31, 2018		**30,819,488**	**$ 3,725,493**	**$ 49,290**	**$ (1,326,242)**	**$ 2,448,541**

See accompanying notes to the consolidated financial statements

CORSUREX RESOURCE CORP. (FORMERLY GOLD PORT RESOURCES LTD.)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
For the year ended December 31,

		2018		2017
Operating activities				
(Loss) income for the year	$	(3,870,570)	$	2,566,828
Non-cash adjustments				
Deferred income tax (recovery) expense		(327,000)		327,000
Loss (gain) on marketable securities		3,475,000		(3,350,000)
Change in non-cash working capital:				
Accounts payable and accrued liabilities		(93,806)		164,710
		(816,376)		(291,047)
Investing activities				
Due from related parties		(374,411)		-
Option payment received		-		120,000
		(374,411)		120,000
Financing activities				
Shares issued for cash		425,000		2,258,350
Share issuance costs		(4,900)		(37,507)
Repayment of notes payable		(83,411)		-
Cash received on plan of arrangement		-		150,000
		336,689		2,370,843
Change in cash		(854,098)		2,199,796
Cash, beginning		2,199,797		1
Cash, ending	**$**	**1,345,699**	**$**	**2,199,797**

During the year ended December 31, 2018, the Company issued finder warrants valued at $10,292 in relation to private placements during the year.

During the year ended December 31, 2017, the Company:

- received exploration and evaluation assets of $1,743,076 and related party debt of $355,496 as well as cash stated above for issuance of common shares in relation to the plan of arrangement (Note 4);
- received investment in marketable securities valued at $250,000 on an option payment received;
- issued 400,000 common shares valued at $40,000 on the acquisition of mineral property;
- settled $250,000 in debt record as due to related parties valued at $250,000;
- issued finder warrants valued at $38,998 in relation to private placements during the year; and
- issued shares of $50,000 included in receivables.

1. NATURE AND CONTINUANCE OF OPERATIONS

Corsurex Resource Corp. (formerly Gold Port Resources Ltd.) (the "Company") was incorporated on November 18, 2016 under the laws of the province of British Columbia, Canada. The Company is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties in Canada and Guyana. The Company's head office, principal address and registered records office is located at 804 – 750 West Pender Street, Vancouver, British Columbia, Canada.

These financial statements have been prepared on the assumption that the Company and its subsidiaries 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 is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent upon the successful results from its business activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management believes the working capital of $1,424,795 as at December 31, 2018 (December 31, 2017 - $5,576,676) to be sufficient to meet operating requirements for the next fiscal year.

2. BASIS OF PREPARATION

These consolidated financial statements were approved and authorized for issue on May 9, 2019 by the Board of Directors of the Company.

Statement of compliance

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

Statement of compliance

The consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These consolidated financial statements incorporate the financial statements of the Company and its controlled subsidiaries. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The consolidated financial statements include the accounts of the Company and its direct wholly-owned subsidiaries, Gold Port (Guyana) Incorporated, incorporated in Guyana, South America, Gold Port Resources Limited, incorporated in Guyana. All significant intercompany transactions and balances have been eliminated.

On November 28, 2017, the Company consolidated its then issued and outstanding common shares at a ratio of 16 old shares for every one new share. All share and per share amount have been restated to reflect the share consolidation.

The financial statements of the Company are presented in Canadian dollars, which is the functional currency of the parent company and its subsidiaries.

2. BASIS OF PREPARATION (cont'd…)

New Accounting Standards not yet adopted

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the year ended December 31, 2018 and have not been applied in preparing these consolidated financial statements. The new and revised standards are as follows:

IFRS 16 – Leases: On January 13, 2016, the IASB issued the final version of IFRS 16 Leases. The new standard will replace IAS 17 Leases and is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applying IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short term leases (i.e. leases of 12 months or less) and leases of low-value assets. The Company does not anticipate a material impact on adoption of IFRS 16.

IFRIC 23 – Uncertainty Over Income Tax Treatments: clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments. It is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted. The Company does not expect that the adoption of this standard will have a material effect on the Company's consolidated financial statements.

Critical Accounting Estimates and Judgments

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.

ii) The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

iii) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.

2. BASIS OF PREPARATION (cont'd…)

Critical Accounting Estimates and Judgments (cont'd…)

iv) Share-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

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

- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the determination of the functional currency of the company.

3. SIGNIFICANT ACCOUNTING POLICIES

Foreign currency translation

The functional currency is the currency of the primary economic environment in which the entity operations and has been determined for each entity within the Company. The functional currency for all entities within the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in International Accounting Standards ("IAS") 21, The Effects of Changes in Foreign Exchange Rates.

Foreign currency transactions and balances are translated into Canadian dollars as follows:

(i) Monetary assets and liabilities, at the rate of exchange in effect at the statement of financial position date;
(ii) Non-monetary assets and liabilities, at the exchange rates prevailing at the time of the acquisition of the assets or assumption of the liabilities; and
(iii) Revenue and expense items (excluding amortization, which is translated at the same rate as the related asset), at the rate of exchange prevailing at the transaction date.

Gains and losses arising from translation of foreign currency are included in the determination of net loss.

Exploration and evaluation assets

All costs related to the acquisition of exploration and evaluation assets are capitalized on a property by property basis, net of recoveries. Exploration costs incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development are expensed to operations as incurred. If economically recoverable ore reserves are developed, capitalized costs of the related property are classified as mining assets and amortized using the unit-of-production method. When a property is abandoned, all related costs are written off to operations.

The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values. These costs are depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims allowed to lapse.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Exploration and evaluation assets (cont'd…)

From time to time, the Company may acquire or dispose of an exploration and evaluation asset pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received. Proceeds received on the sale of an option of the Company's property are recorded as a reduction of the mineral property cost. The Company recognizes in income amounts received in excess of the carrying amount.

Although the Company has taken steps to verify the title to exploration and evaluation assets in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Evaluation and exploration assets are assessed for impairment by management when facts and circumstances suggest that the carrying amount exceeds the recoverable amount. When there is little prospect of further work on a property being carried out by the Company or its partners, when a property is abandoned, or when the capitalized costs are no longer considered recoverable, the related property costs are written down to management's estimate of their net recoverable amount.

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

Decommissioning liabilities

An obligation to incur decommissioning and site rehabilitation costs occurs when environmental disturbance is caused by exploration, evaluation, development or ongoing production.

Decommissioning and site rehabilitation costs arising from the installation of plant and other site preparation work, discounted to their net present value, are provided when the obligation to incur such costs arises and are capitalized into the cost of the related asset. These costs are charged against operations through depreciation of the asset and unwinding of the discount on the provision.

Depreciation is included in operating costs while the unwinding of the discount is included as a financing cost. Changes in the measurement of a liability relating to the decommissioning or site rehabilitation of plant and other site preparation work are added to, or deducted from, the cost of the related asset.

The costs for the restoration of site damage, which arises during production, are provided at their net present values and charged against operations as extraction progresses.

Changes in the measurement of a liability, which arises during production, are charged against operating profit. The discount rate used to measure the net present value of the obligations is the pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation.

Impairment of tangible assets

The Company's tangible and intangible assets are reviewed for indications 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 profit and loss for the period.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Impairment of tangible assets (cont'd…)

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.

Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method, the dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be antidilutive.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

Share-based payments

The Company grants options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of share-based payments to employees is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period for employees using the graded vesting method. Fair value of share-based payments for non-employees is recognized and measured at the date the goods or services are received based on the fair value of the goods or services received. If it is determined that the fair value of goods and services received cannot be reliably measured the share-based payment is measured at the fair value of the equity instruments issued using the Black-Scholes option pricing model.

For both employees and non-employees, the fair value of share-based payments is recognized as an expense with a corresponding increase in reserves. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. Consideration received on the exercise of stock options is recorded in share capital and the related share-based payment in reserves is transferred to share capital.

Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in the statement of loss and comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax assets and liabilities and the related deferred tax expense or recovery are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Income taxes (cont'd…)

A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Financial instruments

On January 1, 2018 the Company adopted IFRS 9, Financial Instruments. This new standard replaces International Accounting Standards ("IAS") 39. Financial Instruments: Recognition and Measurement.

IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments and contractual cash flow characteristics of the financial asset. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9 and, therefore, the accounting policy with respect to financial liabilities is unchanged.

The following is the new accounting policy for financial assets and liabilities under IFRS 9:

Financial assets

The Company classified its financial assets in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (FVTOCI"), or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company's accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of financial assets held at FVTPL are included in the statement of (loss) income in the period.

Financial assets at FVTOCI: Financial assets carried at FVTOCI are recorded at fair value and transaction costs are expensed in the statement (loss) income. Realized and unrealized gains and losses arising from changes in fair value of the financial assets held at FVTOCI are included in other comprehensive (loss) income in the period.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in they arise.

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date, and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments (cont'd…)

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.

The following table shows the classification of the Company's financial assets under IFRS 9:

Financial asset	IFRS 9 Classification
Cash	FVTPL
Marketable securities	FVTPL
Due from related party	Amortized cost

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

Other financial liabilities - This category includes accounts payable and accrued liabilities, secured convertible debentures and flow-through obligation, all of which are recognized at amortized cost using the effective interest method.

Transaction costs in respect of financial instruments at fair value through profit or loss are recognized in the statement of operations and comprehensive losses immediately, while transaction costs associated with all other financial instruments are included in the initial measurement of the financial instrument.

The following table shows the classification of the Company's financial liabilities under IFRS 9:

Financial liability	IFRS 9 Classification
Accounts payable and accrued liabilities	Other financial liabilities

4. PLAN OF ARRANGEMENT

In January 2017, the Company completed a plan of arrangement (the "Plan of Arrangement") pursuant to which certain assets and liabilities of NRG Metal Inc. ("NRG") were spun-out to the Company. NRG transferred to the Company: Cash of $150,000, all the Company's rights and title and interest in the Groete Gold Copper Project and L.A.B Graphite Project, and certain related party payables relating to the projects in exchange for common shares of the Company to the shareholders of NRG.

Pursuant to the Plan of Arrangement, NRG's shareholders exchanged their existing common shares of NRG and received one "new" common share of NRG and 0.25 common shares of the Company.

The fair value of the net assets transferred to the Company, pursuant to the Plan of Arrangement consisted of the following assets and liabilities:

Assets:	**$**
Cash	150,000
Exploration and evaluation assets	1,019,335
Total assets	1,169,335
Liabilities:	
Related party loans payable	(355,496)
Fair value of net assets contributed	**813,839**

In accordance with IFRIC 17, Distribution of Non-Cash assets to Owners, the Company recognized the distribution of net assets to the Company's shareholders at fair value.

The Plan of Arrangement resulted in an increase of share capital amount to $813,839. The Company has allocated $589,335 to the Groete Project and $430,000 to the Lac Aux Bouleaux Graphite Property.

5. MARKETABLE SECURITIES

During the year ended December 31, 2017, the Company received 5,000,000 common shares of Graphite Energy Corp. ("GRE") valued at $250,000 as payment on the terms of the sale of the Lac Aux Bouleaux property, (Note 6). Marketable securities are measured at fair value by reference to quoted stock prices on established exchanges. As at December 31, 2018 the marketable securities had a fair value of $125,000 (December 31, 2017 - $3,600,000). During the year ended December 31, 2018, the Company recorded an unrealized loss of $3,475,000 (December 31, 2017 – unrealized gain of $3,350,000).

6. EXPLORATION AND EVALUATION ASSETS

Realization of assets

The investment in mineral properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values.

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

Groete Project, Guyana

The Company holds a 100% interest in the Groete Property located in Guyana subject to a 1.5% NSR, which may be purchased for USD$3,000,000. The Company acquired the project as part of the plan of arrangement with NRG (Note 4).

During year ended December 31, 2018, the Company incurred $117,761 of travel and field costs.

Lac Aux Bouleaux, Quebec, Canada

During the year ended December 31, 2015, NRG entered into an option agreement to acquire the Lac Aux Bouleaux Graphite Property in Quebec. The property is encumbered by a 3% net smelter royalty which the Company may purchase at $1,000,000 for each 1%.

During the year ended December 31, 2017, the project was spun out to the Company as part of a plan of arrangement. During the year ended December 31, 2017 the Company amended the option agreement with the underlying option holder in consideration for the issuance of 25,000 shares of the Company valued at $20,000, after which the Company held 100% of the property.

6. EXPLORATION AND EVALUATION ASSETS (cont'd…)

Lac Aux Bouleaux, Quebec, Canada (cont'd…)

During the year end December 31, 2017, the Company entered into a Purchase Option Agreement with GRE, a British Columbia Corporation, whereby GRE can earn a 100% subject to interest in the L.A.B. Graphite Project, located in Quebec, Canada. Terms of the agreement are:

- Payment to the Company of $60,000 on or before April 28th, 2017 (received)
- Payment to the Company of $60,000 on October 13, 2017(received)
- Payment to the Company of $60,000 in April 2018 (currently being re-negotiated)
- GRE shall issue to the Company 5,000,000 common shares, subject to restrictions (received and valued at $250,000)
- A tonnage royalty of $2.00 per tonne of material for processing
- In the event of an offtake, 25% of the offtake value after repayment of costs to GRE
- GRE to incur $120,000 in exploration flow-through costs during 2017, to the credit of NRG, but managed by GRE

7. SHARE CAPITAL AND RESERVES

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

At December 31, 2018, there were 30,819,488 (December 31, 2017 – 26,569,488) issued and fully paid common shares. On November 28, 2017, The Company consolidated its then issued and outstanding common shares at a ratio of 16 old shares for every one new share. All share and per share amount have been restated to reflect the share consolidation.

As at December 31, 2018, there were Nil (December 31, 2017 – 1,407) common shares in escrow.

Share issuances

During the year ended December 31, 2018, Company issued 4,250,000 units in relation to multiple tranches of a private placement at a price of $0.10 per unit for total proceeds of $425,000. Each unit is comprised of one common share and one transferable common share purchase warrant exercisable for a period of 3 years at an exercise price of $0.20. The Company paid a finder's fee of $4,900 and issued 56,000 finders warrants, with the same terms as the warrants attached to the units. The Company has estimated the fair value of the finder's warrants to be $10,292 based on the Black-Scholes option pricing model. The assumptions used for the Black-Scholes valuation of the finder's warrants were as follows: a risk-free interest rate of 1.79%, an expected life of three years, a dividend rate of 0%, forfeiture rate of 0%, and an annualized volatility of 200%.

In January 2017, 960,988 common shares of the Company were issued pursuant to the plan of arrangement (Note 4).

In January 2017, 1 common share was cancelled.

In March 2017, the Company issued 25,000 on the terms of a mineral property acquisition (Note 6).

In December 2017, the Company issued 3,000,000 units in relation to settlement of debt totaling $300,000.

7. SHARE CAPITAL AND RESERVES (cont'd…)

Share issuances (cont'd…)

During the year ended December 31, 2017, Company issued 22,583,500 units in relation to multiple tranches of a private placement at a price of $0.10 per unit for total proceeds of $2,258,350. Each unit is comprised of one common share and one transferable common share purchase warrant exercisable for a period of 3 years at an exercise price of $0.20. The Company paid a finder's fee of $37,507 and issued 440,080 finders warrants, with the same terms as the warrants attached to the units. The Company has estimated the fair value of the finder's warrants to be $38,998 based on the Black-Scholes option pricing model. The assumptions used for the Black-Scholes valuation of the finder's warrants were as follows: a risk-free interest rate of 1.43%, an expected life of three years, a dividend rate of 0%, forfeiture rate of 0%, and an annualized volatility of 200%.

Stock options

The Company has a rolling stock option plan that authorizes the board of directors to grant incentive stock options to directors, officers, consultants and employees, whereby a maximum of 10% of the issued common shares are reserved for issuance under the plan. Options granted under the plan will have a term not to exceed ten years and be subject to vesting provisions as determined by the board of directors of the Company.

The Company has not issued any stock options and no stock options are outstanding as at December 31, 2018 and December 31, 2017.

Warrants

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance outstanding, December 31, 2015 and 2016	-	$ -
Warrants issued	25,583,500	0.20
Finder warrants issued	440,080	0.20
Balance outstanding and exercisable, December 31, 2017	26,023,580	$ 0.20
Finder warrants issued	56,000	0.20
Warrants issued	4,250,000	0.20
Balance outstanding and exercisable, December 31, 2018	30,329,580	$ 0.20

At December 31, 2018, warrants were outstanding enabling holders to acquire common shares as follows:

Number of Warrants	Exercise Price	Expiry Date	Remaining Life (years)
4,320,000	$ 0.20	November 30, 2020	1.92
22,753,580	0.20	December 15, 2020	1.96
756,000	0.20	December 15, 2020	1.96
1,000,000	0.20	December 15, 2020	1.96
1,000,000	0.20	December 15, 2020	1.96
500,000	0.20	December 15, 2020	1.96
30,329,580	$ 0.20		

7. SHARE CAPITAL AND RESERVES (cont'd…)

Share-based payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

8. RELATED PARTIES

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Company's current Board of Directors and its executive officers

During the years ended December 31, 2018 and 2017 the following compensation was incurred:

	2018	2017
Fees and compensation	$258,855	$192,500
Directors fees	35,000	72,500
	$293,855	$265,000

During the year ended December 31, 2018, the Company allocated the $258,855 (2017 - $192,500) fees based on the nature of the services provided: expensed $138,855 (2017 - $105,000) to management fees, expensed $120,000 (2017 - $87,500) to professional fees. As at December 31, 2018 $41,452 (2017 - $142,634) remain unpaid and has been included in accounts payable and accrued liabilities.

As at December 31, 2018 included in accounts payable and accrued liabilities $795 (December 31, 2017 - $109,008), due to a company with directors in common. These amounts are unsecured and non-interest bearing, with no fixed terms of repayment.

The balance outstanding from a company with directors in common of $250,000 (2017 - $Nil) is unsecured and non-interest bearing, with no fixed terms of repayment. The balance outstanding form a company with a director in common is $124,411 (2017 - $Nil) is unsecured and bears interest at 5% and repayment is due prior to September 30, 2019.

During the year ended December 31, 2017, the Company settled $300,000 of debt due to related parties by issuance of 3,000,000 units valued at $300,000.

9. FINANCIAL RISK

The Company's financial instruments consist of cash, marketable securities, accounts payable and accrued liabilities, and due to related parties. Cash and marketable securities have been designated as fair value through profit and loss and accounts payable and accrued liabilities and due to related parties are designated as other financial liabilities. The fair value of these financial instruments approximates their carrying value due to the short-term nature of these instruments, except for cash which is valued at a level 1 fair value measurement. All the Company's financial liabilities have contractual maturities less than 30 days and are subject to normal trade terms.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

9. FINANCIAL RISK (cont'd…)

Credit risk

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

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at December 31, 2018, the Company did not have any cash equivalents or interest-bearing debt and is not subject to 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 the commodity prices of precious metals, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

The Company's marketable securities amounting to $125,000 are subject to fair value fluctuations. As at December 31, 2018, if the fair value of the Company's marketable securities had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the year ended December 31, 2018 would have been approximately $12,500 higher/lower.

10. CAPITAL MANAGEMENT

The Company is an exploration stage company and this involves a high degree of risk. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal as the Company does not generate cash flow from current operations. Accordingly, the Company is not subject to any externally imposed capital requirements.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's exploration activities on its exploration and evaluation assets. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget all exploration projects and overhead to manage costs, commitments and exploration activities.

The Company intends to invest its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns of unused capital.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be able to continue this financing due to uncertain economic conditions. The Company believes that it will be able to raise sufficient funds from share issuances to fund its working capital for the coming year.

There have been no changes to the Company's approach to capital management during the year ended.

11. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment which is exploration and evaluation assets in Guyana and Canada.

	December 31, 2018	December 31, 2017
Exploration and evaluation assets		
Canada	$ 60,000	$ 60,000
Guyana	589,335	589,335
	$ 649,335	$ 649,335

12. INCOME TAX

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

		2018		2017
(Loss) income before income taxes	$	(4,197,570)	$	2,893,829
Expected income tax expense (recovery)		(1,133,000)		752,000
Change in statutory, foreign exchange rates and other		273,000		(642,000)
Permanent difference		469,000		(436,000)
Share issue costs		(10,000)		(10,000)
Change in unrecognized deductible temporary differences		728,000		9000
Deferred income tax recovery (expense)	$	327,000	$	(327,000)

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities are as follows:

	December 31, 2018	December 31, 2017
	$	$
Deferred tax assets (liabilities)		
Exploration and evaluation assets	33,000	14,000
Non-capital loss carry forwards	352,000	118,000
Share issuance costs	14,000	8,000
Marketable securities	17,000	(452,000)
	416,000	(312,000)
Unrecognized deferred tax assets (liabilities)	(416,000)	312,000)
Net deferred tax assets (liabilities)	-	-

Income tax expense included in the statement of comprehensive income is as follows:

	2018	**Expiry Date**	2017	**Expiry Date**
Exploration and evaluation assets	$ 121,000	No expiry	$ -	No expiry
Share issue costs	53,000	2032 to 2033	31,000	2037 to 2010
Marketable securities	125,000	No expiry	(3,350,000)	No expiry
Non-capital losses available for future periods	1,294,000	2036 to 2038	435,000	2026 to 2036
Canada	1,201,000	2036 to 2038	390,000	2036 to 2038
Guyana	93,000	2016 to 2024	45,000	2015 to 2023

Tax attributes are subject to review, and potential adjustment, by tax authorities.

13. SUBSEQUENT EVENTS

Subsequent to the year ended December 31, 2018, the Company granted incentive stock options to purchase a total of 3,200,000 common shares at an exercise price of $0.10 per share for a period of five years to certain directors, officers and consultants in accordance with the provisions of its stock option plan.

APPENDIX "C"

CORSUREX RESOURCE CORP.
(formerly Gold Port Resources Ltd.)

Management's Discussion and Analysis

For the Year Ended December 31, 2018

General

This management discussion and analysis of financial position and results of operations ("MD&A) is prepared as at May 13, 2019 and should be read in conjunction with the audited financial statements for the year ended December 31, 2018. These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS').

Management is responsible for the preparation and integrity of the condensed interim consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the condensed interim consolidated financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable.

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

Description of Business

Corsurex Resource Corp. (formerly Gold Port Resources Ltd.) (the "Company") was incorporated on November 18, 2016 under the laws of the province of British Columbia, Canada. The Company is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties in Canada and Guyana. The Company is a reporting issuer in the provinces of British Columbia and Alberta.

Plan of Arrangement

In January 2017, NRG Metals Inc. ("NRG") completed a plan of arrangement (the "Plan of Arrangement") under the provision of the *Business Corporations Act* (British Columbia) pursuant to which certain assets of NRG were spun-out to the Company. Under the Plan

of Arrangement, NRG's shareholders exchanged each existing common share of NRG for one "new" NRG common share and 0.25 common shares of the Company.

The fair value of the net assets contributed pursuant to the Plan of Arrangement consisted of the following:

Assets:	**$**
Cash	150,000
Exploration and evaluation assets	1,019,335
Total assets	1,169,335
Liabilities:	
Related party loans payable	(355,496)
Fair value of net assets contributed	**813,839**

Share Transactions

In January 2017, the Company issued 960,988 (15,375,808 pre-consolidated) common shares of the Company.

In March 2017, the Company issued 25,000 (400,000 pre-consolidated) common shares of the Company.

In November 2017, the Company consolidated its share capital on a 1:16 share consolidation.

In November and December 2017, post consolidation, the Company issued 22,583,500 units in relation to multiple tranches of a private placement at a price of $0.10 per unit for total proceeds of $2,258,350. Each unit is comprised of one common share and one transferable common share purchase warrant exercisable for a period of 3 years at an exercise price of $0.20. The Company paid a finder's fee of $37,507 and issued 440,080 finders warrants, with the same terms as the warrants attached to the units. The Company has estimated the fair value of the finder's warrants to be $38,998 based on the Black-Scholes option pricing model. The assumptions used for the Black-Scholes valuation of the finder's warrants were as follows: a risk-free interest rate of 1.43%, an expected life of three years, a dividend rate of 0%, forfeiture rate of 0%, and an annualized volatility of 200%.

During January and April 2018, Company issued 4,250,000 units in relation to multiple tranches of a private placement at a price of $0.10 per unit for total proceeds of $425,000. Each unit is comprised of one common share and one transferable common share purchase warrant exercisable for a period of 3 years at an exercise price of $0.20. The Company paid a finder's fee of $4900 and issued 56,000 finders warrants, with the same terms as the warrants attached to the units. The Company has estimated the fair value of the finder's warrants to be $10,292 based on the Black-Scholes option pricing model. The

assumptions used for the Black-Scholes valuation of the finder's warrants were as follows: a risk-free interest rate of 1.79%, an expected life of three years, a dividend rate of 0%, forfeiture rate of 0%, and an annualized volatility of 200%.

Marketable Securities

During the year ended December 31, 2017, the Company received 5,000,000 common shares of Graphite Energy Corp. ("GRE") valued at $250,000 as payment on the terms of the sale of the Lac Aux Bouleaux property. Marketable securities are measured at fair value by reference to quoted stock prices on established exchanges. As at December 31, 2018 the marketable securities had a fair value of $125,000 (December 31, 2017 - $3,600,000). During the year ended December 31, 2018, the Company recorded an unrealized loss of $3,475,000 (December 31, 2017 – gain of $3,350,000).

Exploration and Evaluation Assets

Realization of assets

The investment in mineral properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values.

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the properties may be diminished or negated.

Groete Project, Guyana

The Company holds a 100% interest in the Groete Property located in Guyana subject to a 1.5% NSR, which may be purchased for USD$3,000,000. The Company acquired the project as part of the plan of arrangement with NRG.

During period ended December 31, 2018, the Company incurred $99,858 (2017 - $51,579) of travel and field costs.

Lac Aux Bouleaux, Quebec Canada

During the year ended December 31, 2015, NRG entered into an option agreement to acquire the Lac Aux Bouleaux Graphite Property in Quebec by issuing an aggregate of 2,000,000 common shares (issued at total value of $185,000), cash payments of $60,000 (paid) and carrying out an exploration and development program of $500,000 ($102,813 incurred to date) over a two-year period. The property is encumbered by a 3% net smelter royalty which the Company may purchase at $1,000,000 for each 1%.

During the year ended December 31, 2017, the project was spun out to the Company as part of a plan of arrangement. During the year ended December 31, 2017 the Company removed section 2.0 of the Option agreement in consideration for the issuance of 25,000 (400,000 pre- consolidated) shares of the Company valued at $20,000.

During the year ended December 31, 2017, the Company entered into a Purchase Option Agreement with GRE, a British Columbia Corporation, whereby GRE can earn a 100% subject to interest in the L.A.B. Graphite Project, located in Quebec Canada. Terms of the agreement are:

- Payment to the Company of $ 60,000 on or before April 28th, 2017 (received)
- Payment to the Company of $ 60,000 on or before October 13, 2017 (public listing of GRE - received)
- Payment to the Company of $ 60,000 nine months after the Closing Date (currently being re-negotiated)
- GRE shall issue to the Company 5,000,000 common shares, subject to restrictions (received)
- A tonnage royalty of $ 2.00 per tonne of material for processing

- In the event of an offtake, 25% of the offtake value after repayment of costs to GRE

- GRE to incur $ 120,000 in exploration flow-through costs during 2017, to the credit of NRG Metals Inc., but managed by GRE

Selected Annual Information

A summary of selected annual financial information for the last three fiscal years is as follows, as expressed in Canadian dollars:

	As at December 31, 2018	As at December 31, 2017	As at December 31, 2016
Total revenues	$ Nil	$ Nil	$ Nil
Net income (loss)	(3,870,570)	2,566,828	(22,500)
Net loss per share	(0.13)	1.15	(0.02)
Total assets	2,494,445	6,449,132	1
Total liabilities	45,901	550,121	22,500

Selected Quarterly Information

The following selected financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements. All dollar amounts are in Canadian dollars.

Quarter Ended	Loss for the period	Comprehensive income (loss) for the period	Income (loss) per Share (Basic & Diluted)	Total Assets	Interest Income
December 31, 2018	$240,540	$(515,540)	$0.02	$2,494,445	$Nil
September 30, 2018	$161,782	$(436,782)	$0.02	$3,086,239	$Nil
June 30, 2018	$191,381	$(2,139,381)	$0.07	$3,525,532	$Nil
March 31, 2018	$128,867	$(778,867)	$0.03	$5,925,003	$Nil
December 31, 2017	$337,528	$2,685,472	$1.15	$6,449,132	$Nil
September 30, 2017	$33,777	$(33,777)	$0.00	$905,354	$Nil
June 30, 2017	$62,842	$(62,842)	$0.00	$957,119	$Nil
March 31, 2017	$22,025	$(22,025)	$0.00	$984,335	$Nil

Results of Operations

For the year ended December 31, 2018, the Company incurred net loss of $3,870,570 compared to income of $2,566,828 for the year ended December 31, 2017. During the current period, the Company incurred consulting fees of $189,987 (2017 - $91,300), office costs of $57,483 (2017 - $23,247) and transfer agent and filing fees of $23,345 (2017 - $10,352) as the Company in now a reporting issuer with evaluation and exploration assets and is incurring costs relating to operations. The Company incurred exploration costs on its Guyana mineral property of $99,858 (2017 - $51,759) as it received the mineral property as part of the plan of arrangement discussed above. The Company had director fees $35,000 (2017 - $72,500), management fees of $138,855 (2017 - $105,000), and professional fees $172,735 (2017 - $102,014) as the Company in now a reporting issuer with evaluation and exploration assets and is incurring costs relating to operations. These expenses were offset by a deferred income tax recovery of $327,000 (2017: $nil). During the period ended December 31, 2018 the Company recorded a loss on marketable securities of $3,475,000 (December 31, 2017 gain of $3,350,000) incurred as the fair value of the investment in GRE decreased during the period.

Financial Condition, Liquidity and Capital Resources

The Company's working capital position at December 31, 2018 was $1,424,795 including cash of $1,345,699. The Company does not currently have an active business generating positive cash flows. The Company is sufficiently funded for the next twelve months of operations. There can be no assurance that equity financings will be available to the Company in the future that will be obtained on terms satisfactory to the Company.

The Company has not entered into any off-balance sheet arrangements.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Company's current Board of Directors and its executive officers

During the years ended December 31, 2018 and 2017 the following compensation was incurred:

	2018	2017
Fees and compensation	$258,855	$192,500
Directors fees	35,000	72,500
	$293,85	$265,00

During the year ended December 31, 2018, the Company allocated the $510,928 (2017 - $192,500) fees based on the nature of the services provided: expensed $138,855 (2017 - $105,000) to management fees, expensed $120,000 (2017 - $87,500) to professional fees.

As at December 31, 2018 $41,452 (2017 - $142,634) remain unpaid and has been included in accounts payable and accrued liabilities.

As at December 31, 2018 included in accounts payable and accrued liabilities $18,968 (December 31, 2017 - $25,597), due to a company with directors in common. As at December 31, 2018, there was $nil (2017 - $83,411) due to related parties. These amounts are unsecured and non-interest bearing, with no fixed terms of repayment.

The balance outstanding from a company with directors in common of $250,000 (2017 - $Nil) is unsecured and non-interest bearing, with no fixed terms of repayment. The balance outstanding form a company with a director in common is $124,411 (2017 - $Nil) is unsecured and bears interest at 5% and repayment is due prior to September 30, 2019.

During the year ended December 31, 2017, the Company settled $300,000 of debt due to related parties by issuance of 3,000,000 units valued at $300,000.

Changes in Accounting Policies including Initial Adoption

There were no changes to the Company's accounting policies during the three months ended September 30, 2018, except for the following:

Financial instruments

On January 1, 2018, the Company adopted IFRS 9 – Financial Instruments ("IFRS 9") which replaced IAS 39 – Financial Instruments: Recognition and Measurement. IFRS 9 provides a revised model for recognition and measurement of financial instruments and a single, forward-looking 'expected loss' impairment model. IFRS 9 also includes significant changes to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018. The Company adopted the standard retrospectively. IFRS 9 did not impact the Company's classification and measurement of financial assets and liabilities.

The following summarizes the significant changes in IFRS 9 compared to the current standard:

- IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest. The change did not impact the carrying amounts of any of the Company's financial assets on the transition date. Prior periods were not restated, and no material changes resulted from adopting this new standard.

- The adoption of the new "expected credit loss" impairment model under IFRS 9, as opposed to an incurred credit loss model under IAS 39, had no impact on the

carrying amounts of our financial assets on the transition date given the Company transacts exclusively with large international financial institutions and other organizations with strong credit ratings

Financial Instruments and Risk Management

The Company's financial instruments consist of cash, marketable securities, accounts payable and accrued liabilities, and due to related parties. Cash and marketable securities have been designated as fair value through profit and loss and accounts payable and accrued liabilities and due to related parties are designated as other financial liabilities. The fair value of these financial instruments approximates their carrying value due to the short-term nature of these instruments, except for cash which is valued at a level 1 fair value measurement. All the Company's financial liabilities have contractual maturities less than 30 days and are subject to normal trade terms.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

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

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to

financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at September 30, 2018, the Company did not have any cash equivalents or interest-bearing debt and is not subject to 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 the commodity prices of precious metals, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

The Company's marketable securities amounting to $400,000 are subject to fair value fluctuations. As at September 30, 2018, if the fair value of the Company's marketable securities had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the period ended September 30, 2018 would have been approximately $40,000 higher/lower.

New standard not yet adopted

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the period ended September 30, 2018 and have not been applied in preparing these condensed interim consolidated financial statements. The new and revised standards are as follows:

- IFRS 16 – Leases: On January 13, 2016, the IASB issued the final version of IFRS 16 Leases. The new standard will replace IAS 17 Leases and is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applying IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short term leases (i.e. leases of 12 months or less) and leases of low-value assets. The Company is evaluating the effect of this standard on the Company's consolidated financial statements.

- IFRIC 23 – Uncertainty Over Income Tax Treatments: clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over

income tax treatments. It is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted. The Company does not expect that the adoption of this standard will have a material effect on the Company's consolidated financial statements.

Subsequent Event

Subsequent to the year ended December 31, 2018, the Company granted incentive stock options to purchase a total of 3,200,000 common shares at an exercise price of $0.10 per share for a period of five years to certain directors, officers and consultants in accordance with the provisions of its stock option plan.

Contingencies

The Company is not aware of any contingencies or pending legal proceedings as of December 31, 2018 or as of the date of this report.

Additional share information

As at December 31, 2018, the Company had 30,819,488 common shares outstanding as well as 30,329,580 warrants exercisable at $0.20 to December 15, 2020 and had no stock options outstanding.

As at the date of this report, the Company had 30,819,488 common shares outstanding as well as 30,329,580 warrants exercisable at $0.20 to December 15, 2020 and had 3,200,000 stock options at an exercise price of $0.10 for a period of five years outstanding.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.sedar.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Cautionary Statement on Forward Looking Information

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.

APPENDIX "D"

CORSUREX RESOURCE CORP.

(Unaudited)

Condensed Interim Consolidated Financial Statements

For the six months ended June 30, 2019

Expressed in Canadian Dollars

NOTICE OF NO AUDITOR REVIEW OF THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited condensed interim consolidated financial statements of Corsurex Resource Corp. (the "Company") have been prepared by, and are the responsibility of, the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Professional Accountants for a review of the interim financial statements by an entity's auditor.

CORSUREX RESOURCE CORP.
CONDENSED INTEIRM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited)

	Notes	June 30, 2019	December 31, 2018
ASSETS			
Current assets			
Cash		$ 1,157,635	$ 1,345,699
Marketable securities	3	232,500	125,000
		1,390,135	1,470,699
Due from related parties	6	374,411	374,411
Evaluation and exploration assets	4	649,335	649,335
TOTAL ASSETS		**$ 2,413,881**	**$ 2,494,445**
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	6	$ 63,772	$ 45,904
TOTAL LIABILITIES		63,772	45,904
SHAREHOLDERS' EQUITY			
Share capital	5	3,725,493	3,725,493
Reserves	5	49,290	49,290
Retained earnings		(1,424,674)	(1,326,242)
TOTAL SHAREHOLDERS' EQUITY		2,350,109	2,448,541
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$ 2,413,881**	**$ 2,494,445**

Nature and continuance of operations (Note 1)
Subsequent event (Note 10)

Approved and authorized by the Board on August 29, 2019

"Adrian Hobkirk" Director *"Christopher Cherry"* Director

CORSUREX RESOURCE CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)
(Expressed in Canadian Dollars – Unaudited)

		Three month period ended June 30		Six month period ended June 30	
		201	201	201	20
Expenses					
Consulting fees		$	$ 56,86	$ 7,50	$ 64,3
Director fees	8	7,50	7,50	15,00	15,0
Exploration costs	6	20,17	9,24	37,07	36,0
Management fees	8	35,00	46,46	62,11	76,4
Office expense		5,43	16,39	13,27	29,2
Professional fees	8	22,500	51,74	53,32	86,5
Transfer agent and filing fees		3,17	3,17	12,84	12,6
Travel		1,27		4,79	
		(95,05	(191,38	(205,93	(320,2
Other item					
Income Tax Recovery		-	327,000		327,0
Gain (loss) on marketable securities	5	107,50	(2,275,00	107,50	(2,925,0
		107,50	(1,948,00	107,50	(2,598,0
Net income (loss) and comprehensive income (loss) for the period		**$ 12,442**	**$ (2,139,381)**	**$ (98,43**	**$ (2,918,2**
Net income (loss) per share – basic and diluted		**$ 0.0**	**$ (0.0**	**$ (0.0**	**$ (0.1**
Weighted average number of common shares outstanding		30,819,488	30,660,14	30,819,488	29,681,2

CORSUREX RESOURCE CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)
(Expressed in Canadian Dollars – Unaudited)

		Share capital				
	Notes	Number of shares	Amount	Reserves	Retained Earnings (Deficit)	Total
Balance at December 31, 2017		**26,569,488**	**$ 3,315,685**	**$ 38,998**	**$ 2,544,328**	**$ 5,899,011**
Comprehensive loss:						
Loss for the period		-	-	-	(2,918,248)	(2,918,248)
Transactions with owners, in their capacity as owners, and other transfers:						
Private placement	5	2,750,000	275,000	-	-	275,000
Share issuance costs	5	-	(15,192)	10,292	-	(4,900)
Balance at June 30, 2018		**29,319,488**	**$ 3,575,493**	**$ 49,290**	**$ (373,920)**	**$ 3,250,863**
Balance at December 31, 2018		**30,819,488**	**$ 3,725,493**	**$ 49,290**	**$ (1,326,242)**	**$ 2,448,541**
Comprehensive loss:		-	-	-	(98,432)	(98,432)
Balance at June 30, 2019		**30,819,488**	**$ 3,725,493**	**$ 49,290**	**$ (1,424,674)**	**$ 2,350,109**

See accompanying notes to the condensed interim consolidated financial statements

CORSUREX RESOURCE CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars – Unaudited)
For the six months ended June 30,

		2019		2018
Operating activities				
(Loss) income for the period	$	(98,432)	$	(2,918,248)
Non-cash adjustments				
Loss (gain) on marketable securities		(107,500)		2,598,000
Change in non-cash working capital:				
Accounts payable and accrued liabilities		17,868		(15,362)
		(188,064)		(335,610)
Investing activities				
Option payment received		-		120,000
		-		120,000
Financing activities				
Shares issued for cash		-		275,000
Share issuance costs		-		(4,900)
		-		270,100
Change in cash		(188,064)		54,490
Cash, beginning		1,345,699		2,199,797
Cash, ending	**$**	**1,157,635**	**$**	**2,254,287**

During the six months ended June 30, 2019, the Company had no non-cash transactions.

During the three months ended June 30, 2018, the Company issued finder warrants valued at $10,292 in relation to private placements during the period.

1. NATURE AND CONTINUANCE OF OPERATIONS

Corsurex Resource Corp. (the "Company") was incorporated on November 18, 2016 under the laws of the province of British Columbia, Canada. The Company is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties in Canada and Guyana. The Company's head office, principal address and registered records office is located at 804 – 750 West Pender Street, Vancouver, British Columbia, Canada.

These condensed interim consolidated financial statements have been prepared on the assumption that the Company and its subsidiaries 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 is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent upon the successful results from its business activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management believes the working capital of $1,326,363 as at June 30, 2019 (December 31, 2018 - $1,424,795) to be sufficient to meet operating requirements for the next fiscal year.

2. BASIS OF PREPARATION

Statement of compliance

The unaudited condensed interim consolidated financial statements of the Company for the six months ended June 30, 2019 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on August 29, 2019.

Statement of compliance

The condensed interim consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These condensed interim consolidated financial statements incorporate the financial statements of the Company and its controlled subsidiaries. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The condensed interim consolidated financial statements include the accounts of the Company and its direct wholly-owned subsidiaries, Gold Port (Guyana) Incorporated, incorporated in Guyana, South America, Gold Port Resources Limited, incorporated in Guyana. All significant intercompany transactions and balances have been eliminated.

These unaudited condensed interim consolidated financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the audited annual financial statements of the Company for the year ended December 31, 2018.

2. BASIS OF PREPARATION (cont'd…)

***Statement of compliance** (cont'd…)*

The accounting policies applied in preparation of these condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2018, except for the following:
Leases - On January 1, 2019, the Company adopted IFRS 16 – Leases ("IFRS 16") which replaced IAS 17 – Leases and IFRIC 4 – Determining Whether an Arrangement Contains a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applied in IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less) and leases of low-value assets.

The Company applied IFRS 16 using the modified retrospective method. Under this method, financial information will not be restated and will continue to be reported under the accounting standards in effect for those periods. The lease liabilities will be measured at the present value of the remaining lease payments, discounted using the Company's estimated incremental borrowing rate as at January 1, 2019, the date of initial application, resulting in no adjustment to the opening balance of deficit. The associated right-of-use assets will be measured at the lease liabilities amount, plus prepaid lease payments made by the Company. The Company has implemented the following accounting policies permitted under the new standard:

- leases of low dollar value will continue to be expensed as incurred; and
- the Company will not apply any grandfathering practical expedients.

As at January 1, 2019 and June 30, 2019, the Company did not recognize any right-of-use assets as it had no leases.

Critical Accounting Estimates and Judgments

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.

ii) The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When this cannot be determined, it

is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and

2. BASIS OF PREPARATION (cont'd…)

Critical Accounting Estimates and Judgments (cont'd…)

those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

iii) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets**.**

iv) Share-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

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

- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the determination of the functional currency of the company.

3. MARKETABLE SECURITIES

During the year ended December 31, 2017, the Company received 500,000 common shares of Graphite Energy Corp. ("GRE") valued at $250,000 as payment on the terms of the sale of the Lac Aux Bouleaux property, (Note 4). Marketable securities are measured at fair value by reference to quoted stock prices on established exchanges. As at June 30, 2019 the marketable securities had a fair value of $125,000 (December 31, 2018 - $125,000). During the period ended June 30, 2019, the Company recorded an unrealized gain of $107,500 (June 30, 2018 – unrealized loss of $2,925,000).

4. EXPLORATION AND EVALUATION ASSETS

Realization of assets

The investment in mineral properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values.

4. EXPLORATION AND EVALUATION ASSETS (cont'd…)

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company. Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

Groete Project, Guyana

The Company holds a 100% interest in the Groete Property located in Guyana subject to a 1.5% NSR, which may be purchased for USD$3,000,000. The Company acquired the project as part of the plan of arrangement with NRG.

During the period ended June 30, 2019, the Company incurred $37,072 of field costs.

During year ended December 31, 2018, the Company incurred $117,761 of travel and field costs.

Lac Aux Bouleaux, Quebec, Canada

During the year ended December 31, 2015, NRG entered into an option agreement to acquire the Lac Aux Bouleaux Graphite Property in Quebec. The property is encumbered by a 3% net smelter royalty which the Company may purchase at $1,000,000 for each 1%.

During the year ended December 31, 2017, the project was spun out to the Company as part of a plan of arrangement. During the year ended December 31, 2017 the Company amended the option agreement with the underlying option holder in consideration for the issuance of 25,000 shares of the Company valued at $20,000, after which the Company held 100% of the property.

During the year end December 31, 2017, the Company entered into a Purchase Option Agreement with GRE, a British Columbia Corporation, whereby GRE can earn a 100% subject to interest in the L.A.B. Graphite Project, located in Quebec, Canada. Terms of the agreement are:

- Payment to the Company of $60,000 on or before April 28th, 2017 (received)
- Payment to the Company of $60,000 on October 13, 2017(received)
- Payment to the Company of $60,000 in April 2018 (currently being re-negotiated)
- GRE shall issue to the Company 500,000 common shares, subject to restrictions (received and valued at $250,000)
- A tonnage royalty of $2.00 per tonne of material for processing
- In the event of an offtake, 25% of the offtake value after repayment of costs to GRE
- GRE to incur $120,000 in exploration flow-through costs during 2017, to the credit of NRG, but managed by GRE

5. SHARE CAPITAL AND RESERVES (cont'd…)

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

At June 30, 2019, there were 30,819,488 (December 31, 2018 – 30,819,488) issued and fully paid common shares.

Share issuances

There were no share issuances during the six months ended June 30, 2019.

During the year ended December 31, 2018, the Company issued 4,250,000 units in relation to multiple tranches of a private placement at a price of $0.10 per unit for total proceeds of $425,000. Each unit is comprised of one common share and one transferable common share purchase warrant exercisable for a period of 3 years at an exercise price of $0.20. The Company paid a finder's fee of $4,900 and issued 56,000 finders warrants, with the same terms as the warrants attached to the units. The Company has estimated the fair value of the finder's warrants to be $10,292 based on the Black-Scholes option pricing model. The assumptions used for the Black-Scholes valuation of the finder's warrants were as follows: a risk-free interest rate of 1.79%, an expected life of three years, a dividend rate of 0%, forfeiture rate of 0%, and an annualized volatility of 200%.

Stock options

The Company has a rolling stock option plan that authorizes the board of directors to grant incentive stock options to directors, officers, consultants and employees, whereby a maximum of 10% of the issued common shares are reserved for issuance under the plan. Options granted under the plan will have a term not to exceed ten years and be subject to vesting provisions as determined by the board of directors of the Company.

During the six months ended June 30, 2019, the Company granted incentive stock options to purchase a total of 3,200,000 common shares at an exercise price of $0.10 per share for a period of five years to certain directors, officers and consultants in accordance with the provisions of its stock option plan.

5. SHARE CAPITAL AND RESERVES (cont'd…)

Warrants

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance outstanding and exercisable, December 31, 2017	26,023,580	$ 0.20
Finder warrants issued	56,000	0.20
Warrants issued	4,250,000	0.20
Balance outstanding and exercisable, December 31, 2018 and June 30, 2019	30,329,580	$ 0.20

At June 30, 2019, warrants were outstanding enabling holders to acquire common shares as follows:

Number of Warrants	Exercise Price	Expiry Date	Remaining Life (years)
4,320,000	$ 0.20	November 30, 2020	1.92
22,753,580	0.20	December 15, 2020	1.96
756,000	0.20	December 15, 2020	1.96
1,000,000	0.20	December 15, 2020	1.96
1,000,000	0.20	December 15, 2020	1.96
500,000	0.20	December 15, 2020	1.96
30,329,580	$ 0.20		

Share-based payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

6. RELATED PARTIES

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Company's current Board of Directors and its executive officers

During the six months ended June 30, 2019 and 2018 the following compensation was incurred:

	2019	2018
Fees and compensation	$107,118	$108,132
Directors fees	15,000	15,000
	$122,118	$123,132

As at June 30, 2019 included in accounts payable and accrued liabilities $795 (December 31, 2018 - $795), due to a company with directors in common. These amounts are unsecured and non-interest bearing, with no fixed terms of repayment.

The balance outstanding as at June 30, 2019 from a company with directors in common of $250,000 (December 31, 2018 - $250,000) is unsecured and non-interest bearing, with no fixed terms of repayment. The balance outstanding from a company with a director in common is $124,411 (December 31, 2018 - $124,411) is unsecured and bears interest at 5% and repayment is due prior to September 30, 2019.

7. FINANCIAL RISK

The Company's financial instruments consist of cash, marketable securities, accounts payable and accrued liabilities, and due to related parties. Cash and marketable securities have been designated as fair value through profit and loss and accounts payable and accrued liabilities and due to related parties are designated as other financial liabilities. The fair value of these financial instruments approximates their carrying value due to the short-term nature of these instruments, except for cash which is valued at a level 1 fair value measurement. All the Company's financial liabilities have contractual maturities less than 30 days and are subject to normal trade terms.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

7. FINANCIAL RISK (cont'd…)

Credit risk

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

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at June 30, 2019, the Company did not have any cash equivalents or interest-bearing debt and is not subject to 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 the commodity prices of precious metals, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

The Company's marketable securities amounting to $232,500 are subject to fair value fluctuations. As at June 30, 2019, if the fair value of the Company's marketable securities had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the three months ended June 30, 2019 would have been approximately $23,250 higher/lower.

8. CAPITAL MANAGEMENT

The Company is an exploration stage company and this involves a high degree of risk. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal as the Company does not generate cash flow from current operations. Accordingly, the Company is not subject to any externally imposed capital requirements.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's exploration activities on its exploration and evaluation assets. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget all exploration projects and overhead to manage costs, commitments and exploration activities.

The Company intends to invest its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns of unused capital.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be able to continue this financing due to uncertain economic conditions. The Company believes that it will be able to raise sufficient funds from share issuances to fund its working capital for the coming year.

There have been no changes to the Company's approach to capital management during the period ended.

9. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment which is exploration and evaluation assets in Guyana and Canada.

	June 30, 2019	December 31, 2018
Exploration and evaluation assets		
Canada	$ 60,000	$ 60,000
Guyana	589,335	589,335
	$ 649,335	$ 649,335

APPENDIX "E"

CORSUREX RESOURCE CORP.
(formerly Gold Port Resources Ltd.)

Management's Discussion and Analysis

For the Six Months Ended June 30, 2019

General

This management discussion and analysis of financial position and results of operations ("MD&A) is prepared as at August 29, 2019 and should be read in conjunction with the unaudited condensed interim financial statements for the six months ended June 30, 2019. These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS').

Management is responsible for the preparation and integrity of the condensed interim consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the condensed interim consolidated financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable.

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

Description of Business

Corsurex Resource Corp. (formerly Gold Port Resources Ltd.) (the "Company") was incorporated on November 18, 2016 under the laws of the province of British Columbia, Canada. The Company is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties in Canada and Guyana. The Company is a reporting issuer in the provinces of British Columbia and Alberta.

Plan of Arrangement

In January 2017, NRG Metals Inc. ("NRG") completed a plan of arrangement (the "Plan of Arrangement") under the provision of the *Business Corporations Act* (British Columbia) pursuant to which certain assets of NRG were spun-out to the Company. Under the Plan of Arrangement, NRG's shareholders exchanged each existing common

share of NRG for one "new" NRG common share and 0.25 common shares of the Company.

The fair value of the net assets contributed pursuant to the Plan of Arrangement consisted of the following:

Assets:	**$**
Cash	150,000
Exploration and evaluation assets	1,019,335
Total assets	1,169,335
Liabilities:	
Related party loans payable	(355,496)
Fair value of net assets contributed	**813,839**

Share Transactions

In January 2017, the Company issued 960,988 (15,375,808 pre-consolidated) common shares of the Company.

In March 2017, the Company issued 25,000 (400,000 pre-consolidated) common shares of the Company.

In November 2017, the Company consolidated its share capital on a 1:16 share consolidation.

In November and December 2017, post consolidation, the Company issued 22,583,500 units in relation to multiple tranches of a private placement at a price of $0.10 per unit for total proceeds of $2,258,350. Each unit is comprised of one common share and one transferable common share purchase warrant exercisable for a period of 3 years at an exercise price of $0.20. The Company paid a finder's fee of $37,507 and issued 440,080 finders warrants, with the same terms as the warrants attached to the units. The Company has estimated the fair value of the finder's warrants to be $38,998 based on the Black-Scholes option pricing model. The assumptions used for the Black-Scholes valuation of the finder's warrants were as follows: a risk-free interest rate of 1.43%, an expected life of three years, a dividend rate of 0%, forfeiture rate of 0%, and an annualized volatility of 200%.

During January and April 2018, Company issued 4,250,000 units in relation to multiple tranches of a private placement at a price of $0.10 per unit for total proceeds of $425,000. Each unit is comprised of one common share and one transferable common share purchase warrant exercisable for a period of 3 years at an exercise price of $0.20. The Company paid a finder's fee of $4900 and issued 56,000 finders warrants, with the same terms as the warrants attached to the units. The Company has estimated the fair value of the finder's warrants to be $10,292 based on the Black-Scholes option pricing

model. The assumptions used for the Black-Scholes valuation of the finder's warrants were as follows: a risk-free interest rate of 1.79%, an expected life of three years, a dividend rate of 0%, forfeiture rate of 0%, and an annualized volatility of 200%.

Marketable Securities

During the year ended December 31, 2017, the Company received 5,000,000 common shares of Graphite Energy Corp. ("GRE") valued at $250,000 as payment on the terms of the sale of the Lac Aux Bouleaux property. Marketable securities are measured at fair value by reference to quoted stock prices on established exchanges. As at December 31, 2018 the marketable securities had a fair value of $125,000 (December 31, 2017 - $3,600,000). During the year ended December 31, 2018, the Company recorded an unrealized loss of $3,475,000 (December 31, 2017 – gain of $3,350,000).

Exploration and Evaluation Assets

Realization of assets

The investment in mineral properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values.

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the properties may be diminished or negated.

Groete Project, Guyana

The Company holds a 100% interest in the Groete Property located in Guyana subject to a 1.5% NSR, which may be purchased for USD$3,000,000. The Company acquired the project as part of the plan of arrangement with NRG.

During period ended December 31, 2018, the Company incurred $99,858 (2017 - $51,579) of travel and field costs.

Lac Aux Bouleaux, Quebec Canada

During the year ended December 31, 2015, NRG entered into an option agreement to acquire the Lac Aux Bouleaux Graphite Property in Quebec by issuing an aggregate of 2,000,000 common shares (issued at total value of $185,000), cash payments of $60,000 (paid) and carrying out an exploration and development program of $500,000 ($102,813 incurred to date) over a two-year period. The property is encumbered by a 3% net smelter royalty which the Company may purchase at $1,000,000 for each 1%.

During the year ended December 31, 2017, the project was spun out to the Company as part of a plan of arrangement. During the year ended December 31, 2017 the Company removed section 2.0 of the Option agreement in consideration for the issuance of 25,000 (400,000 pre- consolidated) shares of the Company valued at $20,000.

During the year ended December 31, 2017, the Company entered into a Purchase Option Agreement with GRE, a British Columbia Corporation, whereby GRE can earn a 100% subject to interest in the L.A.B. Graphite Project, located in Quebec Canada. Terms of the agreement are:

- Payment to the Company of $ 60,000 on or before April 28th, 2017 (received)
- Payment to the Company of $ 60,000 on or before October 13, 2017 (public listing of GRE - received)
- Payment to the Company of $ 60,000 nine months after the Closing Date (currently being re-negotiated)
- GRE shall issue to the Company 5,000,000 common shares, subject to restrictions (received)
- A tonnage royalty of $ 2.00 per tonne of material for processing

- In the event of an offtake, 25% of the offtake value after repayment of costs to GRE
- GRE to incur $ 120,000 in exploration flow-through costs during 2017, to the credit of NRG Metals Inc., but managed by GRE

Selected Quarterly Information

The following selected financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements. All dollar amounts are in Canadian dollars.

Quarter Ended	Net income (loss) for the period	Comprehensive income (loss) for the period	Income (loss) per Share (Basic & Diluted)	Total Assets	Interest Income
June 30, 2019	$(95,058)	$12,442	$0.00	$2,413,881	$Nil
March 31, 2019	$(112,682)	$(112,682)	$0.00	$2,389,263	$Nil
December 31, 2018	$(240,540)	$(515,540)	$0.02	$2,494,445	$Nil
September 30, 2018	$(161,782)	$(436,782)	$0.02	$3,086,239	$Nil
June 30, 2018	$(191,381)	$(2,139,381)	$0.07	$3,525,532	$Nil
March 31, 2018	$(128,867)	$(778,867)	$0.03	$5,925,003	$Nil
December 31, 2017	$(337,528)	$2,685,472	$1.15	$6,449,132	$Nil
September 30, 2017	$(33,777)	$(33,777)	$0.00	$905,354	$Nil
June 30, 2017	$(62,842)	$(62,842)	$0.00	$957,119	$Nil

Results of Operations

For the six months ended June 30, 2019, the Company incurred net loss of $98,432 compared to a net loss of $2,918,248 for the six months ended June 30, 2018. During the current period, the Company incurred consulting fees of $7,500 (2018 - $64,369), office costs of $13,277 (2018 - $29,214) and transfer agent and filing fees of $12,849 (2018 - $12,609) as the Company in now a reporting issuer with evaluation and exploration assets and is incurring costs relating to operations. The Company incurred exploration costs on its Guyana mineral property of $37,072 (2018 - $36,085) as it received the mineral property as part of the plan of arrangement discussed above. The Company had director fees $15,000 (2018 - $15,000), management fees of $62,118 (2018 - $76,462), and professional fees $53,325 (2018 - $86,509) as the Company in now a reporting issuer with evaluation and exploration assets and is incurring costs relating to operations. During the period ended June 30, 2019 the Company recorded a gain on

marketable securities of $107,500 (2018 – loss of $2,925,000) incurred as the fair value of the investment in GRE decreased during the period.

Financial Condition, Liquidity and Capital Resources

The Company's working capital position at June 30, 2019 was $1,326,363 including cash of $1,157,635. The Company does not currently have an active business generating positive cash flows. The Company is sufficiently funded for the next twelve months of operations. There can be no assurance that equity financings will be available to the Company in the future that will be obtained on terms satisfactory to the Company.

The Company has not entered into any off-balance sheet arrangements.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Company's current Board of Directors and its executive officers

During the period ended June 30, 2019 and 2018 the following compensation was incurred:

	2018	2017
Fees and compensation	$107,118	$108,132
Directors fees	15,000	15,000
	$122,118	$123,132

As at June 30, 2019 included in accounts payable and accrued liabilities $795 (December 31, 2018 - $795), due to a company with directors in common. These amounts are unsecured and non-interest bearing, with no fixed terms of repayment.

The balance outstanding as at June 30, 2019 from a company with directors in common of $250,000 (December 31, 2018 - $250,000) is unsecured and non-interest bearing, with no fixed terms of repayment. The balance outstanding form a company with a director in common is $124,411 (December 31, 2018 - $124,411) is unsecured and bears interest at 5% and repayment is due prior to September 30, 2019.

Changes in Accounting Policies including Initial Adoption

There were no changes to the Company's accounting policies during the six months ended June 30, 2019.

Financial Instruments and Risk Management

The Company's financial instruments consist of cash, marketable securities, accounts payable and accrued liabilities, and due to related parties. Cash and marketable securities have been designated as fair value through profit and loss and accounts payable and accrued liabilities and due to related parties are designated as other financial liabilities. The fair value of these financial instruments approximates their carrying value due to the short-term nature of these instruments, except for cash which is valued at a level 1 fair value measurement. All the Company's financial liabilities have contractual maturities less than 30 days and are subject to normal trade terms.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

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

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at September 30, 2018, the Company did not have any cash equivalents or interest-bearing debt and is not subject to 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 the commodity prices of precious metals, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

The Company's marketable securities amounting to $232,500 are subject to fair value fluctuations. As at June 30, 2019, if the fair value of the Company's marketable securities had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the period ended June 30, 2018 would have been approximately $23,250 higher/lower.

New standard not yet adopted

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the period ended September 30, 2018 and have not been applied in preparing these condensed interim consolidated financial statements. The new and revised standards are as follows:

- IFRS 16 – Leases: On January 13, 2016, the IASB issued the final version of IFRS 16 Leases. The new standard will replace IAS 17 Leases and is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applying IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short term leases (i.e. leases of 12 months or less) and leases of low-value assets. The Company is evaluating the effect of this standard on the Company's consolidated financial statements.

- IFRIC 23 – Uncertainty Over Income Tax Treatments: clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments. It is effective for annual periods beginning on or after January

1, 2019 with early adoption permitted. The Company does not expect that the adoption of this standard will have a material effect on the Company's consolidated financial statements.

Contingencies

The Company is not aware of any contingencies or pending legal proceedings as of June 30, 2019 or as of the date of this report.

Additional share information

As at June 30, 2019 and the date of this report, the Company had 30,819,488 common shares outstanding as well as 30,329,580 warrants exercisable at $0.20 to December 15, 2020 and had 3,200,000 stock options at an exercise price of $0.10 for a period of five years outstanding.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.sedar.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Cautionary Statement on Forward Looking Information

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.