

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: JNC Resources Inc. (the "Issuer")

Trading Symbol: JNC

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

Unaudited condensed interim financial statements for the three months ended March 31, 2020, as filed with the securities regulatory authorities are attached to this Form 5 as Appendix "A".

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

All related party transactions have been disclosed in the Issuer's financial statements for the interim period ended March 31, 2020. Please refer to Note 6 to the unaudited consolidated interim financial statements for the three months ended March 31, 2020, attached hereto as Appendix "A". For information supplementary to that contained in the notes to the unaudited consolidated interim financial statements with respect to related party transactions, please refer to the Management's Discussion and Analysis ("MD&A") for the three months ended March 31, 2020, as filed with the securities regulatory authorities and attached to this Form 5 as Appendix "B".

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

All securities issued and options granted, if any, by the Issuer have been disclosed in the Issuer's financial statement notes for the interim period ended March 31, 2020.

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
No Securities Were Issued During the Three Months Ended March 31, 2020								

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
No Stock Options Were Issued During the Three Months Ended March 31, 2020						

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Description	Number Authorized	Par Value
Common Shares	Unlimited	NPV

(b) number and recorded value for shares issued and outstanding,

Description	Number Issued and Outstanding	Value
Common Shares	16,150,000	\$358,750

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

Description	Number Outstanding	Exercise Price	Expiry Date
No Stock Options Have Been Issued to Date			
TOTAL	0		

Description	Number Outstanding	Exercise Price	Expiry Date
Warrants	13,000,000	\$0.10	July 17, 2024
TOTAL:	13,000,000		

- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

Description	Number	Number Released During the Period
Escrowed Shares	3,000,000	Nil

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Position
Michael Mulberry	President, Chief Executive Officer, Director
Jonathan Younie	Chief Financial Officer and Corporate Secretary
Warren Robb	Director
Yana Bobrovskaya	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Management's Discussion and Analysis ("MD&A") for the three months ended March 31, 2020, attached to this Form 5 as Appendix "B".

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Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: May 25, 2020

Jonathan Younie

Name of Director or Senior Officer

/s/ Jonathan Younie

Signature

Chief Financial Officer

Official Capacity

Issuer Details Name of Issuer JNC Resources Inc.	For Quarter Ended March 31, 2020	Date of Report YY/MM/D 2020/05/25
Issuer Address Suite 615, 800 West Pender Street		
City/Province/Postal Code Vancouver, British Columbia, V6C 2V6	Issuer Fax No. 604-688-9895	Issuer Telephone No. 604-687-7767
Contact Name Jonathan Younie	Contact Position Chief Financial Officer	Contact Telephone No. 604-687-7767
Contact Email Address jy@newdawnholdings.com	Web Site Address https://jncresources.com/	

APPENDIX "A"

JNC RESOURCES INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

For the Three Months Ended March 31, 2020

(Unaudited – prepared by Management)

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3(a)), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of 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 standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Vancouver, B.C.
May 25, 2020

JNC RESOURCES INC.**UNAUDITED CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**

(Expressed in Canadian Dollars – prepared by Management)

	March 31, 2020	December 31, 2019
ASSETS		
Current assets		
Cash	\$ 101,423	\$ 131,779
Amounts receivable	1,453	1,631
Deferred financing costs (Note 5(d))	10,000	10,000
Prepaid expenses	5,000	5,000
	117,876	148,410
Non-current assets		
Exploration and evaluation assets (Note 4)	38,750	38,750
TOTAL ASSETS	\$ 156,626	\$ 187,160
LIABILITIES and EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 6)	\$ 47,625	\$ 51,366
TOTAL LIABILITIES	47,625	51,366
EQUITY		
Share capital (Note 5)	358,750	358,750
Deficit	(249,749)	(222,956)
TOTAL EQUITY	109,001	135,794
TOTAL LIABILITIES and EQUITY	\$ 156,626	\$ 187,160

Nature and continuance of operations (Note 1)

Commitment (Note 9)

Approved by the Board on May 25, 2020 and signed on behalf of the Board:

"Michael Mulberry" Director "Yana Bobrovskaya" Director

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

JNC RESOURCES INC.**UNAUDITED CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY**

(Expressed in Canadian Dollars – prepared by Management)

	Number of Shares	Share Capital	Deficit	Total Equity
On Incorporation for cash	-	\$ -	\$ -	\$ -
Seed share financing	3,000,000	30,000	-	30,000
Private placement financing	13,000,000	325,000	-	325,000
Shares issued per property option agreement	150,000	3,750	-	3,750
Net loss for the period	-	-	(222,956)	(222,956)
Balance, December 31, 2019	16,150,000	358,750	(222,956)	135,794
Net loss for the period	-	-	(26,793)	(26,793)
Balance, March 31, 2020	16,150,000	\$ 358,750	\$ (249,749)	\$ 109,001

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

JNC RESOURCES INC.**UNAUDITED CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS**

(Expressed in Canadian Dollars – prepared by Management)

	For the Three Months Ended March 31, 2020
EXPENSES	
Administration expenses (Note 6)	\$ 2,955
Management fees (Note 6)	12,000
Marketing and shareholder communication	2,500
Professional fees (Note 6)	9,058
Transfer agent and filing fees	280
	<u>(26,793)</u>
Net Loss and Comprehensive Loss for the Period	\$ (26,793)
Basic and Diluted Loss Per Share	\$ (0.00)
Weighted Average Number Of Shares Outstanding, Basic	16,150,000

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

JNC RESOURCES INC.**UNAUDITED CONDENSED INTERIM STATEMENTS OF CASH FLOWS**

(Expressed in Canadian Dollars – prepared by Management)

	For the Three Months Ended March 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss for the period	\$ (26,793)
Changes in non-cash working capital items:	
Decrease in amounts receivable	178
Decrease in accounts payable and accrued liabilities	(3,741)
Cash used in operating activities	(30,356)
Increase (decrease) in cash during the period	(30,356)
Cash, beginning of the period	131,779
Cash, end of the period	\$ 101,423

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

JNC RESOURCES INC.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars – prepared by Management)

For the Three Months Ended March 31, 2020

1. NATURE AND CONTINUANCE OF OPERATIONS

On April 1, 2019, JNC Resources Inc. ("JNC" or the "Company") was incorporated under the laws of the province of British Columbia. The Company's principal business activity is the exploration for mineral resources in British Columbia, Canada.

The Company's head office address is Suite 615 – 800 West Pender Street, Vancouver, BC, V6C 2V6. The registered and records office address is 2110 28th Street, West Vancouver, BC, V7V 4M3.

The financial statements of the Company are presented in Canadian dollars, which is the functional and reporting currency of the Company.

Going concern of operations

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

As of March 31, 2020, the Company has not generated any revenues and has incurred losses of \$249,749 (December 31, 2019 - \$222,956) since inception. The Company's continued existence and plans for future growth depend on its ability to obtain additional capital.

The above material uncertainties raise significant doubt about the Company's ability to continue as a going concern. Although these financial statements have been prepared on a going concern basis, the Company's continuing operations are dependent upon its ability to obtain adequate financing through debt or equity issuance.

In March 2020, there was a global outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the regional economies in which the Company operates and could continue to result in negative impacts on the stock market, including trading prices of the Company's shares, and the ability to raise capital and could impact the Company's operations.

2. BASIS OF PREPARATION**Statement of compliance**

These condensed interim financial statements of the Company for the three months ended March 31, 2020 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34"). Accordingly, these condensed interim financial statements follow the same accounting principles and methods of application as the annual financial statements for the year ended December 31, 2019 but may condense or omit certain disclosures that otherwise would be present in annual financial statements prepared in accordance with IFRS. These financial statements should therefore be read in conjunction with the audited financial statements for the period ended December 31, 2019. Results for the period ended March 31, 2020, are not necessarily indicative of future results.

2. BASIS OF PREPARATION (cont'd)

Use of judgments and estimates

The preparation of financial statements in conformity with IFRS 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 revenues and expenses during the period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

3. SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments that are readily convertible to known amounts of cash and subject to insignificant risk of change in value. For cash flow statement presentation purposes, cash and cash equivalents includes bank overdrafts.

Exploration and evaluation assets ("E&E")

The Company's mineral interests comprise mineral property surface rights, mining titles, exploration licenses, exploitation permits and concession contracts. All direct costs related to the acquisition of mineral interests are capitalized and classified as intangible assets. All other E&E costs incurred prior to a decision to proceed with development are charged to profit and loss as incurred. When a decision to proceed with development is made, development costs subsequently incurred to develop a mine prior to the start of mining operations are capitalized and carried at cost.

Subsequent to entering production, acquisition costs and development costs and development expenditures are tested for impairment and then transferred to mineral interests within property and equipment. Mineral interests are classified as tangible assets and depreciated when such assets are put in use.

The Company assesses mineral interests for impairment when indicators of impairment are present and at least annually. When a project is deemed to no longer have commercially viable prospects to the Company, mineral interests, in excess of estimated recoveries, are written off and recognized in profit and loss.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to exploration costs. Exploration and evaluation acquisition costs that are capitalized are included as part of cash flows from investing activities whereas exploration and evaluation expenditures that are expensed are included as part of cash flows from operating activities.

The Federal and Provincial taxation authorities provide companies with tax incentives for undertaking mineral exploration programs in certain areas. The Company accrues these credits as a reduction to exploration expenditures in the period that the related expenditures are incurred. The accrued credits are subject to review by the relevant authorities and by their nature are subject to measurement uncertainty. Adjustments, if any, resulting from such a review are recorded in the tax filing.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is expensed over the vesting terms. Consideration paid for the shares on the exercise of stock options is credited to capital stock. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in share-based payments reserve is transferred to accumulated losses (deficit). The Company estimates a forfeiture rate and adjusts the corresponding expense each period based on an updated forfeiture estimate.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the Company as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments to non-employees are measured at the fair value of goods or services received.

Warrants

The Company accounts for warrants including warrants issued to brokers in connection with the issuance of shares ("broker warrants") using the fair value method. Under this method, the fair value of broker warrants is first determined based on the value of goods or services received. In situations where some or all of the goods or services received by the Company as consideration cannot be specifically identified, the fair value of broker warrants is then determined using the Black-Scholes valuation model.

The Company has adopted a residual method with respect to the measurement of shares and warrants issued as private placement units. The residual method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

Upon exercise of the warrants, consideration paid together with the amount previously recognized in reserves surplus is recorded as an increase to capital stock. Upon forfeiture or expiry of the warrants, the amount previously recognized in the reserves is transferred to deficit.

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Income taxes (cont'd...)

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. 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.

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Financial instruments

The following is the Company's accounting policy for financial instruments under IFRS 9:

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading 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. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Financial instruments (cont'd...)

(ii) Measurement

Financial assets and liabilities at amortized cost

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

Financial assets and liabilities at FVTPL Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of net (loss) income in the period in which they arise.

(iii) Impairment of financial assets at amortized cost

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

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of net (loss) income.

Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

JNC RESOURCES INC.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars – prepared by Management)

For the Three Months Ended March 31, 2020

4. EXPLORATION AND EVALUATION ASSETS

Exploration and Evaluation Assets	Triple 9
Balance, at incorporation	\$ -
Additions	38,750
Balance, at March 31, 2020 and December 31, 2019	\$ 38,750

Triple 9 Property, British Columbia

On April 22, 2019, the Company entered into an Option Agreement (the “Agreement”) with Guy Delorme and Christopher Delorme (“the Optionors”) pursuant to which the Company has the sole and exclusive option to acquire 100% of the rights and interests in the Triple 9 Copper/Gold Project in British Columbia subject to a 2% net smelter return (“NSR”).

The Company’s option to acquire the rights and interests in the Triple 9 Project is exercisable by issuing a total of 2,050,000 common shares and making aggregate cash payments of \$1,035,000.

The share issuances and cash payments schedule are as follows:

- i. \$35,000 within five days of signing the Agreement (paid);
- ii. 150,000 common shares within 14 days of the Agreement date (issued);
- iii. \$100,000 and 300,000 common shares on or before April 13, 2021;
- iv. \$300,000 and 600,000 common shares on or before April 13, 2022;
- v. \$600,000 and 1,000,000 common shares on or before April 13, 2023.

The Company has the right to buyback 1% of the NSR by paying the Optionors \$1,000,000.

5. CAPITAL STOCK AND RESERVES**a) Authorized share capital**

As at March 31, 2020, the authorized share capital of the Company is an unlimited number of common shares without par value.

b) Issued share capital

In April 2019, The Company issued 3,000,000 common shares at \$0.01 for gross proceeds of \$30,000.

In April 2019, the Company issued 150,000 common shares at a fair value of \$0.025 per share per Note 4(ii).

In July 2019, the Company completed a 13,000,000 Unit private placement financing at \$0.025 per Unit for gross proceeds of \$325,000. Each Unit consisted of a Share and a whole Warrant, each Warrant entitling the holder to purchase an additional Share for an exercise price of \$0.10 per Share up to five years from issuance.

JNC RESOURCES INC.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars – prepared by Management)

For the Three Months Ended March 31, 2020

5. CAPITAL STOCK AND RESERVES (cont'd)

c) Warrants

Share purchase warrant transactions are summarized as follows:

	Number	Exercise Price	Weighted Average Remaining Life in Years
Balance, at incorporation	-	\$ -	-
Issued	13,000,000	0.10	5.00
Balance, at March 31, 2020 and December 31, 2019	13,000,000	\$ 0.10	4.30

Share purchase warrants outstanding at March 31, 2020 are:

Number	Exercise Price	Expiry Date
13,000,000	\$0.10	July 17, 2024

d) Deferred financing costs

In August 2019, the Company signed an agency agreement (the "Agency Agreement") with Mackie Research Capital Corporation ("MRCC") whereby MRCC would act as agent in connection with the initial public offering ("IPO") on a commercially reasonable best efforts basis of common shares of JNC pursuant to the general terms. The Company plans on issuing a minimum of 1,000,000 common shares and a maximum of 1,250,000 at a price of \$0.20 per common share for minimum gross proceeds of \$200,000 and maximum gross proceeds of \$250,000. The Company has agreed to pay MRCC a cash commission of 10% of the gross proceeds raised in the IPO as well as Agent's Compensation Options (the "Agent's Options") equal to 10% of all common shares issued in the IPO. Each Agent's Option will give MRCC the right to buy one common share of the Company at \$0.20 at any time prior to the date that is 24 months from completion of the IPO.

The Company also agreed to pay MRCC a non-refundable \$15,000 work fee and pay up to \$15,000 of MRCC's due diligence cost related to the offering including MRCC's legal costs. Per the terms of the Agency Agreement, the Company paid \$10,000 to MRCC upon signing which have been classified as deferred financing costs at March 31, 2020 and December 31, 2019.

See Note 10 - Subsequent Event

JNC RESOURCES INC.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars – prepared by Management)

For the Three Months Ended March 31, 2020

6. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions. Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

The Company had the following transactions involving officers and directors for the three months ended March 31, 2020:

- i. Administration expenses of \$1,500 and management fees of \$3,000 were paid or accrued for accounting services to an officer of the Company.
- ii. Management fees of \$9,000 and were paid or accrued to a company controlled by an officer of the Company.

Included in accounts payable and accrued liabilities at March 31, 2020 is \$45,000 (December 31, 2019 - \$38,640) owed to related parties.

7. FINANCIAL INSTRUMENTS**Fair value**

The carrying value of cash and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Financial risk factors

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

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash. The Company plans to limit its exposure to credit loss by placing its cash with major financial institutions.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal year.

Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash that is denominated in United States Dollars. Management believes the risk is not currently significant as less than 1% of the Company's cash is denominated in United States Dollars as at March 31, 2020 and December 31, 2019.

8. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital. The Company is not subject to external capital restrictions.

9. COMMITMENTS

- i. On April 1, 2019 the Company entered into an executive consulting agreement (the "executive agreement") with a private company controlled by the CEO ("priveco") of the Company which will pay the priveco \$4,000 per month. The term of the executive agreement is indeterminate. However, within the 1st twelve (12) months, the executive agreement may be terminated by the Company by giving the priveco three (3) months' notice. Thereafter, the executive agreement may be terminated by the Company, for Cause without notice; on or before March 31, 2020, by the Company on three (3) months prior notice to the priveco or payment in lieu thereof at the mutual agreement of the parties; after March 31, 2020, on six (6) months prior notice to the priveco, or payment in lieu thereof at the mutual agreement of the parties; and by the Company for the reason of the death or disability of the CEO without prior notice and without further obligation to the priveco. Effective January 1, 2020, an amendment to the executive agreement was signed which reduced the monthly rate to \$3,000. All other terms of the executive agreement remain the same.
- ii. In April 2019, the Company entered into an administrative services agreement (the "admin agreement") with an arm's length private company ("adminco"), which will pay the adminco \$2,500 per month to provide Chief Financial Officer and administration services for an initial one (1) year term. The admin agreement will renew annually unless the Company gives one (1) months' notice to adminco to terminate the admin agreement. Effective January 1, 2020, an amendment to the admin agreement was signed which reduced the monthly rate to \$1,500. All other terms of the admin agreement remain the same.

10. SUBSEQUENT EVENT

On April 13, 2020, the Company closed its Initial Public Offering (the "Offering"), by issuing 3,033,000 common shares of the Company \$0.10 per share for gross proceeds of \$303,300. The Company's common shares had been listed on the Canadian Securities Exchange (the "Exchange") on April 9, 2020 and immediately halted pending closing of the Offering. Following the closing of the Offering, trading in the Company's common shares resumed at market open on April 14, 2020 under the symbol "JNC".

Pursuant to the agency agreement dated January 13, 2020, Mackie Research Capital Corporation (the "Agent") acted as agent for the Company in connection with the Offering and received a work fee, and a cash commission equal to 10% of the gross proceeds of the Offering. The Company also granted the Agent and members of its selling group non-transferrable warrants to purchase up to an aggregate of 303,300 common shares of the Company at a price of \$0.10 per share until April 13, 2022.

APPENDIX “B”

JNC RESOURCES INC.

(the “Company” or “JNC”)

MANAGEMENT’S DISCUSSION AND ANALYSIS

For the Three Months Ended March 31, 2020

JNC RESOURCES INC.

(the "Company" or "JNC")

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Three Months Ended March 31, 2020

Introduction

The following Management's Discussion and Analysis ("MD&A") of the operating results and financial condition of the Company should be read in conjunction with the unaudited condensed interim financial statements for the period ended March 31, 2020 and the audited financial statements for the period ended December 31, 2019. The financial statements have been prepared in accordance with International Financial Reporting Standards with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The information contained within this MD&A is current to May 25, 2020.

Company Overview

On April 1, 2019, JNC Resources Inc. ("JNC" or the "Company") was incorporated under the laws of the province of British Columbia. The Company's principal business activity is the exploration for mineral resources in British Columbia, Canada.

The Company's head office address is Suite 615 – 800 West Pender Street, Vancouver, BC, V6C 2V6. The registered and records office address is 2110 28th Street, West Vancouver, BC, V7V 4M3.

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Mineral Property

Triple 9 Property, British Columbia

On April 22, 2019, the Company entered into an Option Agreement (the “Agreement”) with Guy Delorme and Christopher Delorme (“the Optionors”) pursuant to which the Company has the sole and exclusive option to acquire 100% of the rights and interests in the Triple 9 Copper/Gold Project in British Columbia subject to a 2% net smelter return (“NSR”).

The Company’s option to acquire the rights and interests in the Triple 9 Project is exercisable by issuing a total of 2,050,000 common shares and making aggregate cash payments of \$1,035,000.

The share issuances and cash payments schedule are as follows:

- i. \$35,000 within five days of signing the Agreement (paid);
- ii. 150,000 common shares within 14 days of the Agreement date (issued);
- iii. \$100,000 and 300,000 common shares on or before April 13, 2021;
- iv. \$300,000 and 600,000 common shares on or before April 13, 2022;
- v. \$600,000 and 1,000,000 common shares on or before April 13, 2023.

The Company has the right to buyback 1% of the NSR by paying the Optionors \$1,000,000.

In May 2019, JNC Resources undertook a grid and roadside soil sampling program, a stream sediment sampling program and a rock-sampling program to investigate the mineral bearing potential of the Triple 9 property. The Triple 9 project lies in the Kamloops Mining Division in British Columbia. The property lies 6 km north of Sicamous, British Columbia. Access is by a network of logging roads taken northward for 11 km to the southeast border of the property, which consists of 2 claims totalling 717.22 hectares.

For the soil-sampling program handheld GPS unit located each sample. At each sample location a 500 to 1000 gram sample of soil from the “B” horizon was taken and placed in a corresponding soil bag. This soil program identified an elongated 2200 meter, northeasterly trending coincidental Ag, Cu, Pb, Zn anomaly.

For the silt-sampling program, the procedure for recording the station information and marking the station in the field was the same as for the soil sampling except that 500 to 1000 grams of silt material was extracted from stream beds. In 5 instances, dry streambeds were encountered and thus 1000 grams of moss matt was collected at the sample sites.

For the rock sampling program, the procedure for recording the location of the samples was the same as the procedures described for the soil and silt sampling. Rock samples were described as being either float or grab. The rock sampling program identified mineralization in two separate areas known as the Bluenose and Road Zones. The upper Bluenose area returned anomalous rock samples with a highlight select grab sample from the dump grading 14.8 grams

per tonne silver and 1.6% copper. The second area returning anomalous values is termed the Road Zone and is an area extending some 200 meters. Channel samples returned weighted-average results of 10.2 g/t silver and 0.14% copper over 1.40 meters and 4.31 g/t silver and 0.23% copper over 2.30 meters. Selected grab samples from this area returned 83.2 g/t silver, 1.23% copper 0.97% lead and 0.79% zinc and 62.3 g/t silver, 0.93% copper, 0.41% lead and 0.27% zinc. In addition, several float samples returned interesting values with sample TRC-40 returning 1.96 g/t silver, 0.22% copper 0.01 % lead and 1.59% zinc and sample 851 returning 35.2 grams per tonne silver, 1.235% copper, 0.633% lead and 6.37% zinc. The rock sampling program outlined mineralization occurring as massive sulfide pods and lenses with associated quartz veins and breccias in both the meta-volcanics and in the orthogneiss.

In March 2020, the Company completed the assessment filings for the Triple 9 Property which extended the claims for five years. The Company also submitted an application to the B.C Ministry of Mines to conduct an Induced Polarization (“IP”) survey on the Triple 9 property and is currently in the process of selecting a contractor to perform the survey. A 3-dimensional IP survey is recommended by the Triple 9 43-101 technical report to aid in identifying and outlining conductive zones occurring within the geochemical trend at Triple 9. In conjunction with the IP survey, the Company may conduct backhoe sampling and geological mapping.

Results of Operations

The following are the results for the most recent quarters (periods) since the Company was incorporated and for which financial statements were prepared:

	31-Mar-20	31-Dec-19
Loss & comprehensive loss	\$ (26,793)	\$ (58,204)
Loss per share	\$ -	\$ (0.01)

For the three months ended March 31, 2020

The Company incurred a net loss of \$26,793 during the three months ended March 31, 2020. The majority of the loss was due to management fees of \$12,000, administration expenses of \$2,955 and professional fees of \$9,058 related to the filing of its preliminary prospectus and the Offering. The Company also incurred marketing and shareholder communication fees \$2,500 related to the design of the Company’s website. The Company expects these expenses to remain fairly consistent throughout the year but expects exploration expenses to increase significantly when the IP survey starts in the next sixty days.

Outstanding Securities

Common Shares

As at March 31, 2020, the Company's share capital was comprised of 16,150,000 Common Shares issued and outstanding.

In April 2019, The Company issued 3,000,000 common shares at \$0.01 for gross proceeds of \$30,000.

In April 2019, the Company issued 150,000 common shares at a fair value of \$0.025 per share per the Triple 9 Option Agreement described above.

In July 2019, the Company completed a 13,000,000 Unit private placement financing at \$0.025 per Unit for gross proceeds of \$325,000. Each Unit consisted of a Share and a whole Warrant, each Warrant entitling the holder to purchase an additional Share for an exercise price of \$0.10 per Share up to five years from issuance.

Incentive Stock Options

At March 31, 2020, no incentive stock options have been issued.

Share Purchase Warrants

At March 31, 2020, the Company had the following share purchase warrants outstanding enabling holders to acquire the following common shares of the Company:

Number	Exercise Price	Expiry Date
13,000,000	\$0.10	July 17, 2024

Liquidity and Capital Resources

As at March 31, 2020, the Company had cash of \$131,779 and working capital surplus of \$70,251.

As the Company will not generate funds from operations for the foreseeable future, the Company is primarily reliant upon the sale of equity securities in order to fund operations. Since inception, the Company has funded limited operations through the issuance of equity securities on a private placement basis. This permitted the Company to carry out limited exploration on the Triple 9 Property and address preliminary costs associated with the Offering.

The Company is expected to experience negative cash flow indefinitely. Funds on hand combined with funds raised in the IPO are expected to fund the Company's operations for the next 12 months and the work program recommended by the 43-101 Report. The Company cannot offer any assurances that expenses will not exceed management's expectations. The Company will require additional funds and will be dependent upon its ability to secure equity and/or debt financing, the availability of which cannot be assured.

Although the Company currently has limited capital resources, management believes that, with the completion of the IPO, the Company will not have to rely upon the sale of its equity and/or debt securities required to fund operations for the immediate next 12 months.

Contractual Obligations

The Company is subject to certain contractual obligations associated with the Triple 9 Option Agreement as described in the Mineral Property section above. The future cash obligations related to the agreement are summarized as follows:

- i. \$100,000 on or before the April 13, 2021;
- ii. \$300,000 on or before April 13, 2022;
- iii. \$600,000 on or before April 13, 2023.

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The Company had the following transactions with related parties during the three months ended March 31, 2020:

- i. Paid or accrued management fees of \$9,000 to 0806827 BC Ltd., a private company controlled by Michael Mulberry, the CEO of the Company;
- ii. Paid or accrued fees of \$4,500 for the CFO's services to New Dawn Holdings Ltd., an unrelated private company;

At March 31, 2020, accounts payable and accrued liabilities included \$45,000 owed to related parties of the Company.

Off Balance Sheet Arrangements

The Company has not entered into any off balance sheet arrangements, other than previously disclosed, that have, or are reasonably likely to have, an impact on the current or future results of operations or the financial condition of our Company.

Accounting Policies

The preparation of financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amount of assets, liabilities, revenues and expenses. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances and require judgement on matters which are inherently uncertain. Details of the significant accounting policies can be found in Note 3 of the interim condensed financial statements for the three months ended March 31, 2020.

Outstanding Share Data – as at May 25, 2020

	Number	Price	Weighted Average Remaining Life in Years
Common shares, issued and outstanding	19,183,000		
Share purchase warrants	13,000,000	\$0.10	4.15
Agents' warrants	303,300	\$0.10	1.88
Fully Diluted	<u>32,486,300</u>		

Prior to April 9, 2020, the date the Company's shares were listed on the Exchange (the "Listing Date"), 3,000,000 shares were held in escrow. 10% of these escrowed shares were released on the listing date with the balance to be released from escrow in equal blocks of 15% of at six month intervals over the 36 months following the Listing Date. As of the date of this report, 2,700,000 common shares remain held in escrow.

Additional Disclosure for Junior Issuers

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's prospectus and financial statements, which are available on SEDAR (www.sedar.com).

Risks and Uncertainties

The Company's principal activity is mineral exploration. As such, the Company is exposed to a number of risks, including the financial risks associated with the fact that it has no operating cash flow and must access the capital markets to finance its activities. There can be no assurances the Company will continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties and to carry out its desired exploration programs.

Other risks include, but are not limited to, environmental, fluctuating metal prices, political and economical. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable.

The Company has a small management team and the loss of a key individual or the inability to attract suitably qualified personnel in the future could materially and adversely affect the Company's business.

Although the Company has taken steps to verify the title to its mineral property, 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.

The Company has no significant source of operating cash flow and no revenues from operations. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish ore reserves. The Company's mineral property is in the exploration stage only, and has no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. Exploration of the Company's mineral property may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

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. The risks and uncertainties described in this section are not inclusive of all the risks and uncertainties the Company may be subject to.

The Company will be subject to normal market risks including fluctuations in foreign exchange rates. While the Company expects to manage its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

Approval

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Going Concern of Operations

The Company has prepared its financial statements in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

As of March 31, 2020, the Company has not generated any revenues and has incurred losses of \$249,749 since incorporation on April 1, 2019. The Company's continued existence and plans for future growth depend on its ability to obtain additional capital.

In March 2020, there was a global outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the regional economies in which the Company operates and could continue to result in negative impacts on the stock market, including trading prices of the Company's shares, and the ability to raise capital and could impact the Company's operations.

The above material uncertainties raise significant doubt about the Company's ability to continue as a going concern. Although the Company's financial statements have been prepared on a going concern basis, the Company's continuing operations are dependent upon its ability to obtain adequate financing through debt or equity issuance.

Forward-Looking Statements

This report contains forward-looking statements, including statements regarding the future success of our business, exploration and development strategies and future opportunities. Forward-looking statements include, but are not limited to, statements concerning estimates of expected capital expenditures, statements relating to expected future production and cash flows, statements relating to the continued advancement of the Company's exploration, and development projects, and other statements which are not historical facts. When used in this document, the words such as "could", "plan", "estimate", "expect", "intend", "may", "potential", "should", and similar expressions are forward-looking statements. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements. Important factors that can cause actual results to differ from these forward-looking statements include the potential that the Company's projects will experience technological and mechanical problems, changes in political conditions, changes in the availability to obtain project financings and other risks. Forward-looking statements are based on the opinions and estimates of management at the date that the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in forward-looking statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on forward-looking statements.