FORM 2A

LISTING STATEMENT

RAINDROP VENTURES INC.

(the “Company” or “Raindrop”)

January 28, 2020

NOTE TO READER

This Listing Statement contains a copy of the final long form prospectus of Raindrop Ventures Inc. (the "**Company**") dated November 8, 2019 (the "**Prospectus**"). Certain sections of the Canadian Securities Exchange (the "**Exchange**") form of Listing Statement have been included following the Prospectus to provide additional disclosure on the Company required by the Exchange, as well as updating certain information contained in the Prospectus.

TABLE OF CONTENTS

TABLE OF CONCORDANCE

	Information Required by Form 2A Listing Statement	Corresponding Item(s) in the Prospectus	Prospectus Page Numbers(s)
1.	Table of Contents	Table of Contents	i-ii
2.	Corporate Structure	Corporate Structure	15
3.	General Development of the Business	Description of the Business	15-20
4.	Narrative Description of the Business	Use of Proceeds; Description of the Business; Material Properties	60-62; 15-20; 20-60
5.	Selected Consolidated Financial Information*	Schedule “A” Financial Statements of the Corporation; Dividends or Distributions	Schedule “A”; 63
6.	Management’s Discussion and Analysis*	Management’s Discussion and Analysis; Schedule “C” Management’s Discussion and Analysis	63; Schedule “C”
7.	Market for Securities	Trading Price and Volume	65
8.	Consolidated Capitalization	Consolidated Capitalization	64-65
9.	Options to Purchase Securities	Options to Purchase Securities	65
10.	Descriptions of the Securities	Description of the Securities Distributed; Prior Sales	63-64; 65
11.	Escrowed Securities	Securities Subject to Contractual Restriction on Transfer	66
12.	Principal Shareholders	Principal Shareholders	66
13.	Directors and Officers	Directors and Executive Officers; Audit Committee and Corporate Governance	66-70; 73-78
14.	Capitalization	N/A	Schedule B to Form 2A
15.	Executive Compensation	Executive Compensation	70-72
16.	Indebtedness of Directors and Executive Officers	Indebtedness of Directors and Executive Officers	73
17.	Risk Factors	Risk Factors	79-84
18.	Promoters	Promoters	84
19.	Legal Proceedings	Legal Proceedings and Regulatory Actions	84-85
20.	Interest of Management and Others in Material Transactions	Interest of Management and Others in Material Transactions	85
21.	Auditors, Transfer Agents and Registrars	Auditors, Transfer Agents and Registrars	85
22.	Material Contracts	Material Contracts	85
23.	Interest of Experts	Experts	85-86
24.	Other Material Facts	Other Material Facts	86

25.	Financial Statements*	Schedule "A" Financial Statements of the Corporation	Schedule "A"

*Since the Prospectus was filed, the Company has filed its interim financial statements for the nine months ended October 31, 2019 and management's discussion and analysis related thereto. The information required for items 5 and 25 above is supplemented by the condensed interim financial statements of the Company for the nine months ended October 31, 2019 and for the period from inception on February 14, 2018 to October 31, 2018 found herein at Schedule "C". The information required for item 6 above is supplemented by management's discussion and analysis for the nine months ended October 31, 2019 found herein at Schedule "D".

SCHEDULE "A" – Final Long Form Prospectus

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

SCHEDULE "C" – Condensed Interim Financial Statements for the nine months ended October 31, 2019 and for the period from inception on February 14, 2018 to October 31, 2018

SCHEDULE "D" – Management's Discussion and Analysis for the nine months ended October 31, 2019

SCHEDULE "A"

Final Long Form Prospectus dated November 8, 2019

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws. Accordingly, the securities may not be offered or sold within the United States, or to or for the account or benefit of a "U.S. person" as defined in Regulation S under the U.S. Securities Act, unless an exemption from such registration is available. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities within the United States or to any "U.S. person". See "Plan of Distribution".

FINAL PROSPECTUS

Initial Public Offering **November 8, 2019**

Raindrop Ventures Inc.

OFFERING:
6,000,000 Common Shares
up to a maximum of
8,000,000 Common Shares
at a price of $0.10 per
Common Share

Raindrop Ventures Inc. ("**Raindrop**" or the "**Corporation**") is hereby offering (the "**Offering**") on a commercially reasonable efforts basis, to purchasers resident in the Provinces of British Columbia and Alberta, through its agent, Leede Jones Gable Inc. (the "**Agent**"), a minimum of 6,000,000 common shares (the "**Minimum Offering**") of the Corporation (each, a "**Common Share**") at a price of $0.10 per Common Share (the "**Offering Price**") and a maximum of 8,000,000 Common Shares (the "**Maximum Offering**") for gross proceeds of up to $800,000. The Offering Price of the Common Shares and the terms of the Offering have been determined by negotiation between the Corporation and the Agent.

The Offering hereunder will close on the earlier of (a) the date of termination as determined at any time by the Corporation or the Agent, or (b) 90 days following the issuance of a receipt for a final prospectus, unless an amendment is filed and receipted in which case the Offering may be extended for further 90 days from receipt of the amendment to the final prospectus but in any event not more than 180 days from the date of receipt for the final prospectus.

	Price to Public	Agent's Commission(1)	Proceeds Available to the Corporation(2)
Per Common Share	$0.10	$0.008	$0.092
Minimum Offering	$600,000	$48,000	$552,000
Maximum Offering	$800,000	$64,000	$736,000

Notes:

1. The Corporation has agreed to pay the Agent a cash commission equal to 8% of the gross proceeds from the sale of Common Shares under the Offering (the "**Agent's Commission**"). In addition, the Agent will also receive non-transferable share purchase warrants (the "**Agent Warrants**") entitling the Agent to purchase that number of Common Shares (the "**Agent Shares**") that is equal to 8% of the number of Common Shares issued and sold under the Offering. Each Agent Warrant entitles the holder thereof to purchase one Agent Share at a price equal to the Offering Price until the date that is twenty-four (24) months after the Closing Date (as defined herein). This Prospectus also qualifies the issuance of the Agent Warrants. See "Plan of Distribution".
2. Before deducting the costs of this issue estimated at $133,000, which includes legal and audit and audit related fees and other expenses of the Corporation estimated at $45,000 (exclusive of GST), the Agent's corporate finance fee of $50,000 (exclusive of GST) of which $25,000 (plus GST) has been paid to the Agent and is non-refundable, the Agent's expenses and legal fees (exclusive of GST and disbursements) estimated at $20,000, the listing fee of $13,500 payable to the CSE (exclusive of GST) and estimated filing fees of $4,500. See "Use of Proceeds".

There is no market through which the securities offered hereunder may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".

The head office of the Corporation is located at Suite 1588, 609 Granville Street, Vancouver, British Columbia, V7Y 1G5 and the registered and records office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

Mr. Daniel Kunz, an independent director of the Corporation, resides outside of Canada and has appointed Raindrop Ventures Inc., Suite 1588, 609 Granville Street, Vancouver, British Columbia, V7Y 1G5, as his agent for service of process.

Investors are advised that it may not be possible to enforce judgments obtained in Canada against any person under the laws of a foreign jurisdiction or who resides outside of Canada, even if the party has appointed an agent for service of process.

Investments in natural resource issuers involve a significant degree of risk. The degree of risk increases substantially where the Corporation's properties are in the exploration as opposed to the development stage. All the properties of the Corporation are in the exploration or pre-exploration stage and are without a known body of commercial ore. An investment in these securities should only be made by persons who can afford the total loss of their investment. See "Risk Factors".

The Common Shares, including the Agent Shares, have been conditionally approved for listing on the

Canadian Securities Exchange (the "**CSE**"). Listing is subject to the Corporation fulfilling all the listing requirements of the CSE.

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

The Agent, as exclusive agent of the Corporation for the purposes of the Offering, conditionally offers the Common Shares on a commercially reasonable efforts basis, subject to prior sale, if, as and when issued by the Corporation and accepted by the Agent in accordance with the Agency Agreement referred to under "Plan of Distribution". Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that one or more global certificates representing the aggregate number of Common Shares subscribed for under this Prospectus will be issued in registered form to CDS Clearing and Depository Services Inc. ("**CDS**") and will be deposited with CDS on the Closing Date. No certificate evidencing the Common Shares will be issued to purchasers under this Prospectus, and registration will be made in the depository services of CDS. Purchasers of Common Shares will only receive a customer confirmation from the Agent or registered dealer who is a CDS participant and from whom or through whom a beneficial interest in the Common Shares is purchased.

The following table sets out the number of securities that may be issued by the Corporation to the Agent:

Securities	Maximum Number of Securities [(1)]	Exercise Period	Exercise price
Agent Warrants	640,000	Up to twenty-four months from the Closing Date	$0.10 per Agent Warrant

Note:

1. Assumes completion of the Maximum Offering for gross proceeds of $800,000 and the issuance of 8,000,000 Common Shares. Pursuant to the Agency Agreement the Agent would therefore be issued 8,000,000 X 0.08 = 640,000 Agent Warrants.
2. This Prospectus also qualifies the issuance of the Agent Warrants. See "Plan of Distribution".

The Corporation is not a related or connected issuer (as such terms are defined in National Instrument 33-105, Underwriting Conflicts) to the Agent.

This Offering is subject to the completion of a minimum subscription of 6,000,000 Common Shares ($600,000). In the event such subscriptions are not attained within 90 days of the issuance of the final receipt for this Prospectus or, if a receipt is issued for an amendment to this Prospectus, within 90 days of the issuance of such receipt and, in any event, not later than 180 days from the date of the receipt for the Prospectus, all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent.

Unless otherwise noted, all currency in this Prospectus are stated in Canadian dollars.

Certain legal matters relating to the securities offered hereby will be passed upon by Cassels Brock & Blackwell LLP, on behalf of the Corporation and by Harper Grey LLP, on behalf of the Agent. No person is authorized to provide any information or to make any representation in connection with this Offering other than as contained in this prospectus.

AGENT:

LEEDE JONES GABLE INC.
1140 West Pender St – Suite 1800
Vancouver, British Columbia V6E 4G1

Telephone: (604) 658-3000
Facsimile: (604) 658-3099

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS

The Corporation is offering to sell securities under this Prospectus. An investor should rely only on the information contained in this Prospectus. The Corporation has not authorized anyone to provide investors with additional or different information. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated, regardless of the time of delivery of this Prospectus.

Unless otherwise noted or the context otherwise indicates, the “Corporation”, “we”, “us” and “our” refer to Raindrop Ventures Inc. Certain capitalized terms and phrases used in this Prospectus are defined in the “Glossary of Terms”.

Third Party Information

This Prospectus includes market, industry and economic data which was obtained from various publicly available sources and other sources believed by the Corporation to be true. Although the Corporation believes it to be reliable, the Corporation has not independently verified any of the data from third party sources referred to in this Prospectus, or analyzed or verified the underlying reports relied upon or referred to by such sources, or ascertained the underlying economic and other assumptions relied upon by such sources. The Corporation believes that its market, industry, and economic data are accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market, industry, and economic data used throughout this Prospectus are not guaranteed and the Corporation does not make any representation as to the accuracy of such information.

CURRENCY PRESENTATION

References in this Prospectus to “$” are to Canadian dollars. The financial statements included herein are reported in Canadian dollars.

MARKETING MATERIALS

Any “template version” of any “marketing materials” (each, as defined in National Instrument 41-101 – *General Prospectus Requirements*) that are prepared in connection with the Offering are not part of this Prospectus to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this Prospectus.

Any template version of marketing materials that has been, or will be, filed on SEDAR before the termination of the distribution of the Common Shares under the Offering (including any amendments to, or an amended version of, any template version of any marketing materials) is deemed to be incorporated by reference into this Prospectus.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements or information (collectively “**forward-looking statements**”) that relate to the Corporation’s management’s current expectations and views of future events. The forward-looking statements are contained principally in the sections titled "*Prospectus Summary*", "Description of the Business", "Management's Discussion and Analysis", "Audit Committee and Corporate Governance", and "Risk Factors".

In some cases, these forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "anticipate", "aim", "estimate", "intend", "plan", "seek", "believe", "potential", "continue", "is/are likely to" or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Corporation has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- proposed expenditures for exploration work and general administrative expenses;
- expectations generally regarding the completion of future financings and the ability to raise further capital;
- permitting, permitting timelines and government regulation of exploration activities and mining operations;
- working capital requirements and the ability to obtain financing on acceptable terms or at all; and
- the timing and amount of future exploration including the timing and performance of the recommendations provided in the Silver Star Technical Report and the Clover Mountain Technical Report.

Forward-looking statements are based on certain assumptions and analysis made by the Corporation in light of its experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate, and are subject to risks and uncertainties. Although the Corporation's management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. Given these risks, uncertainties and assumptions, prospective purchasers of the Corporation's securities should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Corporation's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "Risk Factors", which include, among others, risks related to:

- insufficient capital;
- no established market;
- property interests;
- financing risks;
- negative cash flows;
- exploration;
- acquisition of additional mineral properties;
- uninsurable risks;

- permits and government regulations;
- environmental and safety regulations and risks;
- mineral titles;
- First Nations' land claims;
- competition;
- management;
- tax issues;
- dilution; and
- price volatility of publicly traded securities.

Although the forward-looking statements contained in this Prospectus are based upon what the Corporation's management believes are reasonable assumptions, these risks, uncertainties, assumptions and other factors could cause the Corporation's actual results, performance, achievements, and experience to differ materially from its expectations, future results, performances, or achievements expressed or implied by the forward-looking statements.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Corporation undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Corporation's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See "Risk Factors". Potential investors should read this Prospectus with the understanding that the Corporation's actual future results may be materially different from what it expects.

GLOSSARY OF TERMS

The following is a glossary of certain general terms used in this Prospectus including the summary hereof. Terms and abbreviations used in the financial statements included in, or appended to this Prospectus are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

"**Affiliate**" means a corporation that is affiliated with another corporation as described below. A corporation is an "**Affiliate**" of another corporation if:

a) one of them is the subsidiary of the other; or
b) each of them is controlled by the same Person.

A corporation is "**controlled**" by a Person if:

a) voting securities of the corporation are held, other than by way of security only, by or for the benefit of that Person; and
b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the corporation.

A Person beneficially owns securities that are beneficially owned by:

a) a corporation controlled by that Person; or
b) an Affiliate of that Person or an Affiliate of any corporation controlled by that Person.

"**Agency Agreement**" means the agency agreement dated November 8, 2019 between the Agent and the Corporation relating to the Offering.

"**Agent**" means Leede Jones Gable Inc.

"**Agent Shares**" means the Common Shares issued upon exercise of the Agent Warrants in accordance with their terms.

"**Agent Warrants**" means the Common Share purchase warrants entitling the Agent to purchase that number of Agent Shares that is equal to 8% of the total number of Common Shares issued under the Offering, being 640,000 Agent Shares under the Maximum Offering. Each Agent Warrant entitles the holder to purchase one Agent Share at the Offering Price for a term of twenty-four (24) months following the Closing Date.

"**Agent's Commission**" means the fee equal to 8% of the gross proceeds from the sale of Common Shares under the Offering payable to the Agent by the Corporation in cash.

"**Agent's Expenses**" means the Agent's expenses in connection with the Offering which, pursuant to the Agency Agreement, the Corporation has agreed to repay to the Agent, including legal fees and disbursements as well as the Agent's reasonable out-of-pocket expenses.

"**Associate**" when used to indicate a relationship with a Person, means:

a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;

b) any partner of the Person;

c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity; or

d) in the case of a Person who is an individual:

    (i) that Person's spouse or child, or

    (ii) any relative of the Person or of his spouse who has the same residence as that Person.

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

"**BCSC**" means the British Columbia Securities Commission.

"**Board of Directors**" means the board of directors of the Corporation.

"**Closing**" means the closing of the Offering.

"**Closing Date**" means such date or dates that the Corporation and the Agent mutually determine to close the Offering.

"**Clover Mountain Property**" means the series of 43 unpatented claims located in Idaho, USA, and which are commonly referred to as the "Clover Mountain Property".

"**Clover Mountain Technical Report**" means the technical report prepared by Warren Robb, P.Geo., in respect of the Clover Mountain Property, titled "Technical Report – Clover Mountain Property", and dated November 8, 2018.

"**Common Shares**" means the issued and outstanding common shares in the capital of the Corporation as presently constituted and the 8,000,000 Common Shares offered under the Maximum Offering.

"**Corporate Finance Fee**" means the $50,000 (plus GST) paid by the Corporation to the Agent, pursuant to the terms of the Agency Agreement, of which $25,000 (plus GST) has been paid to the Agent and is non-refundable.

"**Corporation**" means Raindrop Ventures Inc., a corporation existing under the BCBCA.

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

"**CSE Policies**" means the rules and policies of the CSE in effect as of the date hereof.

"**DKA**" means Daniel Kunz and Associates, LLC, a private company controlled by Daniel Kunz, a director of the Corporation.

“**England**” means England Communications Ltd., the original holder of certain tenures making up part of the Silver Star Property prior to the Vendor’s purchase of the same.

“**EFU**” means Exploration Facilitation Unlimited Inc., a corporation engaged to complete certain geophysical surveys on the Silver Star Property.

“**Exchange**” means any stock exchange or exchanges on which the Common Shares are then listed and any other regulatory body having jurisdiction.

“**Future Farm Technologies**” means Future Farm Technologies Inc.

“**Maximum Offering**” means the distribution pursuant to the Offering of 8,000,000 Common Shares at the Offering Price for gross proceeds of $800,000.

“**Minimum Offering**” means the distribution pursuant to the Offering of 6,000,000 Common Shares at the Offering Price for gross proceeds of $600,000.

“**NP 46-201**” means National Policy 46-201 – *Escrow for Initial Public Offerings*.

“**Offering**” means the Offering of Common Shares as described in this Prospectus.

“**Offering Price**” means $0.10 per Common Share.

“**Option Agreement**” means the non-arm’s length property option agreement, dated June 14, 2018, and as subsequently amended on June 14, 2019, entered into between the Corporation and the Vendor, pursuant to which the Corporation has the right to acquire the Silver Star Property in consideration for completing certain cash payments and issuing certain Common Shares. Satvir Dhillon, a Director, the President, Chief Executive Officer and Corporate Secretary of the Corporation, is also a Director, the President and Chief Executive Officer of the Vendor.

“**Option Plan**” means stock option plan of the Corporation.

“**Options**” means stock options to purchase Common Shares.

“**Participants**” means the directors, officers, consultants and employees of the Corporation or its subsidiaries, and employees of a person of company which provides management services to the Corporation or its subsidiaries.

“**Person**” means any individual, corporation, company, partnership, unincorporated association, trust, joint venture, governmental body or any other legal entity whatsoever.

“**Prospectus**” means this prospectus of the Corporation, including the schedules hereto.

“**Purchase Agreement**” means the arm’s length purchase agreement, dated September 1, 2018, entered into between the Corporation and DKA, on behalf of its clients, pursuant to which the Corporation acquired the Clover Mountain Property in consideration for the issuance to certain DKA clients of 6,483,900 Common Shares at a fair value of $129,678.

“**Securities Commissions**” means the British Columbia Securities Commission and the Alberta Securities Commission.

“**Selling Provinces**” means British Columbia and Alberta and any other provinces in which this prospectus has been filed and in which Common Shares will be offered for sale.

“**Shareholders**” means shareholders of the Corporation.

“**Silver Star Property**” means the four mineral claims located Southeast of Houston, BC, and which are commonly referred to as the “Silver Star Property”.

“**Silver Star Technical Report**” means the technical report prepared by Warren Robb, P.Geo., in respect of the Silver Star Property, titled “Technical Report – Silver Star Property”, and dated October 14, 2019.

“**Special Warrants**” means the special warrants in the capital of the Corporation which were issued effective March 19, 2019 and which were converted, on a 1:1 basis, into Common Shares on their date of issue.

“**Subscriber**” means a person or other entity that subscribes for Common Shares under the Offering.

“**Thunder Mountain**” means Thunder Mountain Gold Inc.

“**U.S. Securities Act**” means the *United States Securities Act of 1933*, as amended.

“**Vendor**” means Glacier Lake Resources Inc., a corporation existing under the BCBCA, and which Satvir Dhillon is a Director, the President and Chief Executive Officer. Mr. Dhillon is a Director, the President, Chief Executive Officer and Corporate Secretary of the Corporation.

“**Vested**” means Vested Technology Corp.

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Corporation and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. Please refer to the ‘‘*Glossary of Terms*’’ of this Prospectus for a list of defined terms used herein.

The Corporation

Overview

The Corporation is a company involved in the business of acquiring and exploring mineral properties in Canada and the United States. The Corporation has been primarily involved in the exploration and evaluation of the Silver Star Property, located Southeast of Houston, British Columbia. The Corporation acquired an option in the Silver Star Property pursuant to the Option Agreement in June 2018. In September 2018, the Corporation acquired the Clover Mountain Property, located in Idaho, USA. The Corporation is headquartered in Vancouver, British Columbia.

2018 Field Work Program – Silver Star Property

In February of 2018, the Vendor engaged EFU to conduct 135-line kilometer ground magnetic and electromagnetic geophysical surveys on the Silver Star Property. The surveys were designed to cover the rocks samplings that was previously conducted on the Silver Star Property returning silver values of 42.7 grams per tonne.

The surveys conducted by EFU supplied information which is interpreted to represent differences in underlying lithologies, primarily a potential buried intrusive body occurring along the western boundary of the Silver Star Property associated with a magnetic high, with less magnetic felsic volcanic or sedimentary rocks covering the remaining areas of the Silver Star Property. The electromagnetic data outlines three potential faults, one North-South, a second treading Northwest-Southeast, and a third trending Northeast-Southwest.

The combination of a buried intrusive body with faults surrounding and possibly emanating from the intrusive are suitable as potential sites for epithermal styled precious metals mineralization. This, coupled with historical rocks samples returning silver value highlights of 42.7 grams per tonne are suggestive that an epithermal conduit may be present occurring along one of the faults identified in the geophysical surveys.

The Silver Star Property merits further exploration and an exploration program consisting of geological mapping, prospecting, soil and rock geochemistry has been recommended. See “Material Properties – The Silver Star Property – Recommendations” for additional information.

Option Agreement

On June 14, 2018, the Corporation entered into the Option Agreement to acquire a 100% interest in the Silver Star Property from the Vendor. On June 14, 2019, the Corporation and Vendor amended the Option Agreement to extend the deadline for completing certain payments and Common Share issuances required under the Option Agreement. The Corporation can exercise its option to acquire the Silver Star Property, subject to a one-and-a-half percent (1.5%) net smelter returns royalty to be retained by the Vendor (one percent (1.0%) of which may be re-purchased by the Corporation through a one-time cash payment of $1,000,000), in consideration for the following cash payments and common share issuances:

Date	Cash Payment	Common Share Issuances
On or before entering into the Option Agreement	$15,000 (paid)	Nil
On or before December 31, 2019	$20,000	200,000 Common Shares
On or before June 14, 2020	$40,000	300,000 Common Shares

Satvir Dhillon, a Director, the President, Chief Executive Officer and Corporate Secretary of Corporation, is also a Director, the President and Chief Executive Officer of the Vendor.

Acquisition of Clover Mountain Property, Idaho, USA

On September 1, 2018, the Corporation entered into an arm's length Purchase Agreement to acquire 100% of the Clover Mountain Property consisting of 43 unpatented claims in Idaho, USA from DKA, on behalf of certain of DKA's clients, in consideration for 6,483,900 Common Shares at a fair value of $129,678. At the direction of DKA, the majority of the common shares issued in consideration for the Clover Mountain Property were distributed to third-party clients of DKA, each of whom had personally invested in a company which Daniel Kunz was Chairman and CEO and which became insolvent in 2018 (see "Directors and Executive Officers – Cease Trade Orders and Bankruptcies"). Subsequent to the Purchase Agreement, Mr. Kunz became a director of the Corporation.

The Clover Mountain Property merits further exploration and an exploration program consisting of geological mapping, prospecting, ground magnetic surveys, trench sampling, water sampling of seeps and structural analysis of the geology of the Clover Mountain Property area has been recommended.

If detailed surface magnetic survey results correlate to areas of known anomalous mineralization, then a draped aeromagnetic survey of the Clover Mountain Property is recommended to search for unexposed mineralized igneous intrusions that are likely responsible for the mineralization exposed at the Clover Mountain Property.

Sufficient data has been developed on the gold anomaly that detailed mapping, ground magnetics trenching and sampling is warranted in specific target areas. Up to 2,000 feet of trenching is recommended as an initial phase. If results from the geophysical, trench sampling and field mapping data confirm the current understanding of the mineralization on the Clover Mountain Property, drilling would be recommended based on the new geologic assessment. See "Material Properties – The Clover Mountain Property – Recommendations" below.

Recent Financings

On May 1, 2018, the Corporation completed a non-brokered private placement of an aggregate of 1,500,000 Common Shares at a price of $0.005 per Common Share for gross proceeds of $7,500.

On August 17, 2018, the Corporation completed a non-brokered private placement of an aggregate of 1,150,000 Common Shares at a price of $0.01 per Common Share for gross proceeds of $11,500.

On January 31, 2019, the Corporation completed a non-brokered private placement of an aggregate of 6,300,000 Common Shares at a price of $0.02 per Common Share for gross proceeds of $126,000.

On March 19, 2019, the Corporation completed a non-brokered private placement under the crowd-funding exemption of an aggregate of 118,000 Special Warrants at a price of $0.10 per Special Warrant for gross proceeds of $11,800. Upon their issuance, the Special Warrants converted, on a 1:1 basis, into Common Shares. In connection with the completion of the private placement, the Corporation issued 100,000 Common Shares at a fair value of $10,000 to Vested. Vested is an arm's length party. The Corporation agreed to issue Vested a fixed amount of Common Shares for services provided in connection with facilitating the distribution of Special Warrants, including use of their crowd-funding platform and general administrative support for subscribers.

The Corporation's authorized share capital consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus, the outstanding capital of the Corporation consists of 15,651,900 Common Shares.

See "Description of Business" for additional information.

Offering

The Corporation is hereby offering on a commercially reasonable efforts basis, to purchasers resident in the Provinces of British Columbia and Alberta, through its Agent, a minimum of 6,000,000 Common Shares of the Corporation at an Offering Price of $0.10 per Common Share and a maximum of 8,000,000 Common Shares for gross proceeds of up to $800,000. The Offering Price of the Common Shares and the terms of the Offering have been determined by negotiation between the Corporation and the Agent.

See "Plan of Distribution" for additional information.

Under the Maximum Offering, the Corporation will receive aggregate net proceeds of $603,000 after deducting the Agent's Commission, the Corporate Finance Fee, the estimated expenses of the Offering and expenses of Listing of $197,000. These funds will be combined with the Corporation's existing working capital of approximately $12,492 as at October 31, 2019 for a total of $615,492 in available funds upon completion of the Offering.

Under the Minimum Offering, the Corporation will receive aggregate net proceeds of $419,000 after deducting the Agent's Commission, the Corporate Finance Fee, the estimated expenses of the Offering and expenses of Listing of $181,000. These funds will be combined with the Corporation's existing working capital of approximately $12,492 as at October 31, 2019 for a total of $431,492 in available funds upon completion of the Offering.

See "Use of Proceeds" for additional information.

Use of Proceeds

The estimated funds expected to be available to the Corporation during the 12 months following the completion of the Offering, and the expected principal purposes for which such funds will be used are described below:

	Minimum Offering	Maximum Offering
Net Funds Available:	**$431,492**	**$615,492**
Principal Purpose		
Expenditures relating to exploration on the Silver Star Property	$105,000	$105,000
Silver Star Property payments under the Option Agreement	$60,000	$60,000
Clover Mountain BLM Payment	$12,000	$12,000

Expenditures relating to the Clover Mountain Property	$133,245	$133,245
Fixed general & administrative expenses		
Consulting Fees	$20,000	$20,000
Audits	$7,500	$7,500
Transfer Agent Fees	$20,000	$20,000
Press Releases, Office Supplies and Web Development	$15,000	$15,000
Legal and Regulatory Filings/Fees	$35,000	$35,000
Marketing/Travel & Promotion	$10,000	$50,000
Subtotal:	$107,500	$147,500
Total:	$417,745	$457,745
Unallocated Working Capital Remaining:	**$13,747**	**$157,747**

In the 12 months following the completion of the Offering, the Corporation intends to complete the recommended work program on each of the Silver Star Property and on the Clover Mountain Property.

See "Use of Proceeds" for additional information.

Risk Factors

There are certain risks associated with the business of the Corporation and with an investment in its securities including the following: the Corporation is in the business of exploring mineral properties, which is a highly speculative endeavour; the Corporation does not currently have any revenue producing operations and may, from time to time, report a working capital deficit; there is currently no market through which the Corporation's securities may be sold and purchasers may not be able to resell the Common Shares purchased under this Prospectus; the Corporation does not own the mineral rights pertaining to the Silver Star Property; the Corporation has no history of earnings and, due to the nature of its business, there can be no assurance that the Corporation will be profitable; the Corporation currently has negative cash flow and may continue to do so for the foreseeable future; 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; if the Corporation loses or abandons its interest in the Silver Star Property or the Clover Mountain Property, there is no assurance that it will be able to acquire another mineral property of merit; in the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur; the future operations of the Corporation may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters; environmental laws and regulations may affect the operations of the Corporation; the Corporation has not yet obtained a title opinion in respect of the Silver Star Property or the Clover Mountain Property; the Silver Star Property may now or in the future be the subject of First Nations land claims; the mining industry is intensely competitive in all its phases; the success of the Corporation is currently largely dependent on the performance of its directors and officers; income tax consequences in relation to the Common Shares will vary according to the circumstances for each purchaser; the Offering Price of the Common Shares issuable under this Offering significantly exceeds the net tangible book value per Common Shares, and accordingly, investors will suffer immediate and substantial dilution of their investment before considering costs associated with the Offering; and in recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies, and there can be no assurance that continual fluctuations in price will not occur.

See “Risk Factors” for additional information.

Prospective investors should carefully consider the information set forth under the heading “*Risk Factors*”, “*Description of the Business*” and the other information included in this Prospectus before deciding to invest in the securities of the Corporation.

Financial Information

The following selected financial information is subject to the detailed information contained in the unaudited and audited financial statements of the Corporation and notes thereto appearing elsewhere in this Prospectus. The selected financial information is derived from the unaudited financial statements of the Corporation for the six month period ended July 31, 2019 and the audited financial statements of the Corporation for the period from inception on February 14, 2018 to January 31, 2019. The Corporation has established January 31st as its financial year end.

	Period from inception on February 14, 2018 to January 31, 2019 (audited)	Six month period ended July 31, 2019 (unaudited)
Total revenue	Nil	Nil
Loss and comprehensive loss for the period	$(16,999)	$(120,729)
Basic and diluted loss per share	$(0.00)	$(0.01)
Total assets	$212,140	$202,849
Total non-current liabilities	Nil	Nil
Distributions or cash dividends declared per-share	Nil	Nil

See “Management’s Discussion and Analysis” and “Schedule “A” Financial Statements of the Corporation” for additional information.

CORPORATE STRUCTURE

Name, Address, and Incorporation

The Corporation's full legal name is "Raindrop Ventures Inc." and it was incorporated pursuant to the Business Corporations Act (British Columbia) (the "**BCBCA**"), on February 14, 2018. The Corporation is not a reporting issuer in any jurisdiction.

The head office of the Corporation is located at Suite 1588, 609 Granville Street, Vancouver, British Columbia, V7Y 1G5 and the registered and records office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

Inter-corporate Relationships

The Corporation has no subsidiaries.

DESCRIPTION OF THE BUSINESS

The Corporation

Raindrop is a company, headquartered in Vancouver, British Columbia, involved in mineral exploration activities in Canada and the USA. The Corporation holds the rights to acquire four mineral claims located southeast of Houston, British Columbia and which are commonly referred to as the "Silver Star Property". The Corporation's right to acquire the Silver Star Property is set out in a property option agreement (the "**Option Agreement**") dated June 14, 2018, entered between the Corporation and Glacier Lake Resources Inc. (the "**Vendor**"). On June 14, 2019, the Corporation and Vendor amended the Option Agreement to extend the deadline for completing certain payments and Common Share issuances required under the Option Agreement. Pursuant to the terms of the Option Agreement as amended, the Corporation has an option to acquire the Silver Star Property in consideration for completing certain cash payments and issuances of Common Shares, subject to a one-and-a-half percent (1.5%) net smelter returns royalty, retained by the Vendor, and one percent (1%) of which may be purchased by the Corporation for additional capital. Exploration and evaluation work to date on the Property has been completed by the Vendor. Under the Option Agreement, the Corporation has the full right, power and authority to do everything necessary or desirable to determine the manner of exploration and development of the Silver Star Property.

The Corporation also purchased a series of 43 unpatented claims located in Idaho, USA and which are commonly referred to as the "Clover Mountain Property". The Corporation's acquisition of the Clover Mountain Property was made pursuant to a purchase agreement (the "**Purchase Agreement**") dated September 1, 2018, entered into between the Corporation and DKA, on behalf of its clients. Pursuant to the terms of the Purchase Agreement, the Corporation acquired the Clover Mountain Property in consideration for the issuance to certain DKA clients of 6,483,900 Common Shares at a fair value of $129,678. Subsequent to the Purchase Agreement, Mr. Kunz became a director of the Corporation.

Production and Services

The Corporation is in the exploration stage and does not mine, produce or sell any mineral products at this time, nor do any of its current properties have any known or identified mineral resources or mineral reserves. The Corporation's principal products under exploration are gold and silver.

As the Corporation is an exploration stage company with no producing properties, it has no current operating income, cash flow or revenues. The Corporation has not undertaken any current resource estimate on either the Silver Star Property or the Clover Mountain Property. There is no assurance that a commercially viable mineral deposit exists on the Silver Star Property or the Clover Mountain Property. The Corporation does not expect to receive income from either the Silver Star Property or the Clover Mountain Property within the foreseeable future. The Corporation intends to continue to evaluate, explore and develop the Silver Star Property and the Clover Mountain Property through additional financings. The Corporation's objective is the exploration and evaluation of the Silver Star Property and Clover Mountain Property. Toward this end, the Corporation intends to undertake the work programs on the Silver Star Property and the Clover Mountain Property recommended by the author of both the Silver Star Technical Report and Clover Mountain Technical Report.

Specialized Skill and Knowledge

Various aspects of the Corporation's business require specialized skills and knowledge. Such skills and knowledge include areas of exploration and development, geology, drilling, permitting, metallurgy, logistical planning, accommodation and implementation of exploration programs, as well as legal compliance, finance and accounting. The Corporation expects to rely upon consultants and others for exploration and development expertise. The Corporation does not anticipate any difficulties in locating competent employees and consultants in such fields.

Competitive Conditions

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Corporation competes with a number of other entities and individuals in the search for and the acquisition of attractive mineral properties as well as for the recruitment and retention of qualified employees. As a result of this competition, the majority of which is with companies with greater financial resources and technical facilities than the Corporation, the Corporation may not be able to acquire attractive properties in the future on terms it considers acceptable. Finally, the Corporation competes for investment capital with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investment and other capital. The ability of the Corporation to acquire attractive mineral properties in the future depends not only on its success in exploring and developing its present properties, but also on its ability to select, acquire and bring to production suitable properties or prospects for exploration, mining and development. Factors beyond the control of the Corporation may affect the marketability of minerals mined or discovered by the Corporation.

Cycles

The Corporation's mineral exploration activities will consistently be subject to seasonality due to adverse weather conditions including, without limitation, inclement weather, snow covering the ground, frozen ground and restricted access due to snow, ice or other weather-related factors. The location of both the Silver Star Property and Clover Mountain Property has a limited season suitable for exploration activities. The Silver Star Property is usually free of snow from June to mid-October. The Clover Mountain Property may be inaccessible from December through March due to snow if removal operations are not performed.

Economic Dependence

The Corporation is dependent on the Option Agreement. In the event that the Option Agreement is terminated the Corporation would lose all of its right and interest to the Silver Star Property. If the Option Agreement is terminated the Corporation would be left with one material mineral property. See "Description of the Business – The Corporation" for additional information on the Option Agreement.

Environmental Protection

All aspects of the Corporation's field operations will be subject to environmental regulations and generally will require approval by appropriate regulatory authorities prior to commencement. Any failure to comply could result in fines and penalties. With all projects at the exploration stage, the financial and operational impact of environmental protection requirements is minimal. Should any projects advance to the production stage, then more time and money would be involved in satisfying environmental protection requirements.

Employees

The Corporation does not have any employees and intends to utilize consultants to carry on most of its activities and, in particular, to supervise certain work programs on its mineral properties.

Foreign Operations

The Clover Mountain Property is located in Idaho, USA. As a result, the Corporation is dependent on foreign operations in so far as one of its two material properties is located outside of Canada.

History

2018 Field Work Program – Silver Star Property

In February of 2018, the Vendor engaged EFU to conduct 135-line kilometer ground magnetic and electromagnetic geophysical surveys on the Silver Star Property. The surveys were designed to cover the rocks sampling that was previously conducted on the Silver Star Property returning silver values of 42.7 grams per tonne.

The surveys conducted by EFU supplied information which is interpreted to represent differences in underlying lithologies, primarily a potential buried intrusive body occurring along the western boundary of the Silver Star Property associated with a magnetic high, with less magnetic felsic volcanic or sedimentary rocks covering the remaining areas of the Silver Star Property. The electromagnetic data outlines three potential faults, one North-South, a second treading Northwest-Southeast, and a third trending Northeast-Southwest.

The combination of a buried intrusive body with faults surrounding and possibly emanating from the intrusive are suitable as potential sites for epithermal styled precious metals mineralization. This, coupled with historical rocks samples returning silver values up to 42.7 grams per tonne are suggestive that an epithermal conduit may be present occurring along one of the faults identified in the geophysical surveys.

The Silver Star Property merits further exploration and an exploration program consisting of geological mapping, prospecting, soil and rock geochemistry has been recommended. See “Material Properties – The Silver Star Property – Recommendations” below.

Option Agreement

On June 14, 2018, the Corporation entered into the Option Agreement with the Vendor in respect of the Silver Star Property. On June 14, 2019, the Corporation and Vendor amended the Option Agreement to extend the deadline for completing certain payments and Common Share issuances required under the Option Agreement. Pursuant to the Option Agreement as amended, the Corporation can earn a 100% interest in the Silver Star Property by incurring cash payments totalling $75,000 and issuing 500,000 Common Shares pursuant to the following schedule:

Date	Cash Payment	Common Share Issuances
On or before entering into the Option Agreement	$15,000 (paid)	Nil
On or before December 31, 2019	$20,000	200,000 Common Shares
On or before June 14, 2020	$40,000	300,000 Common Shares

The Option Agreement also provides that the Silver Star Property is subject to a one-and-a-half percent (1.5%) net smelter returns royalty, to be retained by the Vendor, one percent (1%) of which may be purchased by the Corporation for an additional $1,000,000.

Satvir Dhillon, a Director, the President, Chief Executive Officer and Corporate Secretary of Corporation, is also a Director, the President and Chief Executive Officer of the Vendor.

Acquisition of Clover Mountain Property, Idaho, USA

On September 1, 2018, the Corporation entered into the Purchase Agreement with DKA to acquire 100% of the Clover Mountain Property consisting of 43 unpatented claims in Idaho, USA from DKA in consideration for the issuance of 6,483,900 Common Shares at a fair value of $129,678 issued directly to clients of DKA. At the direction of DKA, the majority of the common shares issued in consideration for the Clover Mountain Property were distributed to third-party clients of DKA, each of whom had personally invested in a company which Daniel Kunz was the Chairman and CEO and which became insolvent in 2018 (see "Directors and Executive Officers – Cease Trade Orders and Bankruptcies"). Subsequent to the Purchase Agreement, Mr. Kunz became a director of the Corporation.

Previous costs expended by DKA on the Clover Mountain Property totalled US$62,000 and consisted of professional services (US$20,000), staking costs and BLM fees (US$15,000), technical report data collection and preparation (US$20,000) and site visit costs (US$5,000).

The Clover Mountain Property merits further exploration and an exploration program consisting of geological mapping, prospecting, ground magnetic surveys, trench sampling, water sampling of seeps and structural analysis of the geology of the Clover Mountain Property area has been recommended.

If detailed surface magnetic survey results correlate to areas of known anomalous mineralization, then a draped aeromagnetic survey of the Clover Mountain Property is recommended to search for unexposed mineralized igneous intrusions that are likely responsible for the mineralization exposed at the Clover Mountain Property.

Sufficient data has been developed on the gold anomaly that detailed mapping, ground magnetics trenching and sampling is warranted in specific target areas. Up to 2,000 feet of trenching is recommended as an initial phase. If results from the geophysical, trench sampling and field mapping data confirm the current understanding of the mineralization on the Clover Mountain Property, drilling would be recommended based on the new geologic assessment. See "Material Properties – The Clover Mountain Property – Recommendations" below.

Recent Financings

On May 1, 2018, the Corporation completed a non-brokered private placement of an aggregate of 1,500,000 Common Shares at a price of $0.005 per Common Share for gross proceeds of $7,500.

On August 17, 2018, the Corporation completed a non-brokered private placement of an aggregate of 1,150,000 Common Shares at a price of $0.01 per Common Share for gross proceeds of $11,500.

On January 31, 2019, the Corporation completed a non-brokered private placement of an aggregate of 6,300,000 Common Shares at a price of $0.02 per Common Share for gross proceeds of $126,000.

On March 19, 2019, the Corporation completed a non-brokered private placement under the crowd-funding exemption of an aggregate of 118,000 Special Warrants at a price of $0.10 per

Special Warrant for gross proceeds of $11,800. Upon their issuance, the Special Warrants converted, on a 1:1 basis, into Common Shares. In connection with the completion of the private placement, the Corporation issued 100,000 Common Shares at a fair value of $10,000 to Vested. Vested is an arm's length party. The Corporation agreed to issue Vested a fixed amount of Common Shares for services provided in connection with facilitating the distribution of Special Warrants, including use of their crowd-funding platform and general administrative support for subscribers.

MATERIAL PROPERTIES

The Silver Star Property

The Corporation's technical report in connection with the Silver Star Property entitled "Technical Report – Silver Star Property" dated October 14, 2019 was prepared by Warren Robb, P.Geo. (the "**Silver Star Technical Report**"). The following disclosure in connection with the Silver Star Property are excerpted directly from the Silver Star Technical Report.

Project Description, Location and Access

The Silver Star Property is located on TRIM claim sheets 093F081, which lie on National Topographic System map sheets 093F in the Omenica Mining Division (Figures 1 and 2). The Silver Star Property forms a rectilinear shape and consists of 4 claims totaling 1,487 hectares as shown in Table 1 and shown in Figure 2. The geographic center of the Silver Star Property has map coordinates 699500E 5973500N in UTM ZONE 9 in map datum NAD 83.

The original Silver Star tenure (1055999) was acquired by the Vendor for 1,000,000 shares of the Vendor on December 20, 2017 from England Communications Ltd. ("**England**"). There is no residual Net Smelter Return Royalty due to England. The Vendor acquired the other three claims by staking. Currently all claims are registered in the name of Robert Weicker, Owner 128515, who acts as England's agent. He is holding them in trust for the Vendor.

Table 1. List of Tenures

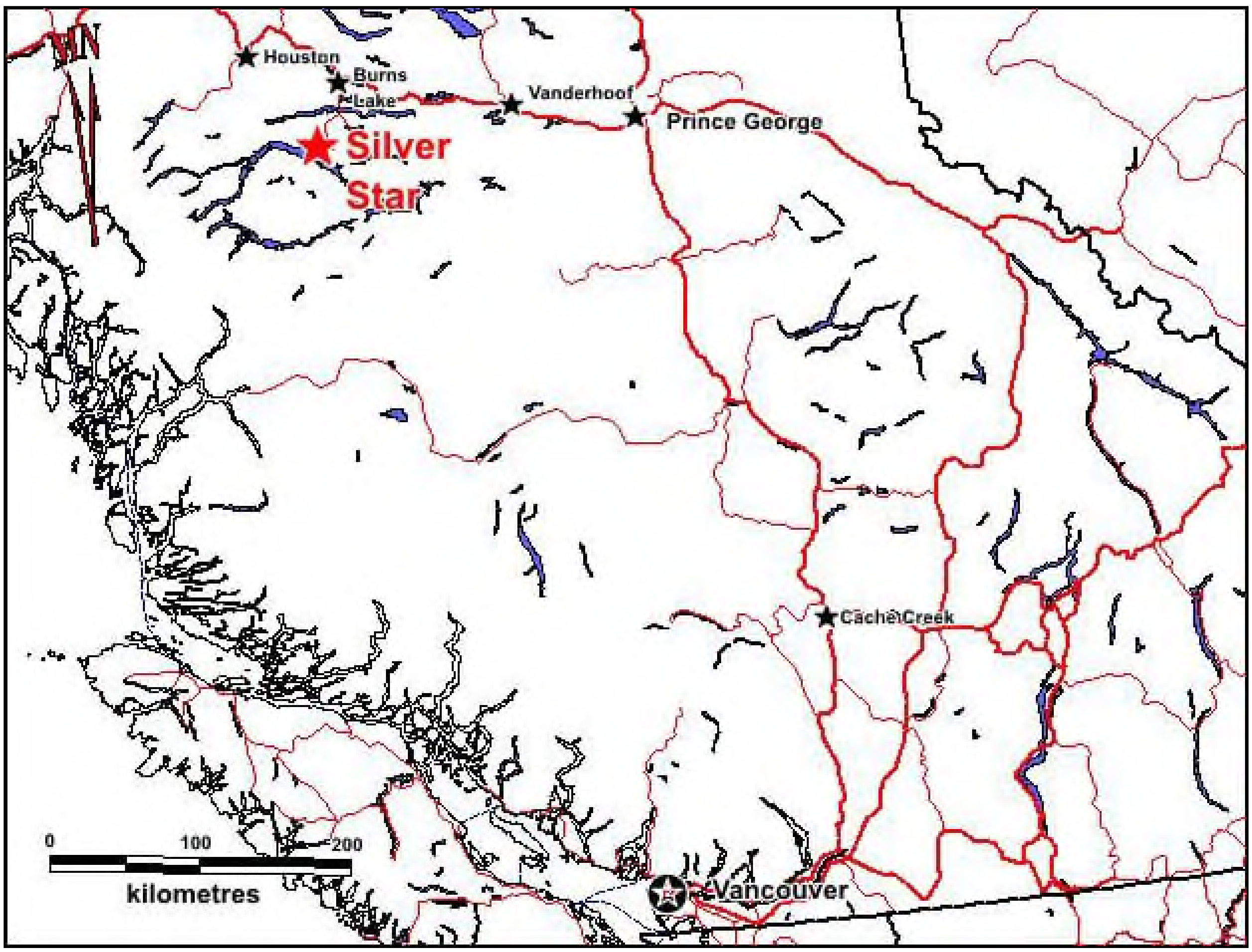
Tenure Number	Claim Name	Owner	Map Number	Issue Date	Good to Date	Area (ha)
1055999	Silver Star	128515 (100%)	093F	2017/nov/01	2025/nov/01	419.46
1058088	Silver Star South	128515 (100%)	093F	2018/jan/31	2022/nov/01	476.78
1058090	Silver Star North	128515 (100%)	093F	2018/jan/31	2022/nov/01	476.57
1058091	Silver Star Northwest	128515 (100%)	093F	2018/jan/31	2022/nov/01	114.35
	4	**claims**				1487.17

On June 14, 2018, the Vendor entered into the Option Agreement with the Corporation whereby the Corporation could earn a 100% interest in the Silver Star Property by completing a series of cash payments and Common Share issuances. On June 14, 2019, the Corporation and Vendor amended the Option Agreement to extend the deadline for completing certain payments and

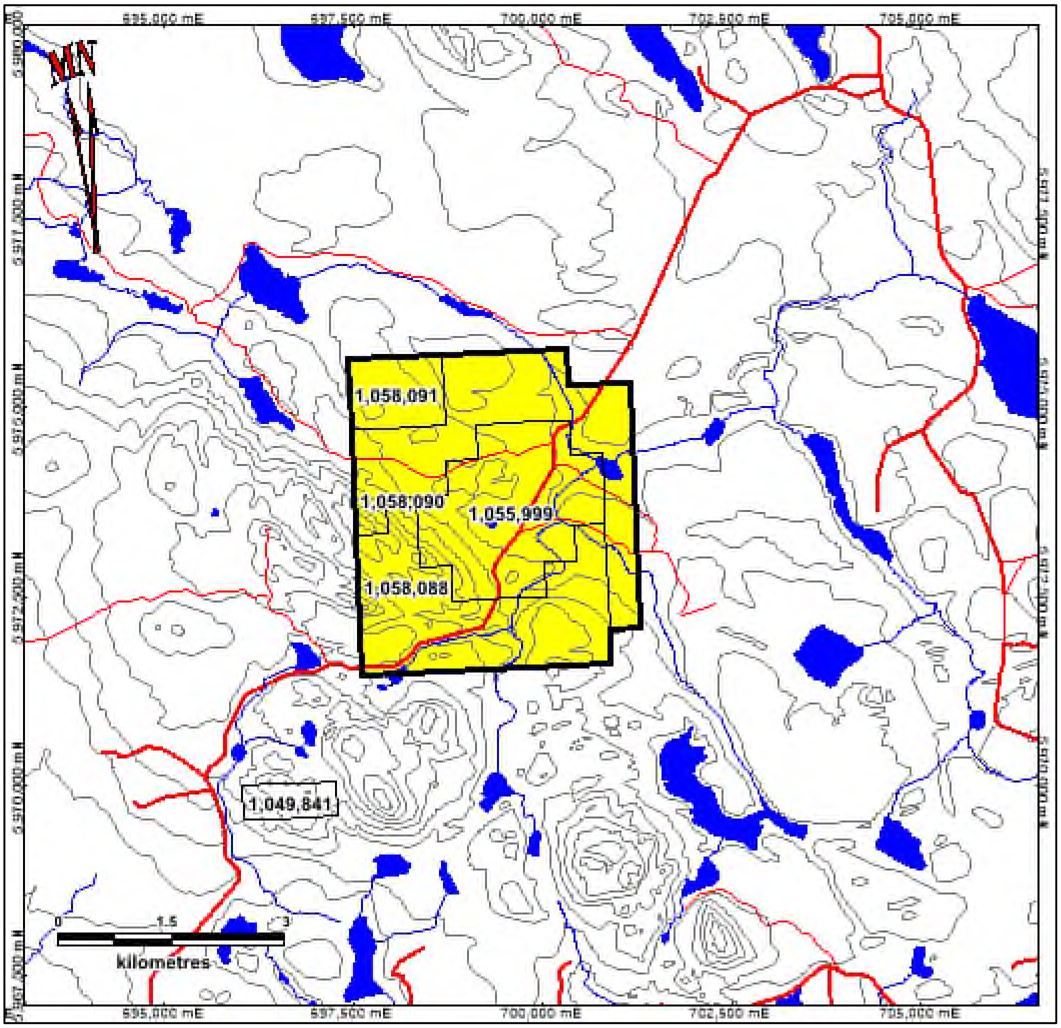
Common Share issuances required under the Option Agreement.

The Option Agreement also provides that the Silver Star Property is subject to a one-and-a-half percent (1.5%) net smelter returns royalty, to be retained by the Vendor, one percent (1%) of which may be purchased by the Corporation for an additional $1,000,000.

The author of the Silver Star Technical Report is not aware of any environmental liabilities associated with the Silver Star Property. The recommended work program will be basic ground surveys which do not require a permit. In the event the ground surveys are successful, a diamond drilling program will be the next step. This program will require a permit that according to the British Columbia Ministry of Energy, Mines and Petroleum Resources should take 6 months or less.



Projection NAD 83 Zone 9
Figure 1. **Location**



Projection NAD 83 Zone 9
Figure 2. **Claim Map**

The author of the Silver Star Technical Report is not aware of any other significant factors or risks that may affect access, title or the right or ability to perform work on the Silver Star Property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Silver Star Property lies 40 kilometres southwest of the town of Burns Lake, British Columbia. Road access to the claims is as follows: drive 23 kilometres south from Burns Lake along Highway 35 to the Francois Lake Ferry, once across Francois Lake drive 18 kilometres southwest along the Keefes Landing Road to the junction with the Moss Forest Service Road. Both roads from this point heading south or southwest continue to access the Silver Star Property.

The topography relief on the Silver Star Property is moderate as expected in the central interior, ranging from 885 metres to 945 metres over the eastern and southern 2/3 and climbing through to 1130 metres in the southwest corner. The vegetation consists of stands of pine, devastated by the Mountain Pine Beetle, large sections of it have now been logged, so there are numerous cut blocks in various stages of regrowth.

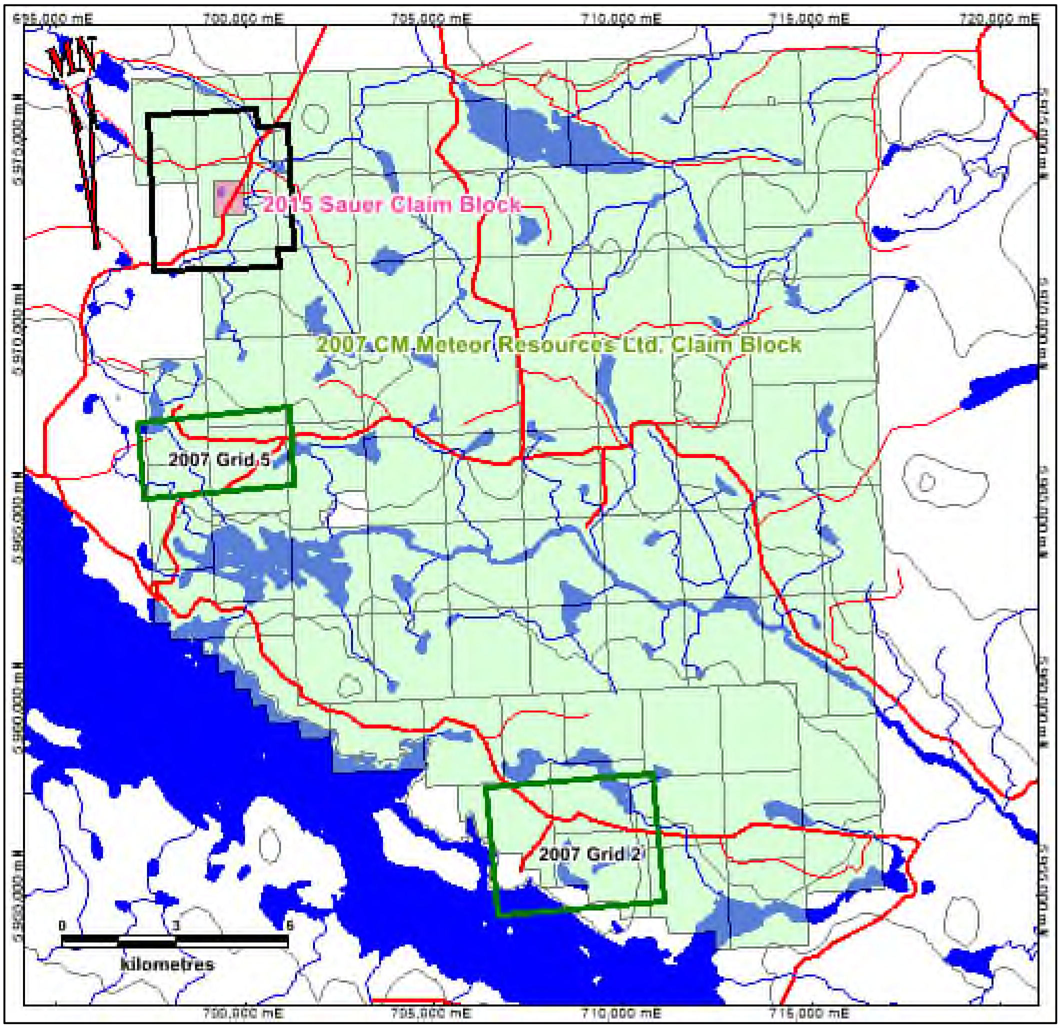
The area has a moderate climate with an average annual precipitation of approximately 510 mm and annual snowfall of approximately two metres. The area is usually free of snow from June to mid-October with temperatures ranging from a low of -40°C in December and January to a high of 28°C in July and August and averaging 21°C in summer and -11°C in winter.

As this is a greenfields exploration project, detailed surveys with respect to potential tailings storage areas, waste disposal areas, heap leach pad areas or potential processing plant areas have not been undertaken. The claims are on crown land, so the surface rights are held by the crown. Power would need to be generated on site. Water is available from the numerous creeks throughout the claim block. Mining personnel, accommodation, heavy equipment, supplies and fuel are readily available locally in Burns Lake or Houston.

History

A search of the British Columbia Ministry of Energy and Mines Assessment Database results in two documented exploration programs, the CM Meteor Resources Ltd. regional program in 2007 that included the present Silver Star claim group and the 2015 program by prospector Brian Sauer on the DLE claim lying in the centre of the current Silver Star claim block.

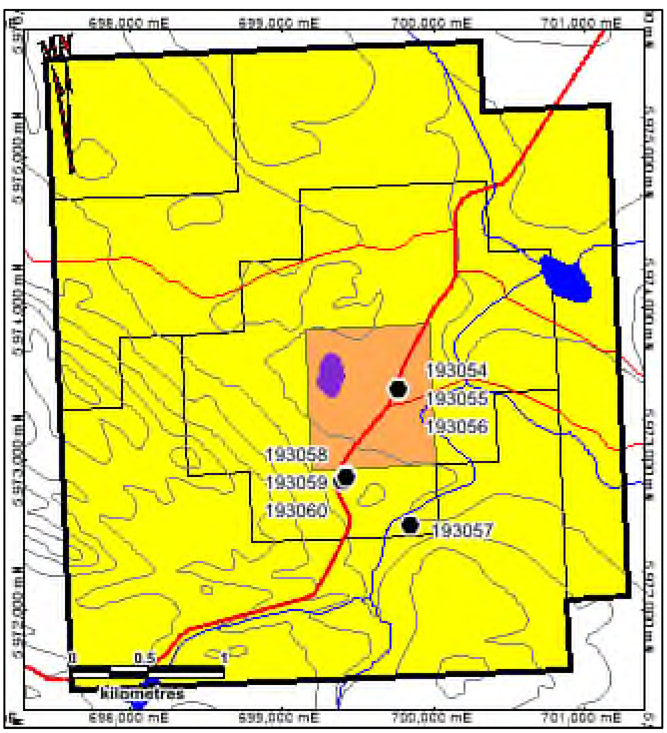
While the 2007 CM Meteor Resources Ltd. claim block included most of the current Silver Star claim block (Figure 3) the geophysical surveys forming their exploration program (Raven, 2007) were undertaken significantly to the south of the current claim boundary.



Projection NAD 83 Zone 9
Figure 3. **History**

Table 2. Sauer 2015 Sampling

Number	width m	ppb Au	ppm Ag	Description
193054	grab	Nd	317	Heavy (carbonate?) Fe stained siliceous andesite. Azurite/malachite <2% stained, possible tetrahedrite. Quartz veinlets<3 cm wide.
193055	grab	nd	42.7	Moderate to heavy Fe stained andesite. Mini-stockwork Quartz veinlets<3 cm wide, no visible pyrite.
193056	grab	nd	2.1	Moderate Fe stained chalcedonic, smoky matrix. No visible pyrite.
193057	grab	nd	2.2	Similar to 193056, no visible pyrite.
193058	grab	nd	0.2	Heavy Fe stained, minor manganese stain. Chalcedonic altered andesite, no visible pyrite.
193059	0.5	nd	0.2	50/90 shear zone, very broken up. Andesite, no visible pyrite.
193060	grab	nd	0.2	Olive green basalt (?), minor quartz veins <2cm wide. No visible pyrite.



The Sauer (2015) program was directed at the heart of the present Silver Star Property and was the impetus for England Communications to stake the claims in the first place. Sauer took 7 samples in his program and managed to get a couple of interesting results as shown in Table 2. The best sample is grab sample 193054 with 317 ppm Ag. The description was not detailed enough to determine if the azurite and malachite were in the quartz veinlets or the andesite itself. This sample also carried 3870 ppm Cu, 8030 ppm Pb, 766 ppm Zn and 2280 ppm Sb. Grab sample 193055, 2 metres to the south also returned an interesting silver value of 42.7 ppm.

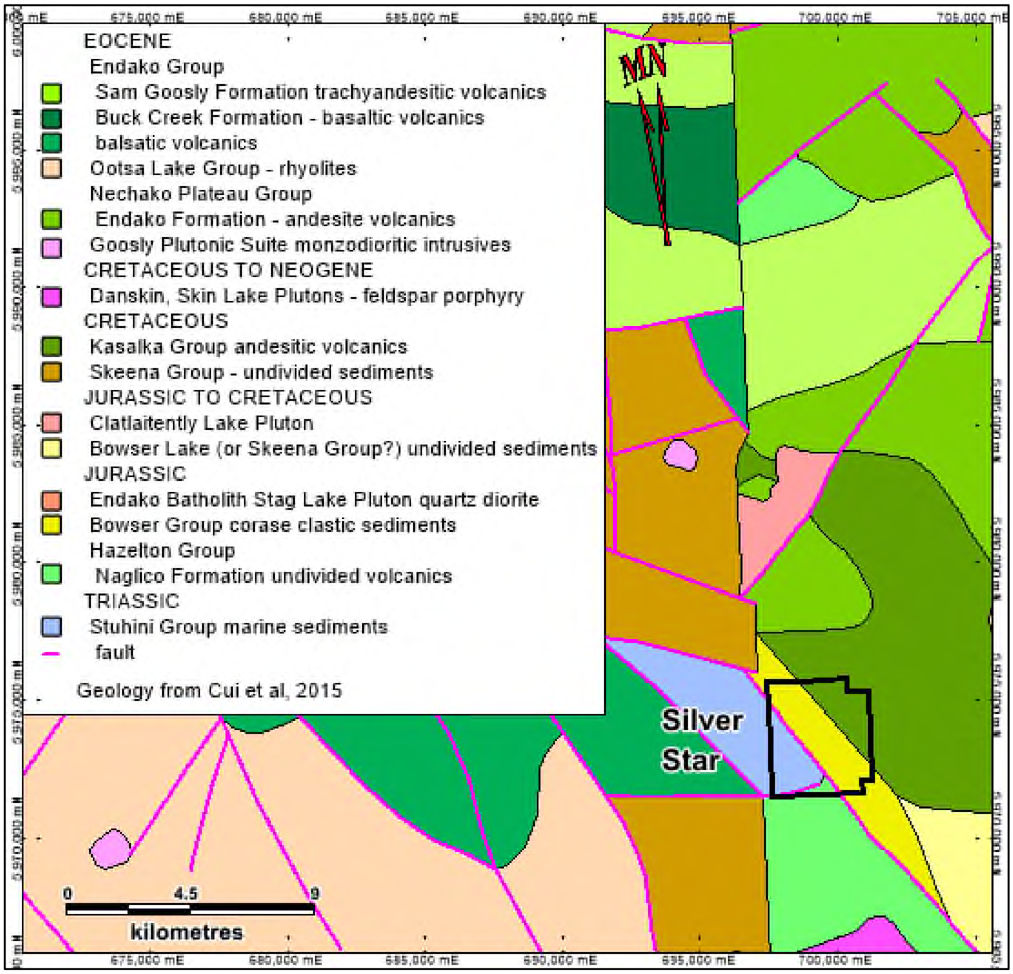
Project NAD83 Zone 9
Figure 4. **Sauer 2015 Sampling**

The author of the Silver Star Technical Report is not aware of any historic mineral resources associated with the Silver Star Property. The author of the Silver Star Technical Report is not aware of any production from the Silver Star Property.

Geological Setting, Mineralization and Deposit Types

Regional Geology

The Silver Star Property lies within the Nechako River NTS map sheet 93F and is entirely within the Nechako Basin of the Intermontane Belt. The Nechako River area comprises part of the Stikinia terrane. The Nechako Basin is a Mesozoic forearc basin, bounded by the Skeena Arch to the north, the Fraser River Fault System to the east, and the Yalakom Fault System and Coast Mountain plutons to the west and south. The Nechako Basin formed when Middle Jurassic terrane collisions created the Skeena Arch, which separated the Nechako Basin from the Bowser Basin to the north. Compressional and transform tectonics throughout the Cretaceous caused bordering uplands to shed clastic debris into the Nechako Basin. Strike slip faulting during the Tertiary laterally displaced surrounding terranes and numerous volcanic events mantled much of the basin with basaltic flows. The stratigraphic succession within the study area is comprised of volcanic and sedimentary rocks of the Lower to Middle Jurassic Hazelton Group, intruded by Late Jurassic, Late Cretaceous and Tertiary felsic plutonic rocks. These are overlain by Eocene volcanics of the Ootsa Lake Group, Oligocene and Miocene volcanics of the Endako Group, and Miocene-Pliocene basalt flows. See Figure 5.



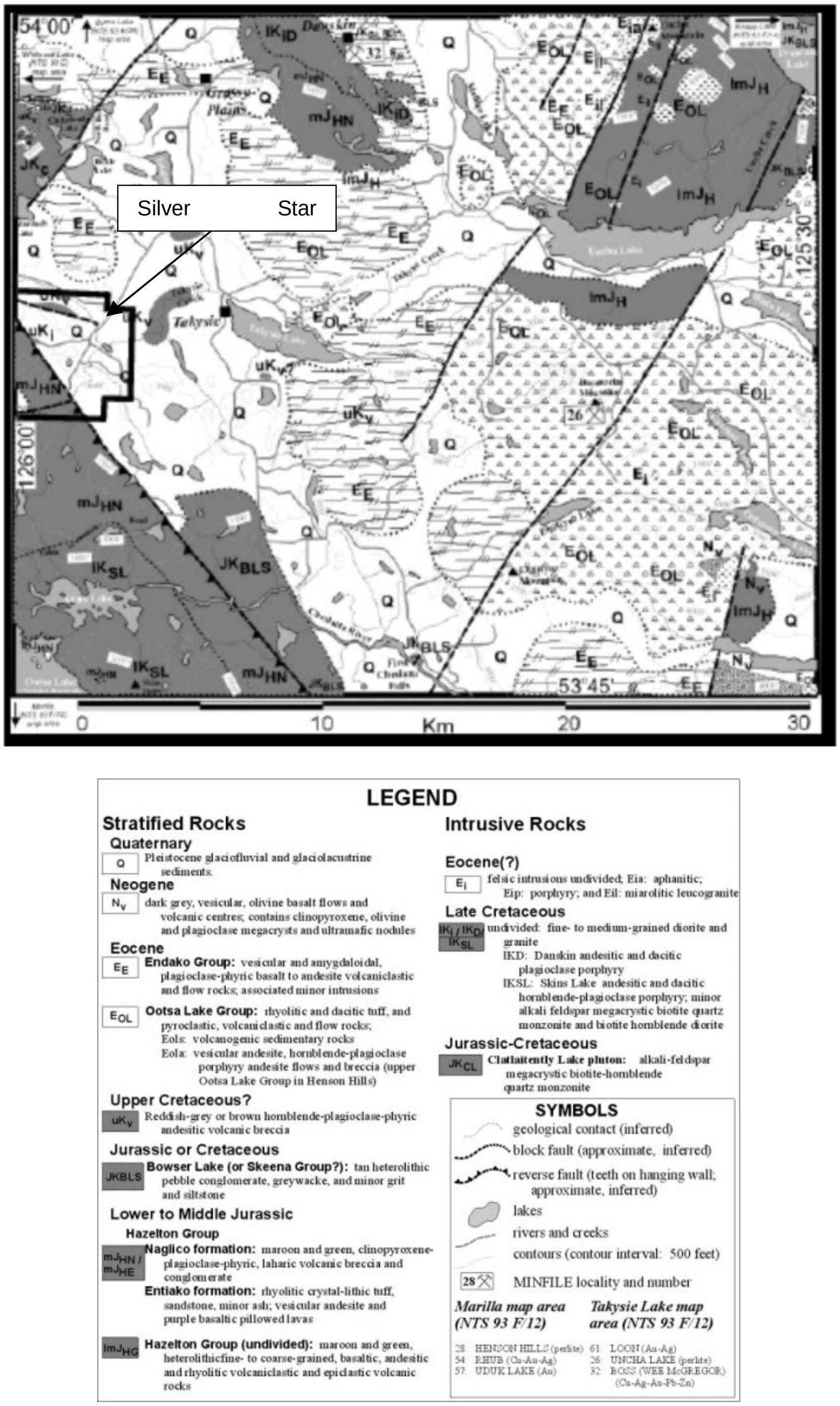
Projection NAD 83 Zone 9
Figure 5. **Regional Geology**

Property Geology

The Silver Star Property has limited bedrock exposures with outcrops occurring in stream channels, road cuts and occasionally on low hills. Lower areas are covered extensively Glacial till.

The Silver Star Property is located on the Takysie Lake (NTS 93F/13) map area. The Silver Star Property is underlain by Mesozoic to Tertiary stratified and intrusive rocks segmented by Jura-Cretaceous and Tertiary faults. Eocene rhyolitic and rhyodacitic flows, tuff, and volcaniclastic rocks (Ootsa Lake Group) and (olivine-), amygdaloidal, basaltic andesite flows and hyaloclastite (Endako Group) are associated with fault-controlled aphanitic, porphyritic and phaneritic felsic intrusions.

Jurassic and Late Cretaceous, porphyritic and phaneritic, mafic, intermediate and felsic intrusions locally crosscut a pre-Eocene reverse fault and are cut by northwest- and northeast-trending Eocene block faults. See Figure 6.



Generalized geology of the Takysie Lake map (after Tipper, 1963; Williams, 1997)
Figure 6 **Property Geology**

Mineralization

The only documented mineralization occurring on the Silver Star Property was taken from an outcrop occurring in a road outcrop. The mineralization is described as a quartz stockwork or possibly breccia occurring in andesitic rocks. Malachite and azurite was noted but not a detailed enough description of its occurrence was noted. Chalcedonic quartz was also reported occurring near the main showing but no visible sulphide mineralization was noted (see “History” section above).

Deposit Types

The Corporation is exploring for epithermal gold, silver mineralization on the Silver Star Property.

The following description on low sulphidation epithermal gold silver mineralization is adapted from A. Panteleyev, 1996 from the British Columbia Geological Survey.

The depositional environment/geological setting of this type of deposit is generally in high-level hydrothermal systems from depths of ~1 km to surficial hot spring settings. The deposits are hosted in regional-scale fracture systems related to grabens, (resurgent) calderas, flow-dome complexes and rarely, maar diatremes. Extensional structures in volcanic fields (normal faults, fault splays, ladder veins and cymoid loops, etc.) are common, and locally graben or caldera-fill clastic rocks are present. High-level (subvolcanic) stocks and/or dikes and pebble breccia diatremes occur in some areas. Locally resurgent or domal structures are related to underlying intrusive bodies.

Host lithologies can include most types of volcanic rocks, but calcalkaline andesitic compositions predominate. Some deposits occur in areas with bimodal volcanism and extensive subaerial ashflow deposits. A less common association is with alkalic intrusive rocks and shoshonitic volcanics.

The mineralized zones are typically localized in structures, but may occur in permeablelithologies. Upward-flaring mineralized zones centred on structurally controlled hydrothermal conduits are typical. Large (> 1 m wide and hundreds of metres in strike length) to small veins and stockworks are common with lesser disseminations and replacements. Vein systems can be laterally extensive, but ore shoots have relatively restricted vertical extent. High-grade ores are commonly found in dilational zones in faults at flexures, splays and in cymoid loops. Typically, the veins display textures including open-space filling, symmetrical and other layering, crustification, comb structure, colloform banding and multiple brecciation. The veins generallyconsist of quartz, amethyst, chalcedony, quartz pseudomorphs after calcite, calcite, adularia, sericite, barite, fluorite, and Ca- Mg-Mn-Fe carbonate minerals such as rhodochrosite, hematite and chlorite.

The predominant minerals in these types of deposits include pyrite, electrum, gold, silver, and argentite with lesser amount of chalcopyrite, sphalerite, galena, tetrahedrite, silver sulphosalt and/or selenide minerals. Deposits can be strongly zoned along strike and vertically. Deposits are commonly zoned vertically over 250 to 350 m from a base metal poor, Au-Ag-rich top to a relatively Ag-rich base metal zone and an underlying base metal rich zone grading at depth into a sparse base metal, pyritic zone. From surface to depth, metal zones contain: Au-Ag-As-Sb-Hg, Au-Ag-Pb-Zn-Cu, and Ag- Pb-Zn. In alkalic host rocks tellurides, V mica (roscoelite) and fluorite may be abundant, with lesser molybdenite.

Silicification is extensive in ores as multiple generations of quartz and chalcedony are commonly accompanied by adularia and calcite. Pervasive silicification in vein envelopes is flanked by sericite-illite- kaolinite assemblages. Intermediate argillic alteration [kaolinite-illitemontmorillonite (smectite)] formed adjacent to some veins; advanced argillic alteration (kaolinite-alunite) may form along the tops of mineralized zones. Propylitic alteration dominates at depth and peripherally.

In some districts the epithermal mineralization is tied to a specific metallogenic event, either structural, magmatic, or both. The veins are emplaced within a restricted stratigraphic interval generally within 1 km of the paleosurface. Mineralization near surface takes place in hotspring systems, or the deeper underlying hydrothermal conduits. At greater depth it can be postulated to occur above or peripheral to, porphyry and possibly skarn mineralization. Normal faults, margins of grabens, coarse clastic caldera moat-fill units, radial and ring dike fracture sets and both hydrothermal and tectonic breccias are all ore fluid channeling structures. Through-going, branching, bifurcating, anastamosing and intersecting fracture systems are commonly mineralized. Ore shoots form where dilational openings and cymoid loops develop, typically where the strike or dip of veins change. Hangingwall fractures in mineralized structures are particularly favourable for high-grade ore.

These deposits form in both subaerial, predominantly felsic, volcanic fields in extensional and strike-slip structural regimes and island arc or continental andesitic stratovolcanoes above active subduction zones. Near- surface hydrothermal systems, ranging from hotspring at surface to deeper, structurally and permeability focused fluid flow zones are the sites of mineralization. The ore fluids are relatively dilute and cool solutions that are mixtures of magmatic and meteoric fluids. Mineral deposition takes place as the solutions undergo cooling and degassing by fluid mixing, boiling and decompression.

VOLCANIC LANDFORMS, SHOWING MODELS OF IDEALIZED SITES FOR MINERALIZATION,

(After Sillitoe and Bonham 1984)

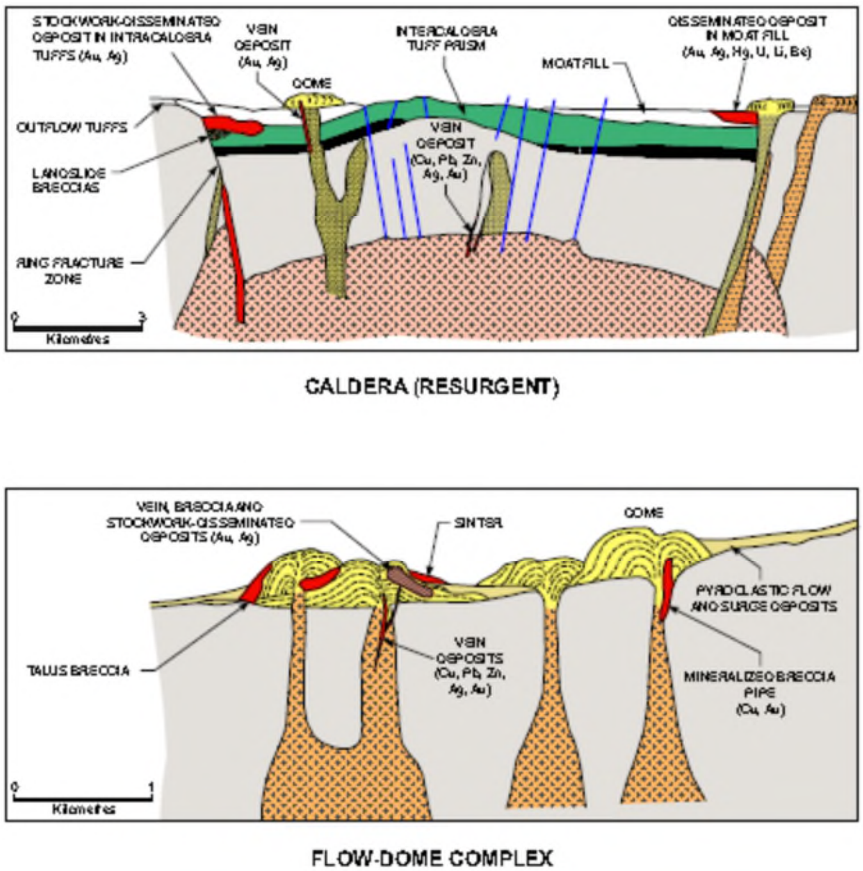


Figure 7. **Epithermal model schematic**

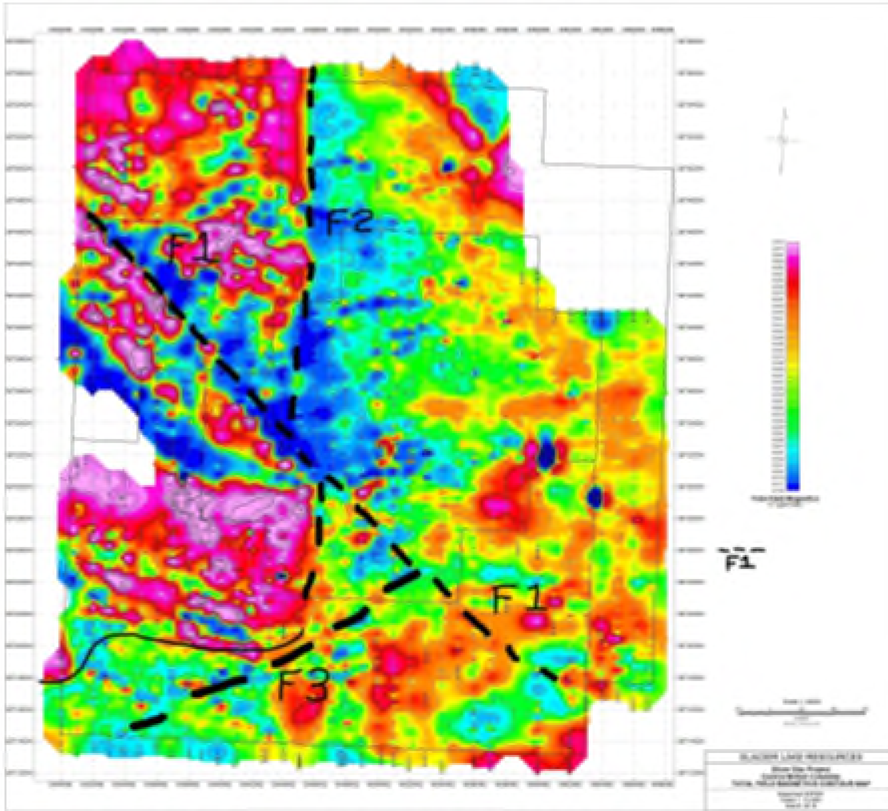


Figure 8

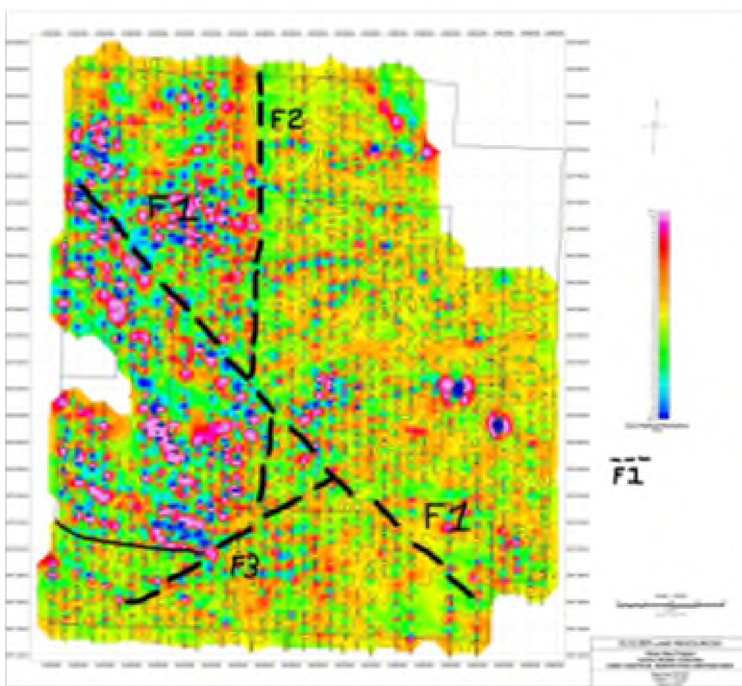


Figure 9

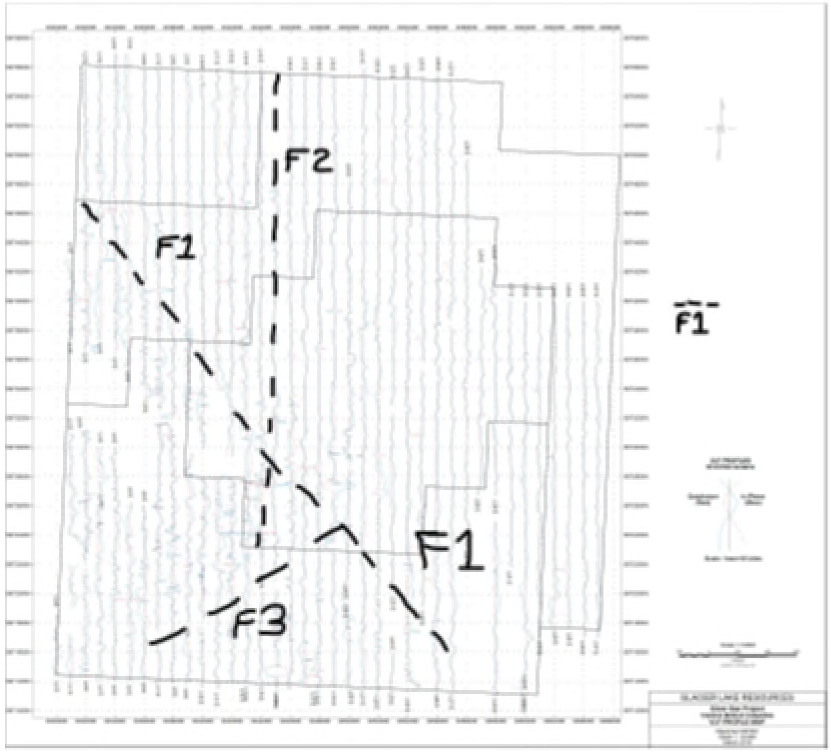


Figure 10

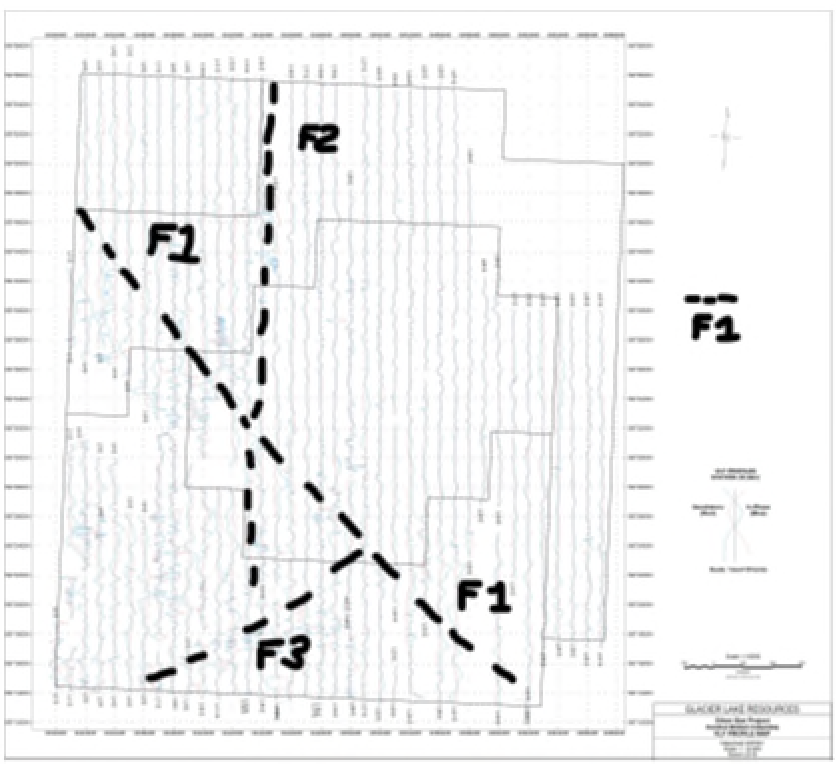


Figure 11

Exploration

In February of 2018 the Vendor engaged EFU to conduct 135-line kilometer ground magnetics and electromagnetic geophysical surveys. The surveys were designed to cover the rocks sampling that was previously conducted on the Silver Star Property (see "History" section above). The survey utilized a Gem Systems GSM-19 Overhauser Magnetometer and Gem VLF sensor, a Differential GPS receiver was mounted on top of the sensor pole. combination magnetometer and Electromagnetic receiver. The survey was conducted along lines spaced 100 meters apart with stations located every 12.5 meters. At each station a GPS reading along with the magnetic and EM reading was recorded. A base station magnetometer was setup approximately 15 kilometers from the claims and set to take readings every minute so that the any diurnal variations occurring would be recorded. This information was then used to correct the survey data collected each day for any diurnal changes that may have occurred during the survey.

EFU then produced 4 maps to display the results these maps are shown as Figures 8 to 11.

The magnetic data is displayed on Figures 8 and 9. The total field magnetic map is dominated by a large magnetic high occurring on the western and north west portions of the Silver Star Property. This magnetic high end abruptly along line 15, this change in intensity may represent a sharp contact between the higher magnetic rocks interpreted as buried intrusive or volcanic rock and the lower magnetic rocks interpreted as felsic volcanic or sedimentary rocks. The higher intensity anomaly is bisected by a break which trends to the south east and is marked as F1. The break correlates well with the major thrust fault shown to bisect the Silver Star Property. A second interpreted fault represented by F2 trends north south along the sharp contact with the mag high. The first vertical derivative map Figure 8 reinforces this interpretation with the north south break and the north west – south east thrust fault.

The electromagnetic ("**EM**") data was collected using two transmitting stations Seattle 24.8 and North Dakota 25.2. Ideally ground EM surveys are designed to have the transmitting station located as near to perpendicular to the potential structures. The grid orientation on the Silver Star Property was north-south with Seattle transmitting station near parallel to the grid orientation. The results from the survey are displayed on Figures 10 and 11. The signal strength from Seattle was greater than that of N. Dakota both surveys show conductive trends coincidental with the F1 and F2 faults, coincidental with the breaks identified by the magnetic data. Finally, a weaker second conductor occurs in the south-central portion of the Silver Star Property. This conductor trends North East and is weakly coincidental with magnetic data first derivative F3.

Drilling

No drilling has been conducted on the Silver Star Property.

Sampling, Analysis and Data Verification

No geochemical samples were taken during the geophysical exploration.

Data Verification

The author of the Silver Star Technical Report visited the geophysical crews with Satvir Dhillon, a director and officer of the Vendor and the Corporation, on February 28, 2018 and viewed the gem system magnetometer and VLF and GPS systems being employed for the survey. As no lines were cut the process of establishing points for the survey were explained and shown to the author. The author revisited the property on October 8, 2019.

The author of the Silver Star Technical Report was unable to locate the sample locations historic exploration programs due to heavy snow cover.

Upon receiving the data, the author of the Silver Star Technical Report compared the ground geophysical work to regional data on the map place.

Mineral Processing and Metallurgical Testing

No mineral processing or metallurgical testing has been completed on material from the Silver Star Property.

Mineral Resource and Mineral Reserve Estimates

There are no mineral resource or mineral reserve estimates for the Silver Star Property.

Exploration, Development and Production

To advance the Silver Star Property a $105,000 phase one exploration program consisting geological mapping, prospecting, soil and rock geochemistry is recommended. The field work should concentrate along the identified faults and contacts that were identified in the geophysical survey.

Table 3 Recommended budget

Geologist	30	days	@	$600	/day	$18,000
Geo tech / sampler	30	days	@	$400	/day	$12,000
Geo tech / sampler	30	days	@	$400	/day	$12,000
Room & Board	90	days	@	$125	/day	$11,250
Analysis - rocks	400	sample	@	$50	/sample	$20,000
Analysis - soils	400	sample	@	$30	/sample	$12,000
Truck	30	days	@	$125	/day	$3,750
Sundries						$5,500
Contingency						$5,000
Report						$5,500
Total Budget						**$105,000**

The Clover Mountain Property

The Corporation's technical report in connection with the Clover Mountain Property entitled "Technical Report – Clover Mountain Property" dated November 8, 2018 was prepared by Warren Robb, P.Geo. (the "**Clover Mountain Technical Report**"). The following disclosure in connection with the Clover Mountain Property are excerpted directly from the Clover Mountain Technical Report. The disclosure under "The Clover Mountain Property – Geological Setting, Mineralization and Deposit Type" is taken verbatim from a summary report by Peter Parsley, Professional Geologist.

Project Description, Location and Access

The Clover Mountain Property consists of 43 contiguous unpatented mineral claims forming an irregular rectangular shape and cover 860 acres (348 hectares). The Clover Mountain Property is located in Sections 24, 25; Township 8S.; Range .1W. and Sections 19, 30; Township 8S.; Range 1E. Boise Meridian, Owyhee County, Idaho, and is centered at geographical coordinates of 42° 42' 34" North latitude and 116° 24' 10" West longitude.

The Clover Mountain Property is approximately 60 air miles SW of Boise, Idaho and approximately 30 miles SW of Grandview, Idaho.

The 43 unpatented mineral claims defining the Clover Mountain Property were staked for Daniel Kunz and Associates, LLC by Brewer Exploration and Geological Services Inc. of Salmon, Idaho on Sept 7, 2018 and registered with Idaho State authorities on Sept 20, 2018. The claims were subsequently registered with Bureau of Land Management on Oct 22, 2018. The claims and registration numbers are listed below in Table 1, and are displayed on Figure 2:

Table 1. LIST OF CLAIMS

Claim	Idaho state registration #	BLM registration #	Date of Acquisition
CM 1	297300	225473	Sept 7, 2018
CM 2	297301	225474	Sept 7, 2018
CM 3	297302	225475	Sept 7, 2018
CM 4	297303	225476	Sept 7, 2018
CM 5	297304	225477	Sept 7, 2018
CM 6	297305	225478	Sept 7, 2018
CM 7	297306	225479	Sept 7, 2018
CM 8	297307	225480	Sept 7, 2018
CM 9	297308	225481	Sept 7, 2018
CM 10	297309	225482	Sept 7, 2018
CM 11	297310	225483	Sept 7, 2018
CM 12	297311	225484	Sept 7, 2018
CM 13	297312	225485	Sept 7, 2018
CM 14	297313	225486	Sept 7, 2018
CM 15	297314	225487	Sept 7, 2018
CM 16	297315	225488	Sept 7, 2018
CM 17	297316	225489	Sept 7, 2018
CM 18	297317	225490	Sept 7, 2018

CM 19	297318	225491	Sept 7, 2018
CM 20	297319	225492	Sept 7, 2018
CM 21	297320	225493	Sept 7, 2018
CM 22	297321	225494	Sept 7, 2018
CM 23	297322	225495	Sept 7, 2018
CM 24	297323	225496	Sept 7, 2018
CM 25	297324	225497	Sept 7, 2018
CM 26	297325	225498	Sept 7, 2018
CM 27	297326	225499	Sept 7, 2018
CM 28	297327	225500	Sept 7, 2018
CM 29	297328	225501	Sept 7, 2018
CM 30	297329	225502	Sept 7, 2018
CM 31	297330	225503	Sept 7, 2018
CM 32	297331	225504	Sept 7, 2018
CM 33	297332	225505	Sept 7, 2018
CM 34	297333	225506	Sept 7, 2018
CM 35	297334	225507	Sept 7, 2018
CM 36	297335	225508	Sept 7, 2018
CM 37	297336	225509	Sept 7, 2018
CM 38	297337	225510	Sept 7, 2018
CM 39	297338	225511	Sept 7, 2018
CM 40	297339	225512	Sept 7, 2018
CM 41	297340	225513	Sept 7, 2018
CM 42	297341	225514	Sept 7, 2018
CM 43	297342	225515	Sept 7, 2018

Raindrop entered into the Purchase Agreement with DKA pursuant to which Raindrop acquired a 100% interest in the Clover Mountain Property by issuing 6,483,900 shares directly to the shareholders of DKA. There are no royalties associated with the transaction.

At the time of this Prospectus, Raindrop has not taken title of the mineral claims constituting the Clover Mountain Property from DKA. The unpatented claims are all properly filed with the Bureau of Land Management (BLM) and annual maintenance fees must be paid annually by September 1. As neither DKA nor Raindrop done physical work on the property, there is no current environmental liability.

Surface disturbance and potential environmental issues are controlled by the administrators of the land, the US Forest Service (USFS) and the Bureau of Land Management. Any proposed exploration program will be operated under a Plan of Operations (POO) permit, which allows surface disturbance (access roads, drill sites, etc) and is guaranteed by a reclamation bond whose amount is calculated by the USFS or BLM. As of the date of this Prospectus, no application has been submitted. The POO permit requires detailed planning, environmental and archaeological/cultural reviews of proposed areas of surface disturbance. The granting of such permits is normally a foregone conclusion if all the required procedures are followed and the fees paid. It is possible, but unlikely, that some unforeseen environmental problem, endangered species or important archaeological feature will be discovered. This could potentially delay the exploration program. Such obstacles can nearly always be overcome through cooperation and compliance with the regulatory agency.

The Clover Mountain Property has not been legally surveyed.

The Clover Mountain Property is not subject to any royalties, back in rights or other encumbrances.

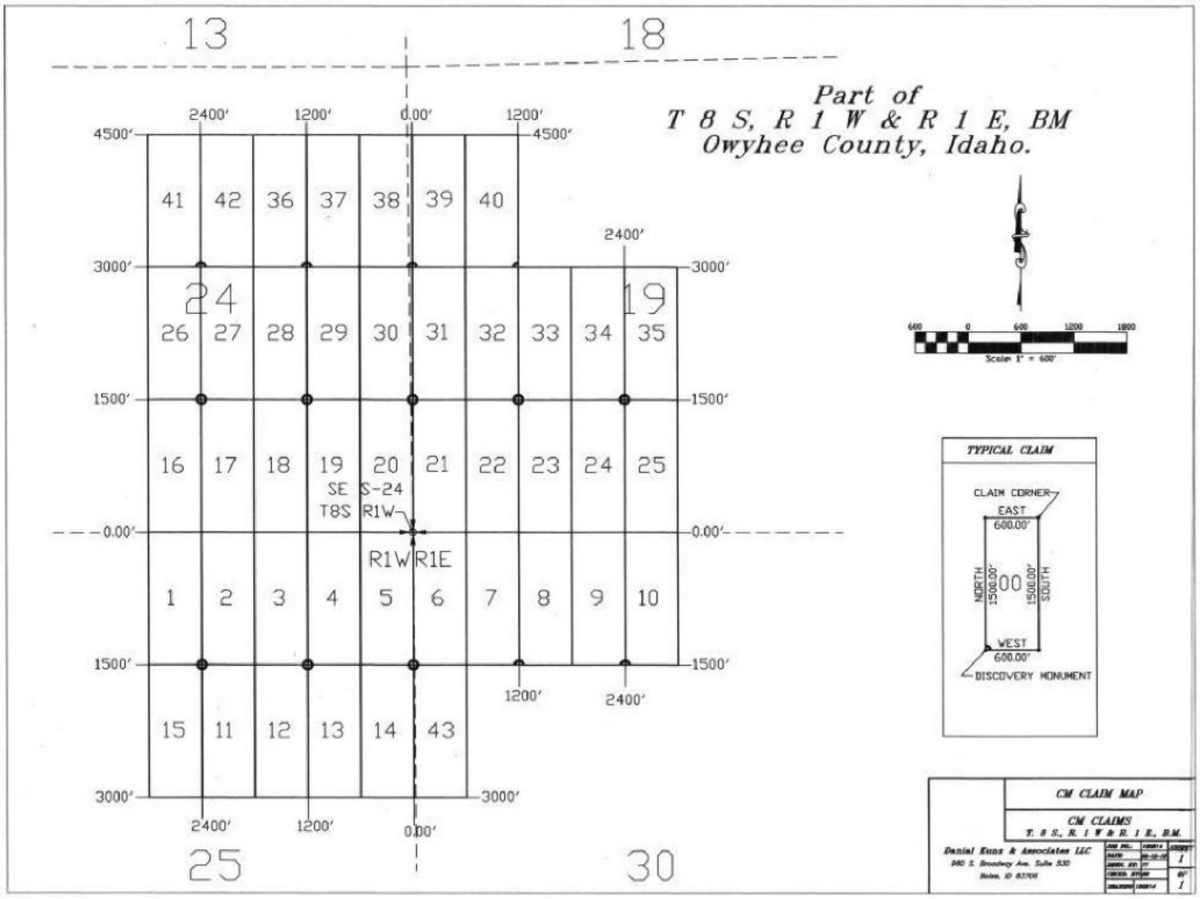


Figure 2. **Clover Mountain Claim Map**

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Clover Mountain Property is accessed from Boise, Idaho east via Interstate 84 to Simco Road, then south on Simco Road to Grandview, Idaho. The property is approximately 30 miles southwest of Grandview via 16 miles of paved road and 14 miles of improved gravel road. The property may be inaccessible from December through March due to snow if removal operations are not performed.

The climate in the area is semi-arid with annual precipitation ranging between 15 and 35 inches, depending upon elevation, and occurring principally as winter snowfall. The area has a moderate climate with an average annual precipitation of approximately 39 inches per year, and annual snowfall of approximately 26 inches per year. The area is usually free of snow from June to mid-October with temperatures ranging from a low of 22°F in December and January to a high of 93°F in July and August and averaging 92°F in summer and 22°F in winter. Average annual temperature ranges from 20 to 81 degrees Fahrenheit (F). Vegetation in the area is variable depending upon elevation, aspect, and proximity to water sources. The lower elevations are comprised of sparse sagebrush and grasses changing to Douglas-fir and Aspen to sub-alpine meadow near the summit of Clover Mountain.

The nearest town is Grandview, Idaho located approximately 30 miles northeast of the Clover Mountain Property. Grandview has a regional population of approximately 450 residents. The Clover Mountain Property is approximately 60 air miles and 83 road miles from the urban area of Boise, Idaho and 46 air miles and 55 road miles from the town of Mountain Home, Idaho.

The Clover Mountain Property is accessed by paved and improved gravel road plus 1.2 miles of unimproved dirt road. There are a few older wooden ranch buildings located near the Clover Mountain Property. As this is a greenfields exploration project, detailed surveys with respect to potential tailings storage areas, waste disposal areas, heap leach pad areas or potential processing plant areas have not been undertaken. The claims are on Federal land, so the surface rights are held by the State. Power would need to be generated on site. The access road to and through the Clover Mountain Property is used by the public and the Bureau of Land Management to access the North Fork of the Owyhee River and Juniper Mountain. Mining personnel, accommodation, heavy equipment, supplies and fuel are readily available locally in Boise, Nampa or Caldwell.

Clover Mountain is part of a broad, dome-shaped uplift that is associated with, but is separate from the main Owyhee Mountain range located to the northwest. Clover Mountain is separated from the main Owyhee Mountain range by a broad, north/south-trending plateau occupied by Birch Creek and Castle Creek. Topography in the area is moderately steep with elevations ranging from 6,000 feet to the summit of Clover Mountain at 6,877 feet above sea level. Snowmelt and spring water that flow on Clover Mountain are drained radially to the east by the Castle Creek, to the south by Battle Creek, and to the northeast by Poison Creek, respectively.

History

The first recorded work documented on the Clover Mountain Property was made in 1917 where the Metals and General Development Company reported exploration for gold and silver on the Payette and Payette No2 claims the company reported that they were exploring “fissure Veins in andesite” accessed by “shallow shafts”, no other work was recorded, and the claims lapsed in 1923. The area of the Payette claims is denoted by the Idaho Geological Survey as unnamed prospect JV-99, three other areas identified by the Idaho Geological Survey as unnamed sites JV-096, 097, 098 are situated on the property but no record of who created the workings or in what years the work was completed is available. These locations are shown on Figure 3.

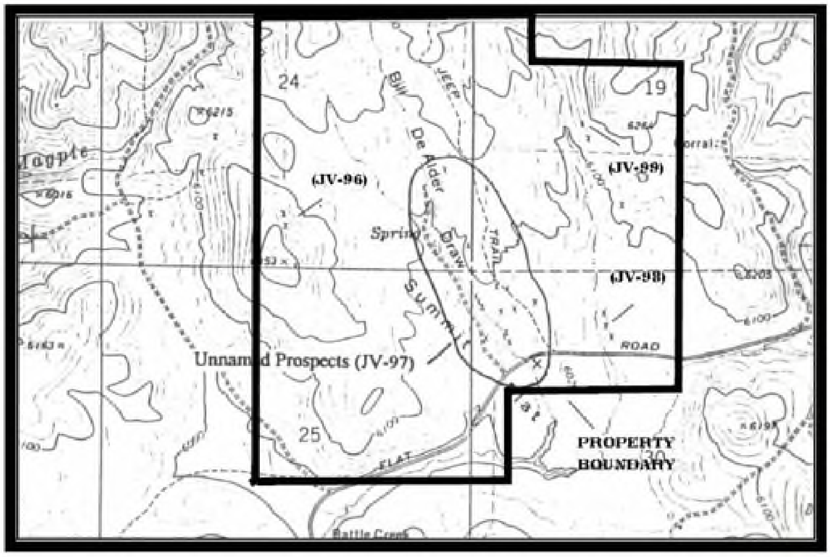


Figure 3. **Historic Workings Map**

No other work was reported on the property until 2006 when Thunder Mountain Gold Inc. (“**Thunder Mountain**”) acquired the claims covering the current property. Between 2007 and 2010 Thunder Mountain completed prospecting soil and rock geochemistry. In 2010 Thunder Mountain contracted Wright Geophysics to complete a compilation of the historic and public geophysical data.

In 2008 and 2009 Thunder Mountain completed a soil geochemical program consisted collecting 215 soil samples. The sampling was conducted on 200’ x 200’ grid spacing and defined two northeast trending soil anomalies with gold values ranging from 0.020 ppm to 0.783 ppm Au. This gold anomalous area is approximately 2500’ in length and approximately 750’ in width. Other anomalous trends were defined in silver with values 0.02 ppm to 1.19 ppm. Maps showing the geochemical results for gold, silver, arsenic zinc and molybdenum a paper as Figures 4,5,6 and 7 shown below.

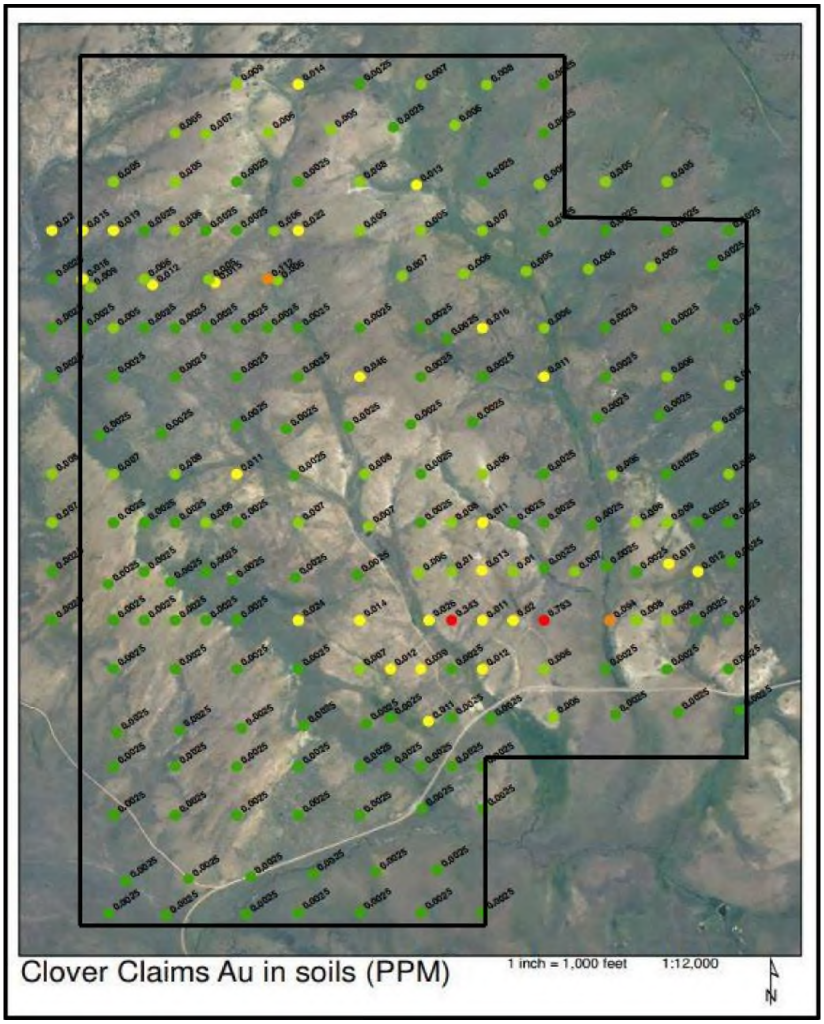


Figure 4. **Clover Mountain 2008 & 2009 Soil Samples Map**

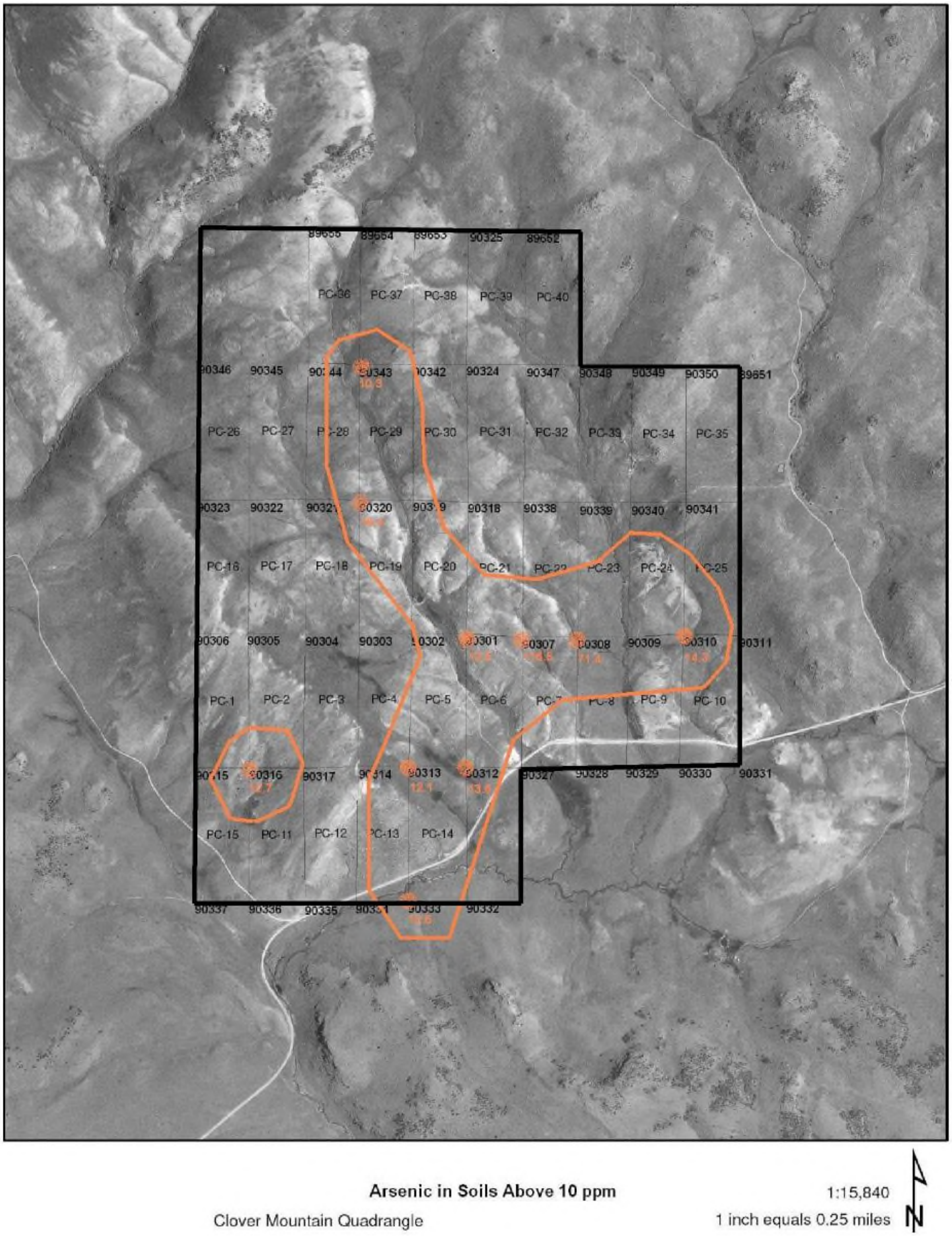
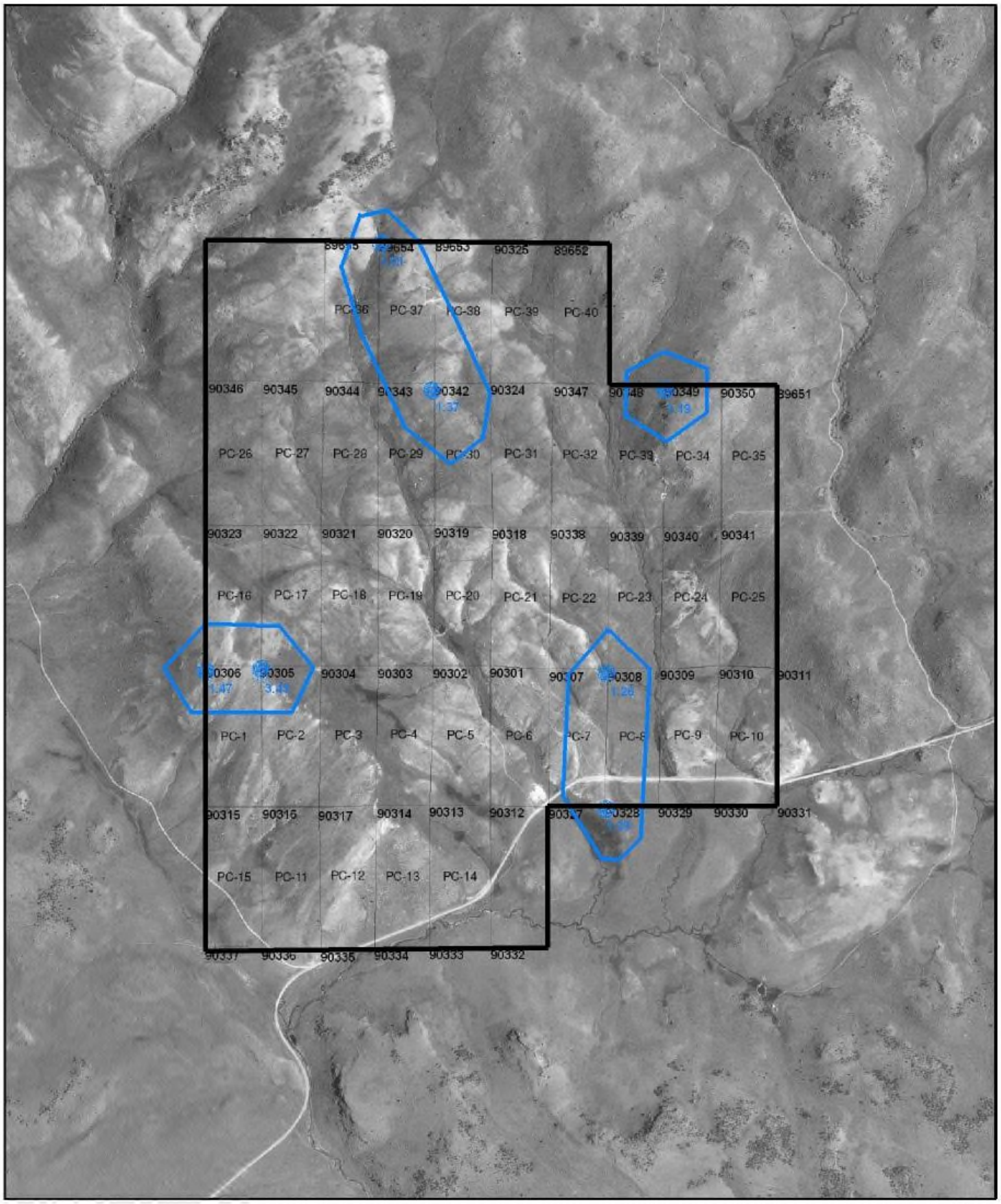


Figure 5. **Arsenic in Soils Above 10ppm**



Molybdenum in Soils Above 1.0 ppm

Clover Mountain Quadrangle

1:15,840

1 inch equals 0.25 miles

N

Figure 6. **Molybdenum in Soils Above 10ppm**

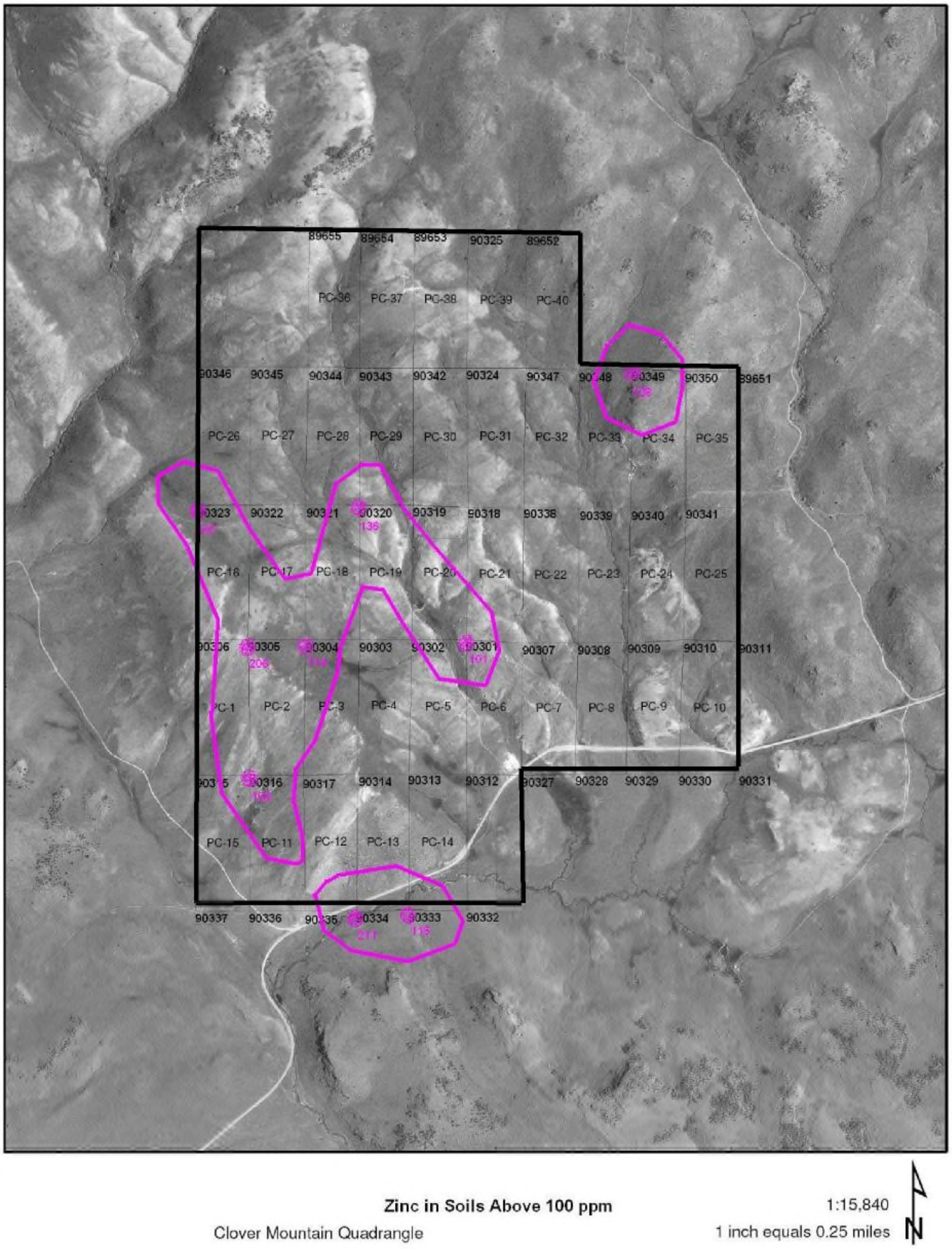


Figure 7. **Zinc in Soils Above 100ppm**

In addition to the soil geochemical sampling, Thunder Mountain collected a total of 30 rock samples from the property. Eight of these samples returned significant results in gold and silver and other base metals. These samples are summarized in Table 2 below and shown in Figure 8.

Table 2. *HISTORIC ROCK SAMPLES*

SAMPLE	Au (ppm	Ag (ppm)	As (ppm	Co (pp	Cu (ppm	Hg (ppm)	Mo (ppm)	Pb (ppm)	Zn (ppm)	Cu %	Zn %
GP-06-073	0.261	5.73	31.00	0.60	53.00	0.12	2.12	47.10	33.00		
GP-06-075	0.130	0.95	162.50	0.50	4.10	0.09	39.90	58.50	34.00		
GP-06-077	0.100	18.40	71.30	0.60	2.50	0.01	11.25	32.50	13.00		
GP-06-080	1.985	10.15	283.00	1.10	5.60	0.28	59.80	44.90	25.00		
GP-06-087	0.550	0.46	171.00	0.70	5.30	0.03	0.77	12.00	40.00		
GP-06-091	0.009	13.70	11.60	0.70	5.30	0.08	1.04	11.00	14.00		
GP-06-171	<0.005	19.95	2.10	7.50	2360.0	0.02	16.25	2890.00	6410.00		
GP-06-172	0.005	14.10	3.40	88.00	>10000	0.02	72.70	582.00	>10000	1.25	1.54

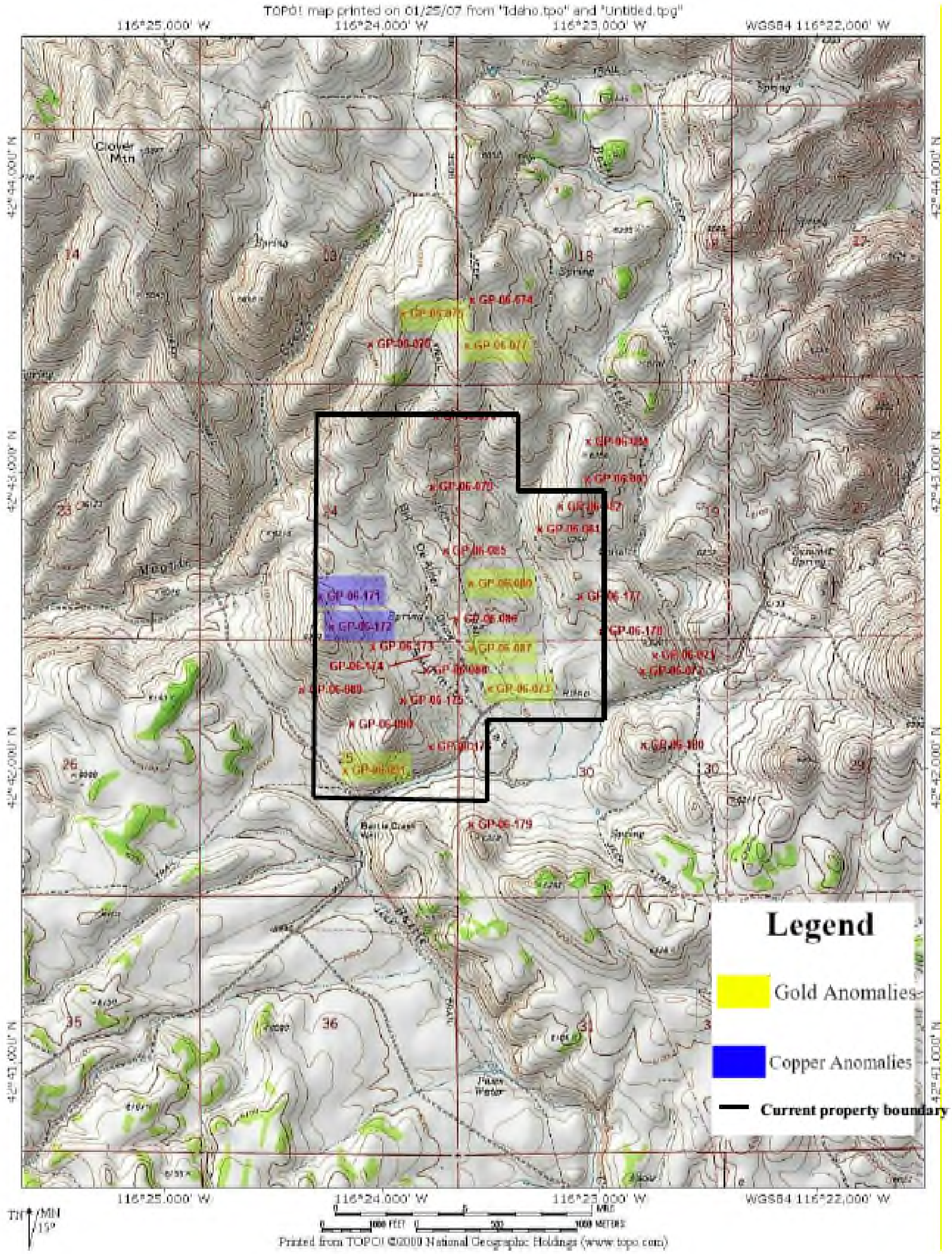


Figure 8. **Clover Mountain Historic Rock Chip Map with Corresponding Anomalies**

In 2010 Thunder Mountain contracted Wright Geophysics to complete a compilation report utilizing regional magnetic, radiometric and gravity data combined with regional geological and property geochemical data.

The resulting interpretation shown in Figure 9 displays magnetics and gravity overlain by the regional interpretation. Outliers to the Idaho batholith (**Kii**) are shown as hatched polygons, as well as the (**Kgd**) mapped on the property. Structures and/or magnetic contrast are highlighted with light weight, dashed lines. Structures and/or density contrasts derived from the gravity are identified with heavy dashed lines. An interpreted intrusion (**INT**?) northeast of the property is identified with a hatched polygon similar to the **Kii** and **Kgd** polygons. See Figure 9.

Wright states in his report “Clearly the large mass of **Kii** north of the property is denser than the surrounding lithologies and thus produces a prominent gravity high. A subdued, yet obvious, gravity shelf extends beneath the property south of the main **Kii** outcrop”.

“This gravity shelf is likely produced by **Kii** intrusive rocks overlain by a relatively thin veneer of lower density volcanic rocks. In fact **Kgd** is mapped on the property. If correct, then two areas of relatively shallow intrusive rocks fall south-southeast and southwest of the property. The gravity data also define a number of structures oriented to the northeast. These appear to terminate the main **Kii** outcrop and down-drop the **Kii** to the south. An interpreted intrusion, based upon the magnetics, falls on one of the structures northeast of the property. The interpreted intrusion also correlates with a gravity low, suggesting the rocks are different and less dense than the **Kii**.”

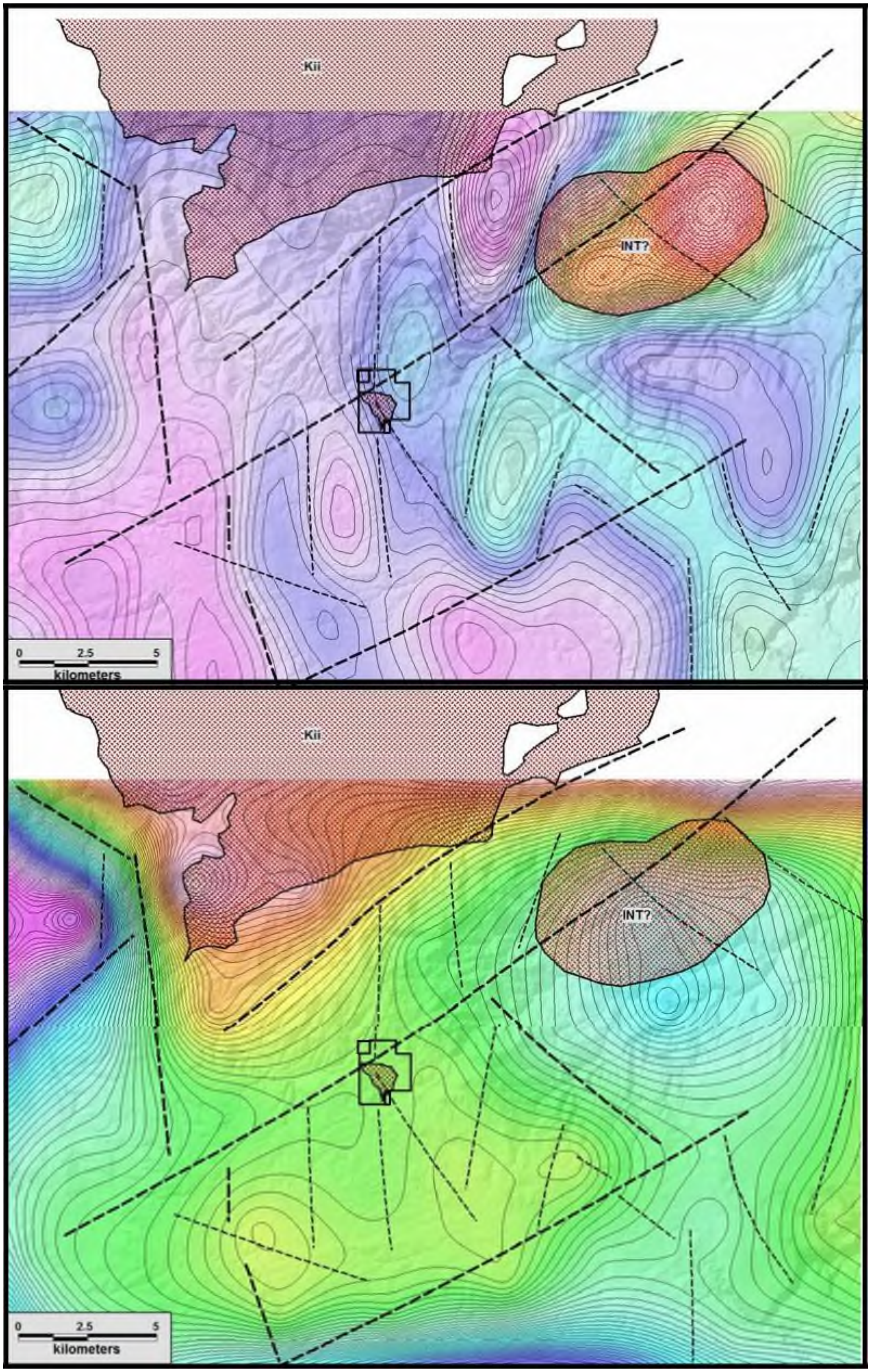


Figure 9. **RTP Magnetics (Upper), RES Gravity (lower) structural interpretation overlain**

Wright then overlaid his structural interpretation over the digital terrain model and associated regional geological data and noted “The aforementioned northeast directed structure, associated with the property and interpreted intrusion, extends northeast to a prominent offset in the geology / topography. Interestingly, Jenks et. al. (1993) map older Eocene volcanics (Tev) where the structure exits the northeast side of the interpreted intrusion. Wright inferred that this feature is a deep seated fault controlling both extrusive and intrusive Eocene age volcanism.” See Figure 10 below.

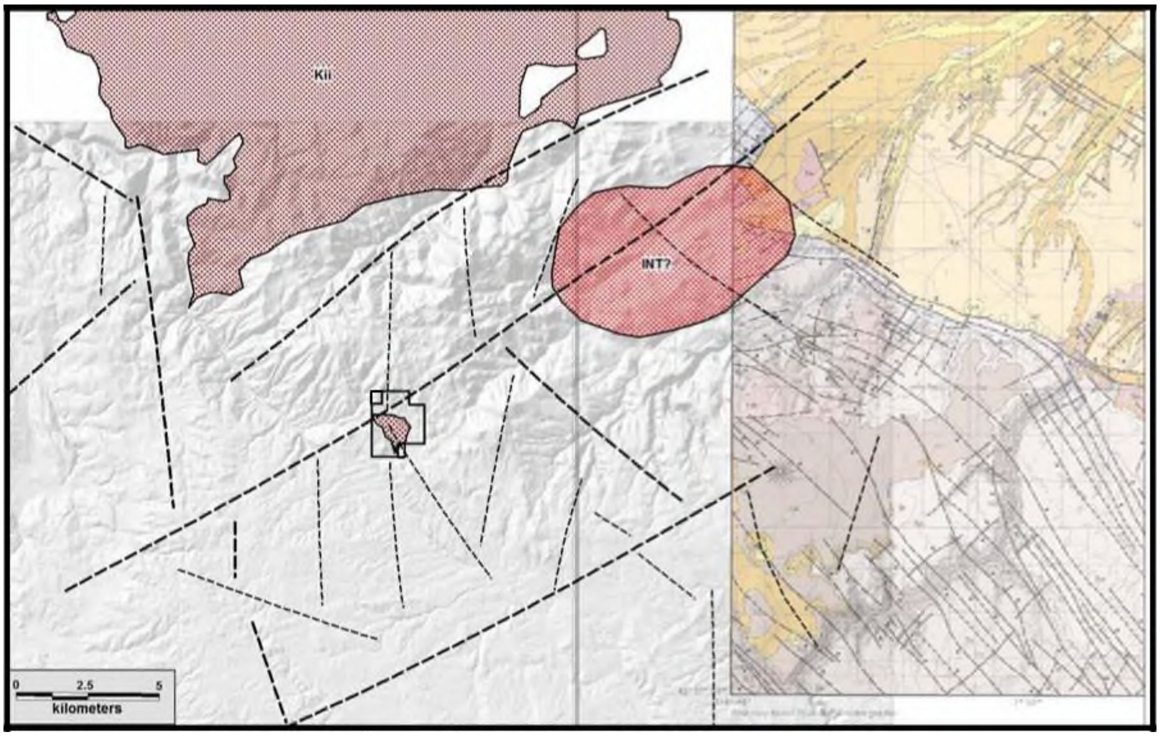


Figure 10. **Geology and Structural Interpretation over Gray Shade Topography**

Wright then reviewed the radiometric data for potassium (K), uranium (U) and thorium (TH) and displayed them with the structural interpretation mentioned above see Figure 11. The results show that the Kii produces low U and TH values and intermediate K values. Extensions of the intrusion to the south, as indicated in the gravity and property geology, are supported by the U and TH. Possible structures interpreted from the magnetics (i.e. thinner dashed lines) correlate relatively well with the radiometrics.

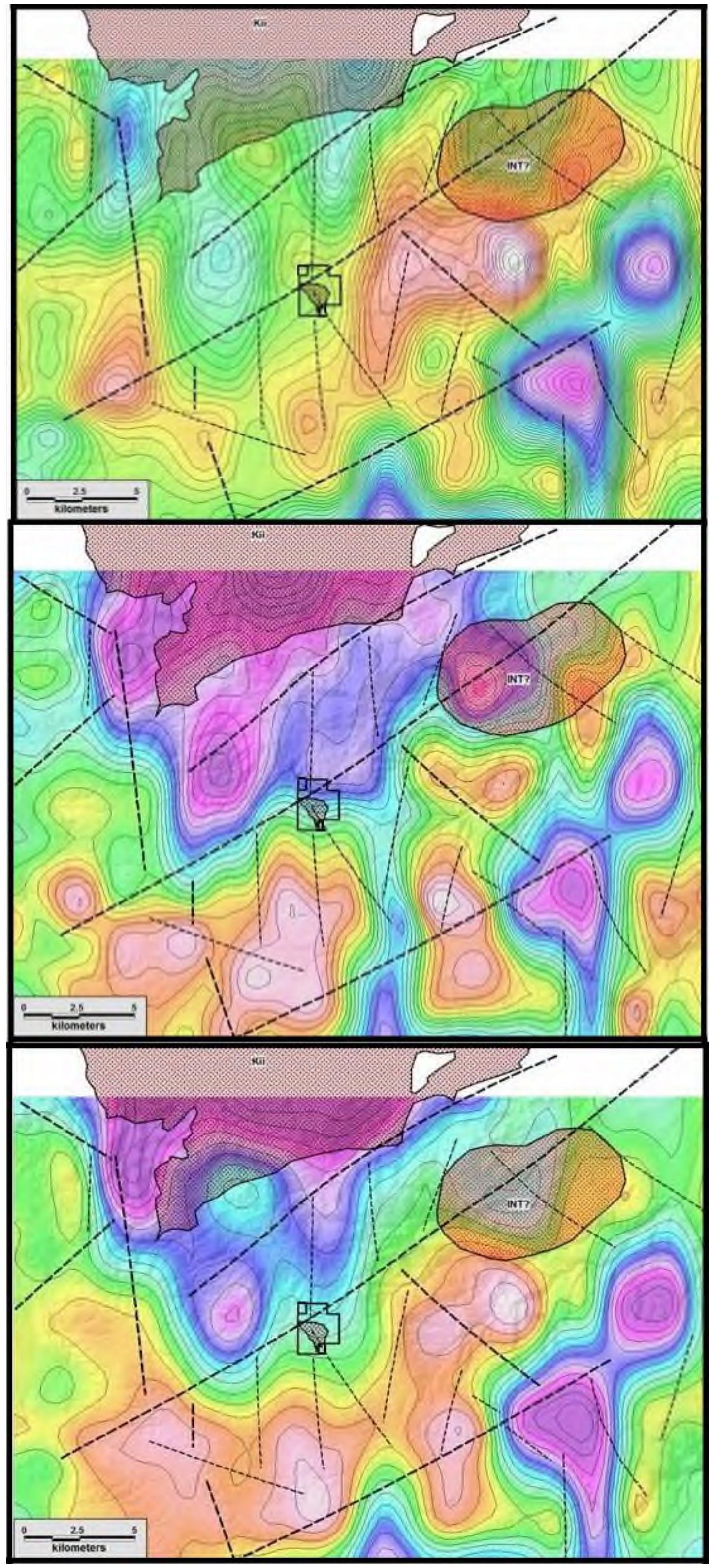


Figure 11. **Potassium, Uranium and Thorium (top to bottom) overlain by Structural Interpretation**

The gravity data appear to be effective at delineating the distribution of Cretaceous age intrusive rocks, as well as large-scale structures. The magnetics define a number of possible shallow structures and an intrusion northeast of the property. Confirmation is provided by the radiometrics.

Figure 12 shows outlines of anomalous soil geochemistry over the topography along with the interpreted structures. The gold values (i.e. red outline) tend to elongate along a northeast trend parallel to the large scale northeast structure. Intersecting north-south and north-northwest linears are noted.

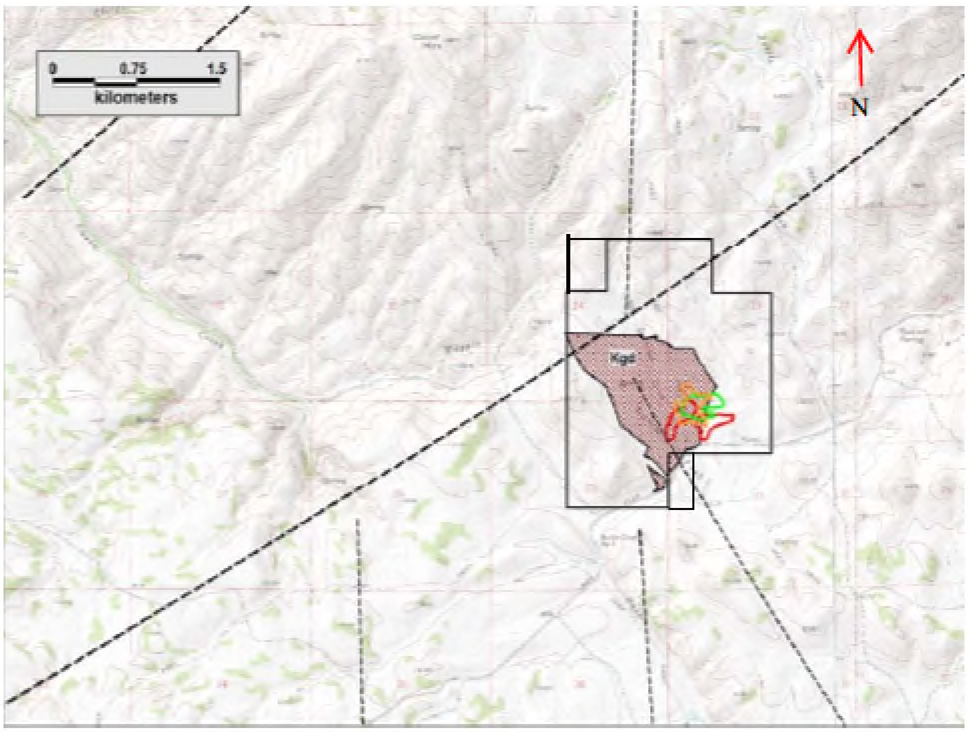


Figure 12. **Soil Geochemistry, Geological and Structure Interpretation over Grade Shade Topography (Red- Au, Green- Ag, Orange- As)**

Geological Setting, Mineralization and Deposit Types

The following geological description is summarized from a summary report by Mr. Peter Parsley, Professional Geologist.

The Clover Mountain Property is located within the Payette Section of the Columbia Plateau Physiographic Region (USGS, 2005). The Payette Section encompasses the Western Snake River Plain and Owyhee Uplands of southwestern Idaho and southeastern Oregon. The Owyhee Uplands, located south of the Owyhee Mountains and extending into northern Nevada and eastern Oregon, is comprised of a generally low relief, deeply dissected plateau where the fault-block topography of the Basin and Range is less prevalent (Orr and Orr, 2000). The plateau was formed from Yellowstone "hot-spot" rhyolite and basalt that show little deformation from faulting or tilting (Wood and Clemens, 1998). The Owhyee Mountains to the west are composed of granitic rocks similar in composition to the Idaho Batholith located primarily in central Idaho.

The rock types of the Clover Mountain area are comprised of an isolated exposure of intrusive rock, surrounded by younger upper-Tertiary volcanic and sedimentary units of the Owyhee volcanic field.

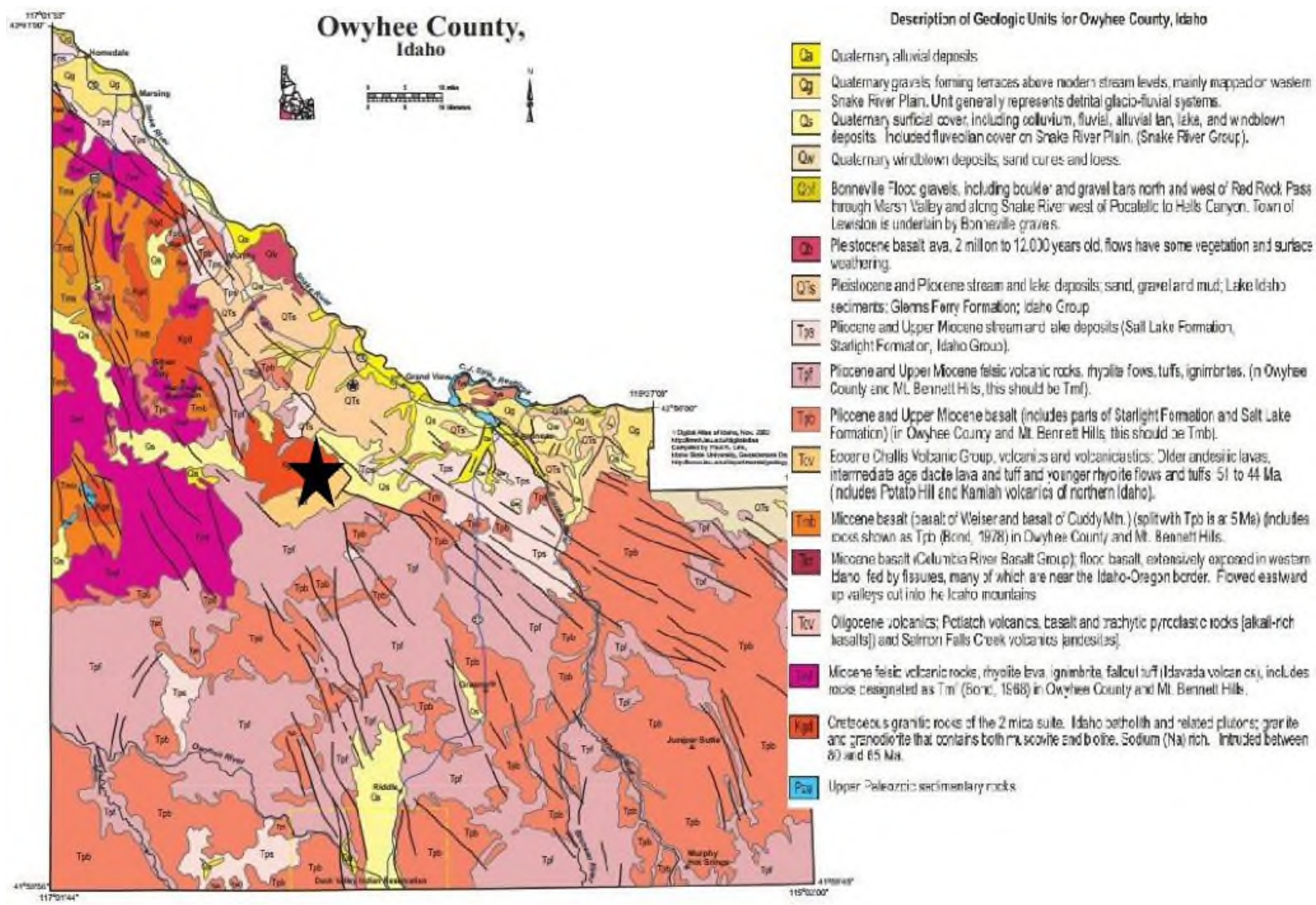


Figure 13. **Owyhee County Geological Map**

Uplift and subsequent exposure of the older intrusive rocks is a result of extensional block faulting and doming. Multiple thin flows of Miocene rhyolite ramp onto the lower slopes of Clover Mountain surrounding the mineralized intrusive rocks. Locally, the flows may contain thin interbeds of basaltic and rhyolitic lithic tuffs which may have been locally derived (Ekren and others, 1981). The accumulated basalt flows range up to 1,640 feet thick.

Regional Geology

The region between the Delamar silver mine, Silver City and War Eagle Mountain Mines trending southeast towards the Jerritt Canyon gold mine located in Nevada, is an underexplored region. For the purpose of this discussion, the trend will be termed the "Jarbidge Trend".

Especially given the number of gold mines and other deposits occurring within the Northern Nevada Rift which trends north-west, is parallel to the predominant structural environment trending under the Clover Mountain Property and throughout the Jarbidge Trend. Both the Northern Nevada Rift and Jarbridge trend have been influenced by the track of the Yellowstone hot spot over the past 20 million years. The Track of the hot spot has bisected both NNR and the Jarbidge trend. These continental caldera's formed by the hot spot are ideal heat sources for forming low sulphidation epithermal deposits. Although no large-scale mineral deposits have yet been discovered within the central portion of the Jarbidge trend, the occurrence of typical pathfinder minerals, namely arsenic, mercury silver, lead and zinc occur as mineral showings and documented in historical workings along the trend is suggestive that the potential economic concentrations of precious metals exists.

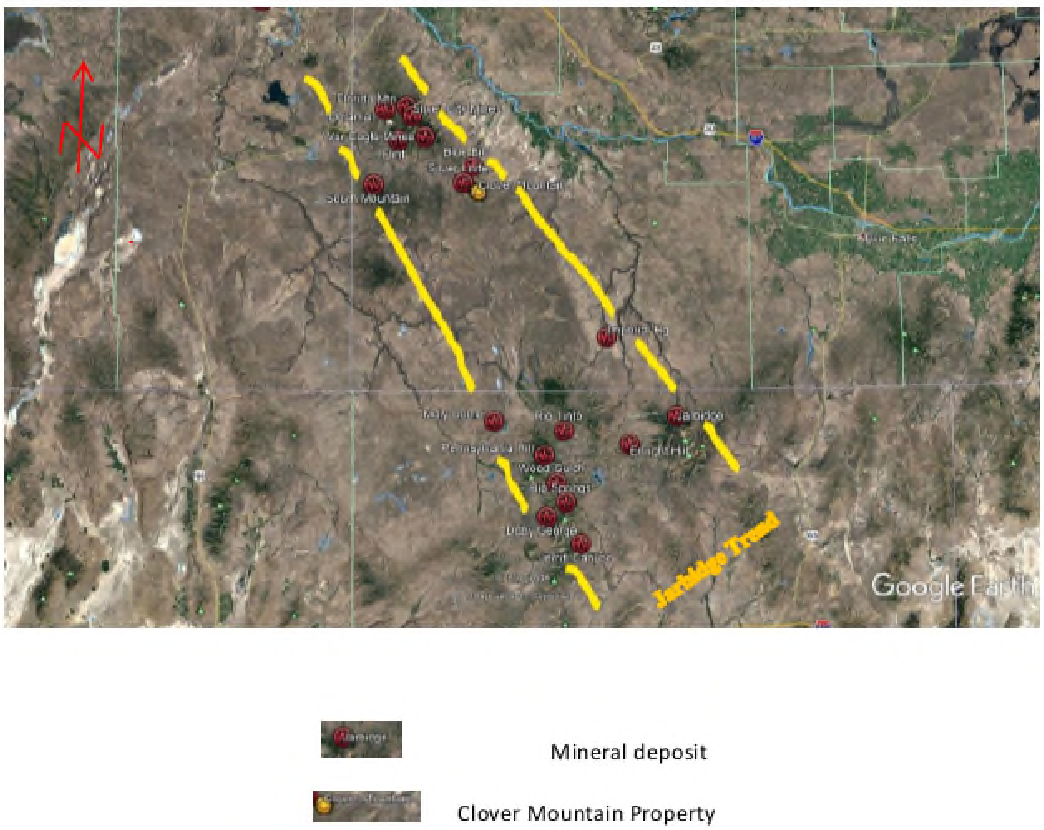


Figure 14. **Regional Metallogeny**

Property Geology

The Clover Mountain Property claims cover a large area of hydrothermally-altered, fractured, and brecciated intrusive igneous and extrusive volcanic rocks with elevated gold and related silver-arsenic-antimony-mercury-mineralization.

There are five major plutonic rock types in the Clover Mountain area. The mineralized granitic intrusive rocks range in composition from biotite-hornblende quartz diorite to biotite-muscovite granodiorite, microclinal granite, leucocratic granite and quartz monzonite map unit (Kg) (Ekren and others, 1981). The intrusive rocks at Clover Mountain are believed to be a satellite pluton to the Idaho Batholith and are radiometrically-dated from Cretaceous to Eocene in age (Bennett and Galbraith, 1975). An intrusive complex of gabbro and hornblendite locally intruded by quartz diorite is mapped on the western aspects of the Clover Mountain Property denoted by map symbol “Td”. The gabbroic complex is Tertiary in age and according to Taubeneck (1971) are common in satellites of the Idaho Batholith. The gabbroic complex may be responsible for silica flooding and gold mineralization of the northeast trending fissures in the Cretaceous granitic rock.

A variety of dikes ranging in age from Eocene to Oligocene are present on Clover Mountain. The dikes range in composition from mafic fine-grained basalts to leucocratic pegmatites. The northeast trend and compositional variation of the dikes suggest concentration from several intrusive/extrusive episodes within a structurally active zone. The depth and lateral extent of the dikes is unknown. Structural elements identified in the Clover Mountain area include at least two episodes of faulting trending northeast and north-northwest with high-angle normal and reverse faults of minor regional displacement. The faulting cross-cuts Miocene volcanic rocks and is likely associated with faulting and extension of the Western Snake River plain located to the north-northeast. One large northeast trending fault runs through the Clover Mountain Property and appears to control gold and silver mineralization.

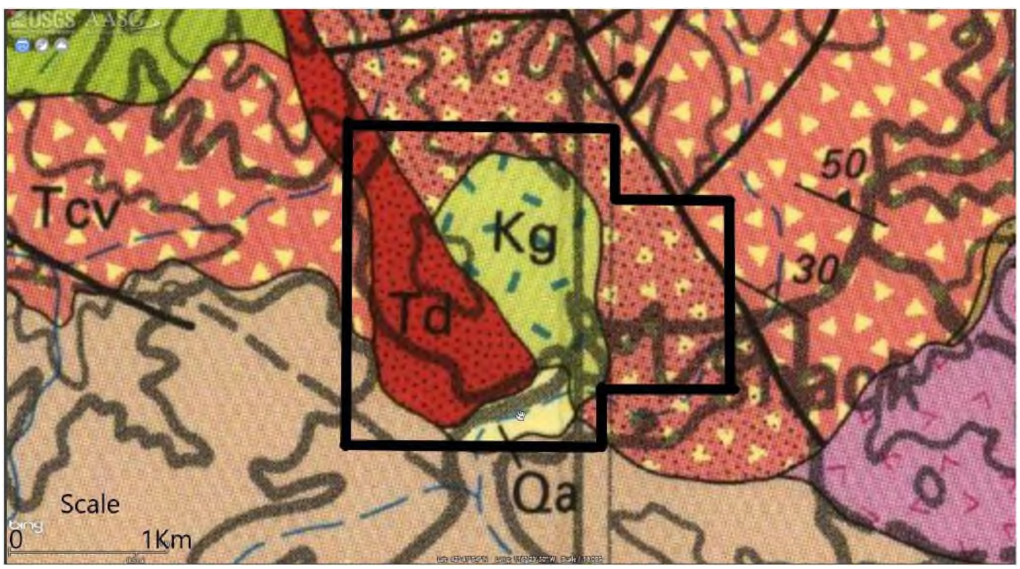


Figure 15. **Local Geologic Map with Corresponding Claims**

Mineralization

Mineralization on the property has been confined to sulphides occurring in quartz veins, the majority of the rock chip sampling was conducted through subcrop, so no consistent textures could be identified. The veining reported has referred to as occurring as stockworks in the granites and as more massive veins in the Rhyolitic tuffs.

Anomalous base metals values ranging from trace up to 1.25% Cu and 1.54% Zn were obtained from rock chip samples collected in areas of veining near the contact between the granitic stock and northwest trending rhyolitic and gabbroic dikes.

Anomalous gold values obtained from rock chip samples ranged from non-detect to 0.13 ounces per ton. Anomalous silver values range from non-detect to 19.95 ounces per ton.

A 4200' x 750' base metal soil anomaly is observed trending northwest proximal to rhyolite and gabbroic dikes which intrude the granitic stock on the west side of the Clover Mountain Property.

Deposit Types

Based on the location and geology underlying the Clover Mountain Property, the type of deposit being searched for is best termed a low Sulphidation Epithermal gold-silver deposit.

The following description on low supination epithermal gold silver mineralization is adapted from A. Panteleyev, 1996 from the British Columbia Geological Survey.

The depositional environment/geological setting of this type of deposit is generally in high-level hydrothermal systems from depths of ~1 km to surficial hot spring settings. The deposits are hosted in regional-scale fracture systems related to grabens, (resurgent) calderas, flow-dome complexes and rarely, maar diatremes. Extensional structures in volcanic fields (normal faults, fault splays, ladder veins and cymoid loops, etc.) are common, and locally graben or caldera-fill clastic rocks are present. High-level (subvolcanic) stocks and/or dikes and pebble breccia diatremes occur in some areas. Locally resurgent or domal structures are related to underlying intrusive bodies.

Host lithologies can include most types of volcanic rocks, but calcalkaline andesitic compositions predominate. Some deposits occur in areas with bimodal volcanism and extensive subaerial ashflow deposits. A less common association is with alkalic intrusive rocks and shoshonitic volcanics.

The mineralized zones are typically localized in structures, but may occur in permeable lithologies. Upward-flaring mineralized zones centred on structurally controlled hydrothermal conduits are typical. Large (> 1 m wide and hundreds of metres in strike length) to small veins and stockworks are common with lesser disseminations and replacements. Vein systems can be laterally extensive, but ore shoots have relatively restricted vertical extent. High-grade ores are commonly found in dilational zones in faults at flexures, splays and in cymoid loops. Typically, the veins display textures including open-space filling, symmetrical and other layering, crustification, comb structure, colloform banding and multiple brecciation. The veins generally consist of quartz, amethyst, chalcedony, quartz pseudomorphs after calcite, calcite, adularia, sericite, barite, fluorite, and Ca- Mg-Mn-Fe carbonate minerals such as rhodochrosite, hematite and chlorite.

The predominant minerals in these types of deposits include pyrite, electrum, gold, silver, and argentite with lesser amount of chalcopyrite, sphalerite, galena, tetrahedrite, silver sulphosalt and/or selenide minerals. Deposits can be strongly zoned along strike and vertically. Deposits are commonly zone vertically over 250 to 350 m from a base metal poor, Au-Ag-rich top to a relatively Ag-rich base metal zone and an underlying base metal rich zone grading at depth into a sparse base metal, pyritic zone. From surface to depth, metal zones contain: Au-Ag-As-Sb-Hg, Au-Ag-Pb-Zn-Cu, and Ag- Pb-Zn. In alkalic host rocks tellurides, V mica (roscoelite) and fluorite may be abundant, with lesser molybdenite.

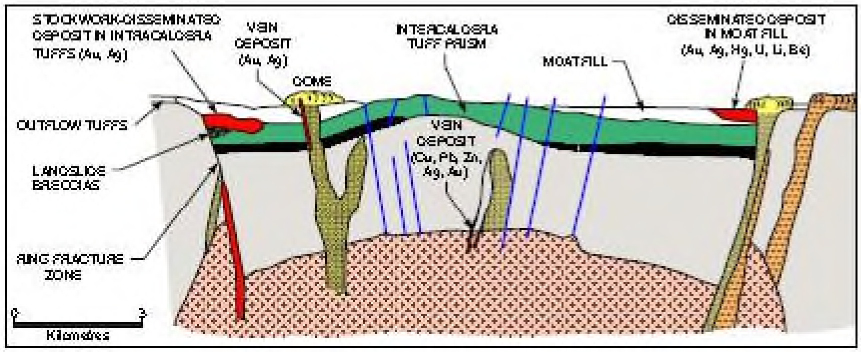
Silicification is extensive in ores as multiple generations of quartz and chalcedony are commonly accompanied by adularia and calcite. Pervasive silicification in vein envelopes is flanked by sericite-illite- kaolinite assemblages. Intermediate argillic alteration [kaolinite-illitemontmorillonite (smectite)] formed adjacent to some veins; advanced argillic alteration (kaolinite-alunite) may form along the tops of mineralized zones. Propylitic alteration dominates at depth and peripherally.

In some districts the epithermal mineralization is tied to a specific metallogenic event, either structural, magmatic, or both. The veins are emplaced within a restricted stratigraphic interval generally within 1 km of the paleosurface. Mineralization near surface takes place in hotspring systems, or the deeper underlying hydrothermal conduits. At greater depth it can be postulated to occur above or peripheral to, porphyry and possibly skarn mineralization. Normal faults, margins of grabens, coarse clastic caldera moat-fill units, radial and ring dike fracture sets and both hydrothermal and tectonic breccias are all ore fluid channeling structures. Through-going, branching, bifurcating, anastamosing and intersecting fracture systems are commonly mineralized. Ore shoots form where dilational openings and cymoid loops develop, typically where the strike or dip of veins change. Hangingwall fractures in mineralized structures are particularly favourable for high-grade ore.

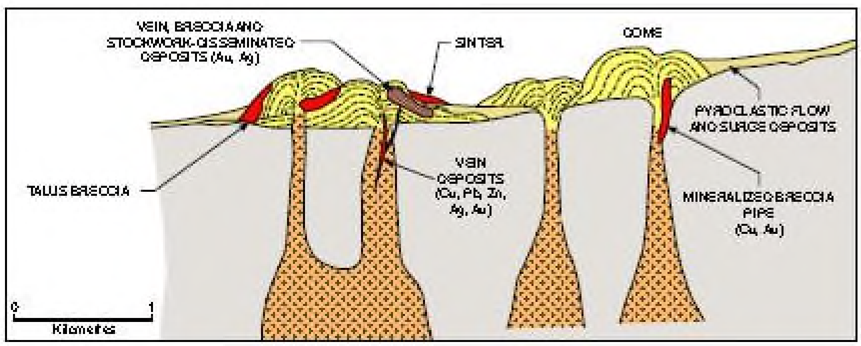
These deposits form in both subaerial, predominantly felsic, volcanic fields in extensional and strike-slip structural regimes and island arc or continental andesitic stratovolcanoes above active subduction zones. Near-surface hydrothermal systems, ranging from hotspring at surface to deeper, structurally and permeability focused fluid flow zones are the sites of mineralization. The ore fluids are relatively dilute and cool solutions that are mixtures of magmatic and meteoric fluids. Mineral deposition takes place as the solutions undergo cooling and degassing by fluid mixing, boiling and decompression.

VOLCANIC LANDFORMS, SHOWING MODELS OF IDEALIZED SITES FOR MINERALIZATION,

(After Sillitoe and Bonham 1984)



CALDERA (RESURGENT)



FLOW-DOME COMPLEX

Figure 16. **Volcanic Landforms, showing models of idealized sites for mineralization**

Exploration

As of the date of this report the Corporation has not conducted any exploration on the Clover Mountain Property.

Drilling

No drilling has been conducted on the Clover Mountain Property.

Sampling, Analysis and Data Verification

The following is a summary of the field procedures used for sample collection of rock and soil, samples during the 2008 and 2009 field programs.

At the sample site approximately two to seven pounds of rock chips were collected, notes were taken and the sites location was recorded using a hand held GPS. The Site was marked using flagging tape with the sample number written on the tape. The rock chip samples were labeled and stored in cloth sample bags. The rock chip samples were stored by Mr. Peter Parsley, M.Sc. and P. Geologist until being shipped to ALS Minerals Labs. The rock chip samples were analyzed for gold using Method codes AA23 and GRA21. The other elements in the rock chip samples were tested using method code ME-MS41.

The soils samples were collected from 12 to 18-inch-deep holes excavated to expose the C-soil horizon. The samples were sieved to -80 mesh and approximately 80 to 100 grams of the sieved soils sample were placed in 4X7-inch soil sample bags. The soil samples were stored by Mr. Parsley until shipped to ALS Minerals. The gold in the soil samples were tested using Method codes AA23 and GRA21. The other elements in the soil samples were tested using method code ME-MS41.

The sample preparation for all of the soil and rock chip sampling programs was completed by ALS Minerals and independent accredited laboratory at their preparation facility in Elko, Nevada and analyzed at their lab in Vancouver, British Columbia.

The ALS Minerals laboratory in Vancouver, British Columbia analyzed the soil samples for gold using method code AA23, GRA21 and ME-MS41 for other elements. Method code AA23 is a fire assay procedure with an Atomic Absorption Spectroscopy analytical method. In this procedure, a prepared sample is fused with a mixture of lead oxide, sodium carbonate, borax, silica and other reagents as required, inquarted with 6 mg of gold-free silver and then cupelled to yield a precious metal bead. The bead is digested in 0.5 mL dilute nitric acid in the microwave oven, 0.5 mL concentrated hydrochloric acid is then added and the bead is further digested in the microwave at a lower power setting. The digested solution is cooled, diluted to a total volume of 4 mL with de-mineralized water, and analyzed by atomic absorption spectroscopy against matrix-matched standards.

Method code GRA21 is a fire assay procedure that uses a gravimetric analytical procedure. In this method, a prepared sample is fused with a mixture of lead oxide, sodium carbonate, borax, silica and other reagents in order to produce a lead button. The lead button containing the precious metals is cupelled to remove the lead. The remaining gold and silver bead is parted in dilute nitric acid, annealed and weighed as gold. Silver, if requested, is then determined by the difference in weights.

Method code ME-MS41 used to test the elements other than gold, is a geochemical procedure where a prepared sample (0.50 g) is digested with aqua regia in a graphite heating block. After cooling, the resulting solution is diluted to with deionized water, mixed and analyzed by inductively coupled plasma-atomic emission spectrometry. Following this analysis, the results are reviewed for high concentrations of bismuth, mercury, molybdenum, silver and tungsten and diluted accordingly. Samples are then analyzed by ICP-MS for the remaining suite of elements. The analytical results are corrected for inter-element spectral interferences.

ALS Laboratory Group, Minerals Division, ALS CHEMEX in Vancouver, British Columbia is an accredited Laboratory (No. 579) the conforms with requirements of CAN-P-1579 , CAN-P-4E (ISO/IEC 17025:2005)) of the Standards Council of Canada. The assay results for the samples for rock chip, core and soil sample collected by Mr. Parsley were checked by duplicate samples and internal blank samples tested by ALS Minerals.

It is the author of the Clover Mountain Technical Report's opinion that the sample preparation, security, and analytical procedures for the 2008/2009 sampling program were adequate for the current use of the data. However, the author suggests an expanded QA/QC program be used in any more extensively planned exploration sampling program.

Data Verification

The author of the Clover Mountain Technical Report verified the claim information by reviewing the claim registration information supplied by Daniel Kunz and Associates, LLC at their offices in Boise Idaho on October 19, 2018 and then received verification by viewing the stamped receipted documents that the claims had been registered with the Bureau of Land Management on October 23, 2018.

The author of the Clover Mountain Technical Report visited the property on October 18, 2018 with Daniel Kunz, Peter Parsley M.Sc. and P. Geologist and Alex Kunz. The author of the Clover Mountain Technical Report viewed sample rock sample and soil sample location sites from the historic 2008-2009 sampling programs, the author of the Clover Mountain Technical Report also viewed new claim posts established with the new stacking of the claims.

The Historic exploration information was taken from the Idaho Geological Survey's website www.idahogeology.org for information prior to the year 2000. For the exploration data collected by Thunder Mountain from 2006 to 2010 the author reviewed the information at the offices of Daniel Kunz and Associates, LLC at their offices in Boise, Idaho on October 19, 2018.

It is the author of the Clover Mountain Technical Report's opinion that the all the data presented in this report is adequate for the purposes that it is used in this technical report.

Mineral Processing and Metallurgical Testing

No mineral processing or metallurgical testing has been completed on material from the Clover Mountain Property.

Mineral Resource and Mineral Reserve Estimates

There are no Mineral Resource or Mineral Reserve estimates for the Clover Mountain Property.

Exploration, Development and Production

In order to advance the property, a $133,000 stage one exploration program is recommended. The programs should consist of detailed geologic mapping, prospecting, ground magnetic surveys, trench sampling, water sampling of seeps and structural analysis of the geology of the Clover Mountain Property area.

If detailed surface magnetic survey results correlate to areas of known anomalous mineralization, then a draped aeromagnetic survey of the Clover Mountain Property is recommended to search for unexposed mineralized igneous intrusions that are likely responsible for the mineralization exposed at the property.

Sufficient data has been developed on the gold anomaly that detailed mapping, ground magnetics, trenching and sampling is warranted in specific target areas. Up to 2,000 feet of trenching is recommended as an initial phase. If results from the geophysical, trench sampling and field mapping data confirm the current understanding of the mineralization on the Clover Mountain Property, drilling would be recommended based on the new geologic assessment.

The following $133,245 budget is recommended to further develop the Clover Mountain Property:

Geologist	1	45	days	$700	per day	$31,500
Geo tech/sampler	2	30	days	$500	per day	$30,000
Room/board		90	days	$175	per day	$15,750
Analytical		650	samples	$36	each	$23,400
Back hoe rental		10	days	$200	per day	$2,000
Pickup truck		30	days	$100	per day	$3,000
Surveyor		2	days	$500	per day	$1,000
Permitting/water rights						$5,000
Ground magnetic survey		5	days	$500	per day	$2,500
Structural analysis		3	days	$800	per day	$1,950
Data analysis		5	days	$650	per day	$3,250
Sundries						$2,500
Contingency	5%					$5,395
Report						$6,000
Total Budget						$133,245

Table 3. Recommended Budget

USE OF PROCEEDS

Under the Maximum Offering, the Corporation will receive aggregate net proceeds of $603,000 after deducting the Agent's Commission, the Corporate Finance Fee, the estimated expenses of the Offering and expenses of Listing of $197,000. These funds will be combined with the Corporation's existing working capital of approximately $12,492 as at October 31, 2019 for a total of $615,492 in available funds upon completion of the Offering.

Under the Minimum Offering, the Corporation will receive aggregate net proceeds of $419,000 after deducting the Agent's Commission, the Corporate Finance Fee, the estimated expenses of the Offering and expenses of Listing of $181,000. These funds will be combined with the Corporation's existing working capital of approximately $12,492 as at October 31, 2019 for a total of $431,492 in available funds upon completion of the Offering.

In order to potentially meet working capital requirements, ongoing property initiatives, and commitments to meet its 2018 and 2019 business objectives, the Corporation completed the non-brokered private placements set out under "Prior Sales".

The estimated funds expected to be available to the Corporation during the 12 months following the completion of the Offering, and the expected principal purposes for which such funds will be used are described below:

	Minimum Offering	Maximum Offering
Net Funds Available:	**$431,492**	**$615,492**
Principal Purpose		
Expenditures relating to exploration on the Silver Star Property	$105,000	$105,000
Silver Star Property payments under the Option Agreement	$60,000	$60,000
Clover Mountain BLM Payment	$12,000	$12,000
Expenditures relating to the Clover Mountain Property	$133,245	$133,245
Fixed general & administrative expenses		
Consulting Fees	$20,000	$20,000
Audits	$7,500	$7,500
Transfer Agent Fees	$20,000	$20,000
Press Releases, Office Supplies and Web Development	$15,000	$15,000
Legal and Regulatory Filings/Fees	$35,000	$35,000
Marketing/Travel & Promotion	$10,000	$50,000
Subtotal:	$107,500	$147,500
Total:	$417,745	$457,745
Unallocated Working Capital Remaining:	**$13,747**	**$157,747**

In the 12 months following the completion of the Offering, the Corporation intends to complete the recommended work program on each of the Silver Star Property and on the Clover Mountain Property.

Business Objectives and Milestones

Business Objectives

The principal business of the Corporation is the exploration and evaluation of the Silver Star Property and Clover Mountain Property.

The Corporation expects to complete the phase one recommended work program for the Silver Star Property consisting of geologic mapping, prospecting, soil and rock geochemistry in order to advance the understanding of the property's geologic potential.

The Corporation expects to complete the stage one recommended work program for the Clover Mountain Property consisting of geologic mapping, prospecting, ground magnetic surveys, trench sampling, water sampling of seeps and structural analysis of the geology of the Clover Mountain Property area in order to advance the understanding of the property's geologic potential.

In the twelve (12) months following the date the completion of the Offering the Corporation expects to:

a) complete the recommended exploration program on the Silver Star Property;
b) complete the recommended exploration program on the Clover Mountain Property;
c) review new projects for possible acquisition; and
d) determine future plans for the Silver Star Property and the Clover Mountain Property.

Milestones

The principal milestones that must occur during the 12 months following the date of completion of the Offering for the business objectives described above to be accomplished are as follows:

a) within two months of the date of completion of the Offering, engage contractors for geologic services required to complete phase one and stage one work on the Silver Star Property and the Clover Mountain Property, respectively;
b) within five months of the date of completion of the Offering, complete the phase one and stage one work on the Silver Star Property and the Clover Mountain Property, respectively; and
c) within nine months of the date of completion of the Offering, complete a review and assessment of the results of the completed work on the Silver Star Property and the Clover Mountain Property.

Total Funds Available

The working capital position of the Corporation, as at October 31, 2019, was $12,492.

The Corporation has historically relied upon equity financings to satisfy its capital requirements and will continue to depend upon equity capital to finance its activities moving forward. The Corporation will continue to fund exploration and development work on the Silver Star Property and Clover Mountain Property through its existing working capital and will require the funds from the completion of the Offering in order to complete the recommend work program set forth in the Silver Star Technical Report and Clover Mountain Technical Report.

Purpose of Funds

In the 12 months following the date of completion of the Offering, the Corporation intends to spend the funds available to it for the principal purpose of exploration and evaluation of the Silver Star Property and the Clover Mountain Property, satisfying its obligations owing under the Option Agreement, maintaining claims with annual filing requirements and for general corporate purposes. Notwithstanding the foregoing, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary for the Corporation to achieve its objectives. The Corporation may also require additional funds in order to fulfill its expenditure requirements to meet existing and any new business objectives and expects to either issue additional securities or incur debt to do so. There can be no assurance that additional funding required by the Corporation will be available if required.

The Corporation has historically generated negative cash flows and there are no assurances that the Corporation will not experience negative cash flow from operations in the future. The Corporation's negative cash flow and losses are expected to continue for the foreseeable future. The Corporation cannot predict when it will reach positive operating cash flow, if ever.

Please see "Risk Factors – Negative Cash Flows".

The actual amount that the Corporation spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified above, and will depend on a number of factors, including those listed under the heading "Risk Factors".

DIVIDENDS OR DISTRIBUTIONS

The Corporation has neither declared nor paid any dividends on any of its share capital. The future payment of dividends will be dependent upon the financial requirements of the Corporation to fund further growth, the financial condition of the Corporation and other factors which the Corporation's Board of Directors may consider in the circumstances. It is not contemplated that any dividends will be paid in the immediate or foreseeable future if at all. There are no restrictions on the Corporation paying dividends or distributions, except those set out in the BCBCA.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Corporation's management discussion and analysis ("**MD&A**") for the period from inception on February 14, 2018 to January 31, 2019 and for the six month period ended July 31, 2019 are attached as Schedule "C".

Each MD&A contains forward-looking statements that involve numerous risks and uncertainties. Actual results of the Corporation could differ materially from those discussed in such forward-looking statements as a result of these risks and uncertainties, including those set forth in this Prospectus under "Cautionary Statement Regarding Forward-Looking Information" and under "Risk Factors".

DESCRIPTION OF THE SECURITIES DISTRIBUTED

The following is a summary of the more significant rights, privileges and restrictions attaching to the securities of the Corporation. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of shareholders of the Corporation. Full details of the rights attaching to the securities of the Corporation are set out in the Corporation's articles, a copy of which is available under the Corporation's profile on SEDAR at www.sedar.com.

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without par value. As at the date of this Prospectus, there are 15,651,900 Common Shares issued and outstanding as fully paid and non-assessable shares. The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Corporation. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the board of directors of the Corporation may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Corporation, the remaining property and assets of the Corporation.

There are no pre-emptive rights, no conversion or exchange rights, no redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a security holder to contribute additional capital.

Securities to be Distributed

This Offering consists of a minimum of 6,000,000 Common Shares and a maximum of 8,000,000 Common Shares to raise gross proceeds of $600,000 in the case of the Minimum Offering and $800,000 in the case of the Maximum Offering. The securities to be distributed pursuant to the Offering, including the Agent Warrants, are qualified by this Prospectus. See "Plan of Distribution" for additional information.

Agent Warrants

The Corporation is authorized to issue Agent Warrants to the Agents entitling the Agent to purchase that number of Agent Shares that is equal to 8% of the total number of Common Shares issued under the Offering, being 640,000 Agent Shares under the Maximum Offering. Each Agent Warrant entitles the holder to purchase one Agent Share at the Offering Price for a term of twenty-four (24) months following the Closing Date. This Prospectus qualifies the distribution of the Agent Warrants. The holding of an Agent Warrant will not constitute the holder thereof a shareholder of the Corporation, nor will it entitle the holder to any rights or interests as a shareholder or to receive notice of any meetings of shareholders except upon the exercise of an Agent Warrant in accordance with its terms. See "Plan of Distribution" for additional information.

Agent Shares

Agent Shares carry the same rights and restrictions as Common Shares.

Options

The Corporation has adopted an Option Plan (defined below) pursuant to which the Board of Directors may grant Options (defined below) to purchase Common Shares of the Corporation. The Options and the Option Plan are described below under "Executive Compensation – Stock Options and Other Compensation Securities".

CONSOLIDATED CAPITALIZATION

The following table summarizes the Corporation's capitalization since July 31, 2019 and after giving effect to the Offering. The table should be read in conjunction with the financial statements appearing elsewhere in this Prospectus:

Designation of Security	Authorized Amount	Amount Outstanding as at July 31, 2019	Amount Outstanding at Date of the Prospectus	Amount Outstanding After the Minimum Offering	Amount Outstanding After the Maximum Offering
Common Shares	Unlimited	15,651,900	15,651,900	21,651,900	23,651,900
Agent Warrants	Unlimited	Nil	Nil	480,000	640,000
Options	10% of the issued and outstanding	Nil	Nil	Nil	Nil

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an Option Plan (defined below) pursuant to which the Board of Directors may grant Options (defined below) to purchase Common Shares of the Corporation to NEOs, directors and employees of the Corporation or affiliated corporations and to consultants retained by the Corporation. There are presently no Options outstanding under the Option Plan or otherwise. The Options and the Option Plan are described below under "Executive Compensation – Stock Options and Other Compensation Securities".

PRIOR SALES

The following tables set forth the issuances of Common Shares of the Corporation within the last twelve (12) months before the date of this Prospectus.

Date Completed	Number of Common Shares	Price per Security	Gross Proceeds	Nature of Consideration
September 1, 2018	6,483,900(2)	$0.02	$129,678	Acquisition of Clover Mountain Property
January 31, 2019	6,300,000(1)	$0.02	$126,000	Cash
March 19, 2019	118,000(3)	$0.10	$11,800	Cash
March 19, 2019	100,000(4)	N/A	N/A	Services

Notes:

(1) These Common Shares were issued pursuant to a non-brokered private placement by the Corporation.

(2) These Common Shares were issued as consideration under the Purchase Agreement

(3) These Common Shares were issued in connection with a non-brokered private placement of Special Warrants conducted by the Corporation. Upon their issuance, the Special Warrants converted, on a 1:1 basis, into Common Shares.

(4) These Common Shares were issued as finder's fees to an arm's length party in connection with the private placement of Special Warrants by the Corporation valued at $10,000.

TRADING PRICE AND VOLUME

The Corporation's securities are not traded or quoted on a Canadian or foreign marketplace.

SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

As of the date of this Prospectus, none of the Corporation's securities are subject to contractual restrictions on transfer however, CSE policies provide that all securities issued to Related Persons (as defined by in the policies of the CSE) are required to be subject to an escrow agreement pursuant to National Policy 46-201 prior to Listing, and that the CSE may impose escrow arrangements that are in addition to those required by National Policy 46-201, or consider different proposals such as an "earn-out" escrow, on a case-by-case basis.

Upon the listing of its shares on the CSE, an aggregate of 3,703,750 Common Shares will be held in escrow as required by CSE Policy 2 – *Qualifications for Listing*.

Such escrowed shares are subject to the release schedule set out in the form of escrow required by CSE pursuant to National Policy 46-201. Ten (10%) percent of the escrowed shares are to be released upon the date of listing on the CSE and an additional 15% are to be released every 6 months thereafter until all the escrowed shares have been released (36) months following the date of listing on the CSE.

Designation of Class	**Number of securities to be held in escrow or that are subject to a contractual restriction on transfer upon the listing of Corporation's shares on the CSE**(1)	**Percentage of Class in the event of a Minimum Offering**(2)	**Percentage of Class in the event of a Maximum Offering**(3)
Common Shares	3,703,750	17.11% (approximately)	15.66% (approximately

(1) Odyssey Trust Company is the depository for these shares.
(2) Based on 21,651,900 issued and outstanding Common Shares.
(3) Based on 23,651,900 issued and outstanding Common Shares

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Corporation, no Persons beneficially own, directly or indirectly, or exercise control or direction over voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table sets out the name, state/province and country of residence, position or offices held with the Corporation, date appointed, principal occupation, number and percentage of voting securities of the Corporation that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as at the date of this Prospectus:

Name, Jurisdiction of Residence and Position Held	Principal Occupation for Past Five Years	Position Held Since(1)	Number and Percentage(2) of Common Shares Beneficially Owned or Controlled
Satvir Dhillon **British Columbia, Canada** *President, Chief Executive Officer, Corporate Secretary and Director*	Director, President & CEO of Glacier Lake Resources Inc.(5)	February 14, 2018	1,000,000 6.39%
Scott Davis(3) **British Columbia, Canada** *Chief Financial Officer and Director*	Partner at Cross Davis & Company LLP(6)	February 14, 2018	125,000 0.80%
Ralph Timothy Henneberry(3) **British Columbia, Canada** *Independent Director*	Chief Geologist & Owner at Mammoth Geological Ltd. and former CEO and director for Sojourn Exploration Inc.(7)	February 14, 2018	1,500,000(4) 9.58%
Daniel Kunz(3) **Idaho, USA** *Independent Director*	Managing Partner of Daniel Kunz & Associates, LLC and former Chairman and CEO of Gold Torrent, Inc.(8)	September 13, 2018	1,078,750(9) 6.89%

Notes:

(1) The term of office of each director of the Corporation will expire at the next annual general meeting of the shareholders of the Corporation.

(2) Percentages shown are based on 15,651,900 issued and outstanding Common Shares.

(3) Members of Audit Committee.

(4) 500,000 Common Shares are held directly, 500,000 are held through Mammoth Geological Ltd. of which Ralph Timothy Henneberry is the sole shareholder, and 500,000 are held through 0822676 B.C. Ltd. of which Ralph Timothy Henneberry is a 35% owner with remaining 65% of 0822676 B.C. Ltd. is held by relatives of Mr. Henneberry.

(5) Glacier Lake Resources Inc. is a mineral exploration company and remains in business as of the date of this Prospectus.

(6) Cross Davis & Company LLP is an accounting firm assisting with accounting management services for private and publicly-listed companies and remains in business as of the date of this Prospectus.

(7) Mammoth Geological Ltd. is a full-service geological consulting firm and Sojourn Exploration Inc. is a mineral exploration company now named ArcWest Exploration Inc., and both remain in business as of the date of this Prospectus.

(8) Daniel Kunz & Associates LLC provides technical services to the mineral resource industry and remains in business as of the date of this Prospectus. Gold Torrent, Inc. was a mineral resource company, and is no longer in business as of the date of this Prospectus.

(9) 78,750 Common Shares are held through Daniel Kunz & Associates LLC. Daniel Kunz & Associates LLC holds 157,500 Common Shares. Mr. Kunz controls 50% of Daniel Kunz & Associates LLC.

As at the date of this Prospectus, the directors and officers of the Corporation as a group beneficially own, directly or indirectly, an aggregate of 3,703,750 Common Shares, representing approximately 23.66% of the issued and outstanding Common Shares of the Corporation on a non-diluted basis.

Management – Directors and Officers of the Corporation

Below is a brief description of each director and member of management of the Corporation, including their names, ages, positions, and responsibilities with the Corporation, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus and experience in the Corporation's industry. As of the date of this Prospectus and other than as set out below, the Corporation has not entered into any other management, consulting or employment agreements with any of its management team. None of the persons on the management team have entered into either a non-competition or non-disclosure agreement with the Corporation. The Corporation anticipates entering into agreements with management in line with industry competitive standards in order to retain and attract the best talent.

Satvir Dhillon – President, Chief Executive Officer, Corporate Secretary and Director – Age: 52: Mr. Dhillon has been involved in the development of companies primarily listed on the TSX Venture Exchange for about 20 years. He has held a variety of positions including investor relations, business development, senior management and board directorships. Mr. Dhillon is currently the President/CEO and Director of Glacier Lake Resources Inc. (TSXV: GLI) and the CEO and a Director of E.S.I. Environmental Sensors Inc. (TSXV: ESV). Mr. Dhillon also sits on the boards of Equatorial Exploration Corp. (TSXV: EXX), Earl Resources Ltd. (TSXV: ERL) and iMetal Resources Inc. (TSXV: IMR), as well as providing his skills and knowledge to several other private and public companies. Mr. Dhillon holds a management degree from BCIT.

Mr. Dhillon will devote 75% of his time to the Corporation.

Scott Davis – Chief Financial Officer and Director – Age: 43: Mr. Davis is a Chartered Professional Accountant and a partner of Cross Davis & Company LLP Chartered Professional Accountants, a firm focused on providing accounting and management services for publicly-listed companies. His experience includes CFO positions of several companies listed on the Canadian Securities Exchange and the TSX Venture Exchange and his past experience consists of senior management positions. Mr. Davis obtained his CPA, CGA in 2003.

Mr. Davis will devote 15% of his time to the Corporation. Mr. Davis' principal occupation is partner of Cross Davis & Company LLP Chartered Professional Accountants, through which Mr. Davis acts as an officer of various resource companies.

Ralph Timothy Henneberry – Independent Director – Age: 61: Mr. Henneberry, a Dalhousie University graduate, is a Professional Geoscientist registered in British Columbia with over 39 years of experience in domestic and international exploration and production for base and precious metals and industrial minerals. He was a former Director and Interim Chief Executive Officer of Sojourn Exploration Inc. and a former Director of Broadway Gold Mining Ltd. Currently, Mr. Henneberry sits on the advisory boards of Glacier Lake Resources Inc., Max Resource Corp. and Universal Copper Ltd.

Mr. Henneberry will devote 10% of his time to the Corporation.

Daniel Kunz – Independent Director – Age: 67: Mr. Kunz has a distinguished career in international construction, engineering, geothermal energy, mining and natural resource development for more than 35 years with extensive management and corporate governance of public natural resource development companies. Mr. Kunz is currently Managing Partner of Daniel Kunz & Associates, LLC, a natural resource-focused consulting company started in 2014. From 2013 to 2018, Kunz was Chairman and CEO of Gold Torrent, Inc. a mine development company with a gold project in Alaska that was sold to the project lender last year.

Mr. Kunz will devote 10% of his time to the Corporation.

The term of office of the directors expires annually at the time of the Corporation's annual general meeting of shareholders. The term of office of the executive officers expires at the discretion of the Board of Directors.

Cease Trade Orders and Bankruptcies

Other than as set out below, to the Corporation's knowledge, no director or executive officer of the Corporation is, as at the date of this Prospectus, or was within 10 years before the date of the Prospectus, a director, chief executive officer or chief financial officer of any person or company, including the Corporation, that:

(i) was subject to (a) a cease trade order; (b) an order similar to a cease trade order; or (c) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an "**order**") that was issued while the director or executive officer was acting in the capacity of a director, the chief executive officer or the chief financial officer thereof; or

(ii) was subject to an order that was issued after the director or executive officer ceased to be a director, the chief executive officer or the chief financial officer thereof and which resulted from an event that occurred while that person was acting in such capacity.

Mr. Davis was the Chief Financial Officer of Future Farm Technologies when on June 29, 2017 the BCSC issued a cease trade order against Future Farm Technologies and management as a result of the company not having filed the annual audited financial statements and management discussion and analysis of Future Farm Technologies within the prescribed period of time. The cease trade order was subsequently revoked on August 2, 2017 in connection with the filing of the annual audited financial statements and management discussion and analysis.

On August 3, 2018, the BCSC issued a cease trade order against E.S.I. Environmental Sensors Inc. as a result of the company not having filed the annual audited financial statements and management discussion and analysis within the prescribed period of time. The cease trade order was subsequently revoked on October 12, 2018 in connection with the filing of the annual audited financial statements and management discussion and analysis. Mr. Davis resigned as Chief Financial Officer of the company in July 2018.

Other than as set out below, to the Corporation's knowledge, no director or executive officer of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation:

(i) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any person or company, including the Corporation, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(ii) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Mr. Kunz was Chairman and CEO of Gold Torrent, Inc. when in 2018 it became insolvent and, as a result, entered into an agreement with a creditor to settle amounts owing to such creditor by transferring substantially all of its business assets to such creditor in settlement of the debt. Following the debt settlement, Gold Torrent, Inc. was wound up.

Penalties or Sanctions

To the Corporation's knowledge and other than as disclosed herein, no director or executive officer of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to:

(iii) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(iv) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

With respect to the Option Agreement, Mr. Satvir Dhillon is a Director, the President, Chief Executive Officer and Corporate Secretary of the Corporation, and is also a Director, the President and Chief Executive Officer of the Vendor. As such, there is a conflict of interest as between the Corporation and a director or officer of the Corporation.

Conflicts of interest may also arise as a result of the directors and officers of the Corporation also holding positions as directors or officers of other companies. Some of the individuals who are directors and officers of the Corporation have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Corporation will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies provided under Business Corporations Act (British Columbia).

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Board of Directors of the Corporation does not have a compensation committee. Currently, the Board of Directors as a whole is responsible for determining all forms of compensation, including short and long-term incentive compensation in the form of bonuses, to be granted to the officers and the directors, and for reviewing the Chief Executive Officer's recommendations respecting compensation of the other officers of the Corporation. In its review and determination of executive compensation, the Board of Directors strives to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Board of Directors considers: i) recruiting and retaining executives critical to the success of the Corporation and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and the Corporation's shareholders; and iv) rewarding performance, both on an individual basis and with respect to operations in general.

Summary Compensation Table

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation to each NEO in any capacity, and each Director who is not a NEO, for the period from inception on February 14, 2018 to January 31, 2019. The Corporation expects to compensate management according to industry competitive standards including the granting of Options such to retain and attract the best talent.

Table of Compensation Excluding Compensation Securities							
Name & position	**Year**	**Salary, Consulting Fee, Retainer or Commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of Perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Satvir Dhillon[(1)] *President, Chief Executive Officer, Corporate Secretary and Director*	2019	Nil	Nil	Nil	Nil	Nil	Nil
Scott Davis[(1)] *Chief Financial Officer and Director*	2019	Nil	Nil	Nil	Nil	Nil	Nil
Ralph Timothy Henneberry[(1)] *Independent Director*	2019	Nil	Nil	Nil	Nil	Nil	Nil
Daniel Kunz[(2)] *Independent Director*	2019	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Since February 14, 2018.

(2) Since September 13, 2018.

Stock Options and Other Compensation Securities

The Corporation has adopted a stock option plan (the “**Option Plan**”) pursuant to which the Board of Directors may grant options (the “**Options**”) to purchase Common Shares of the Corporation to directors, officers, consultants and employees of the Corporation or its subsidiaries, and employees of a person of company which provides management services to the Corporation or its subsidiaries (such persons hereinafter collectively referred to as “**Participants**”). The Option Plan has not been approved by Shareholders.

The purpose of the Option Plan is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation, and of its subsidiaries and affiliates, if any, to acquire Common Shares, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

Under the Option Plan, the aggregate number of Common Shares issuable upon the exercise of all Options granted under the Option Plan shall not exceed ten (10%) percent of the issued and outstanding Common Shares at any given time. If any Option granted hereunder shall expire or terminate for any reason in accordance with the terms of the Option Plan without being exercised, the unpurchased Common Shares subject thereto shall again be available for the purpose of this Option Plan. The number of Common Shares subject to an Option granted to any one Participant shall be determined by the Board of Directors, but no one Participant shall be granted an Option which exceeds the maximum number permitted by the rules and policies of any stock exchange or exchanges on which the Common Shares are then listed and any other regulatory body having jurisdiction (hereinafter collectively referred to as, the “**Exchange**”).

The exercise price of the Common Shares subject to each option shall be determined by the Board of Directors, subject to applicable Exchange approval, at the time any Option is granted. In no event shall such exercise price be lower than the exercise price permitted by the Exchange. Once the exercise price has been determined by the Board of Directors, accepted by the Exchange, if necessary, and the Option has been granted, the exercise price of an Option may be reduced upon receipt of Board of Directors approval, subject to any requirements of the Exchange.

Each Option and all rights thereunder shall be expressed to expire on the date set out in the option agreement and shall be subject to earlier termination if the Participant ceases to be a Participant or the death of the Participant, provided that in no circumstances shall the duration of an Option exceed the maximum term permitted by the Exchange. For greater certainty, in no circumstances shall the maximum term exceed ten (10) years.

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Option Plan shall not be transferable or assignable unless specifically provided herein or the extent, if any, permitted by the Exchange. During the lifetime of a Participant any benefits, rights and options may only be exercised by the Participant.

There are presently no Options outstanding under the Option Plan.

The determination of director and NEO compensation and how and when such compensation is to be determined is subject to the consideration of the Corporation’s Board of Directors.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

The Corporation previously advanced $5,000 to a company controlled by a director and officer of the Corporation. These funds have been repaid to the Corporation. Otherwise, at any time since January 31, 2019, or within 30 days before the date of this Prospectus, no director, executive officer or other senior officer of the Corporation or person who acted in such capacity in the period from inception on February 14, 2018 to January 31, 2019, or has been, indebted to the Corporation.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The primary purpose of the Audit Committee is to assist the Board of Directors in discharging its oversight and evaluation responsibilities. In particular, the Audit Committee oversees the financial reporting process to ensure the balance, transparency and integrity of our published financial information. The Audit Committee also reviews and reports to the Board of Directors on the quality and integrity of our consolidated financial statements and other financial information; compliance with legal and regulatory requirements related to financial reporting; the effectiveness of the systems of control (including risk management) established by management to safeguard the assets (real and intangible) of the Corporation and its subsidiaries; the proper maintenance of accounting and other records; annual and quarterly interim financial information; the independent audit process, including recommending the appointment and compensation of the external auditor, and assessing the qualifications, performance and independence of the external auditor; the performance and objectivity of our internal audit function; all non-audit services; the development and maintenance of procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submission by employees of the Corporation and its subsidiaries of concerns regarding questionable accounting or auditing matters; the review of environment, insurance and other liability exposure issues relevant to the affairs of the Corporation; and any additional matters delegated to the committee by the Board of Directors.

The Audit Committee has the right, for the purposes of performing its duties, to maintain direct communication with the Corporation's external auditors and Board of Directors, to inspect all books and records of the Corporation and its affiliates, to seek any information it requires from any employee of the Corporation and its affiliates and to retain outside counsel or other experts.

The Audit Committee is required to meet at least once per quarter and is comprised of three directors, Scott Davis, Ralph Timothy Henneberry and Daniel Kunz. Mr. Henneberry and Mr. Kunz are independent (as defined in National Instrument 52-110 – *Audit Committees* ("**52-110**")) and all "financially literate" within the meaning of applicable Canadian securities laws. Mr. Davis is not independent as he serves as the Corporation's Chief Financial Officer. The Corporation is relying on an exemption provided in section 6.1 of NI 52-110 from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Composition of Audit Committee and Independence

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with a company, which could, in the view of that company's board of directors, reasonably interfere with the exercise of the member's independent judgment. Mr. Henneberry and Mr. Kunz meet the definition of "independence" provided in NI 52-110.

Relevant Education and Experience

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. All of the members of the Corporation's audit committee are financially literate.

For details regarding the education, experience and financial literacy of the members of the Audit Committee, see "Directors and Executive Officers – Management – Directors and Officers of the Corporation" above.

Pre-approval Policies and Procedures for Audit Services

It is intended that the Audit Committee will establish a practice of approving audit and non-audit services provided by the external auditor. The Audit Committee intends to delegate to its Chair the authority, to be exercised between regularly scheduled meetings of the Audit Committee, to pre-approve audit and non-audit services provided by the independent auditor. All such pre-approvals would be reported by the Chair at the meeting of the Audit Committee next following the pre-approval.

External Auditor Service Fees

From inception on February 14, 2018 to January 31, 2019, the Corporation incurred fees to its external auditors, Davidson & Company LLP, Chartered Professional Accountants, as follows:

Description	**2019(5)**
Audit Fees(1)	Nil
Audit – Related Fees(2)	Nil
Tax Fees(3)	Nil
All Other Fees(4)	Nil
Total:	Nil

(1) "Audit Fees" means the aggregate fees billed by the external auditor(s) for the last fiscal year for audit services.

(2) "Audit-Related Fees" means the aggregate fees billed for the last fiscal year for assurance and related services by the external auditor that are reasonably related to the performance of the audit or review of the financial statements and are not reported under clause (1) above, including assistance with specific audit procedures on interim financial information.

(3) "Tax Fees" means the aggregate fees billed in the last fiscal year for professional services rendered by the external auditor for tax compliance, tax advice and tax planning.

(4) "All Other Fees" means the aggregate fees billed in the last fiscal year for products and services provided by the external auditor, other than the services reported under clauses (1), (2) and (3), above.

(5) As of the date of the Prospectus, the Corporation has incurred "Audit Fees" of $6,579.30 for the financial year ended January 31, 2020.

Audit Committee Charter

The Board of Directors has adopted an Audit Committee charter that sets out the roles and responsibilities of the Audit Committee. A copy of the charter is attached hereto as Schedule "B".

Corporate Governance

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with day-to-day management of the Corporation.

The Corporation intends to propose for adoption by the Board of Directors certain practices and procedures to ensure that effective corporate governance practices are followed and to ensure that the Board of Directors functions independently of management. The following sets forth the Corporation's disclosure of its proposed corporate governance practices as they relate to the corporate governance guidelines set forth in National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**").

The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making. The Board of Directors will monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

Board of Directors

NP 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the company, other than interests and relationships arising from holding shares or securities in the company. In addition, where a company has a significant shareholder, NP 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. The independent directors would exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

Currently, the Board of Directors is comprised of four directors, namely Satvir Dhillon, Scott Davis, Ralph Timothy Henneberry and Daniel Kunz, of which Mr. Henneberry and Mr. Kunz are considered independent for the purposes of NP 58-201. Mr. Dhillon and Mr. Davis are currently executive officers of the Corporation and are therefore not independent within the meaning of applicable Canadian securities laws. The Board of Directors may meet independently of management as needed.

Directorships

The following directors of the Corporation also serve as directors of another reporting issuer:

Name of Director	Other Reporting Issuers	Name of Exchange or Market
Satvir Dhillon	Earl Resources Limited	TSX-V
	E.S.I. Environmental Sensors Inc.	TSX-V
	Equatorial Exploration Corp.	TSX-V
	Glacier Lake Resources Inc.	TSX-V
	iMetal Resources Inc	TSX-V
Scott Davis	Guyana Goldstrike Inc.	TSX-V
	iMetal Resources Inc.	TSX-V
	NovaTeqni Technology Corporation	TSX-V
Daniel Kunz	Chesapeake Gold Corp.	TSX-V/OTC
	Gunpoint Exploration Ltd.	TSX-V/OTC
	Greenbriar Capital Corp.	TSX-V
	Silver Bull Resources Inc.	TSX/OTC
	Prime Mining Corp.	TSXV

Position Descriptions

The Corporation does not currently have a Chairman or a written position description for the Chairman of the Board of Directors, or for the Chair of each of the committees. The Corporation intends to propose to the Board of Directors the adoption of written position descriptions for a Chairman of the Board of Directors and the Chair of each committee.

Orientation and Continuing Education

The Corporation intends to develop a comprehensive orientation program appropriate for the Corporation's directors to assist new directors with understanding the role of the Board of Directors and its committees, the contribution that directors are expected to make to the Board of Directors and the nature and operation of the Corporation's business. The Corporation also intends to develop a continuing education program for all directors to enable directors to maintain or enhance their skills and abilities as directors and ensure that their knowledge and understanding of the Corporation's business remains current.

Ethical Business Conduct

The Corporation intends to propose that the Board of Directors adopt a written code of business conduct and ethics (the “**Code**”) for the Corporation’s directors, officers and employees. As contemplated by the Corporation, the Code will constitute written standards that are designed to deter wrongdoing and promote: (i) honest and ethical conduct, including the handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) avoidance of conflicts of interest, including disclosure to a director or officer of the Corporation of any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest; (iii) full, fair, accurate, timely and understandable disclosure in reports and documents that the Corporation files with, or submits to, the securities regulatory authorities and in other public communications made by the Corporation; (iv) compliance with applicable governmental laws, rules and regulations; (v) the prompt reporting to a director or officer (or if appropriate, to the British Columbia Securities Commission) of violations of the Code; and (vi) accountability and responsibility by all directors, officers and employees for adherence to the Code.

The Corporation also intends to propose that, following the Closing, the Board of Directors direct the Audit Committee to monitor compliance with the Code and recommend disclosures with respect thereto. Accordingly, the Audit Committee will be responsible for, among other things, reviewing the Code with a view to complying with all applicable rules and regulations, receiving regular reports from management with respect to compliance with the Code, and satisfying itself that management has established a system to disclose the Code (and any amendments thereto) to the extent required.

Nomination of Directors

The Board of Directors will consider its size each year when it considers the number of directors to recommend to shareholders of the Corporation for election at the annual general meeting of shareholders, taking into account the number required to carry out the Board of Director’s duties effectively and to maintain a diversity of views and experience.

The Board of Directors does not have a nomination committee, and these functions are currently performed by the Board of Directors as a whole. The Board of Directors is responsible for identifying individuals qualified to become new members of the Board of Directors and recommending to the Board of Directors new nominees for the next annual general meeting of shareholders.

Compensation

The Board of Directors as a whole is responsible for determining all forms of compensation. See “Executive Compensation – Compensation Discussion and Analysis” for additional information.

Other Board Committees

Other than as disclosed herein, there are no committees of the Board of Directors as of the date of this Prospectus.

Assessments

Neither the Corporation nor the Board of Directors has developed a formal review system to assess the performance of the directors or the Board of Directors as a whole. The contributions of individual directors are monitored by other members of the Board of Directors on an informal basis through observation.

PLAN OF DISTRIBUTION

The Offering will be made in accordance with the Agency Agreement and the rules and policies of the CSE and on a day determined by the Agent and the Corporation. This Offering consists of a minimum of 6,000,000 Common Shares and a maximum of 8,000,000 Common Shares to raise gross proceeds of $600,000 in the case of the Minimum Offering and $800,000 in the case of the Maximum Offering. If the Offering is not completed within 90 days of the issuance of a receipt for the final prospectus, and unless an amendment is filed and receipted, the Offering will cease and all subscription monies will be returned to Subscribers without interest or deduction. Pursuant to the Agency Agreement, the Corporation has engaged the Agent to act as its exclusive agent to conduct the Offering in the Selling Provinces, on a commercially reasonable efforts basis. The Agent may enter into selling arrangements with other investment dealers at no additional cost to the Corporation. The Agent will receive, on the Closing Date:

(a) A corporate finance fee of $50,000 (plus GST), of which $25,000 (plus GST) has been paid to the Agent and is non-refundable;

(b) A commission of 8% of the gross proceeds of the Offering, payable in cash;

(c) A Common Share purchase warrant entitling the Agent to purchase that many Common Shares equal to 8% of the Common Shares sold pursuant to the Offering; and

(d) The Agent's Expenses, of which a retainer of $20,000 has been paid toward such expenses.

The Agent has agreed to assist with the Offering on a commercially reasonable efforts basis but is not obligated to purchase any of the Common Shares for its own account.

Subscriptions will be received for the Common Shares subject to rejection or acceptance by the Corporation in whole or in part, and the right is reserved to close the subscription books at any time. Upon rejection of a subscription, or in the event that the Offering does not complete within the term of the Agency Agreement or the time required by the rules of the Securities Commissions, the subscription price and the subscription will be returned to the Subscriber forthwith without interest or deduction. Certificates representing the Common Shares acquired hereunder will be delivered on the Closing Date unless the Agent elects for delivery in book entry form through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee and will be deposited with CDS. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

The Agency Agreement provides that, upon the occurrence of certain events or at the discretion of the Agent on the basis of its assessment of the state of the financial markets or the market for the Common Shares that the Common Shares cannot be marketed profitably, the Agent may terminate the Offering. The Agent may also terminate its obligations under the Agency Agreement at any time upon the occurrence of certain events, such as the breach of any term of the Agency Agreement by the Corporation. The Corporation agrees not to, directly or indirectly, issue, sell or grant or agree to announce any intention to issue, sell or grant, any additional equity or quasi-equity securities for a period of 120 days from the Closing of the Offering without the prior written consent of the Agent, such consent not to be unreasonably withheld, except in conjunction with: (i) the grant or exercise of stock options and other similar issuances pursuant to any stock option plan of the Corporation then in effect and other share compensation arrangements; (ii) outstanding warrants; (iii) obligations in respect of existing mineral property agreements; and (iv) the issuance of securities in connection with property or share acquisitions in the normal course of business.

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering other than the payments to be made to the Agent in accordance with the terms of the Agency Agreement.

This Prospectus also qualifies the issuance of the Agent Warrants.

Closing of the Offering is subject to conditions which are set out in the Agency Agreement.

The directors, officers and other insiders of the Corporation may purchase Common Shares under the Offering. The price of the Common Shares offered under this Prospectus was determined by negotiation between the Corporation and the Agent, and bears no relationship to earnings, book value or other valuation criteria.

Listing of Common Shares

The CSE has conditionally approved the listing of the Common Shares and Agent Shares. Listing is subject to the issuer fulfilling all the listing requirements of the CSE.

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

RISK FACTORS

An investment in the Corporation's shares, in the event that such shares are offered for sale at some time in the future, should be considered highly speculative due to the nature of the Corporation's business and the present stage of development. An investment in the Corporation's shares should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Potential investors should consult with their professional advisors to assess an investment in the Corporation. In evaluating the Corporation and its business, investors should carefully consider, in addition to other information contained in this Prospectus, the risk factors below. These risk factors are not a definitive list of all risk factors associated with an investment in the Corporation or in connection with its operations and other risks and uncertainties affecting the Corporation's business could potentially arise or become material in the future.

General

The Corporation is in the business of exploring mineral properties, which is a highly speculative endeavor. A purchase of any of the securities of the Corporation involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment.

Insufficient Capital

The Corporation does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Corporation will require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Corporation will be successful in obtaining such additional financing; failure to do so could result in the loss or substantial dilution of the Corporation's interest in the Silver Star Property and the Clover Mountain Property.

No Established Market

The Corporation has applied to list the securities distributed under this Prospectus on the CSE. Listing will be subject to the Corporation fulfilling all the listing requirements of the CSE. There is currently no market through which the Corporation's securities may be sold and purchasers may not be able to resell the Common Shares purchased under this Prospectus. Even if a market develops, there is no assurance that the price of the Common Shares offered under this Prospectus, which was determined through negotiations between the Corporation and the Agent, will reflect the market price of the Common Shares once a market has developed. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial public Offering Price.

Property Interests

The Corporation does not own the mineral rights pertaining to the Silver Star Property. Rather, it holds an option to acquire the mineral rights. There is no guarantee the Corporation will be able to raise sufficient funding in the future to satisfy the required cash payments so as to maintain its interests therein. If the Corporation loses or abandons its interest in the Silver Star Property, there is no assurance that it will be able to acquire another mineral property of merit.

Financing Risks

The Corporation has no history of earnings and, due to the nature of its business, there can be no assurance that the Corporation will be profitable. The Corporation has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Corporation is through the sale of its equity shares. Even if the results of exploration are encouraging, the Corporation may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially minable deposit exists on the Silver Star Property and Clover Mountain Property. While the Corporation may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there is no assurance that any such funds will be available. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Negative Cash Flows

The Corporation currently has negative cash flow and may continue to do so for the foreseeable future. If the Corporation has negative cash flow in future periods, it may be required to seek alternative forms of debt or equity financing. There can be no assurance that debt or equity financing will be available to the Corporation or, if available, will be on terms acceptable to the Corporation.

Exploration

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Corporation may be affected by numerous factors which are beyond the control of the Corporation and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Corporation not receiving an adequate return of investment capital.

There is no assurance that the Corporation's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Corporation'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.

Acquisition of Additional Mineral Properties

If the Corporation loses or abandons its interest in the Silver Star Property or the Clover Mountain Property, there is no assurance that it will be able to acquire another mineral property of merit.

Uninsurable Risks

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

Permits and Government Regulations

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

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Corporation. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Corporation for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations.

Mineral Titles

The Corporation has not yet obtained a title opinion in respect of the Silver Star Property or the Clover Mountain Property. The claims on the Silver Star Property and the Clover Mountain Property have not been legally surveyed. The Silver Star Property and Clover Mountain Property may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. The Corporation is satisfied, however, that evidence of title to the Silver Star Property and the Clover Mountain Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Silver Star Property and the Clover Mountain Property.

First Nations' Land Claims

The Silver Star Property may now or in the future be the subject of First Nations land claims. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Corporation's material interest in the Silver Star Property and/or potential ownership interest in the Silver Star Property in the future, cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of Aboriginal rights in the area in which the Silver Star Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Corporation's activities. Even in the absence of such recognition, the Corporation may at some point be required to negotiate with and seek the approval of holders of Aboriginal interests in order to facilitate exploration and development work on the Silver Star Property, there is no assurance that the Corporation will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the Silver Star Property.

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

Competition

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

Management

The success of the Corporation is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Corporation's business and prospects. There is no assurance the Corporation can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Tax Issues

Income tax consequences in relation to the Common Shares will vary according to the circumstances by each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisors prior to subscribing for Common Shares.

Dilution

The Offering Price of the Common Shares issuable under this Offering significantly exceeds the net tangible book value per Common Share, and accordingly, investors will suffer immediate and substantial dilution of their investment before considering costs associated with the Offering.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of the Common Shares distributed hereunder will be affected by such volatility. There is no public market for the Corporation's Common Shares. An active public market for the Common Shares might not develop or be sustained after the Offering. The initial public Offering Price of the Common Shares has been determined by negotiations between the Corporation and representatives of the Agent and this price will not necessarily reflect the prevailing market price of the Common Shares following the Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial public Offering Price.

PROMOTERS

Mr. Satvir Dhillon may be considered to be a promoter of the Corporation in that he took the initiative in organizing the business of the Corporation. The following table sets out the number and percentage of each class of voting securities and equity securities of the Corporation beneficially owned, or controlled or directed, directly or indirectly by Mr. Dhillon:

Designation of Class	Number of Securities	Percentage of Class
Common Shares	1,000,000	6.39%

Additional information about Mr. Dhillon is disclosed elsewhere in this Prospectus in connection with his capacity as a director of the Corporation. See "Directors and Executive Officers" and "Executive Compensation" for additional information.

Other than as disclosed in this Prospectus, Mr. Dhillon has not received, directly or indirectly, anything of value, including money, property, contracts, options or rights of any kind from the Corporation, and the Corporation has not received any assets, services or other consideration from Mr. Dhillon in return.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

To the knowledge of the management of the Corporation, there are no actual or contemplated material legal proceedings to which the Corporation is a party.

Regulatory Actions

The Corporation is not subject to any penalties or sanctions imposed by any court or regulatory authority relating to securities legislation or by a securities regulatory authority, nor has the Corporation entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that are necessary to provide full, true and plain disclosure of all material facts relating to the Corporation's securities or would be likely to be considered important to a reasonable investor making an investment decision.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed below and elsewhere in this Prospectus, within the last three years, no director, executive officer or person that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the outstanding voting securities of the Corporation or any associate or affiliate of the foregoing has, or has had, any material interest, direct or indirect, in any transaction prior to the date of this Prospectus or any proposed transaction that has materially affected, or is reasonably expected to materially affect, the Corporation or any of its affiliates. See "Description of the Business – History – Option Agreement" and "Description of the Business – History – Acquisition of Clover Mountain Property, Idaho, USA".

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is neither a "related issuer" nor a "connected issuer" to the Agent, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The auditor of the Corporation is Davidson & Company, LLP, Chartered Professional Accountants with an office located at Suite 1200, 609 Granville Street, Vancouver, British Columbia, V7Y 1G6.

The transfer agent and registrar of the Common Shares is Odyssey Trust Company, at its office located at Suite 323, 409 Granville Street, Vancouver, British Columbia V6C 1T2.

MATERIAL CONTRACTS

Since incorporation, the Corporation has entered into the following material contracts, other than contracts entered into in the ordinary course of business:

(a) the Purchase Agreement (see "Description of the Business");
(b) the Option Agreement (see "Description of the Business");
(c) the amendment to the Option Agreement (see "Description of the Business"); and
(d) the escrow agreement (see "Securities Subject to Contractual Restriction on Transfer").

EXPERTS

No person or corporation whose profession or business gives authority to a statement made by the person or corporation and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus the Corporation or of an Associate or Affiliate of the Corporation and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation and no such person is a promoter of the Corporation or an Associate or Affiliate of the Corporation.

Certain legal matters related to this Offering will be passed upon on behalf of the Corporation by Cassels Brock & Blackwell LLP and by Harper Grey LLP on behalf of the Agent. As of the date hereof, partners and associates of Cassels Brock & Blackwell LLP each as a group, own, directly or indirectly, in the aggregate, less than 1% of the securities of the Corporation.

Warren Robb, P.Geo., the author of the Silver Star Technical Report and Clover Mountain Technical Report, is independent from the Corporation within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

Davidson & Company LLP, Chartered Professional Accountants is independent of the corporation in accordance with the rules of professional conduct of the Institute of Chartered Professional Accountants of British Columbia.

OTHER MATERIAL FACTS

Other than as disclosed elsewhere in this Prospectus, there are no material facts about Common Shares that are necessary to be disclosed in order for this Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed.

PURCHASERS STATUTORY RIGHTS OF WITHDRAWAL AND RECISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to the applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

SCHEDULE "A"
FINANCIAL STATEMENTS OF THE CORPORATION

FOR THE PERIOD FROM INCEPTION ON FEBRUARY 14, 2018 TO JANUARY 31, 2019 AND FOR THE SIX MONTH PERIOD ENDED JULY 31, 2019

Raindrop Ventures Inc.

Financial Statements

For the period from inception on February 14, 2018 to January 31, 2019

(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

To the Directors of
Raindrop Ventures Inc.

Opinion

We have audited the accompanying financial statements of Raindrop Ventures Inc. (the "Company"), which comprise the statement of financial position as at January 31, 2019, and the statements of operations and comprehensive loss, changes in shareholders' equity and cash flows for the period from inception on February 14, 2018 to January 31, 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of Raindrop Ventures Inc. as at January 31, 2019, and its financial performance and its cash flows for the year 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 Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 of the financial statements, which indicates that the Company incurred a net loss of $16,999 during the period from inception on February 14, 2018 to January 31, 2019. As stated in Note 2, these events and conditions, along with other matters as set forth in Note 2 indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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 Stephen Hawkshaw.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada — Chartered Professional Accountants

March 7, 2019

RAINDROP VENTURES INC.
Statement of Financial Position
(Expressed in Canadian Dollars)

As at	Note		January 31, 2019
ASSETS			
Current assets			
Cash		$	57,172
Receivables	4,6		4,804
Total current assets			61,976
Non-current assets			
Exploration and evaluation assets	5		150,164
Total assets		$	212,140
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities		$	11,086
Total current liabilities			11,086
Shareholders' equity			
Share capital	7		274,678
Share subscriptions receivable	7		(56,625)
Deficit			(16,999)
Total shareholders' equity			201,054
Total liabilities and shareholders' equity		$	212,140

Going concern (Note 2)

Approved and authorized for issuance by the Board of Directors on March 7, 2019:

"*Satvir Dhillon*"
Director

"*Scott Davis*"
Director

(The accompanying notes are an integral part of these financial statements)

(Expressed in Canadian Dollars)

		Period from inception on February 14, 2018 to January 31, 2019
EXPENSES		
Accounting and audit	$	7,500
Foreign exchange gain		(306)
Legal fees		5,556
Office and miscellaneous		4,249
Loss and comprehensive loss for the period	$	(16,999)
Basic and diluted loss per share	$	(0.00)
Weighted average number of shares outstanding		8,623,513

(The accompanying notes are an integral part of these financial statements)

RAINDROP VENTURES INC.
Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Share Subscriptions Receivable	Commitment to issue Shares	Deficit	Total
Balance, February 14, 2018 (Inception)	-	$ -	$ -	$ -	$ -	$ -
Issuance of common shares	8,950,000	145,000	(56,625)	-	-	88,375
Shares issued for exploration and evaluation assets	6,483,900	129,678	-	-	-	129,678
Loss for the period	-	-	-	-	(16,999)	(16,999)
Balance, January 31, 2019	15,433,900	$ 274,678	$ (56,625)	$ -	$ (16,999)	$ 201,054

(The accompanying notes are an integral part of these financial statements)

RAINDROP VENTURES INC.
Statement of Cash Flows
(Expressed in Canadian Dollars)

		Period from inception on February 14, 2018 to January 31, 2019
OPERATING ACTIVITIES		
Loss for the period	$	(16,999)
Changes in non-cash operating working capital:		
Receivables		(4,804)
Accounts payable and accrued liabilities		11,086
Net cash used in operating activities		(10,717)
FINANCING ACTIVITIES		
Proceeds from issuance of common shares		88,375
Net cash provided by financing activities		88,375
INVESTING ACTIVITIES		
Exploration and evaluation assets expenditures		(20,486)
Net cash used in investing activities		(20,486)
Change in cash		57,172
Cash, beginning of period		-
Cash, end of period	$	57,712

Supplemental Cash Flow Information:

- Issued 6,483,900 common shares at a fair value of $129,678 for exploration and evaluation assets.
- Proceeds from issuance of common shares accrued through subscriptions receivable of $56,625.

Interest paid	$	–
Income taxes paid	$	–

(The accompanying notes are an integral part of these financial statements)

1. NATURE AND CONTINUANCE OF OPERATIONS

Raindrop Ventures Inc. (the “Company”) is a resource exploration company focused on acquiring and exploring resource properties in Canada and the USA.

The Company was incorporated on February 14, 2018 under the laws of British Columbia. The Company’s head office and registered office is Suite 1588, 609 Granville Street, Vancouver, British Columbia, V7Y 1G5.

The financial statements are presented in Canadian dollars, which is the Company’s functional currency.

2. BASIS OF PREPARATION

These financial statements have been prepared using accounting policies consistent 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”).

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

The preparation of these 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 reported amounts of expenses during the year. Actual results could differ from these estimates.

These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimated uncertainty that management has made at the financial position reporting date, 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:

1) the carrying value and the recoverability of exploration and evaluation assets, which are included in the statement of financial position;
2) deferred income tax asset valuation allowances; and
3) the valuation of non-cash transactions.

Application of the going concern assumption: the assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company’s ability to continue as a going concern.

2. BASIS OF PREPARATION (continued)

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the statement of operations in the period when the new information becomes available.

Going concern

These financial statements have been prepared assuming the Company will continue on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The ability of the Company to continue as a going concern depends on its ability to raise adequate financing and to develop profitable operations. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, and other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In addition, management closely monitors 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 if favorable or adverse market conditions occur. These factors indicate the existence of a material uncertainty that may cast significant doubt the Company's ability to continue as a going concern. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

As the Company is in the exploration and evaluation stage, the Company has not identified a known body of commercial grade mineral on any of its properties. The ability of the Company to realize the costs it has incurred to date on these properties is dependent upon the Company identifying a commercial mineral body to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the property.

3. SIGNIFICANT ACCOUNTING POLICIES

Exploration and evaluation assets

Pre-exploration costs
Pre-exploration costs are expensed in the period in which they are incurred.

Exploration and evaluation expenditures
Once the legal right to explore a property has been acquired, all costs related to the acquisition, exploration, and evaluation of mineral properties are capitalized by property. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors, and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general and administrative overhead costs, are expensed in the period in which they occur.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration and evaluation assets (continued)

The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the farmee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain on disposal.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of operations.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as “mines under construction.” Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Rehabilitation provision

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

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

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

The Company does not have any significant rehabilitation obligations.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-current assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the statement of operations for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of operations.

Share-based payments

The Company grants stock options to purchase 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 recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital.

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

Flow-through shares

The Company will, from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into: i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon qualifying expenses being incurred, the Company derecognizes the liability and the premium is recognized as a recovery in the statement of operations.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the statement of operations. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Loss per share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reported period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Financial instruments

The Company has adopted new accounting standard IFRS 9 – Financial Instruments, effective February 14, 2018. The new standard sets out requirements for classifying, recognizing and measuring financial assets and financial liabilities. This standard replaces IAS 39 – Financial Instruments: Recognition and Measurement.

IFRS 9 is effective for annual periods beginning on or after January 1, 2018. IFRS 9 allows for an exemption from restating prior periods in respect of the standard's classification and measurement requirements. The Company has chosen to apply this exemption upon initial adoption, although it was determined that the adoption of IFRS 9 had no impact on the comparative period's financial statements.

IFRS 9 establishes three primary measurement categories for financial assets: fair value through profit and loss ("FVTPL"), fair value through other comprehensive income ("FVOCI") and amortized cost. The basis for classification depends on the entity's business model and the contractual cash flow characteristics of the instrument. For financial liabilities, the new standard retains most of the requirements of IAS 39, except that fair value changes due to changes in an entity's own credit risk are recorded in other comprehensive Income rather than in net earnings.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Upon adoption of IFRS 9, the Company's accounting policy for financial instruments is as follows:

Classification

The Company determines the classification of its financial instruments at initial recognition. Upon initial recognition, a financial asset is classified as measured at: amortized cost, fair value through profit and loss ("FVTPL"), or fair value through other comprehensive income (loss) ("FVOCI"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies related to financial liabilities and derivative financial instruments. A financial liability is classified as measured at amortized cost or FVTPL.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

An equity investment that is held for trading is measured at FVTPL. For other equity investments that are not held for trading, the Company may irrevocably elect to designate them as FVOCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

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 the Company has elected to measure them at FVTPL.

The Company completed an assessment of its financial assets and liabilities as at January 31, 2019. The adoption of IFRS 9 has no quantitative impact on the Company's financial instruments as at January 31, 2019.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

However, it has an impact on the classification of the Company's financial instruments compared to the old standard IAS 39 as follows:

Asset or Liability	Original classification IAS 39	New classification IFRS 9
Cash	FVTPL	FVTPL
Receivables	Loans and receivables	Amortized cost
Accounts payables and accrued liabilities	Other liabilities	Amortized cost

Measurement

Initial measurement

On initial recognition, all financial assets and financial liabilities are measured at fair value adjusted for directly attributable transaction costs except for financial assets and liabilities classified as FVTPL, in which case the transaction costs are expensed as incurred.

Subsequent measurement

The following accounting policies apply to the subsequent measurement of financial instruments:

Financial assets at FVTPL
These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortized cost
These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Equity investments at FVOCI
These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Debt investments at FVOCI
These assets are subsequently measured at fair value. Interest income is calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Impairment of financial instruments

The Company assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For financial assets measured at amortized cost, and debt investments at FVOCI, the Company applies the expected credit loss impairment model. On adoption of the expected credit loss model there was no material adjustment.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

New standards, interpretations and amendments not yet effective

A number of new standards, amendments to standards and interpretations are not yet effective as of January 31, 2019, and have not been applied in preparing these financial statements. None of these are expected to have a material effect on the financial statements of the Company.

IFRS 16

In January 2016, the IASB issued IFRS 16, Leases which replaces IAS 17, Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Company has not early adopted this standard and does not anticipate any significant differences upon adopting the standard.

IFRIC 23

Uncertainty over Income Tax Treatment: New standard to clarify the accounting for uncertainties in income taxes. The interpretation provides guidance and clarifies the application of the recognition and measurement criteria in IAS 12 “Income Taxes” when there is uncertainty over income tax treatments. The interpretation is effective for annual periods beginning on January 1, 2019. The Company is currently assessing the impact of IFRIC 23 on its consolidated statements.

4. RECEIVABLES

		January 31, 2019
Goods and services tax (“GST”) receivable	$	602
Expense reimbursements receivable (Note 6)		4,202
Total	**$**	**4,804**

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets consist of:

	Clover Mountain Property, USA	Silver Star Property, Canada	Total
Balance, February 14, 2018 (Inception)	**$ -**	**$ -**	**$ -**
Expenditures during the period:			
Acquisition costs	129,678	15,000	144,678
Geophysics/geology	4,400	-	4,400
Office and travel	1,086	-	1,086
Total expenditures	135,164	15,000	150,164
Balance, January 31, 2019	**$ 135,164**	**$ 15,000**	**$ 150,164**

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

Clover Mountain Property, Idaho, USA

On September 1, 2018, the Company entered into a purchase agreement with Daniel Kunz and Associates, LLC to purchase 100% of the Clover Mountain property consisting of 43 unpatented claims in Idaho, USA for 6,483,900 common shares of the Company at a fair value of $129,678. Subsequent to the purchase agreement on September 1, 2018, Daniel Kunz became a director of the Company.

Silver Star Property, BC, Canada

On June 14, 2018, the Company entered into an option agreement to acquire a 100% interest in the Silver Star property (the "Property") with Glacier Lake Resources Inc., a company with common directors and officers. Following the exercise of the option, the Property will remain subject to a 1.5% net smelter return royalty. The Company shall be entitled to purchase 1% of the royalty at any time through a one-time cash payment of $1,000,000.

The Company's obligations under the agreement include an aggregate of $75,000 in option payments and the issuance of 500,000 shares of the Company as follows:

(a) Cash to be paid:
- (i) $15,000 on or before the closing date (paid);
- (ii) $20,000 on or before June 14, 2019; and
- (iii) $40,000 on or before June 14, 2020.

(b) Shares to be issued:
- (i) 200,000 common shares on or before June 14, 2019; and
- (ii) 300,000 common shares on or June 14, 2020.

6. RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

During the period ended January 31, 2019, the Company entered into an option agreement to acquire a 100% interest in the Silver Star property with Glacier Lake Resources Inc., a company with common directors and officers (Note 5).

Included in share subscriptions receivable at January 31, 2019 is $10,500 receivable from a director and officer of the Company which was received subsequent to the period ended January 31, 2019.

Included in receivables at January 31, 2019 is $4,202 of expense reimbursements receivable from a company related by common directors and officers (Note 4).

7. SHARE CAPITAL

Authorized: Unlimited common shares without par value

Share transactions for the period from inception on February 14, 2018 to January 31, 2019:

(a) 1,500,000 common shares were issued at $0.005 per share for proceeds of $7,500 of which $4,625 was receivable at January 31, 2019 and was received subsequent to the period ended January 31, 2019.

(b) 1,150,000 common shares were issued at $0.01 per share for proceeds of $11,500 of which $7,000 was receivable at January 31, 2019 and was received subsequent to the period ended January 31, 2019.

(c) 6,300,000 common shares were issued at $0.02 per share for proceeds of $126,000 of which $45,000 was receivable at January 31, 2019 and was received subsequent to the period ended January 31, 2019.

(d) 6,483,900 common shares were issued at $0.02 per share at a fair value of $129,678 for exploration and evaluation assets (Note 5).

(e) As at January 31, 2019, the Company has a commitment to issue 51,000 special warrants subscribed through an equity crowdfunding at $0.10 per special warrants for proceeds of $5,100. The crowdfunding will close on March 19, 2019. The special warrants will be converted into common shares of the Company on a one to one basis (i) upon a prospectus being filed that qualifies for special warrants or (ii) on that date that is four months from the closing date. Subsequent to the period ended January 31, 2019, the Company has not received this amount.

(f) As at January 31, 2019, there were no stock options or share purchase warrants granted or outstanding.

8. FINANCIAL INSTRUMENTS AND RISKS

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, currency risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

(a) Capital management

The Company manages its capital to safeguard the Company's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders and benefits to other stakeholders, and to have sufficient funds on hand for business opportunities as they arise.

The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through short-term prospectuses, private placements, sell assets, incur debt, or return capital to shareholders. As at January 31, 2019, the Company is not subject to externally imposed capital requirements.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at January 31, 2019, the Company had a cash balance of $57,172 and current liabilities of $11,086. The Company is considered to be in the exploration and evaluation stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration and evaluation programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash is invested in business accounts with quality financial institutions, is available on demand for the Company's programs, and is not invested in any asset-backed commercial paper.

(c) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. The Company's cash is held with a major Canadian based financial institution. Receivables are comprised of GST refunds from the Canadian government, expense reimbursements receivable from a company with common directors and officers, and subscriptions receivable from an equity crowdfunding and from private placements. The carrying amount of financial assets represents the maximum credit exposure.

(d) Currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company is not exposed to foreign currency risk.

(e) Interest rate risk

The Company is not exposed to interest rate risk.

8. FINANCIAL INSTRUMENTS AND RISKS (continued)

(f) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. The ability of the Company to explore its mineral properties and future profitability of the Company are directly related to the market price of commodities. The Company monitors commodity prices to determine appropriate actions to be undertaken.

(g) Fair values

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of cash is measured based on level 1 inputs of the fair value hierarchy.

The estimated fair values of other financial instruments, including receivables and share subscriptions receivable, accounts payable and accrued liabilities, are equal to their carrying values due to the short-term nature of these instruments.

9. SEGMENTED INFORMATION

Industry information

The Company operates in one reportable operating segment, being the acquisition and exploration of exploration and evaluation assets.

Geographic information

The Company operates in both Canada and the United States. The Company's exploration and evaluation assets are located in Canada and the United States.

(Expressed in Canadian Dollars)

10. INCOME TAXES

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

	2019
Loss for the period	$ (16,999)
Expected tax recovery	(5,000)
Change in statutory tax rates and other	-
Permanent differences	1,000
Change in unrecognized deferred income tax assets	4,000
Income tax provision	$ -

Details of deferred income tax assets and liabilities are as follows:

	2019
Deferred tax assets (liabilities)	
Exploration and evaluation assets	$ 4,000
Non-capital losses available for future period	-
	-
Unrecognized deferred income tax assets	(4,000)
Net deferred income tax asset	$ -

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the statement of financial position are as follows:

	2019	**Expiry Date Range**
Temporary differences		
Non-capital losses available for future periods	$ 15,000	2039

Raindrop Ventures Inc.

Condensed Interim Financial Statements

For the six months ended July 31, 2019 and for the period from inception on February 14, 2018 to July 31, 2018

Unaudited – Prepared by Management

(Expressed in Canadian Dollars)

RAINDROP VENTURES INC.
Condensed Interim Statements of Financial Position
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

As at	Note	July 31, 2019	January 31, 2019
ASSETS			
Current assets			
Cash		$ 1,858	$ 57,172
Receivables	4,6	5,667	4,804
Deferred financing costs	7	45,000	-
Total current assets		52,525	61,976
Non-current assets			
Exploration and evaluation assets	5	150,324	150,164
Total assets		$ 202,849	$ 212,140
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities		$ 32,254	$ 11,086
Loans payable	6	23,000	-
Total current liabilities		55,254	11,086
Shareholders' equity			
Share capital	7	285,323	274,678
Share subscriptions receivable	7	-	(56,625)
Deficit		(137,728)	(16,999)
Total shareholders' equity		147,595	201,054
Total liabilities and shareholders' equity		$ 202,849	$ 212,140

Going concern (Note 2)
Subsequent event (Note 10)

Approved and authorized for issuance by the Board of Directors on September 20, 2019:

"*Satvir Dhillon*"
Director

"*Scott Davis*"
Director

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

RAINDROP VENTURES INC.
Condensed Interim Statements of Operations and Comprehensive Income (Loss)
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	Three months ended July 31, 2019	Three months ended July 31, 2018	Six months ended July 31, 2019	Period from inception on February 14, 2018 to July 31, 2018
EXPENSES				
Accounting and audit (Note 6)	$ 1,400	$ -	$ 1,479	$ -
Consulting fees	10,000	-	30,929	-
Legal fees	27,633	-	32,102	2,129
Management fees (Note 6)	10,000	-	27,000	-
Office and miscellaneous (recovery)	2,819	(236)	12,608	(18)
Rent	2,400	-	6,000	-
Travel and promotion	-	-	10,611	-
Income (loss) and comprehensive income (loss) for the period	$ (54,252)	$ 236	$ (120,729)	$ (2,111)
Basic and diluted income (loss) per share	$ (0.00)	$ 0.00	$ (0.01)	$ (0.00)
Weighted average number of shares outstanding – basic and diluted	15,651,900	1,500,000	15,595,292	817,366

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

RAINDROP VENTURES INC.
Condensed Interim Statement of Changes in Shareholders' Equity
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Share Subscriptions Receivable	Shares Subscribed in Advance	Deficit	Total
Balance, February 14, 2018 (Inception)	-	$ -	$ -	$ -	$ -	$ -
Incorporation share	1	-	-	-	-	-
Cancellation of incorporation share	(1)	-	-	-	-	-
Issuance of common shares	1,500,000	7,500	(4,625)	-	-	2,875
Shares subscribed	-	-	-	85,500	-	85,500
Loss for the period	-	-	-	-	(2,111)	(2,111)
Balance, July 31, 2018	1,500,000	$ 7,500	$ (4,625)	$ 85,500	$ (2,111)	$ 86,264

	Number of Shares	Share Capital	Share Subscriptions Receivable	Shares Subscribed in Advance	Deficit	Total
Balance, January 31, 2019	15,433,900	$ 274,678	$ (56,625)	$ -	$ (16,999)	$ 201,054
Issuance of common shares	118,000	11,800	-	-	-	11,800
Share subscriptions received	-	-	56,625	-	-	56,625
Share issuance costs – shares	100,000	10,000	-	-	-	10,000
Share issuance costs	-	(11,155)	-	-	-	(11,155)
Loss for the period	-	-	-	-	(120,729)	(120,729)
Balance, July 31, 2019	15,651,900	$ 285,323	$ -	$ -	$ (137,728)	147,595

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

RAINDROP VENTURES INC.
Condensed Interim Statement of Cash Flows
For the six months ended July 31, 2019 and for the period from inception on February 14, 2018 to July 31, 2018
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	2019	2018
OPERATING ACTIVITIES		
Loss for the period	$ (120,729)	$ (2,111)
Changes in non-cash operating working capital:		
Receivables	(863)	(83)
Accounts payable and accrued liabilities	21,168	-
Net cash used in operating activities	(100,424)	(2,194)
FINANCING ACTIVITIES		
Proceeds from issuance of common shares	68,425	2,875
Share issuance costs	(1,155)	-
Loans payable	23,000	-
Deferred financing costs	(45,000)	-
Shares subscribed in advance	-	85,500
Net cash provided by financing activities	45,270	88,375
INVESTING ACTIVITIES		
Exploration and evaluation assets expenditures	(160)	-
Net cash used in investing activities	(160)	-
Change in cash	(55,314)	86,181
Cash, beginning of period	57,172	-
Cash, end of period	$ 1,858	$ 86,181

Supplemental Cash Flow Information:

During the period ended July 31, 2019, the Company:

- Issued 100,000 common shares at a fair value of $10,000 for share issuance costs.

There was no supplemental cash flow information for the period from inception on February 14, 2018 to July 31, 2018.

Interest paid	$ –	$ –
Income taxes paid	$ –	$ –

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Raindrop Ventures Inc. (the "Company") is a resource exploration company focused on acquiring and exploring resource properties in Canada and the USA.

The Company was incorporated on February 14, 2018 under the laws of British Columbia. The Company's head office is Suite 1588, 609 Granville Street, Vancouver, British Columbia, V7Y 1G5 and the Company's registered office is Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

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

2. BASIS OF PREPARATION

These condensed interim financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting. The significant accounting policies applied in these condensed interim financial statements are based on the IFRS issued and effective as of July 31, 2019.

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

The preparation of these condensed interim 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 condensed interim financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates.

These condensed interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimated uncertainty that management has made at the financial position reporting date, 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:

1) the carrying value and the recoverability of exploration and evaluation assets, which are included in the statement of financial position;
2) deferred income tax asset valuation allowances; and
3) the valuation of non-cash transactions.

2. BASIS OF PREPARATION (continued)

Application of the going concern assumption: the assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the statement of operations in the period when the new information becomes available.

Going concern

These condensed interim financial statements have been prepared assuming the Company will continue on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The ability of the Company to continue as a going concern depends on its ability to raise adequate financing and to develop profitable operations. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, and other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In addition, management closely monitors 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 if favorable or adverse market conditions occur. These factors indicate the existence of a material uncertainty that may cast significant doubt the Company's ability to continue as a going concern. These condensed interim financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

As the Company is in the exploration and evaluation stage, the Company has not identified a known body of commercial grade mineral on any of its properties. The ability of the Company to realize the costs it has incurred to date on these properties is dependent upon the Company identifying a commercial mineral body to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the property.

3. SIGNIFICANT ACCOUNTING POLICIES

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited annual financial statements as at January 31, 2019. These unaudited condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the period from inception on February 14, 2018 to January 31, 2019.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

New standards, interpretations and amendments adopted during the period

IFRS 16

In January 2016, the IASB issued IFRS 16, Leases which replaces IAS 17, Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Company adopted this standard effective February 1, 2019 and it did not have any significant differences upon adopting the standard.

4. RECEIVABLES

	July 31, 2019	January 31, 2019
Goods and services tax ("GST") receivable	$ 5,667	$ 602
Expense reimbursements receivable (Note 6)	-	4,202
Total	**$ 5,667**	**$ 4,804**

5. EXPLORATION AND EVALUATION ASSETS

	Clover Mountain Property, USA	Silver Star Property, Canada	Total
Balance, February 14, 2018 (Inception)	**$ -**	**$ -**	**$ -**
Expenditures during the period:			
Acquisition costs	129,678	15,000	144,678
Geophysics/geology	4,400	-	4,400
Office and travel	1,086	-	1,086
Total expenditures	135,164	15,000	150,164
Balance, January 31, 2019	135,164	15,000	150,164
Expenditures during the period:			
Geophysics/geology	160	-	160
Total expenditures	160	-	160
Balance, July 31, 2019	**$ 135,324**	**$ 15,000**	**$ 150,324**

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

5. EXPLORATION AND EVALUATION ASSETS (continued)

Clover Mountain Property, Idaho, USA

On September 1, 2018, the Company entered into a purchase agreement with Daniel Kunz and Associates, LLC to purchase 100% of the Clover Mountain property consisting of 43 unpatented claims in Idaho, USA for 6,483,900 common shares of the Company at a fair value of $129,678. Subsequent to the purchase agreement on September 1, 2018, Daniel Kunz became a director of the Company.

Silver Star Property, BC, Canada

On June 14, 2018, the Company entered into an option agreement to acquire a 100% interest in the Silver Star property (the "Property") with Glacier Lake Resources Inc., a company with common directors and officers. Following the exercise of the option, the Property will remain subject to a 1.5% net smelter return royalty. The Company shall be entitled to purchase 1% of the royalty at any time through a one-time cash payment of $1,000,000.

The Company's obligations under the agreement include an aggregate of $75,000 in option payments and the issuance of 500,000 shares of the Company as follows:

(a) Cash to be paid:
- (i) $15,000 on or before the closing date (paid);
- (ii) $20,000 on or before June 14, 2019 (extended to December 31, 2019); and
- (iii) $40,000 on or before June 14, 2020.

(b) Shares to be issued:
- (i) 200,000 common shares on or before June 14, 2019 (extended to December 31, 2019); and
- (ii) 300,000 common shares on or before June 14, 2020.

6. RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

During the period ended July 31, 2019, the Company incurred the following charges with related parties that include officers, directors, key management or companies with common directors of the Company as follows:

a) Incurred management fees of $27,000 (2018 - $Nil) to a company controlled by a director and officer of the Company.
b) Incurred accounting fees of $1,000 (2018 - $Nil) to a firm where a director and officer of the Company is a partner.

During the period ended January 31, 2019, the Company entered into an option agreement to acquire a 100% interest in the Silver Star property with Glacier Lake Resources Inc., a company with common directors and officers (Note 5).

Included in share subscriptions receivable at July 31, 2019 was $Nil (January 31, 2019 - $10,500) receivable from a director and officer of the Company which was received during the period ended July 31, 2019.

6. RELATED PARTY TRANSACTIONS (continued)

Included in receivables at July 31, 2019 was $Nil (January 31, 2019 - $4,202) of expense reimbursements receivable from a company related by common directors and officers (Note 4) and was received during the period ended July 31, 2019.

Included in loans payable at July 31, 2019 is a loan from a company controlled by a director and officer of the Company for $9,200 and a loan from a company controlled by a director and officer of the Company for $4,600. The Company also received a loan from an arm's length party for $9,200. All loans are unsecured, non-interest bearing with no terms of repayment.

7. SHARE CAPITAL

Authorized: Unlimited common shares without par value

Escrowed shares: 3,825,000 common shares subject to the release schedule of 10% to be released upon the date of listing on the Canadian Securities Exchange (the "CSE"). and an additional 15% are to be released every 6 months thereafter until all the escrowed shares have been released 36 months following the date of listing on the CSE.

During the period ended July 31, 2019 the Company:

(a) Issued 118,000 special warrants subscribed through an equity crowdfunding at $0.10 per special warrants for proceeds of $11,800. The special warrants were converted into common shares of the Company on a one to one basis. The Company issued 100,000 common shares at a fair value of $10,000 as a compensation fee and incurred $1,155 of share issuance costs in relation to the equity crowdfunding.

(b) Signed an engagement letter with Leede Jones Gable Inc. (the "Agent"), offering on a commercially reasonable efforts basis, 8,000,000 common shares of the Company at a price of $0.10 per common share. The Company paid financing costs of $45,000 plus GST in connection with the financing. The Agent will receive a commission of 8% payable in cash from the proceeds of the offering and an option to purchase 8% of the number of common shares sold pursuant to the offering with an exercise price of $0.10 per share to be exercised within 24 months from the date of issuance.

During the period ended January 31, 2019 the Company:

(a) 1,500,000 common shares were issued at $0.005 per share for proceeds of $7,500 of which $4,625 was receivable at January 31, 2019 and was received during the period ended July 31, 2019.

(b) 1,150,000 common shares were issued at $0.01 per share for proceeds of $11,500 of which $7,000 was receivable at January 31, 2019 and was received during the period ended July 31, 2019.

(c) 6,300,000 common shares were issued at $0.02 per share for proceeds of $126,000 of which $45,000 was receivable at January 31, 2019 and was received during the period ended July 31, 2019.

(d) 6,483,900 common shares were issued at $0.02 per share at a fair value of $129,678 for exploration and evaluation assets (Note 5).

(e) As at January 31, 2019 and July 31, 2019, there were no stock options or share purchase warrants granted or outstanding.

7. SHARE CAPITAL (continued)

Stock Options

The Company has a stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option shall not be less than the discounted market price of the Company's shares on the date of grant. The options can be granted for a maximum term of 10 years and vest as determined by the board of directors.

There are no stock options outstanding at July 31, 2019.

8. FINANCIAL INSTRUMENTS AND RISKS

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, currency risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

(a) Capital management

The Company manages its capital to safeguard the Company's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders and benefits to other stakeholders, and to have sufficient funds on hand for business opportunities as they arise.

The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through short-term prospectuses, private placements, sell assets, incur debt, or return capital to shareholders. As at July 31, 2019, the Company is not subject to externally imposed capital requirements.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at July 31, 2019, the Company had a cash balance of $1,858 and current liabilities of $55,254. The Company is considered to be in the exploration and evaluation stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration and evaluation programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash is invested in business accounts with quality financial institutions, is available on demand for the Company's programs, and is not invested in any asset-backed commercial paper.

(c) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. The Company's cash is held with a major Canadian based financial institution. Receivables are comprised of GST refunds from the Canadian government and expense reimbursements receivable from a company with common directors and officers. The carrying amount of financial assets represents the maximum credit exposure.

8. FINANCIAL INSTRUMENTS AND RISKS (continued)

(d) Currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company is not exposed to foreign currency risk.

(e) Interest rate risk

The Company is not exposed to interest rate risk.

(f) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. The ability of the Company to explore its mineral properties and future profitability of the Company are directly related to the market price of commodities. The Company monitors commodity prices to determine appropriate actions to be undertaken.

(g) Fair values

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of cash is measured based on level 1 inputs of the fair value hierarchy.

The estimated fair values of other financial instruments, including receivables, loans payable and accounts payable and accrued liabilities, are equal to their carrying values due to the short-term nature of these instruments.

9. SEGMENTED INFORMATION

Industry information

The Company operates in one reportable operating segment, being the acquisition and exploration of exploration and evaluation assets.

Geographic information

The Company operates in both Canada and the United States. The Company's exploration and evaluation assets are located in Canada and the United States.

10. SUBSEQUENT EVENT

Subsequent to July 31, 2019, the Company filed a preliminary long form prospectus, offering on a commercially reasonable efforts basis, to purchasers resident in the Provinces of British Columbia and Alberta, through its agent, Leede Jones Gable Inc., a minimum of 6,000,000 common shares of the Company at a price of $0.10 per common share and a maximum of 8,000,000 common shares for gross proceeds of up to $800,000.

SCHEDULE "B"
AUDIT COMMITTEE CHARTER

1. *Mandate*

The audit committee will assist the board of directors (the "**Board**") in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the company's business, operations and risks.

2. *Composition*

The Board will appoint from among their membership an audit committee after each annual general meeting of the shareholders of the Corporation. The audit committee will consist of a minimum of three directors.

2.1 **Independence**

A majority of the members of the audit committee must not be officers, employees or control persons of the Corporation. If the Corporation ceases to be a "venture issuer" as that term is defined in Multilateral Instrument 52-110 entitled "Audit Committees" ("MI 52-110"), then all of the members of the audit committee shall be free from any material relationship with the Corporation within the meaning of MI 52-110.

2.2 **Financial Literacy of Committee Members**

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. A person is generally considered "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

3. *Meetings*

The audit committee shall meet at least annually with the Corporation's Chief Financial Officer and external auditors in separate executive sessions.

4. *Roles and Responsibilities*

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 **External Audit**

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

(a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation;

(b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;

(c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;

(d) review and recommend to the Board the compensation to be paid to the external auditors; and

(e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 **Internal Control**

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Corporation. In carrying out this duty, the audit committee shall:

(a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Corporation; and

(b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 **Financial Reporting**

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

(a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and

(b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

(a) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
(b) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
(c) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

(a) review and approve the interim financial statements prior to their release to the public; and
(b) review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

(a) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 **Non-Audit Services**

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Corporation or any subsidiary of the Corporation shall be subject to the prior approval of the audit committee.

Delegation of Authority

(a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

(a) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
(i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Corporation and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or
(ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

(a) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

(i) the pre-approval policies and procedures are detailed as to the particular service;

(ii) the audit committee is informed of each non-audit service; and

(iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 **Other Responsibilities**

The audit committee shall:

(a) establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters;

(b) establish procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters;

(c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;

(d) review the policies and procedures in effect for considering officers' expenses and perquisites;

(e) perform other oversight functions as requested by the Board; and

(f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 **Reporting Responsibilities**

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

SCHEDULE "C"
MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD FROM INCEPTION ON FEBRUARY 14, 2018 TO JANUARY 31, 2019 AND FOR THE SIX MONTH PERIOD ENDED JULY 31, 2019

Raindrop Ventures Inc.

Management's Discussion and Analysis

For the period from inception on February 14, 2018 to January 31, 2019

(Expressed in Canadian Dollars)

Introduction

The following Management Discussion and Analysis ("**MD&A**") of Raindrop Ventures Inc. (the "**Company**") has been prepared by management in accordance with the requirements of National Instrument 51-102 ("**NI 51-102**") as of August 20, 2019 and should be read in conjunction with the audited financial statements of the Company for the period from inception on February 14, 2018 to January 31, 2019 and the related notes contained therein which have been prepared under International Financial Reporting Standards ("**IFRS**"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

Overview

The Company is a resource exploration company focused on acquiring and exploring resource properties in Canada and the USA.

The Company was incorporated on February 14, 2018 under the laws of British Columbia. The Company's head office is Suite 1588, 609 Granville Street, Vancouver, British Columbia, V7Y 1G5 and the Company's registered office is Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

Significant Events/Overall Performance

Subsequent to January 31, 2019, the Company signed an engagement letter with Leede Jones Gable Inc. (the "**Agent**"), offering on a commercially reasonable efforts basis, 8,000,000 common shares of the Company at a price of $0.10 per common share. The Company paid a deposit of $46,250 in connection with the financing. The Agent will receive a commission of 8% payable in cash from the proceeds of the offering and an option to purchase 8% of the number of common shares sold pursuant to the offering with an exercise price of $0.10 per share to be exercised within 24 months from the date of issuance.

Exploration Activities

Clover Mountain Property, Idaho, USA

On September 1, 2018, the Company entered into a purchase agreement with Daniel Kunz and Associates, LLC to purchase 100% of the Clover Mountain property consisting of 43 unpatented claims in Idaho, USA for 6,483,900 common shares of the Company at a fair value of $129,678. Subsequent to the purchase agreement on September 1, 2018, Daniel Kunz became a director of the Company.

Silver Star Property, BC, Canada

On June 14, 2018, the Company entered into an option agreement to acquire a 100% interest in the Silver Star property (the "**Property**") with Glacier Lake Resources Inc., a company with common directors and officers. Following the exercise of the option, the Property will remain subject to a 1.5% net smelter return royalty. The Company shall be entitled to purchase 1% of the royalty at any time through a one-time cash payment of $1,000,000.

The Company's obligations under the agreement include an aggregate of $75,000 in option payments and the issuance of 500,000 shares of the Company as follows:

(a) Cash to be paid:
   (i) $15,000 on or before the closing date (paid);
   (ii) $20,000 on or before June 14, 2019 (extended to December 31, 2019); and
   (iii) $40,000 on or before June 14, 2020.

(b) Shares to be issued:
   (i) 200,000 common shares on or before June 14, 2019 (extended to December 31, 2019); and
   (ii) 300,000 common shares on or before June 14, 2020.

Results of Operations

Annual Results

The following table represents selected annual financial information on the Company's net loss since incorporation:

		Period from inception (February 14, 2018) to January 31, 2019
Revenue	$	Nil
Loss and comprehensive loss for the year/period		(16,999)
Exploration and evaluation assets		150,164
Total assets		212,140
Loss per share		(0.00)

Quarterly Results

The following table summarizes the results of operations for the most recent quarters since incorporation:

		January 31, 2019		October 31, 2018		July 31, 2018		April 30, 2018
Revenue	$	Nil	$	Nil	$	Nil	$	Nil
Gain (loss) and comprehensive gain (loss) for the period		(14,828)		(60)		236		(2,347)
Exploration and evaluation assets		150,164		130,216		-		-
Total assets		212,140		216,420		86,264		83
Loss per share		(0.00)		(0.00)		0.00		(2,347)

Results for the period from inception on February 14, 2018 to January 31, 2019

Revenues

Due to the Company's status as an exploration and development stage mineral resource company and a lack of commercial production from its properties, the Company currently does not have any revenues from its operations.

Expenses

The Company had a net loss of $16,999 for the period from inception on February 14, 2018 to January 31, 2019.

Expenses details are as follows:

- Accounting and audit fees of $7,500, foreign exchange gain of $306, legal fees of $5,556 and office expenses of $4,249.

There were no comparatives as this was the first year since incorporation.

Results for the three months ended January 31, 2019

The Company had a net loss of $14,828 for the three months ended January 31, 2019.

Expenses details are as follows:

- Accounting and audit fees of $7,500, legal fees of $3,427 and office expenses of $3,901.

There were no comparatives as this was the first year since incorporation.

Liquidity and Capital Resources

The Company will continue to require funds for exploration work, as well as to meet its ongoing day-to-day operating expenses and will continue to rely on equity financing during such period. There can be no assurance that financing will be available to the on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over the near and long term other than as disclosed above plus normal operating expenses.

Since incorporation, the Company's capital resources have been limited. The Company has relied principally upon the issue of equity securities to acquire interests in mineral properties.

During the period ended April 30, 2019 the Company:

(a) Issued 118,000 special warrants subscribed through an equity crowdfunding at $0.10 per special warrants for proceeds of $11,800. The special warrants were converted into common shares of the Company on a one to one basis. The Company issued 100,000 common shares at a fair value of $10,000 as a compensation fee and incurred $1,155 of share issuance costs in relation to the equity crowdfunding.

During the period ended January 31, 2019 the Company:

(a) 1,500,000 common shares were issued at $0.005 per share for proceeds of $7,500 of which $4,625 was receivable at January 31, 2019 and was received during the period ended April 30, 2019.

(b) 1,150,000 common shares were issued at $0.01 per share for proceeds of $11,500 of which $7,000 was receivable at January 31, 2019 and was received during the period ended April 30, 2019.

(c) 6,300,000 common shares were issued at $0.02 per share for proceeds of $126,000 of which $45,000 was receivable at January 31, 2019 and was received during the period ended April 30, 2019.

(d) 6,483,900 common shares were issued at $0.02 per share at a fair value of $129,678 for exploration and evaluation assets (Note 5).

(e) As at January 31, 2019 and April 30, 2019, there were no stock options or share purchase warrants granted or outstanding.

The Company had working capital of $50,890 as at January 31, 2019.

During the period from inception on February 14, 2018 to January 31, 2019, the Company used $10,717 of cash in operating activities, used $20,486 in investing activities, and raised $88,375 in financing activities.

Share Capital

As at the date of this report, the Company had the following outstanding:

- 15,651,900 common shares
- No stock options or warrants outstanding

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Transactions with Related Parties

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

During the period ended January 31, 2019, the Company entered into an option agreement to acquire a 100% interest in the Silver Star property with Glacier Lake Resources Inc., a company with common directors and officers.

Included in share subscriptions receivable at January 31, 2019 is $10,500 receivable from a director and officer of the Company which was received subsequent to the period ended January 31, 2019.

Included in receivables at January 31, 2019 is $4,202 of expense reimbursements receivable from a company related by common directors and officers.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual reports could differ from management's estimates.

Recent Accounting Policies

Please refer to the January 31, 2019 audited financial statements.

Financial Instruments

Please refer to the January 31, 2019 audited financial statements.

Proposed Transactions

There are no proposed transactions that have not been disclosed herein.

Contingencies

There are no contingent liabilities.

Additional Disclosure for Venture Issuers without Significant Revenue

Exploration and Evaluation Assets

The Company records its interests in exploration and evaluation assets and areas of geological interest at cost. All direct and indirect costs relating to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the assets to which they relate are placed into production, sold or management has determined there to be impairment. These costs will be amortized on the basis of units produced in relation to the proven reserves available on the related property following commencement of production.

The recorded cost of exploration and evaluation asset interests is based on cash paid, the assigned value of share considerations issued for exploration and evaluations and exploration and development costs incurred. The recorded amount may not reflect recoverable value as this will be dependent on the development program, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to bring its projects into production.

The Company defers all exploration expenses relating to exploration and evaluations assets and areas of geological interest until the properties to which they relate are placed into production, sold or abandoned or management has determined there to be impairment. These costs will be amortized over the proven reserves available on the related property following commencement of production.

Please refer to the January 31, 2019 audited financial statements for details of the Company's exploration and evaluation assets.

Internal Controls over Financial Reporting

*Changes in Internal Control over Financial Reporting ("**ICFR**")*

In connection with National Instrument 52-109 ("**NI 52-109**") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited condensed interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Management's Responsibility of Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

Other MD&A Requirements

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR at www.sedar.com.

Forward-looking information

This MD&A contains forward-looking statements or information (collectively "**forward-looking statements**") that relate to the Company's management's current expectations and views of future events. In some cases, these forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "anticipate", "aim", "estimate", "intend", "plan", "seek", "believe", "potential", "continue", "is/are likely to" or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- proposed expenditures for exploration work and general administrative expenses;
- expectations generally regarding the completion of future financings and the ability to raise further capital;
- permitting, permitting timelines and government regulation of exploration activities and mining operations;
- working capital requirements and the ability to obtain financing on acceptable terms or at all; and
- the timing and amount of future exploration including the timing and performance of the recommendations provided in the Silver Star Technical Report and the Clover Mountain Technical Report.

Forward-looking statements are based on certain assumptions and analysis made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate, and are subject to risks and uncertainties. Although the Company's management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. Given these risks, uncertainties and assumptions, prospective purchasers of the Company's securities should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*Risk Factors*", which include, among others, risks related to:

- insufficient capital;
- no established market;
- property interests;
- financing risks;

- negative cash flows;
- exploration;
- acquisition of additional mineral properties;
- uninsurable risks;
- permits and government regulations;
- environmental and safety regulations and risks;
- mineral titles;
- First Nations' land claims;
- competition;
- management;
- tax issues;
- dilution; and
- price volatility of publicly traded securities.

Although the forward-looking statements contained in this MD&A are based upon what the Company's management believes are reasonable assumptions, these risks, uncertainties, assumptions and other factors could cause the Company's actual results, performance, achievements, and experience to differ materially from its expectations, future results, performances, or achievements expressed or implied by the forward-looking statements.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See "*Risk Factors*".

Risk Factors

Please refer to the Company's final long form prospectus on www.sedar.com.

Raindrop Ventures Inc.

Management's Discussion and Analysis

For the six months ended July 31, 2019

(Expressed in Canadian Dollars)

Introduction

The following Management Discussion and Analysis ("MD&A") of Raindrop Ventures Inc. (the "Company") has been prepared by management in accordance with the requirements of National Instrument 51-102 ("NI 51-102") as of September 20, 2019 and should be read in conjunction with the condensed interim financial statements of the Company for the six months ended July 31, 2019 and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The MD&A should also be read in conjunction with the audited financial statements and the related MD&A for the period from inception on February 14, 2018 to January 31, 2019, and all other disclosure documents of the company The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

Overview

The Company is a resource exploration company focused on acquiring and exploring resource properties in Canada and the USA.

The Company was incorporated on February 14, 2018 under the laws of British Columbia. The Company's head office is Suite 1588, 609 Granville Street, Vancouver, British Columbia, V7Y 1G5 and the Company's registered office is Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

Significant Events/Overall Performance

During the period ended July 31, 2019, the Company signed an engagement letter with Leede Jones Gable Inc. (the "Agent"), offering on a commercially reasonable efforts basis, 8,000,000 common shares of the Company at a price of $0.10 per common share. The Company paid a deposit of $45,000 plus GST in connection with the financing. The Agent will receive a commission of 8% payable in cash from the proceeds of the offering and an option to purchase 8% of the number of common shares sold pursuant to the offering with an exercise price of $0.10 per share to be exercised within 24 months from the date of issuance.

Exploration Activities

Clover Mountain Property, Idaho, USA

On September 1, 2018, the Company entered into a purchase agreement with Daniel Kunz and Associates, LLC to purchase 100% of the Clover Mountain property consisting of 43 unpatented claims in Idaho, USA for 6,483,900 common shares of the Company at a fair value of $129,678. Subsequent to the purchase agreement on September 1, 2018, Daniel Kunz became a director of the Company.

Silver Star Property, BC, Canada

On June 14, 2018, the Company entered into an option agreement to acquire a 100% interest in the Silver Star property (the "Property") with Glacier Lake Resources Inc., a company with common directors and officers. Following the exercise of the option, the Property will remain subject to a 1.5% net smelter return royalty. The Company shall be entitled to purchase 1% of the royalty at any time through a one-time cash payment of $1,000,000.

The Company's obligations under the agreement include an aggregate of $75,000 in option payments and the issuance of 500,000 shares of the Company as follows:

(a) Cash to be paid:
   (i) $15,000 on or before the closing date (paid);
   (ii) $20,000 on or before June 14, 2019 (extended to December 31, 2019); and
   (iii) $40,000 on or before June 14, 2020.

(b) Shares to be issued:
   (i) 200,000 common shares on or before June 14, 2019 (extended to December 31, 2019); and
   (ii) 300,000 common shares on or before June 14, 2020.

Results of Operations

Quarterly Results

The following table summarizes the results of operations for the most recent quarters since incorporation:

	July 31, 2019	April 30, 2019	January 31, 2019	October 31, 2018
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Income (loss) and comprehensive income (loss) for the period	(54,252)	(66,477)	(14,828)	(60)
Exploration and evaluation assets	150,324	150,324	150,164	130,216
Total assets	202,849	204,346	212,140	216,420
Income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)

	July 31, 2018	April 30, 2018
Revenue	$ Nil	$ Nil
Income (loss) and comprehensive income (loss) for the period	236	(2,347)
Exploration and evaluation assets	-	-
Total assets	86,264	83
Income (loss) per share	0.00	(2,347)

Results for the six months ended July 31, 2019

Revenues

Due to the Company's status as an exploration and development stage mineral resource company and a lack of commercial production from its properties, the Company currently does not have any revenues from its operations.

Expenses

The Company had a net loss of $120,729 for the six months ended July 31, 2019 compared to a net loss of $2,111 for the period from inception on February 14, 2018 to July 31, 2018.

Expenses details are as follows:

- Consulting fees of $30,929 (2018 - $nil), legal fees of $32,102 (2018 - $2,129), management fees of $27,000 (2018 - $nil), office expenses of $12,608 (2018 – recovery of $18), rent of $6,000 (2018 - $nil) and travel and promotion of $10,611 (2018 - $nil). During the current period, the Company increased its corporate activities compared to the previous period and has retained the services of a new consultant, paid management fees to the Company's CEO and rented new office space.

Results for the three months ended July 31, 2019

Expenses

The Company had a net loss of $54,252 for the three months ended July 31, 2019 compared to net income of $236 for the three months ended July 31, 2018.

Expenses details are as follows:

- Consulting fees of $10,000 (2018 - $nil), legal fees of $27,633 (2018 - $nil), management fees of $10,000 (2018 - $nil), office expenses of $2,819 (2018 - recovery of $236) and rent of $2,400 (2018 - $nil). During the current period, the Company increased its corporate activities compared to the previous period and has retained the services of a new consultant, paid management fees to the Company's CEO and rented new office space.

Liquidity and Capital Resources

The Company will continue to require funds for exploration work, as well as to meet its ongoing day-to-day operating expenses and will continue to rely on equity financing during such period. There can be no assurance that financing will be available to the on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over the near and long term other than as disclosed above plus normal operating expenses.

Since incorporation, the Company's capital resources have been limited. The Company has relied principally upon the issue of equity securities to acquire interests in mineral properties.

During the period ended July 31, 2019 the Company issued 118,000 special warrants subscribed through an equity crowdfunding at $0.10 per special warrants for proceeds of $11,800. The special warrants were converted into common shares of the Company on a one to one basis. The Company issued 100,000 common shares at a fair value of $10,000 as a compensation fee and incurred $1,155 of share issuance costs in relation to the equity crowdfunding.

Included in loans payable at July 31, 2019 is a loan from a company controlled by a director and officer of the Company for $9,200, a loan from a company controlled by a director and officer of the Company for $4,600 and a loan from an arm's length party for $9,200. All loans are unsecured, non-interest bearing with no terms of repayment.

The Company had a working capital deficiency of $2,729 as at July 31, 2019.

During the six months ended July 31, 2019, the Company used $100,424 of cash in operating activities, used $160 in investing activities, and raised $45,270 in financing activities.

Share Capital

As at the date of this report, the Company had the following outstanding:

- 15,651,900 common shares
- No stock options or warrants outstanding

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Transactions with Related Parties

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

During the period ended July 31, 2019, the Company incurred the following charges with related parties that include officers, directors, key management or companies with common directors of the Company as follows:

a) Incurred management fees of $27,000 (2018 - $Nil) to a company controlled by Saf Dhillon director and officer of the Company.
b) Incurred accounting fees of $1,000 (2018 - $Nil) to a firm where Scott Davis director and officer of the Company is a partner.

During the period ended January 31, 2019, the Company entered into an option agreement to acquire a 100% interest in the Silver Star property with Glacier Lake Resources Inc., a company with common directors and officers (Note 5 of the financial statements).

Included in share subscriptions receivable at July 31, 2019 was $Nil (January 31, 2019 - $10,500) receivable from Saf Dhillon director and officer of the Company which was received during the period ended July 31, 2019.

Included in receivables at July 31, 2019 was $Nil (January 31, 2019 - $4,202) of expense reimbursements receivable from Glacier Lake Resources Inc. company related by common directors and officers (Note 4 of the financial statements) and was received during the period ended July 31, 2019.

Included in loans payable at July 31, 2019 is a loan from a company controlled by Saf Dhillon director and officer of the Company for $9,200 and a loan from a company controlled by Scott Davis director and officer of the Company for $4,600. The Company also received a loan from an arm's length party for $9,200. All loans are unsecured, non-interest bearing with no terms of repayment.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual reports could differ from management's estimates. Please refer to the July 31, 2019 condensed interim financial statements.

Recent Accounting Policies

Please refer to the July 31, 2019 condensed interim financial statements.

Financial Instruments

Please refer to the July 31, 2019 condensed interim financial statements.

Proposed Transactions

There are no proposed transactions that have not been disclosed herein.

Contingencies

There are no contingent liabilities.

Additional Disclosure for Venture Issuers without Significant Revenue

Exploration and Evaluation Assets

The Company records its interests in exploration and evaluation assets and areas of geological interest at cost. All direct and indirect costs relating to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the assets to which they relate are placed into production, sold or management has determined there to be impairment. These costs will be amortized on the basis of units produced in relation to the proven reserves available on the related property following commencement of production.

The recorded cost of exploration and evaluation asset interests is based on cash paid, the assigned value of share considerations issued for exploration and evaluations and exploration and development costs incurred. The recorded amount may not reflect recoverable value as this will be dependent on the development program, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to bring its projects into production.

The Company defers all exploration expenses relating to exploration and evaluations assets and areas of geological interest until the properties to which they relate are placed into production, sold or abandoned or management has determined there to be impairment. These costs will be amortized over the proven reserves available on the related property following commencement of production.

Please refer to the July 31, 2019 condensed interim financial statements for details of the Company's exploration and evaluation assets.

Internal Controls over Financial Reporting

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109 ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited condensed interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Management's Responsibility of Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

Other MD&A Requirements

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR at www.sedar.com.

Forward-looking information

This MD&A contains forward-looking statements or information (collectively "**forward-looking statements**") that relate to the Company's management's current expectations and views of future events. In some cases, these forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "anticipate", "aim", "estimate", "intend", "plan", "seek", "believe", "potential", "continue", "is/are likely to" or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- proposed expenditures for exploration work and general administrative expenses;
- expectations generally regarding the completion of future financings and the ability to raise further capital;
- permitting, permitting timelines and government regulation of exploration activities and mining operations;
- working capital requirements and the ability to obtain financing on acceptable terms or at all; and
- the timing and amount of future exploration including the timing and performance of the recommendations provided in the Silver Star Technical Report and the Clover Mountain Technical Report.

Forward-looking statements are based on certain assumptions and analysis made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate, and are subject to risks and uncertainties. Although the Company's management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. Given these risks, uncertainties and assumptions, prospective purchasers of the Company's securities should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*Risk Factors*", which include, among others, risks related to:

- insufficient capital;
- no established market;
- property interests;
- financing risks;

- negative cash flows;
- exploration;
- acquisition of additional mineral properties;
- uninsurable risks;
- permits and government regulations;
- environmental and safety regulations and risks;
- mineral titles;
- First Nations' land claims;
- competition;
- management;
- tax issues;
- dilution; and
- price volatility of publicly traded securities.

Although the forward-looking statements contained in this MD&A are based upon what the Company's management believes are reasonable assumptions, these risks, uncertainties, assumptions and other factors could cause the Company's actual results, performance, achievements, and experience to differ materially from its expectations, future results, performances, or achievements expressed or implied by the forward-looking statements.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See "Risk Factors".

Risk Factors

Please refer to the Company's final long form prospectus on www.sedar.com.

CERTIFICATE OF RAINDROP VENTURES INC.

November 8, 2019

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of the provinces of British Columbia and Alberta.

"Satvir Dhillon"	*"Scott Davis"*
Satvir Dhillon	**Scott Davis**
Chief Executive Officer	Chief Financial Officer

On behalf of the Board of Directors

"Ralph Timothy Henneberry"	*"Daniel Kunz"*
Ralph Timothy Henneberry	**Daniel Kunz**
Director	Director

CERTIFICATE OF THE PROMOTER

November 8, 2019

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of the provinces of British Columbia and Alberta.

"Satvir Dhillon"

Satvir Dhillon
Promoter

CERTIFICATE OF THE AGENT

November 8, 2019

To the best of our knowledge, information and belief, this Prospectus constitutes full and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of the provinces of British Columbia and Alberta.

Leede Jones Gable Inc.

"Richard H. Carter"

Richard H. Carter
Senior Vice President, General Counsel & Secretary

SCHEDULE "B"

Exchange Listing Statement Disclosure—Additional Information

RAINDROP VENTURES INC.
(the "**Issuer**" or "**Raindrop**")

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

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**%of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	23,651,900	24,291,900	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)	3,703,750	3,703,750	15.66%	15.25%
Total Public Float (A-B)	19,948,150	20,588,150	84.34%	84.75%
Freely-Tradeable Float(1)				
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)	3,703,750	3,703,750	15.66%	15.25%
Total Tradeable Float (A-C)	19,948,150	20,588,150	84.34%	84.75%

(1) All common shares are subject to a restriction on transfer until such time as the company becomes a reporting issuer.

Public Securityholders (Registered)

Class of Security				
Size of Holding		**Number of holders**		**Total number of securities**
1 – 99 securities		Nil		Nil
100 – 499 securities		Nil		Nil
500 – 999 securities		Nil		Nil
1,000 – 1,999 securities		64		64,000
2,000 – 2,999 securities		4		8,000
3,000 – 3,999 securities		3		9,500
4,000 – 4,999 securities		3		13,500
5,000 or more securities		73		11,853,150
Total		**147**		**11,948,150**

Public Securityholders (Beneficial)

Class of Security				
Size of Holding		**Number of holders**		**Total number of securities**
1 – 99 securities		Nil		Nil
100 – 499 securities		Nil		Nil
500 – 999 securities		Nil		Nil
1,000 – 1,999 securities		Nil		Nil
2,000 – 2,999 securities		Nil		Nil
3,000 – 3,999 securities		Nil		Nil
4,000 – 4,999 securities		Nil		Nil
5,000 or more securities		77		8,000,000
Unable to confirm		Nil		Nil
Total		**1**		**8,000,000**

Non-Public Securityholders (Registered)

Class of Security				
Size of Holding		**Number of holders**		**Total number of securities**
1 – 99 securities		Nil		Nil
100 – 499 securities		Nil		Nil
500 – 999 securities		Nil		Nil
1,000 – 1,999 securities		Nil		Nil
2,000 – 2,999 securities		Nil		Nil
3,000 – 3,999 securities		Nil		Nil
4,000 – 4,999 securities		Nil		Nil
5,000 or more securities		7		3,703,750
Total		**7**		**3,703,750**

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

Description of Security (include conversion / exercise terms, including conversion / exercise price)	**Number of convertible / exchangeable securities outstanding**	**Number of listed securities issuable upon conversion / exercise**
Agent Warrants(1)	640,000	640,000

(1) The Agent Warrants are comprised of the following terms:

Date Issued	**Number of Securities**	**Exercise Price**	**Expiry Date**
January 31, 2020	640,000	$0.10	January 31, 2022

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

Nil.

SCHEDULE "C"

Condensed Interim Financial Statements for the nine months ended October 31, 2019 and for the period from inception on February 14, 2018 to October 31, 2018

Raindrop Ventures Inc.

Condensed Interim Financial Statements

For the nine months ended October 31, 2019 and for the period from inception on February 14, 2018 to October 31, 2018

Unaudited – Prepared by Management

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF 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 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 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 Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

RAINDROP VENTURES INC.
Condensed Interim Statements of Financial Position
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

As at	Note	October 31, 2019	January 31, 2019
ASSETS			
Current assets			
Cash		$ 377	$ 57,172
Receivables	4,6	2,468	4,804
Deferred financing costs	7	75,846	-
Total current assets		78,691	61,976
Non-current assets			
Exploration and evaluation assets	5	162,001	150,164
Total assets		$ 240,692	$ 212,140
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities		$ 33,037	$ 11,086
Due to related parties	6	12,171	-
Loans payable	6	23,000	-
Total current liabilities		68,208	11,086
Shareholders' equity			
Share capital	7	285,323	274,678
Share subscriptions receivable	7	-	(56,625)
Deficit		(112,839)	(16,999)
Total shareholders' equity		172,484	201,054
Total liabilities and shareholders' equity		$ 240,692	$ 212,140

Going concern (Note 2)
Subsequent event (Note 10)

Approved and authorized for issuance by the Board of Directors on December 16, 2019:

"*Satvir Dhillon*"
Director

"*Scott Davis*"
Director

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

RAINDROP VENTURES INC.
Condensed Interim Statements of Operations and Comprehensive Loss
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	Three months ended October 31, 2019	Three months ended October 31, 2018	Nine months ended October 31, 2019	Period from inception on February 14, 2018 to October 31, 2018
OPERATING EXPENSES				
Accounting and audit (Note 6)	$ -	$ -	$ 1,479	$ -
Consulting fees	-	-	30,929	-
Legal fees	-	-	4,469	2,129
Management fees (Note 6)	-	-	27,000	-
Office and miscellaneous	154	60	12,762	42
Rent	1,200	-	7,200	-
Travel and promotion	1,390	-	12,001	-
Loss and comprehensive loss for the period	$ (2,744)	$ (60)	$ (95,840)	$ (2,171)
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.00)
Weighted average number of shares outstanding – basic and diluted	15,651,900	6,666,130	15,614,369	2,894,917

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

RAINDROP VENTURES INC.

Condensed Interim Statement of Changes in Shareholders' Equity
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Share Subscriptions Receivable	Deficit	Total
Balance, February 14, 2018 (Inception)	-	$ -	$ -	$ -	$ -
Issuance of common shares	2,650,000	19,000	(11,625)	-	7,375
Shares issued for exploration and evaluation assets	6,483,900	129,678	-	-	129,678
Loss for the period	-	-	-	(2,171)	(2,171)
Balance, October 31, 2018	9,133,900	$ 148,678	$ (11,625)	$ (2,171)	$ 134,882

	Number of Shares	Share Capital	Share Subscriptions Receivable	Deficit	Total
Balance, January 31, 2019	15,433,900	$ 274,678	$ (56,625)	$ (16,999)	$ 201,054
Issuance of common shares	118,000	11,800	-	-	11,800
Share subscriptions received	-	-	56,625	-	56,625
Share issuance costs – shares	100,000	10,000	-	-	10,000
Share issuance costs	-	(11,155)	-	-	(11,155)
Loss for the period	-	-	-	(95,840)	(95,840)
Balance, October 31, 2019	15,651,900	$ 285,323	$ -	$ (112,839)	$ 172,484

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

RAINDROP VENTURES INC.

Condensed Interim Statement of Cash Flows
For the nine months ended October 31, 2019 and for the period from inception on February 14, 2018 to October 31, 2018
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	2019	2018
OPERATING ACTIVITIES		
Loss for the period	$ (95,840)	$ (2,171)
Changes in non-cash operating working capital:		
Receivables	2,336	(83)
Accounts payable and accrued liabilities	(5,220)	538
Due to related parties	494	-
Net cash used in operating activities	(98,230)	(1,716)
FINANCING ACTIVITIES		
Proceeds from issuance of common shares	68,425	7,375
Share issuance costs	(1,155)	-
Loans payable	23,000	-
Deferred financing costs	(48,675)	-
Shares subscribed in advance	-	-
Net cash provided by financing activities	41,595	7,375
INVESTING ACTIVITIES		
Exploration and evaluation assets expenditures	(160)	(538)
Net cash used in investing activities	(160)	(538)
Change in cash	(56,795)	5,121
Cash, beginning of period	57,172	-
Cash, end of period	$ 377	$ 5,121

Supplemental Cash Flow Information:

During the period ended October 31, 2019, the Company:

- Issued 100,000 common shares at a fair value of $10,000 for share issuance costs.
- Included in due to related parties is $11,677 of exploration and evaluation assets.
- Included in accounts payable is $27,171 of deferred financing costs.

During the period from inception on February 14, 2018 to October 31, 2018, the Company:

- Issued 6,483,900 common shares at a fair value of $129,678 for exploration and evaluation assets.

Interest paid	$ –	$ –
Income taxes paid	$ –	$ –

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Raindrop Ventures Inc. (the "Company") is a resource exploration company focused on acquiring and exploring resource properties in Canada and the USA.

The Company was incorporated on February 14, 2018 under the laws of British Columbia. The Company's head office is Suite 1588, 609 Granville Street, Vancouver, British Columbia, V7Y 1G5 and the Company's registered office is Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

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

2. BASIS OF PREPARATION

These condensed interim financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting. The significant accounting policies applied in these condensed interim financial statements are based on the IFRS issued and effective as of October 31, 2019.

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

The preparation of these condensed interim 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 condensed interim financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates.

These condensed interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimated uncertainty that management has made at the financial position reporting date, 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:

1) the carrying value and the recoverability of exploration and evaluation assets, which are included in the statement of financial position;
2) deferred income tax asset valuation allowances; and
3) the valuation of non-cash transactions.

2. BASIS OF PREPARATION (continued)

Application of the going concern assumption: the assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the statement of operations in the period when the new information becomes available.

Going concern

These condensed interim financial statements have been prepared assuming the Company will continue on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The ability of the Company to continue as a going concern depends on its ability to raise adequate financing and to develop profitable operations. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, and other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In addition, management closely monitors 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 if favorable or adverse market conditions occur. These factors indicate the existence of a material uncertainty that may cast significant doubt the Company's ability to continue as a going concern. These condensed interim financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

As the Company is in the exploration and evaluation stage, the Company has not identified a known body of commercial grade mineral on any of its properties. The ability of the Company to realize the costs it has incurred to date on these properties is dependent upon the Company identifying a commercial mineral body to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the property.

3. SIGNIFICANT ACCOUNTING POLICIES

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited annual financial statements as at January 31, 2019. These unaudited condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the period from inception on February 14, 2018 to January 31, 2019.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

New standards, interpretations and amendments adopted during the period

IFRS 16

In January 2016, the IASB issued IFRS 16, Leases which replaces IAS 17, Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Company adopted this standard effective February 1, 2019 and it did not have any significant differences upon adopting the standard.

4. RECEIVABLES

	October 31, 2019	January 31, 2019
Goods and services tax ("GST") receivable	$ 2,468	$ 602
Expense reimbursements receivable (Note 6)	-	4,202
Total	**$ 2,468**	**$ 4,804**

5. EXPLORATION AND EVALUATION ASSETS

	Clover Mountain Property, USA	Silver Star Property, Canada	Total
Balance, February 14, 2018 (Inception)	**$ -**	**$ -**	**$ -**
Expenditures during the period:			
Acquisition costs	129,678	15,000	144,678
Geophysics/geology	4,400	-	4,400
Office and travel	1,086	-	1,086
Total expenditures	135,164	15,000	150,164
Balance, January 31, 2019	135,164	15,000	150,164
Expenditures during the period:			
Claims, leases and permits	9,674	-	9,674
Consulting and professional	2,003	-	2,003
Geophysics/geology	160	-	160
Total expenditures	11,837	-	11,837
Balance, October 31, 2019	**$ 147,001**	**$ 15,000**	**$ 162,001**

5. EXPLORATION AND EVALUATION ASSETS (continued)

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

Clover Mountain Property, Idaho, USA

On September 1, 2018, the Company entered into a purchase agreement with Daniel Kunz and Associates, LLC to purchase 100% of the Clover Mountain property consisting of 43 unpatented claims in Idaho, USA for 6,483,900 common shares of the Company at a fair value of $129,678. Subsequent to the purchase agreement on September 1, 2018, Daniel Kunz became a director of the Company.

Silver Star Property, BC, Canada

On June 14, 2018, the Company entered into an option agreement to acquire a 100% interest in the Silver Star property (the "Property") with Glacier Lake Resources Inc., a company with common directors and officers. Following the exercise of the option, the Property will remain subject to a 1.5% net smelter return royalty. The Company shall be entitled to purchase 1% of the royalty at any time through a one-time cash payment of $1,000,000.

The Company's obligations under the agreement include an aggregate of $75,000 in option payments and the issuance of 500,000 shares of the Company as follows:

(a) Cash to be paid:
- (i) $15,000 on or before the closing date (paid);
- (ii) $20,000 on or before June 14, 2019 (extended to December 31, 2019); and
- (iii) $40,000 on or before June 14, 2020.

(b) Shares to be issued:
- (i) 200,000 common shares on or before June 14, 2019 (extended to December 31, 2019); and
- (ii) 300,000 common shares on or before June 14, 2020.

6. RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

During the period ended October 31, 2019, the Company incurred the following charges with related parties that include officers, directors, key management or companies with common directors of the Company as follows:

a) Incurred management fees of $27,000 (2018 - $Nil) to a company controlled by a director and officer of the Company.
b) Incurred accounting fees of $1,000 (2018 - $Nil) to a firm where a director and officer of the Company is a partner. As at October 31, 2019, $10,167 was owed to this firm for expense reimbursements (January 31, 2019 - $Nil).
c) As at October 31, 2019, $2,003 was owed to a director of the Company for expense reimbursements (January 31, 2019 - $Nil).

6. RELATED PARTY TRANSACTIONS (continued)

During the period ended January 31, 2019, the Company entered into an option agreement to acquire a 100% interest in the Silver Star property with Glacier Lake Resources Inc., a company with common directors and officers (Note 5).

Included in share subscriptions receivable at October 31, 2019 was $Nil (January 31, 2019 - $10,500) receivable from a director and officer of the Company which was received during the period ended October 31, 2019.

Included in receivables at October 31, 2019 was $Nil (January 31, 2019 - $4,202) of expense reimbursements receivable from a company related by common directors and officers (Note 4) and was received during the period ended October 31, 2019.

Included in loans payable at October 31, 2019 is a loan from a company controlled by a director and officer of the Company for $9,200 and a loan from a company controlled by a director and officer of the Company for $4,600. The Company also received a loan from an arm's length party for $9,200. All loans are unsecured, non-interest bearing with no terms of repayment.

7. SHARE CAPITAL

Authorized: Unlimited common shares without par value

Escrowed shares: 3,825,000 common shares subject to the release schedule of 10% to be released upon the date of listing on the Canadian Securities Exchange (the "CSE"). and an additional 15% are to be released every 6 months thereafter until all the escrowed shares have been released 36 months following the date of listing on the CSE.

During the period ended October 31, 2019 the Company:

(a) Issued 118,000 special warrants subscribed through an equity crowdfunding at $0.10 per special warrants for proceeds of $11,800. The special warrants were converted into common shares of the Company on a one to one basis. The Company issued 100,000 common shares at a fair value of $10,000 as a compensation fee and incurred $1,155 of share issuance costs in relation to the equity crowdfunding.

(b) Signed an engagement letter with Leede Jones Gable Inc. (the "Agent"), offering on a commercially reasonable efforts basis, 8,000,000 common shares of the Company at a price of $0.10 per common share. The Company paid financing costs of $45,000 in connection with the financing. The Agent will receive a commission of 8% payable in cash from the proceeds of the offering and an option to purchase 8% of the number of common shares sold pursuant to the offering with an exercise price of $0.10 per share to be exercised within 24 months from the date of issuance. The Company has incurred and additional $30,846 of deferred financing costs related to the financing.

During the period ended January 31, 2019 the Company:

(a) 1,500,000 common shares were issued at $0.005 per share for proceeds of $7,500 of which $4,625 was receivable at January 31, 2019 and was received during the period ended October 31, 2019.

(b) 1,150,000 common shares were issued at $0.01 per share for proceeds of $11,500 of which $7,000 was receivable at January 31, 2019 and was received during the period ended October 31, 2019.

7. SHARE CAPITAL (continued)

During the period ended January 31, 2019 the Company (continued):

(c) 6,300,000 common shares were issued at $0.02 per share for proceeds of $126,000 of which $45,000 was receivable at January 31, 2019 and was received during the period ended October 31, 2019.

(d) 6,483,900 common shares were issued at $0.02 per share at a fair value of $129,678 for exploration and evaluation assets (Note 5).

Stock Options

The Company has a stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option shall not be less than the discounted market price of the Company's shares on the date of grant. The options can be granted for a maximum term of 10 years and vest as determined by the board of directors.

There are no stock options outstanding at October 31, 2019 and January 31, 2019.

8. FINANCIAL INSTRUMENTS AND RISKS

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, currency risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

(a) Capital management

The Company manages its capital to safeguard the Company’s ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders and benefits to other stakeholders, and to have sufficient funds on hand for business opportunities as they arise.

The Company considers the items included in shareholders’ equity as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through short-term prospectuses, private placements, sell assets, incur debt, or return capital to shareholders. As at October 31, 2019, the Company is not subject to externally imposed capital requirements.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at October 31, 2019, the Company had a cash balance of $377 and current liabilities of $68,208. The Company is considered to be in the exploration and evaluation stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration and evaluation programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company’s cash is invested in business accounts with quality financial institutions, is available on demand for the Company’s programs, and is not invested in any asset-backed commercial paper.

8. FINANCIAL INSTRUMENTS AND RISKS (continued)

(c) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. The Company's cash is held with a major Canadian based financial institution. Receivables are comprised of GST refunds from the Canadian government and expense reimbursements receivable from a company with common directors and officers. The carrying amount of financial assets represents the maximum credit exposure.

(d) Currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company is not exposed to foreign currency risk.

(e) Interest rate risk

The Company is not exposed to interest rate risk.

(f) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. The ability of the Company to explore its mineral properties and future profitability of the Company are directly related to the market price of commodities. The Company monitors commodity prices to determine appropriate actions to be undertaken.

(g) Fair values

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of cash is measured based on level 1 inputs of the fair value hierarchy.

The estimated fair values of other financial instruments, including receivables, loans payable and accounts payable and accrued liabilities, are equal to their carrying values due to the short-term nature of these instruments.

9. SEGMENTED INFORMATION

Industry information

The Company operates in one reportable operating segment, being the acquisition and exploration of exploration and evaluation assets.

Geographic information

The Company operates in both Canada and the United States. The Company's exploration and evaluation assets are located in Canada and the United States.

10. SUBSEQUENT EVENT

Subsequent to October 31, 2019, the Company filed a preliminary long form prospectus, offering on a commercially reasonable efforts basis, to purchasers resident in the Provinces of British Columbia and Alberta, through its agent, Leede Jones Gable Inc., a minimum of 6,000,000 common shares of the Company at a price of $0.10 per common share and a maximum of 8,000,000 common shares for gross proceeds of up to $800,000.

SCHEDULE "D"

Management's Discussion and Analysis for the nine months ended October 31, 2019

Raindrop Ventures Inc.

Management's Discussion and Analysis

For the nine months ended October 31, 2019

(Expressed in Canadian Dollars)

Introduction

The following Management Discussion and Analysis ("MD&A") of Raindrop Ventures Inc. (the "Company") has been prepared by management in accordance with the requirements of National Instrument 51-102 ("NI 51-102") as of December 16, 2019 and should be read in conjunction with the condensed interim financial statements of the Company for the nine months ended October 31, 2019 and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The MD&A should also be read in conjunction with the audited financial statements and the related MD&A for the period from inception on February 14, 2018 to January 31, 2019, and all other disclosure documents of the company The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

Overview

The Company is a resource exploration company focused on acquiring and exploring resource properties in Canada and the USA.

The Company was incorporated on February 14, 2018 under the laws of British Columbia. The Company's head office is Suite 1588, 609 Granville Street, Vancouver, British Columbia, V7Y 1G5 and the Company's registered office is Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

Significant Events/Overall Performance

In November 2019, the Company filed a preliminary long form prospectus, offering on a commercially reasonable efforts basis, to purchasers resident in the Provinces of British Columbia and Alberta, through its agent, Leede Jones Gable Inc., a minimum of 6,000,000 common shares of the Company at a price of $0.10 per common share and a maximum of 8,000,000 common shares for gross proceeds of up to $800,000.

Exploration Activities

Clover Mountain Property, Idaho, USA

On September 1, 2018, the Company entered into a purchase agreement with Daniel Kunz and Associates, LLC to purchase 100% of the Clover Mountain property consisting of 43 unpatented claims in Idaho, USA for 6,483,900 common shares of the Company at a fair value of $129,678. Subsequent to the purchase agreement on September 1, 2018, Daniel Kunz became a director of the Company.

Silver Star Property, BC, Canada

On June 14, 2018, the Company entered into an option agreement to acquire a 100% interest in the Silver Star property (the "Property") with Glacier Lake Resources Inc., a company with common directors and officers. Following the exercise of the option, the Property will remain subject to a 1.5% net smelter return royalty. The Company shall be entitled to purchase 1% of the royalty at any time through a one-time cash payment of $1,000,000.

The Company's obligations under the agreement include an aggregate of $75,000 in option payments and the issuance of 500,000 shares of the Company as follows:

(a) Cash to be paid:
  (i) $15,000 on or before the closing date (paid);
  (ii) $20,000 on or before June 14, 2019 (extended to December 31, 2019); and
  (iii) $40,000 on or before June 14, 2020.

(b) Shares to be issued:
  (i) 200,000 common shares on or before June 14, 2019 (extended to December 31, 2019); and
  (ii) 300,000 common shares on or before June 14, 2020.

The Company did not undertake any exploration on the Clover Mountain or Silver Star properties during the quarter ended October 31, 2019.

Results of Operations

Quarterly Results

The following table summarizes the results of operations for the most recent quarters since incorporation:

	October 31, 2019	July 31, 2019	April 30, 2019	January 31, 2019
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Income (loss) and comprehensive income (loss) for the period	(2,744)	(26,619)	(66,477)	(14,828)
Exploration and evaluation assets	162,001	150,324	150,324	150,164
Total assets	240,692	230,482	204,346	212,140
Income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)

	October 31, 2018	July 31, 2018	April 30, 2018
Revenue	$ Nil	$ Nil	$ Nil
Income (loss) and comprehensive income (loss) for the period	(60)	236	(2,347)
Exploration and evaluation assets	130,216	-	-
Total assets	216,420	86,264	83
Income (loss) per share	(0.00)	0.00	(2,347)

Results for the nine months ended October 31, 2019

Revenues

Due to the Company's status as an exploration and development stage mineral resource company and a lack of commercial production from its properties, the Company currently does not have any revenues from its operations.

Expenses

The Company had a net loss of $95,840 for the nine months ended October 31, 2019 compared to a net loss of $2,171 for the period from inception on February 14, 2018 to October 31, 2018.

Expenses details are as follows:

- Consulting fees of $30,929 (2018 - $nil), management fees of $27,000 (2018 - $nil), office expenses of $12,762 (2018 – $42), rent of $7,200 (2018 - $nil) and travel and promotion of $12,001 (2018 - $nil). During the current period, the Company increased its corporate activities compared to the previous period and has retained the services of a new consultant, paid management fees to the Company's CEO and rented new office space.

Results for the three months ended October 31, 2019

Expenses

The Company had a net loss of $2,744 for the three months ended October 31, 2019 compared to a net loss of $60 for the three months ended October 31, 2018.

Expenses details are as follows:

- Rent of $1,200 (2018 - $nil). During the current period, the Company rented new office space.

Liquidity and Capital Resources

The Company will continue to require funds for exploration work, as well as to meet its ongoing day-to-day operating expenses and will continue to rely on equity financing during such period. There can be no assurance that financing will be available to the on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over the near and long term other than as disclosed above plus normal operating expenses.

Since incorporation, the Company's capital resources have been limited. The Company has relied principally upon the issue of equity securities to acquire interests in mineral properties.

During the period ended October 31, 2019 the Company issued 118,000 special warrants subscribed through an equity crowdfunding at $0.10 per special warrants for proceeds of $11,800. The special warrants were converted into common shares of the Company on a one to one basis. The Company issued 100,000 common shares at a fair value of $10,000 as a compensation fee and incurred $1,155 of share issuance costs in relation to the equity crowdfunding.

Included in loans payable at October 31, 2019 is a loan from a company controlled by a director and officer of the Company for $9,200, a loan from a company controlled by a director and officer of the Company for $4,600 and a loan from an arm's length party for $9,200. All loans are unsecured, non-interest bearing with no terms of repayment.

The Company had working capital of $10,483 as at October 31, 2019.

During the nine months ended October 31, 2019, the Company used $98,230 of cash in operating activities, used $160 in investing activities, and raised $41,595 in financing activities.

Share Capital

As at the date of this report, the Company had the following outstanding:

- 15,651,900 common shares
- No stock options or warrants outstanding

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Transactions with Related Parties

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

During the period ended October 31, 2019, the Company incurred the following charges with related parties that include officers, directors, key management or companies with common directors of the Company as follows:

a) Incurred management fees of $27,000 (2018 - $Nil) to a company controlled by Saf Dhillon, a director and officer of the Company.
b) Incurred accounting fees of $1,000 (2018 - $Nil) to a firm where Scott Davis, a director and officer of the Company is a partner. As at October 31, 2019, $10,167 was owed to this firm for expense reimbursements (January 31, 2019 - $Nil).
c) As at October 31, 2019, $2,003 was owed to Daniel Kunz, a director of the Company for expense reimbursements (January 31, 2019 - $Nil).

During the period ended January 31, 2019, the Company entered into an option agreement to acquire a 100% interest in the Silver Star property with Glacier Lake Resources Inc., a company with common directors and officers (Note 5 of the financial statements).

Included in share subscriptions receivable at October 31, 2019 was $Nil (January 31, 2019 - $10,500) receivable from Saf Dhillon, a director and officer of the Company which was received during the period ended October 31, 2019.

Included in receivables at October 31, 2019 was $Nil (January 31, 2019 - $4,202) of expense reimbursements receivable from Glacier Lake Resources Inc., a company related by common directors and officers (Note 4 of the financial statements) and was received during the period ended October 31, 2019.

Included in loans payable at October 31, 2019 is a loan from a company controlled by Saf Dhillon, a director and officer of the Company for $9,200 and a loan from a company controlled by Scott Davis, a director and officer of the Company for $4,600. The Company also received a loan from an arm's length party for $9,200. All loans are unsecured, non-interest bearing with no terms of repayment.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual reports could differ from management's estimates. Please refer to the October 31, 2019 condensed interim financial statements.

Recent Accounting Policies

Please refer to the October 31, 2019 condensed interim financial statements.

Financial Instruments

Please refer to the October 31, 2019 condensed interim financial statements.

Proposed Transactions

There are no proposed transactions that have not been disclosed herein.

Contingencies

There are no contingent liabilities.

Additional Disclosure for Venture Issuers without Significant Revenue

Exploration and Evaluation Assets

The Company records its interests in exploration and evaluation assets and areas of geological interest at cost. All direct and indirect costs relating to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the assets to which they relate are placed into production, sold or management has determined there to be impairment. These costs will be amortized on the basis of units produced in relation to the proven reserves available on the related property following commencement of production.

The recorded cost of exploration and evaluation asset interests is based on cash paid, the assigned value of share considerations issued for exploration and evaluations and exploration and development costs incurred. The recorded amount may not reflect recoverable value as this will be dependent on the development program, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to bring its projects into production.

The Company defers all exploration expenses relating to exploration and evaluations assets and areas of geological interest until the properties to which they relate are placed into production, sold or abandoned or management has determined there to be impairment. These costs will be amortized over the proven reserves available on the related property following commencement of production.

Please refer to the October 31, 2019 condensed interim financial statements for details of the Company's exploration and evaluation assets.

Internal Controls over Financial Reporting

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109 ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited condensed interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Management's Responsibility of Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

Other MD&A Requirements

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR at www.sedar.com.

Forward-looking information

This MD&A contains forward-looking statements or information (collectively "**forward-looking statements**") that relate to the Company's management's current expectations and views of future events. In some cases, these forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "anticipate", "aim", "estimate", "intend", "plan", "seek", "believe", "potential", "continue", "is/are likely to" or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- proposed expenditures for exploration work and general administrative expenses;
- expectations generally regarding the completion of future financings and the ability to raise further capital;
- permitting, permitting timelines and government regulation of exploration activities and mining operations;
- working capital requirements and the ability to obtain financing on acceptable terms or at all; and
- the timing and amount of future exploration including the timing and performance of the recommendations provided in the Silver Star Technical Report and the Clover Mountain Technical Report.

Forward-looking statements are based on certain assumptions and analysis made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate, and are subject to risks and uncertainties. Although the Company's management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. Given these risks, uncertainties and assumptions, prospective purchasers of the Company's securities should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*Risk Factors*", which include, among others, risks related to:

- insufficient capital;
- no established market;
- property interests;
- financing risks;
- negative cash flows;
- exploration;
- acquisition of additional mineral properties;
- uninsurable risks;
- permits and government regulations;
- environmental and safety regulations and risks;
- mineral titles;
- First Nations' land claims;
- competition;
- management;
- tax issues;
- dilution; and
- price volatility of publicly traded securities.

Although the forward-looking statements contained in this MD&A are based upon what the Company's management believes are reasonable assumptions, these risks, uncertainties, assumptions and other factors could cause the Company's actual results, performance, achievements, and experience to differ materially from its expectations, future results, performances, or achievements expressed or implied by the forward-looking statements.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See "Risk Factors".

Risk Factors

An investment in the Corporation's shares, in the event that such shares are offered for sale at some time in the future, should be considered highly speculative due to the nature of the Corporation's business and the present stage of development. An investment in the Corporation's shares should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Potential investors should consult with their professional advisors to assess an investment in the Corporation. In evaluating the Corporation and its business, investors should carefully consider, in addition to other information contained in this Prospectus, the risk factors below. These risk factors are not a definitive list of all risk factors associated with an investment in the Corporation or in connection with its operations and other risks and uncertainties affecting the Corporation's business could potentially arise or become material in the future.

General

The Corporation is in the business of exploring mineral properties, which is a highly speculative endeavor. A purchase of any of the securities of the Corporation involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment.

Insufficient Capital

The Corporation does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Corporation will require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Corporation will be successful in obtaining such additional financing; failure to do so could result in the loss or substantial dilution of the Corporation's interest in the Silver Star Property and the Clover Mountain Property.

No Established Market

The Corporation has applied to list the securities distributed under this Prospectus on the CSE. Listing will be subject to the Corporation fulfilling all the listing requirements of the CSE. There is currently no market through which the Corporation's securities may be sold and purchasers may not be able to resell the Common Shares purchased under this Prospectus. Even if a market develops, there is no assurance that the price of the Common Shares offered under this Prospectus, which was determined through negotiations between the Corporation and the Agent, will reflect the market price of the Common Shares once a market has developed. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial public Offering Price.

Property Interests

The Corporation does not own the mineral rights pertaining to the Silver Star Property. Rather, it holds an option to acquire the mineral rights. There is no guarantee the Corporation will be able to raise sufficient funding in the future to satisfy the required cash payments so as to maintain its interests therein. If the Corporation loses or abandons its interest in the Silver Star Property, there is no assurance that it will be able to acquire another mineral property of merit.

Financing Risks

The Corporation has no history of earnings and, due to the nature of its business, there can be no assurance that the Corporation will be profitable. The Corporation has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Corporation is through the sale of its equity shares. Even if the results of exploration are encouraging, the Corporation may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially minable deposit exists on the Silver Star Property and Clover Mountain Property. While the Corporation may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there is no assurance that any such funds will be available. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Negative Cash Flows

The Corporation currently has negative cash flow and may continue to do so for the foreseeable future. If the Corporation has negative cash flow in future periods, it may be required to seek alternative forms of debt or equity financing. There can be no assurance that debt or equity financing will be available to the Corporation or, if available, will be on terms acceptable to the Corporation.

Exploration

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Corporation may be affected by numerous factors which are beyond the control of the Corporation and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Corporation not receiving an adequate return of investment capital.

There is no assurance that the Corporation's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Corporation'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.

Acquisition of Additional Mineral Properties

If the Corporation loses or abandons its interest in the Silver Star Property or the Clover Mountain Property, there is no assurance that it will be able to acquire another mineral property of merit.

Uninsurable Risks

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

Permits and Government Regulations

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

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Corporation. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Corporation for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations.

Mineral Titles

The Corporation has not yet obtained a title opinion in respect of the Silver Star Property or the Clover Mountain Property. The claims on the Silver Star Property and the Clover Mountain Property have not been legally surveyed. The Silver Star Property and Clover Mountain Property may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. The Corporation is satisfied, however, that evidence of title to the Silver Star Property and the Clover Mountain Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Silver Star Property and the Clover Mountain Property.

First Nations' Land Claims

The Silver Star Property may now or in the future be the subject of First Nations land claims. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Corporation's material interest in the Silver Star Property and/or potential ownership interest in the Silver Star Property in the future, cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of Aboriginal rights in the area in which the Silver Star Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Corporation's activities. Even in the absence of such recognition, the Corporation may at some point be required to negotiate with and seek the approval of holders of Aboriginal interests in order to facilitate exploration and development work on the Silver Star Property, there is no assurance that the Corporation will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the Silver Star Property.

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

Competition

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

Management

The success of the Corporation is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Corporation's business and prospects. There is no assurance the Corporation can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Tax Issues

Income tax consequences in relation to the Common Shares will vary according to the circumstances by each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisors prior to subscribing for Common Shares.

Dilution

The Offering Price of the Common Shares issuable under this Offering significantly exceeds the net tangible book value per Common Share, and accordingly, investors will suffer immediate and substantial dilution of their investment before considering costs associated with the Offering.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of the Common Shares distributed hereunder will be affected by such volatility. There is no public market for the Corporation's Common Shares. An active public market for the Common Shares might not develop or be sustained after the Offering. The initial public Offering Price of the Common Shares has been determined by negotiations between the Corporation and representatives of the Agent and this price will not necessarily reflect the prevailing market price of the Common Shares following the Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial public Offering Price.