SEAHAWK VENTURES INC.

FORM 2A

LISTING STATEMENT

August 20, 2020

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2. CORPORATE STRUCTURE

2.1 Name and Address

Seahawk Ventures Inc.

Head office and mailing address: 909 Bowron Street, Coquitlam, BC V3J 7W3

Registered and Records office: 1700 – 666 Burrard Street, Vancouver, BC V6C 2X8

2.2 Incorporation

The Issuer was incorporated on January 16, 2007 pursuant to the British Columbia Business Corporations Act (the "BCA") under the name "Patriotstar Ventures Inc.". On December 10, 2009, the Issuer completed a share exchange by way of a statutory arrangement under the BCA with TinyMassive Technologies (2009) Corp., a private BCA company incorporated on June 29, 2007 ("TinyMassive"); the resulting issuer changed its name to "TinyMassive Technologies Inc." and adopted the articles of incorporation of TinyMassive. On December 14, 2009, the Issuer began trading on the Canadian Stock Exchange (the "CSE") under the trading symbol "TNY". On February 24, 2011, the Issuer changed its name to "Pure Living Media Inc." and was issued the new trading symbol "PLV". On August 22, 2012 the Issuer changed its name to "Scavo Resource Corp. and was issued the new trading symbol "SCV" and transitioned to a natural resources issuer. On August 24, 2015, the Issuer changed its name to Brabeia Inc. and was issued the new trading symbol "BBA". On February 25, 2016 the Issuer changed its name to Seahawk Ventures Inc. and was issued the new trading symbol "SHV".

2.3 Inter-Corporate Relationships

The Issuer does not have any subsidiaries.

2.4 Fundamental Change or Proposed Acquisition

Since June of 2017, The Company's main focus has remained in the Urban-Barry Greenstone Belt located in the province of Quebec.

As of August 20, 2020, the Company continues to hold a 100% interest in the Mystery Property, Touchdown Property, Xtra Point Property, and Blitz Property, all located in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 General Development

After incorporation as Patriotstar Ventures Inc. under the laws of the Province of British Columbia on January 16, 2007, the Issuer was a "Capital Pool Company" as defined in Policy 2.4 of the TSX Venture

Exchange (the "TSX-V"), completing its initial public offering on April 26, 2007. Its shares were first listed on the TSX-V April 30, 2007. On December 10, 2009, Patriotstar requested its shares be de-listed from the TSX-V.

After a statutory arrangement whereby Patriotstar Ventures Inc. merged with TinyMassiveTechnologies TinyMassive Technologies (2009) Corp. to become TinyMassive Technologies Inc., the Issuer's primary business was operating a social comparison shopping engine. On December 14, 2009, the Issuer began trading on the CSE under the trading symbol "TNY".

Subsequently, the Issuer's primary business transitioned to operating a lifestyles website for modern mothers with an integrated comparison shopping engine component, which business was operated by the Issuer's then subsidiary, TBwaP, Inc. The Issuer's website offered workout plans, healthy eating and fitness tips, product reviews and family travel ideas for the urban mother, prenatal and post-pregnancy. On March 26, 2012, the Issuer completed the sale of its interest in TBwaP, Inc. to an unrelated third party.

On March 20, 2012, the Issuer closed a non-brokered private placement of 8,500,000 units at a price of $0.05 per unit for gross proceeds of $425,000. Each unit consisted of one common share with a deemed price of $0.05 per share and one full share purchase warrant exercisable for an additional common share at a price of $0.10 per share until March 20, 2014. The funds were used for general working capital.

On May 22, 2012, the Issuer entered into a purchase agreement for the purchase of certain exploration natural resource mineral claims further described under "Narrative Description of the Business", thereby directing its business towards the exploration and development of mineral properties. The Issuer changed its name to "Scavo Resource Corp" in connection with this change of business. The Issuer conducted a work exploration program in August of 2012 which further defined anomalous silver- and zinc-in-stream sediment values on its property. The Issuer did not do further work on the property, but kept the claims in good standing in 2013 and 2014. On January 5, 2015 the Issuer announced that due to the challenging resource market and difficulty obtaining financing, the Issuer had allowed the claims to lapse.

On March 25, 2015, the Issuer entered into an agreement with Brabeia Inc., a privately held company which had developed a fully-interactive contest marketing platform. On August 24, 2015, the Issuer changed its name to Brabeia Inc. and completed a private placement, selling an aggregate of 3,078,167 units at a price of $0.30 per unit for aggregate gross proceeds of $923,450.10. Each unit consisted of one common share and one half of a share purchase warrant, each whole warrant entitling the holder to acquire one additional common share of the Issuer at a price of $0.60 per share for a period of two years from closing. The funds were used for general working capital.

On January 27, 2016, the Issuer announced that was unable to file its interim financial statements and related MD&A for the six months ended November 30, 2015 due to unanticipated difficulties in obtaining information required for their preparation. Cease trade orders were issued by the British Columbia, Alberta and Ontario Securities Commissions due to these filings not being made on time.

On February 10, 2016 the Issuer announced that it had agreed to sell the Brabeia social media marketing business it acquired in August, 2015, and to seek a new business for the Issuer. The Issuer entered into an agreement to sell to Tracy Wattie ("Wattie") all of the issued and outstanding shares of its wholly owned operating subsidiary 0969607 BC Ltd. ("096") subject to various conditions, including receipt of disinterested shareholder approval from the Issuer's shareholders.

On March 1, 2016, the British Columbia Securities Commission (the "BCSC") revoked the cease trade order made on February 4, 2015 due to the Issuer failing to file its interim financial statements and related MD&A for the six month period ended November 30, 2015 on time. The Alberta and Ontario Securities Commissions subsequently revoked the equivalent cease trade orders they had made.

The Issuer changed its name to Seahawk Ventures Inc. on February 25, 2016. On March 16, 2016, the agreement for the sale of 096 to Wattie was amended, and the disposition was approved by the Issuer's shareholders on May 5, 2016. The disposition of 096 closed on June 3, 2016.

On May 25, 2016 the Issuer entered into an agreement with Metallis Resources Inc. to acquire a 100% undivided interest in nine mineral claims known as the Mackenzie Mountains Iron-Copper Property located in the Mackenzie Mining District, Northwest Territories, Canada. The Purchase Agreement provides that Seahawk will acquire a 100% interest in the Mackenzie Property in consideration for payment to Metallis of an aggregate of $31,651.57 (of which $5,000 is non-refundable), and the issuance of a total of 75,000 common shares of Seahawk to Metallis. The Purchase Agreement is subject to CSE approval.

On May 18, 2017, the Issuer announced that it had decided to only retain two of the initial nine mineral claims covering 1,096 hectares situated in the Mackenzie Mining District, Northwest Territories, Canada. The property is an early stage iron-copper property of which has been retained for future consideration and possible exploration. In March 2018, the company decided to release the claims.

On June 12, 2017, the issuer announced it had entered an agreement with RSD Capital Corp. and Michel A. Lavoie to acquire 100% undivided interest in the Mystery Property (German Shepherd and Mystery properties) comprising 66 mineral claims covering approximately 3,900 hectares in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada. The acquisition closed on August 2, 2017.

Furthermore, the company also announced on August 2, 2017, an agreement to acquire an additional 48 mineral claims, the Touchdown (Fecteau) property, covering approximately 2,700 hectares, also located in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada. The acquisition closed on August 4, 2017.

On April 17, 2018, the Company acquired from an arm's length vendor a 100% interest in the Xtra Point Property, also located in the Urban Barry Gold camp, Barry Township, Quebec, Canada.

On July 9, 2018, the Company entered into an Option Agreement with Hinterland Metals Inc. to acquire a 100% undivided interest in certain mineral claims know as the Skyfall Property. The property is also located in the Urban-Barry Greenstone Belt and comprised of 215 claims covering 12,116 hectares.Under the terms of the Agreement, Seahawk will pay Hinterland $100,000 in cash, issue 800,000 shares and complete $800,000 of work over a three year period (see news release dated July 10, 2018 for further details).

On August 20, 2018, the Company entered into an Agreement with Mitchell E. Lavery to acquire a 100% undivided interest in 67 mineral claims, covering 6,624 hectares, also located in Quebec, Canada, known as the Blitz Property. Under the terms of this Agreement, Seahawk will pay $8,000 in cash and issue 1,650,000 shares to Lavery (see news release dated August 21, 2018 for further details).

On November 5, 2018, the company announced a financing to raise proceeds for exploration work on the properties. The financing was closed on December 31, 2018 and raised $912,240.00.

On March 5, 2019, the company release an update to shareholders regarding the 2019 exploration program and the details of the exploration, airborne surveys, and geophysical/geological compilations needed to finalize the 2019 work program.

In June and September 2019, further updates were provided to shareholders covering the work program being conducted on the properties. In October, 2019, the drilling program outlined by the company was started based on the geophysical targets indicated within the program details.

On December 20, 2019, the company announced another small fininacing to raise proceeds of up to $200,000.00 to assist with mineral exploration expenses and for general working capital. This financing closed on December 30, 2019, having raised $115,900.00.

On February 11, 2020, the company issued a press release indicating results and an overall update as to the 2019 Diamond drill program, showing high grade gold intersections on both the Touchdown and Blitz properties (see news release dated February 11, 2020 for further details).

On April 9, 2020, the company provided shareholders with a Spring 2020 corporate update due to the Covid -19 Pandemic, and its effects on the mining industry, and in its ability to continue programs moving forward. Seahawk also announce that it had made a decision not to proceed with the Skyfall Property Option, acquired in July 2018, going forward and will instead concentrate on its other core holdings (see news release dated April 9, 2020).

On July 2, 2020, the company announced a non-brokered private placement to raise gross proceeds of up to $3,000,000.00, issuing up to 12,000,000 units at a price of $0.25 per unit. Each unit consists of one common share and one common share purchase warrant, exerciseable at $0.50 per warrant share for three years from the date of issue. The financing closed on August 14, 2020, having issued 1,569,471 Units, and raised gross proceeds of $392,368.

3.2 Trends

As of the date of the Listing Statement, the Issuer plans to focus all of its attention on the current Quebec properties stated in section 3.1. The financing and exploration and development of the Issuer's properties are subject to a number of factors, including laws and regulations in the areas of taxation, environmental, permitting and others, hiring qualified people, and obtaining necessary services in jurisdictions where the Issuer operates. The current trends relating to these factors are favourable but could change at any time and negatively affect the Issuer's operations and business. Please refer to "Narrative Description of the Business" for risk factors affecting the Issuer. Other than as disclosed herein, the Issuer is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on the Issuer's business financial condition or results of operations.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

4.1 General

(1) *Issuer's Business*

The business objective of the Issuer is to identify, evaluate, acquire and explore mineral properties for the purposes of identifying a mineral resource deposit on its portfolio of properties, and any to be acquired by the Issuer for the development of a mine or for the sale of the deposit or the Issuer to a senior mining company.

The Company currently holds a 100% interest in the Mystery Property, Touchdown Property, Xtra Point Property, and Blitz Property, all located in the Urban-Barry greenstone Belt region within the Abitibi sub-province, Quebec, Canada.

On May 18, 2017, the Issuer announced that it had decided to only retain two of the initial nine mineral claims covering 1,096 hectares situated in the Mackenzie Mining District, Northwest Territories, Canada. The property is an early stage iron-copper property of which has been retained for future consideration and possible exploration. In March 2018, the company had decided to release these claims.

On June 12, 2017, the issuer announced it had entered an agreement with RSD Capital Corp. and Michel A. Lavoie to acquire 100% undivided interest in the Mystrery Property (German Shepherd and Mystery properties) comprising 66 mineral claims covering approximately 3,900 hectares in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada. The acquisition closed on August 2, 2017. Furthermore, the company also announced on August 2, 2017, an agreement to acquire an additional 48 mineral claims, the Touchdown (Fecteau) property, covering approximately 2,700 hectares, also located in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada.

On April 17, 2018, the Company also acquired 100% interest in the Xtra Point Property, from an arm's length vendor, for consideration of 10,000 common shares. This property is also located in the Urban Barry Gold camp, Barry Township, Quebec, Canada.

On July 9, 2018, the Company entered into an Option Agreement with Hinterland Metals Inc. to acquire a 100% undivided interest in certain mineral claims know as the Skyfall Property. The property is also located in the Urban-Barry Greenstone Belt and comprised of 215 claims covering 12,116 hectares.Under the terms of the Agreement, Seahawk will pay Hinterland $100,000 in cash, issue 800,000 shares and complete $800,000 of work over a three year period (see news release dated July 10, 2018 for further details).

On August 20, 2018, the Company entered into an Agreement with Mitchell E. Lavery to acquire a 100% undivided interest in 67 mineral claims, covering 6,624 hectares, also located in Quebec, Canada, known as the Blitz Property. Under the terms of this Agreement, Seahawk will pay $8,000 in cash and issue 1,650,000 shares to Lavery (see news release dated August 21, 2018 for further details).

On November 5, 2018, the company announced a financing to raise proceeds for exploration work on the properties. The financing was closed on December 31, 2018 and raised $912,240.00.

On March 5, 2019, the company release an update to shareholders regarding the 2019 exploration program and the details of the exploration, airborne surveys, and geophysical/geological compilations needed to finalize the 2019 work program.

In June and September 2019, further updates were provided to shareholders covering the work program being conducted on the properties. In October, 2019, the drilling program outlined by the company was started based on the geophysical targets indicated within the program details.

On December 20, 2019, the company announced another small fininacing to raise proceeds of up to $200,000.00 to assist with mineral exploration expenses and for general working capital. This financing closed on December 30, 2019, having raised $115,900.00.

On February 11, 2020, the company issued a press release indicating results and an overall update as to the 2019 Diamond drill program, showing high grade gold intersections on both the Touchdown and Blitz properties (see news release dated February 11, 2020 for further details).

On April 9, 2020, the company provided shareholders with a Spring 2020 corporate update due to the Covid -19 Pandemic, and its effects on the mining industry, and in its ability to continue programs moving forward. Seahawk also announce that it had made a decision not to proceed with the Skyfall Property Option, acquired in July 2018, going forward and will instead concentrate on its other core holdings (see news release dated April 9, 2020).

On July 2, 2020, the company announced a non-brokered private placement to raise gross proceeds of up to $3,000,000.00, issuing up to 12,000,000 units at a price of $0.25 per unit. Each unit consists of one common share and one common share purchase warrant, exerciseable at $0.50 per warrant share for three years from the date of issue. The finanicing closed on August 14, 2020, having issued 1,569,471 Units and raised gross proceeds of $392,368.

(a) 12 Month Business Objectives

The Issuer's primary objectives over the next 12 months are as follows:

Objectives	Cost to Complete
To determine a comprehensive plan and recommended work program	To Be Determined based on available funds/financings

(b) Significant Events/Milestones

With respect to the Properties, the Issuer's business objective is to conduct exploration programs and to compile the information obtained in an effort to define the mineral potential of the Property. The Issuer may from time to time consider other property acquisition opportunities in the resource sector or acquire any other projects that will bring value to shareholders wherever they may arise. The Issuer is looking to do an effective and beneficial program next year.

The planned budget for 2020/21 is as follows: The company recently closed a financing for gross proceeds of $392,368 and will consider raising additional funds as necessary going forward. Any work programs on the properties will be determined by management as the budget(s) are prepared and deemed to be viable.

(c) Total Funds Available

As at May 31, 2020 the issuer had a working capital deficiency of $586,217, and cash of $22,319.

On July 2, 2020, the company announced a non-brokered private placement to raise gross proceeds of up to $3,000,000.00, issuing up to 12,000,000 units at a price of $0.25 per unit. Each unit consists of one common share and one common share purchase warrant, exerciseable at $0.50 per warrant share for three years from the date of issue. The finanicing closed on August 14, 2020, having issued 1,569,471 Units and raised gross proceeds of $392,368.

On December 20, 2019, the company announced another small fininacing to raise proceeds of up to $200,000.00 to assist with mineral exploration expenses and for general working capital. This financing closed on December 30, 2019, having raised $115,900.00 by issuing 463,600 share units at $0.25 per unit.

On November 5, 2018, the issuer announced a non-brokered private placement of common shares to raise gross proceeds of up to $1,050,000. Seahawk intends to issue up to 2,781,250 shares, of which 781,250 will be sold for $0.32 per share and 2,000,000 shares on a flow-through basis at a price of $0.40 per share. The Company closed the placement on December 31, 2018 having raised only $912,240 (see news release dated December 31, 2018).

On June 12, 2017, the issuer announced that it is undertaking a financing to raise gross proceeds of up to $600,000.00 thru a non-brokered private placement of its common shares at a price of $0.30 per common share.

As of June 28, 2017, (see news release) the Issuer had closed the financing and raised the gross proceeds thru the sale of 2,000,000 common shares.

(2) *Principal Products and Services*

Not applicable.

(3) *Production and Sales*

Not applicable.

(4) *Competitors*

See "Risks Associated With the Property – Competition"

(5) *Lending Operations*

Not applicable.

(6) *Bankruptcies, Receiverships and Similar Proceedings.*

As of May 31, 2018, the Issuer is not involved in any bankruptcies, receiverships or similar proceedings.

(7) *Restructuring Transactions*

Not applicable.

Social or Environmental Policies Fundamental to Operations.

None.

4.2 Companies with Asset-backed Securities Outstanding

This section is not applicable to the Issuer.

4.3 Issuers with a Mineral Exploration Project

TECHNICAL REPORT – Quebec Properties, Canada

The technical report(s) are not currently available for review until such time as is determined to be released by the Company.

Claim Summary Table

Claim Name	Claim Number	Claim Status	Date Recorded	Anniversary Date	Hectare(s)
N/A					

(1) Accessibility, Climate, Local Resources, Infrastructure and Physiography

N/A

(2) History

N/A

(3) Geological Setting

N/A

(4) Exploration Information

Seahawk Ventures Inc continues to determine and implement a work plan for the coming year 2020/21.

(5) Mineralization

The results below clearly indicate there is an appreciable amount of gold in the mineralizing systems and there is a very high probability of discovering higher grade and wider zones along strike and at depth. The presence of sulphide mineralization is significant.

HIGHLIGHTS of the SEAHAWK 2019 EXPLORATION DIAMOND DRILL PROGRAM

TOUCHDOWN PROPERTY

- The diamond drilling intersected numerous Au intersections, the best being 5.2 g/t Au over 4.1 m including 7.26 g/t Au over .7 m, 4.5 g/t Au over 1.6 m and 13.78 g/t Au over 1.00 m in Hole TD-19-01.
- Another high grade intersection returned 13.32 g/t Au over 1.6m lower down the hole.
- Numerous highly anomalous (.4 g/t Au to .5 g/t Au) intersections over varying widths were returned in Holes TD-19-01, 02, 06, 07, 08 and 11.
- All the significant Au assays are observed to be associated with sulphide mineralization.

BLITZ PROPERTY

- The significant intersections were in Hole BE-19-01 which returned 1.1 g/t Au over 4.4 m including 1.53 g/t Au over 1.1 m.
- Wide highly anomalous intersections of .42 g/t Au over 14.7 m or .40 g/t Au over 16.6 m were also intersected in Hole BE-19-01.
- All the significant Au assays are observed to be associated with sulphide mineralization.

The Touchdown Property is located approximately 20 km east of Bonterra's Gladiator Property, The Blitz Property is located approximately 5 km north-west of the Grevet Mine and 30 km north-north-east of the town of Lebel sur Quevillion in the near northwestern region of Quebec.

On the Touchdown and Blitz Properties the grass roots diamond drill program was extremely successful in discovering numerous new Au zones in areas where no previous diamond drilling has ever been completed. These Au intersections range from highly anomalous to high grade and vary in width from .1 meters to 4.4 meters.

2019 Drilling Au Assays – Significant Intersections

Touchdown Property

DDH No.	Core Size	From (m.)	To (m.)	Width (m)	Au (g/t)	Project
TD-19-01	NQ	25.1	25.8	0.70	7.29	Touchdown
TD-19-01	NQ	24.20	25.80	1.60	4.50	Touchdown
TD-19-01	NQ	27.30	28.30	1.00	**13.78**	Touchdown
TD-19-01	***WA**	**24.20**	**28.30**	**4.10**	**5.20**	**Touchdown**
TD-19-01	NQ	74.65	74.85	0.20	1.80	Touchdown
TD-19-01	NQ	130.70	132.30	1.60	**13.32**	Touchdown

TD-19-02	NQ	48.20	48.32	0.12	2.00	Touchdown
TD-19-02	NQ	60.90	61.60	0.70	0.70	Touchdown
TD-19-02	NQ	61.60	62.00	0.40	6.10	Touchdown
TD-19-02	***WA**	**60.90**	**64.00**	**3.10**	**1.10**	**Touchdown**
TD-19-02	NQ	137.70	139.20	1.50	5.30	Touchdown
TD-19-07	NQ	38.70	39.60	0.90	1.74	Touchdown
TD-19-07	NQ	39.60	40.65	1.05	0.81	Touchdown
TD-19-07	NQ	45.00	45.20	0.20	0.68	Touchdown
TD-19-07	NQ	48.30	48.45	0.15	**17.79**	Touchdown
TD-19-07	***WA**	**45.00**	**49.45**	**4.45**	**0.65**	**Touchdown**
TD-19-07	NQ	58.10	58.20	0.10	7.50	Touchdown
TD-19-07	NQ	65.90	66.05	0.15	0.60	Touchdown
TD-19-08	NQ	35.50	36.50	1.00	0.72	Touchdown
TD-19-11	NQ	148.40	148.90	0.50	0.54	Touchdown
TD-19-11	NQ	160.60	161.60	1.00	0.52	Touchdown
*WA - Weighted Average						

Blitz Property

BE-19-01	NQ	72.60	73.70	1.10	1.53	Blitz
BE-19-01	NQ	73.70	74.80	1.10	1.21	Blitz
BE-19-01	NQ	74.80	75.90	1.10	0.86	Blitz
BE-19-01	*WA	71.50	75.90	4.40	1.10	Blitz
BE-19-01	NQ	80.65	81.70	1.05	0.47	Blitz
BE-19-01	*WA	68.00	82.70	14.70	0.42	Blitz
BE-19-01	NQ	86.70	87.20	0.50	0.95	Blitz
BE-19-01	*WA	71.50	88.05	16.55	0.40	Blitz
*WA - Weighted Average						

Laboratoire Expert Inc. of Rouyn-Noranda, Quebec completed all of the assaying.

(6) Mineral Resources and Mineral Reserves

Continues To Be Determined by work program(s).

(7) Mining Operations

N/A

(8) Exploration and Development

A staged approach is recommended to continue exploration on the Quebec based properties. Contingent on favourable results, another phase of exploration would include diamond drilling to test mineralization predicted by the geophysical modelling and geological investigation. It is of managements view at this time to focus its attention on determining a proper workplan, and also looking to possibly acquire other potential assets that it believes will benefit the company and its shareholders going forward.

4.4 This section is not applicable to the Issuer.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 Annual Information.

The following tables set out certain selected consolidated financial information of the Issuer, for the periods indicated.

Please refer to the corresponding management's discussion and analysis for a full discussion of the data, including, among other matters, the comparability of data and changes in accounting policies.

	Year Ended May 31, 2020	Year Ended May 31, 2019
Interest and other income	$ -	$ -
Loss for the year	(726,980)	(291,793)
Basic and diluted loss per common share	(0.02)	(0.01)
Total assets	2,362,848	2,464,054
Total long-term liabilities	-	-
Cash dividends	-	-

The audited consolidated financial statements of Seahawk Ventures Inc for years ended May 31, 2020 are attached hereto as Schedule A. The financial statements are prepared in accordance with International Financial Reporting Standard (IFRS).

5.2 Quarterly Information

Please refer to the Annual Audited Financial Statements for May 31, 2020.

5.3 Dividends

Although there are no restrictions on the Issuer's ability to pay dividends, the Issuer has not paid any dividends in the past and has no plans to pay dividends in the immediate or foreseeable future as it is in the development stage.

5.4 Foreign GAAP

This section is not applicable to the Issuer.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

Annual MD&A

This discussion and analysis of financial position and results of operations ("MD&A") is prepared as at August 20, 2020 and should be read in conjunction with the audited financial statements for the years ended May 31, 2020 and 2019 of Seahawk Ventures Inc. (the "Company") with the related notes thereto. Those financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made.

Description of Business

Seahawk was incorporated under the Business Corporations Act (British Columbia) on January 16, 2007. The Company's registered and records office is located at suite 1700 – 666 Burrard Street, Vancouver, BC V6C 2X8 and its head office is located at 909 Bowron Street, Coquitlam, BC V3J 7W3.

The Company currently holds a 100% interest in the Mystery Property, Touchdown Property, Xtra Point Property, and Blitz Property, all located in the urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada.

Currently, the principal activity of the Company is the acquisition and exploration of mineral resource properties in Canada.

Overall Performance

On August 14, 2020, the Company closed a non-brokered private placement issuing 1,569,471 units at a price of $0.25 per unit (the "Units") and raised gross proceeds of $392,368. Each unit consists of one common share and one common share purchase warrant entitling the holder to acquire one common share in the capital of the company at a price of $0.50 per share for three years from the date of issuance.

On August 5, 2020, the Company granted incentive stock options to certain directors and consultants of the Company for the right to purchase up to an aggregate of 1,700,000 common shares of the Company, exercisable at a price of $0.30 per share for a period of 24 months.

On December 30, 2019, the Company closed a non-brokered private placement of 463,600 units at a price of $0.25 per unit for gross proceeds of $115,900.00. Each unit consists of one common share and

one common share purchase warrant entitling the holder to acquire one common share at a price of $0.50 per share for three years from the date of issuance.

On December 30, 2019, the Company granted 1,000,000 stock options to certain directors and consultants of the Company. Each option is exercisable into one common share at a price of $0.25 per share for a period of 24 months.

On July 30, 2019, the Company granted to directors, officers and consultants 1,900,000 stock options, exercisable at $0.25 per share for a term of twelve months. These options vested on the date of grant.

On July 9, 2019, the Company issued 200,000 shares and paid $25,000 cash to Hinterland Metals Inc. pursuant to an option agreement to acquire the Skyfall Property.

Mineral Properties

Mystery Property, Quebec (German Shepherd and Mystery Properties)

On June 9, 2017, the Company entered into a Property Purchase Agreement (the "Agreement") with RSD Capital Corp. and Michel A. Lavoie (the "Vendors") to acquire a 100% undivided interest in the German Shepherd and Mystery properties (the "Properties") comprising 66 mineral claims covering approximately 3,900 hectares in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada.

The Agreement provides that the Company will acquire a 100% interest in the Properties in consideration for payment to the Vendors of an aggregate of $50,000 (paid), and issuing total of 1,000,000 common shares (issued, valued at $280,000) of the Company. The Vendors will retain a 2% net smelter return royalty on the Properties (the "Royalty Interest"). The Company may elect to purchase one-half of the Royalty Interest from the Vendors for a payment of $500,000, thereby leaving the Vendors with the remaining 1%.

Touchdown Property, Quebec

On August2, 2017, the Company entered into a Property Purchase Agreement with RSD Capital Corp. and Michel A. Lavoie to acquire the Touchdown Property comprising 48 mineral claims in the Urban-Barry greenstone Belt region within the Abitibi sub-province, Quebec, Canada.

The Agreement provides that the Company will acquire 100% interest in the Touchdown Property in consideration for payment to the Vendors of an aggregate of $60,000 (paid), and issuing total of 400,000 common shares (issued, valued at $156,000) of the Company. The Vendors will retain a 2% net smelter return (NSR) on the property. The Company may elect to purchase one-half of the NSR from the Vendors for a payment of $1,000,000, thereby leaving the Vendors with the remaining 1%.

The Company also issued 150,000 shares (valued at $58,500) as a finder's fee in connection with the acquisition.

Xtra Point Property,Quebec

On April 17, 2018, the Company acquired from an arm's length vendor a 100% interest in the Xtra Point Property, located in the Urban-Barry Gold Camp, Barry Township, Quebec, Canada. In consideration for the Xtra Point Property, the Company has issued the vendor 10,000 common shares (issued, valued at $4,200). The vendor retains a 2% NSR royalty on the property.
The Company has the option to reduce the royalty to a 0.5% NSR royalty for a cash payment to the vendor of $1,000,000.

Skyfall Property,Quebec

On July 9, 2018, the Company eneterd into an option agreement to acquire from Hinterland Metals Inc. a 100% interest in the Skyfall Property located at Urban-Barry mining area in the Abitibi region of Quebec. To obtain the 100% interest in the Skyfall Property, the Company will pay the optionor a total of $100,000 cash, issue 800,000 shares and incur $800,000 in exploration expenditures in the next three years as set in the agreement schedule. In both July of 2019 and 2018, the company has paid a total of $50,000 cash and issued 400,000 shares as per outlined in the option agreement.

The Company notified the optionor it would not be proceeding with the option agreement, and as a result, wrote off the Sktfall Property in its entirety during the year ended May 31, 2020.

Blitz Property,Quebec

In August 2018, the company entered into a property purchase agreement with Mitchell E. Lavery, a director of the Company, to acquire 100% interest in the Blitz Property located in Urban-Barry Greenstone Belt, Quebec. As per the agreement, the Company will pay Mr. Lavery $8,000 in cash and has issued 1,650,000 shares (issued and valued at $627,000), subject to a 2.5% net smelter return royalty.

Selected Annual Financial Information

The following table provides a brief summary of the Company's financial operations. For more detailed information, refer to the audited financial statements.

	Year Ended May 31, 2020**	Year Ended May 31, 2019	Year Ended May 31, 2018*
Interest and other income	$ -	$ -	$ -
Loss for the year	(726,980)	(291,793)	(566,136)
Basic and diluted loss per common share	(0.02)	(0.01)	(0.02)
Total assets	2,362,848	2,464,054	903,762
Total long-term liabilities	-	-	-
Cash dividends	-	-	-

* During the year ended May 31, 2018, the Company acquired German Shepherd and Mystery Properties, Touchdown Property and Xtra Point property. The increased loss largely contributed to a write-off of $46,457 of Mackenzie property and a share based compensation of $247,549.

**During the year ended May 31, 2020, the Company recorded a share-based compensation of $321,915 and write-off of Skyfall Property of $352,598..

Results of Operations

During the year ended May 31, 2020, the Company incurred a net loss of $726,980, compared with a loss of $291,793 during the year ended May 31, 2019. The losses are mainly comprised of the following items:

- Management fees of $Nil (2019 - $75,000) consisted of $Nil (2019 - $45,000) accrued to the Chief Executive Officer and $Nil (2019 - $30,000) accrued to the Chief Financial officer.
- Professional fees of $64,088 (2019 - $73,069) was legal fees, audit fees, accounting fees.
- Share-based compensation of $321,915 (2019 - $139,864) is the valuation of 2,900,000 (2019 – 1,100,000) stock options granted during the period.
- Transfer agent and filing fees of $15,164 (2019 - $16,653) are for the AGM, monthly transfer agent maintenance, monthly CSE fees, and SEDAR filing fees.
- Shareholder cost of $48,948 (2019 - $40,919) were manily costs associated with news filing and other market activities.
- The Company recorded a flow-through share premium recovery of $94,878 (2019 - $64,122) in relation with the tax benefit renounced to flow-through share investors
- The Company decided not to proceed with the Skyfall Property option agreement and as a result, wrote off the Skyfall Property of $352,598 (2019 - $Nil) during the year ended May 31, 2020.

Fourth quarter results

The Company incurred a net loss of $67,150 for the three months ended May 31, 2020 compared to a loss of $6,867 during the comparative three months ended May 31, 2019. The loss for the three months ended May 31, 2020 was mainly comprised of the following items:

- Professional fees of $22,080 (2019 - $48,829) was for year end legal accrual for unbilled amounts and audit accrual and accounting fees;

- Transfer agent and filing fees of $3,506 (2019 - $5,226) were for the AGM, monthly transfer agent maintenance, monthly CSE fees, and SEDAR filing fees;

- Shareholder costs of $10,037 (2019 - $9,913) were for marketing activities in Europe and North America;

- During the comparative three months ended May 31, 2019, the Company issued 236,000 shares (valued at $34,220) on April 24, 2019, to settle the loan principal and interest totaling $26,000. A loss on debt settlement of $8,220 was recorded in the statement of loss;

- During the comparative three months ended may 31, 2019, the Company recorded a flow-through share premium recovery of $64,122 in relation with the tax benefit renounced to flow-through share investors;

- During the three months ended May 31, 2020, the Company further wrote off $23,000 (2019 - $Nil) of exploration and evaluation assets due to invoices related to the Skyfall Property received in the three month period.

Quarterly Information

	Three months ended May 31, 2020	Three months ended February 29, 2020 (5)	Three months ended November 30, 2019(4)	Three months ended August 31, 2019(3)
Total Assets	$ 2,362,848	$ 2,228,792	$ 2,569,641	$ 2,486,894
Working capital (deficiency)	(586,217)	(387,248)	(453,147)	(11,660)
Net Income (loss) for the period	(67,150)	(505,730)	53,575	(207,675)
Net Income (loss) per share	(0.00)	(0.02)	0.00	(0.01)

	Three months ended May 31, 2019(2)	Three months ended February 29, 2019 (1)	Three months ended November 30, 2018	Three months ended August 31, 2018
Total Assets	$ 2,464,054	$ 2,444,362	$ 2,275,348	$ 1,460,628
Working capital (deficiency)	84,594	(40,506)	263,420	(368,173)
Net loss for the period	(6,867)	(168,474)	(61,147)	(55,305)
Net loss per share	(0.00)	(0.01)	(0.00)	(0.00)

(1) During the three months ended February 28, 2019, the Company recorded share-based compensation of $139,864.
(2) During the three months ended May 31, 2019, the Company recorded a flow-through share premium recovery of $64,122.
(3) During the three months ended August 31, 2019, the Company recorded share-based compensation of $182,626.
(4) During the three months ended November 30, 2019, the Company recorded a flow-through share premium recovery of $95,878.
(5) During the three months ended February 29, 2020, the Company recorded share-based compensation of $139,289 and wrote off exploration and evaluation assets of $329,598.

Liquidity and Capital Resources

The Company commenced fiscal 2020 with a working capital of $84,594 and cash of $451,541. As at May 31, 2020, the Company had a working capital deficiency $586,217 and cash of $22,319.

Net cash used in operating activities for the current fiscal year was $114,216 (2019 - $145,460). The net cash used in operating activities for the period consists primarily of the operating loss and a change in non-cash working capital items.

Net cash used in investing activity during the current year mainly consisted of the payment of $25,000 (2019 - $25,000) pursuant to the Skyfall Property option agreement, and $426,639 (2019 - $292,689) on exploration expenses.

During the year ended May 31, 2020, the Company raised $115,900 by issuing 463,600 share units at $0.25 per unit.

During the comparative year ended May 31, 2019, the Company completed a private placement by issuing 350,750 non-flow-through shares at $0.32 per share and 2,000,000 flow-through shares at $0.40 per share for total gross proceeds of $912,240. The Company also received $40,000 from exercise of 100,000 stock options and a loan of $25,000 from the CEO.

The Company will need to raise funds through debt or equity offerings in order to have sufficient working capital to sustain its operations for the next 12 months.

Related Party Transactions

During the year ended May 31, 2020, the Company entered into the following transactions with related parties:

a) The Company paid or accrued management fees of $Nil (2019 - $30,000) to the CFO. As of May 31, 2020, $138,000 (May 31, 2019 - $138,000) is owed to the CFO.

b) The Company paid or accrued management fees of $Nil (2019 - $45,000) to the CEO. As at May 31, 2020, $202,500 (May 31, 2019 - $202,500) is owed to the CEO of the Company.

c) The Company issued Nil (2019 – 1,650,000 shares (valued at $627,000)) to the President of the Company to acquire the Blitz property (Note 4). The Company also accrued or paid to the President $3,200 (2019 - $20,000) of consulting fees and $4,200 (2019 - $Nil) of equipment rental that are recorded in exploration and evaluation. As of May 31, 2020, $202,951 (May 31, 2019 - $30,171) is owed to the President.

d) The Company received a loan of $Nil (2019 - $25,000) from the CEO.

e) The Company granted 825,000 stock options (2019 – Nil) to directors of the Company. The stock options were valued at $100,883 (2019 - $Nil) at the date of grant.

Amounts due to related parties were due to companies controlled by directors and officers, were unsecured, were non-interest bearing and had no specific terms of repayment.

Off Balance Sheet Arrangements

The Company has no off Balance Sheet arrangements.

Investor Relations

On January 1, 2020, the company contracted Buchalter Consulting Inc. to assist in in Investor relations and consulting services for a period of 12 months.

Commitments

The Company has no commitments.

Financial and Capital Risk Management

As at May 31, 2020, the Company's financial instruments comprise cash and cash equivalent, receivables, accounts payable and accrued liabilities and due to related parties. The carrying values of receivables, accounts payable and accrued liabilities, and accounts payable to related parties approximate their fair values due to the relatively short periods to maturity of these financial instruments.

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

Credit Risk

Credit risk is the risk of financial loss because a counter party to a financial instrument fails to discharge its contractual obligations.

The carrying amount of the Company's financial instruments best represents the maximum exposure to credit risk.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at May 31, 2020, the Company had a cash balance of $22,319 (May 31, 2019 - $451,541) and current liabilities of $674,994 (May 31, 2019 - $538,660).

The Company has historically relied on equity and debt financings to satisfy its capital requirements and will continue to depend heavily upon equity capital and debt to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

Interest rate risk

The Company is not exposed to risk in the event of interest rate fluctuations. The Company has not entered into any interest rate swaps or other financial arrangements that mitigate the exposure to interest rate fluctuations.

Foreign currency risk

The Company's functional currency is the Canadian dollar and the majority of its purchases are transacted in Canadian dollars. From time to time, the Company funds certain operations, exploration and administrative expenses in US$ on a cash call basis using US$ currency converted from its Canadian dollar

bank accounts held in Canada. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities. The Company relies mainly on equity issuances and loans from related parties to raise new capital. In the management of capital, the Company includes the components of shareholders' equity (deficiency). The Company prepares annual estimates of operating expenditures and monitors actual expenditures compared to the estimates in an effort to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company's investment policy is to negotiate premium interest rates on savings accounts or to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated at any time without interest penalty. The Company will require additional financing in order to provide working capital to fund costs for the current year. These financing activities may include issuances of additional debt or equity securities.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.

Significant Accounting Policies, Critical Judgments and Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

All of the Company's significant accounting policies and estimates are included in Notes 2 and 3 of its audited financial statements for the year ended May 31, 2020.

Adoption of new accounting policies

The Company adopted IFRS 16, Lease, on June 1, 2019. The adoption of the new standard has no significant impact on the Company's financial statements.

Subsequent Events

Property acquisition

On June 30, 2020, the Company issued 37,500 shares (valued at $9,375) to Buchalter Consulting Inc. as per the investor relations service agreement entered on January 1, 2020.

On August 5, 2020, the Company granted incentive stock options to certain directors, officers and consultants of the Company for the right to purchase up to an aggregate of 1,700,000 common shares of the Company, exercisable at a price of $0.30 per share for a period of 24 months.

On August 14, 2020, the Company closed a non-brokered private placement having issued 1,569,471 Units at a price of $0.25 per unit (the "Units") and raised gross proceeds of up to $392,368. Each unit consists of one common share and one common share purchase warrant entitling the holder to acquire one common share in the capital of the Company at a price of $0.50 per share for three years from the date of issuance.

Outstanding Share Data

The following table summarizes the Company's outstanding share data as of the date of this MD&A:

	Number of shares Issued or issuable
Common shares	32,212,417
Stock options	2,700,000
Warrants	2,033,071

Impact Of COVID -19

The Company's business is exploring mineral properties in Quebec. The management doesn't think that COVID-19 will have a strong impact on the Company's financial results. The Company's financing plan may be delayed and as a result, the company may delay its 2020 summer exploration plan accordingly. However, the Company has no payment commitments on its mineral properties.

Corporate Governance

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee of the Company fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual financial statements prior to their submission to the Board of Directors for approval.

The Audit Committee, comprised of three directors, all of whom are independent, meets with management of the Company on a quarterly basis to review the financial statements, including the MD&A, and to discuss other financial, operating and internal control matters as required.

7. MARKET FOR SECURITIES

The Issuer's shares are listed for trading on the CSE under the trading symbol "SHV".

**Also on the US Pink Sheet/ DTC Eligible under the trading symbol "SEHKF", and on the Frankfurt, Germany Exchange, under the symbol code "7SR".

8. CONSOLIDATED CAPITALIZATION

8.1 The Issuer completed the following private placements:

On July 2, 2020, the Company announced that it was undertaking a non-brokered private placement of common shares to raise gross proceeds of up to $3,000,000. The Placement was completed on August 14, 2020, having raised $392,368 by issuing 1,569,471 units at $0.25 per unit. Each unit consists of one common share and one common share purchase warrant entitling the holder to acquire one common share in the capital of the Company at a price of $0.50 per share for three years from the date of issuance.

On December 20, 2019, the Company announced that it was undertaking a non-brokered private placement of common shares to raise gross proceeds of $200,000. The private placement closed on December 30, 2019 having raised $115,900 by issuing 463,600 units at $0.25 per unit. Each unit consists of one common share and one common share parchase warrant entitling the holder to acquire one common share at a price of $0.50 per share for three years from the date of issuance.

On November 5, 2018, the Company announced that it was undertaking a non-brokered private placement of common shares to raise gross proceeds of up to $1,050,000. The private placement closed in November/December 2018 having raised $912,240 by issuing 350,750 non-flow-through shares at $0.32 per share, and 2,000,000 flow-through shares at $0.40 per share.

On June 28, 2017, the issuer completed a non – brokered private placement which was announced on June 12, 2017. The Company raised gross proceeds of $600,000 through the sale of 2,000,000 of its common shares at a price of $0.30 per share. The shares sold in the placement are subject to a hold period which expires on October 29, 2017. A cash finder's fee of $1,050 was paid in connection with the placement. (see news releases dated June 12 and 28, 2017, respectively).

On August 24, 2015, the Issuer completed a private placement of 3,078,167 units at a price of $0.30 per Unit for aggregrate gross proceeds of $923,450.10. Each Unit consists of one common share (a "Placement Share") and one half of a share purchase warrant (each whole warrant a "Placement Warrant"), each Placement Warrant entitling the holder to acquire one additional common share of the Company (a "Warrant Share") at a price of $0.60 per Warrant Share for a period of two years from closing.

On July 18, 2012, 750,000 shares were issued representing the exercise of an aggregate of 750,000 share purchase warrants, raising a gross amount of $75,000.

9. OPTIONS TO PURCHASE SECURITIES

As of May 31, 2020, outstanding options to purchase securities of the Issuer were as follows:

	Number of Common Shares underlying Options[1]
Options held by executive officers, directors, past executive officers and past directors of the Issuer as a group	825,000
Options held by executive officers, directors, past executive officers and past directors of all subsidiaries of the Issuer as a group	-
Options held by all other employees or past employees of the Issuer, as a group	-
Options held by all other employees or past employees of the subsidiaries of the Issuer, as a group	-
Options held by all consultants of the Issuer, as a group	2,075,000
Options held by any other person or company, including any underwriters	-

Notes:
(1) All options were granted pursuant to the Issuer's stock option plan.

10. DESCRIPTION OF THE SECURITIES

The authorized capital of the Issuer consists of an unlimited number of Shares without par value. The holders of the Shares are entitled to vote at all meetings of shareholders of such Shares, to receive dividends if, as and when declared by the directors and to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Issuer. The Shares carry no pre-emptive rights, conversion or exchange rights, or redemption, retraction, repurchase, sinking fund or purchase fund provisions. There are no provisions requiring the holder of Shares to contribute additional capital and no restrictions on the issuance of additional securities by the Issuer. There are no restrictions on the repurchase or redemption of Shares by the Issuer except to the extent that any such repurchase or redemption would render the Issuer insolvent.

10.1 Debt securities

This section is not applicable to the Issuer.

10.2 Stock Exchange Price

The table below provides the monthly average high and low prices and the total trading volume of the Shares since June 2019 – May 2020

Date	Average High	Average Low	Total Volume Traded
Month ended June 2019	0.335	0.125	200,369
Month ended July 2019	0.295	0.18	203,150
Month ended August 2019	0.335	0.26	607,074
Month ended September 2019	0.35	0.26	240,820
Month ended October 2019	0.325	0.25	461,200
Month ended November 2019	0.32	0.24	52,100
Month ended December 2019	0.30	0.20	50,267
Month ended January 2020	0.31	0.25	30,579
Month ended February 2020	0.31	0.205	88,278
Month ended March 2020	0.33	0.17	84,825
Month ended April 2020	0.31	0.15	533,303
Month ended May 2020	0.295	0.23	34,500

10.3 Other Securities

This section is not applicable to the Issuer.

10.4 Modification of Terms

(a) Alterations to Rights of Common Shares

The rights and restrictions attached to common shares of the Issuer may be modified, amended or varied by ordinary resolution of the directors, unless otherwise specified in the BCA.

(b) Other Methods of Modifying Rights of Common Shares

None.

10.5 Other attributes:

No other class of securities ranks ahead of the common shares of the Issuer, nor are the rights attached to the common shares materially limited or qualified by the rights of any other class of securities.

The Issuer is permitted, pursuant to its articles, to purchase or otherwise acquire any of its shares at the price and upon the terms determined and authorized by its directors. No such purchase or acquisition of shares may occur if the Issuer has reasonable grounds for believing it is insolvent, or may become insolvent if such purchase or acquisition is made. If the Issuer purchases or acquires any of its common shares and

holds them, the Issuer is not permitted to vote the shares at any shareholder's meeting, pay a dividend in respect of those shares or make any other distribution in respect of those shares.

10.6 Prior Sales

The following common shares were sold by the Issuer within the 12 months prior to the date of this Listing Statement:

Date	Price per Common Share	Number of Common Shares	Consideration received	Description of transaction
August 14, 2020	$0.25	1,569.471 Units (shares and warrants)	Cash	Non brokered private placement
December 30, 2019	$0.25	463,600 Units (shares and warrants)	Cash	Non brokered private placement

11. ESCROWED SECURITIES

In accordance with the requirements of the Exchange and applicable securities laws, shares have been deposited into escrow pursuant to an escrow agreement between the holder of such shares, the Issuer and Computershare Investor Services Inc. (the "Trustee"). The table below sets forth the holdings of common shares of promoters, directors, senior officers and greater than 10% shareholders of the Issuer which have been escrowed and the percentage of common shares represented by their holdings which remain in escrow on a non-diluted basis.

ESCROWED SECURITIES

Designation of class held in escrow	Number of securities held in escrow	Percentage of class
Performance Escrow Shares	Nil	N/A

Note:
(1) Based upon an issued and outstanding of 30,605,446 as of May 31, 2020

12. PRINCIPAL SHAREHOLDERS

As of August 20, 2020, to the knowledge of the directors and senior officers of the Issuer, the following persons beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying more than 10% of the voting rights attached to the securities of the Issuer:

Principal Shareholder Name	Ownership	Number of Shares Owned	Percentage of Shares Owned
Ian Ekholm		5,397,500	16.8%
Bruno Gasbarro		2,425,000	7.5%
Giovanni Gasbarro		2,047,500	6.4%
Mitchell E. Lavery		1,650,000	5.1%

Note
(1) Based on a total issued and outstanding of 32,212,417 common shares as of August 20, 2020.

Certain Shares of the Issuer are held pursuant to an escrow agreement. For escrow restrictions concerning these Shares, see *"Section 11, Escrowed Securities"*.

To the knowledge of the Resulting Issuer, none of its voting securities are held, or are to be held, subject to any voting trust.

To the knowledge of the Resulting Issuer, no principal shareholder is an associate or affiliate of another person or company named as a shareholder.

13. DIRECTORS AND OFFICERS

13.1 Name, Address, Occupation and Security Holdings

The following table sets out the names of the directors and officers of the Issuer, the province or state, and country in which each is ordinarily resident, all offices of the Issuer held by each of them, their principal occupations and the number of common shares of the Issuer or any of its subsidiaries beneficially owned by each, directly or indirectly, or over which control or direction is exercised.

Name, Municipality of Residence, Position with the Issuer	Principal Occupation During Last Five Years	Number of Common Shares held in the Issuer	Percentage of Class Held or Controlled.
Giovanni Gasbarro, Coquitlam, BC	Chief Executive Officer and director of the Corporation since September, 2014. Investment advisor at PI Financial from	2,047,500	6.4%

Name, Municipality of Residence, Position with the Issuer	Principal Occupation During Last Five Years	Number of Common Shares held in the Issuer	Percentage of Class Held or Controlled.
President & Director	2009 to May 2014. Investment Advisor at 6 different firms from 1992 to 2014;		
Bruno Gasbarro Coquitlam, BC Chief Financial Officer and director	Chief Financial Officer of the Issuer since March 2010 and director since 2007. Re appointed as Corporate Secretary in August 2018. President and CEO of Ravenstar Ventures Inc. (now Cancen Oil Canada Inc.) from September 2010 to October 2011 and a Director from September 2010 to January 2012. President and Chief Executive Officer of Coltstar Ventures Inc., a former CPC, which completed its qualifying transaction on April 29, 2009, from June 2007 to July 2009, and the CFO and a Director from June 2007 to April 2010.	2,425,000	7.5%
Mitchell E. Lavery Val-d'Or, Quebec Director	President of the Company since August 2018 and director of Issuer since May 2018 Vice President of Exploration and Corporate Development since April 2018. Mining executive and professional geologist with 43 years of experience in all aspects of mineral exploration and managing a mine. Has served as a senior officer and/or director on both public and private companies and is a lifetime member of the Prospectors and Developers Association of Canada.	1,650,000	5.1%
Salvatore Giantomaso Burnaby, BC Director	Vice President of Newway Forming Ltd. Since May 1985, and has previously served as Company's President and CEO, and a director of the Corporation from January 20, 2012 to August 21, 2015. He has also served on many other public company boards over the years and brings a wealth of knowledge and experience to the company.	923,000	2.8%

Name, Municipality of Residence, Position with the Issuer	Principal Occupation During Last Five Years	Number of Common Shares held in the Issuer	Percentage of Class Held or Controlled.
Blair Holliday	Sales for Excell Railing Systems Ltd. Since March 2002. Was re-instated and elected as a director in October 2018, and has served as a directo on several other public company boards in the past.	6,000	0.0%

13.2 Term of Directorship

The term of office of each of the present directors expires at the Issuer's next Annual General Meeting. Each director elected or appointed will hold office until the next annual general meeting of the Resulting Issuer or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Resulting Issuer or with the provisions of the BCA.

13.3 Voting Interest of Directors and Officers as a Group

As a group, the directors and officers of the Issuer hold an aggregate of 7,051,500 common shares of the Issuer, representing 21.89% of the issued and outstanding common shares in the Issuer.

13.4 Board Committees

The Issuer's audit committee as at May 31, 2020 was made up of Giovanni Gasbarro, Blair Holliday and Salvatore Giantomaso, all are Independent and all members are considered to be financially literate.

13.5 Principal Occupation of Directors and Officers

No director or officer of the Issuer has a principal occupation as a director or officer of a company other than the Issuer.

13.6 Cease Trade Orders and Bankruptcy

Other than as described below, no director or officer of the Issuer, or, to the Issuer's knowledge, no shareholder holding a sufficient number of securities of the Issuer to materially affect the control of the Issuer, is or within 10 years prior to the date of this Listing Statement, has been a director or officer of any other Issuer that, while that person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days: Giovanni Gasbarro and Bruno Gasbarro, directors of the Issuer, when on January 27, 2016, the Issuer announced that it cannot file its financial reporting for the six months ended November 30, 2015 due to unanticipated difficulties of obtaining necessary information and on February 4, 2016 the Issuer was issued a Cease Trade Order. The Issuer filed its interim financial statements and related MD&A for the period ended November 30, 2015 and the Cease Trade Order was revoked by the British Columbia Securities Commission on March 1, 2016.

No director or officer of the Issuer is, or within the 10 years before the date of the Listing Statement, has been a director or officer of any other Issuer 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.

13.7 Penalties/Sanctions Imposed on Directors/Officers

None.

13.8 Not applicable.

13.9 Bankruptcy of Directors/Officer

None.

13.10 Conflicts of Interest

The directors and officers of the Issuer also serve as directors and/or officers of other companies and may be presented, from time to time, with situations or opportunities which give rise to apparent conflicts of interest. All conflicts of interest will be resolved in accordance with the BCA and the fiduciary duties of the Issuer's directors and officers.

13.11 Management

Below is a brief description of the key management of the Issuer.

Giovanni Gasbarro, 54, Chief Executive Officer and director of the Corporation since September, 2014; Investment advisor at PI Financial from 2009 to May 2014. Investment advisor from 1992 to 2014 working at six different firms. Mr. Gasbarro has taken over 20 companies public in 20 years and has raised over $100 million in financing and public offering. 4 of those companies went on to graduate to the TSE and 3 companies were eventually bought out. Mr. Gasbarro is employed as the Chief Executive Officer of the Issuer and devotes most of his working time to the affairs of the Issuer. Mr. Gasbarro has not entered into a non-competition or non-disclosure agreement with the Issuer.

Bruno Gasbarro, 53, has been the CFO of the Issuer since March 2010, and a director since January 2007. He is the Issuer's Corpaorate Secretary as of August 2018, and served previously from March 2010 to June 2011. He was also the President, CEO and a director of Ravenstar Ventures Inc., a Capital Pool Company that was listed on the TSX-V on September 29, 2010 and completed its QT on October 13, 2011 and became Cancen Oil Canada Inc. and remained a director until January 2012. He was the President, CEO and a director of Coltstar Ventures Inc., a former CPC, which completed its qualifying transaction on April 29, 2009, from June 2007 to July 2009. Then Mr. Gasbarro served as CFO of Coltstar Ventures Inc. until March 3, 2010 and resigned as a director on April 14, 2010. Mr. Gasbarro has a diploma from the Canadian Securities Institute and was an Investment Advisor from 1994 until March 2003. He has worked in this capacity since 1994 with several Vancouver securities firms, including Gateway between December 2002 and March 2003. Mr. Gasbarro is employed as the Chief Financial Officer and Corporate Secretary of the Issuer and devotes most of his working time to the affairs of the Issuer. Mr. Gasbarro has not entered into a non-competition or non-disclosure agreement with the Issuer.

Mitchell E. Lavery, 69, Mining executive and professional geologist with 43 years of experience in all aspects of mineral exploration and managing a mine. Has served as a senior officer and/or director on both public and private companies and is a lifetime member of the Prospectors and Developers Association of Canada. In April 2018, he was appointed to the Company as Vice President of Exploration and Corporate Development, and to the board, as a Director in May 2018. On August 29, 2018, he was also appointed as Company President and devotes most of his time to the affairs of the issuer in Quebec. Mr. Lavery has not entered into a non-competition or non-disclosure agreement with the issuer.

Salvatore Giantomaso, 74, Businessman, Vice President of Newway Forming Ltd. Since May 1985, and has previously served as Company's President and CEO, and a director of the Corporation from January 20, 2012 to August 21, 2015. He has also served on many other public company boards over the years and brings a wealth of knowledge and experience to the company.
He was nominated and re-elected to the Board as a director at the Company's Annual General Meeting held on December 16, 2016.

Blair Holliday, 52, Executive and sales for Excell Railing Systems Ltd. Since March 2002. Has served as a director of the issuer from October 2018, and previously for a couple of years until April 2018. He has also served on several public company boards in the past and brings experience to the board.

14. CAPITALIZATION

The following information is based on there being 30,605,446 shares issued and outstanding as of May 31, 2020 and as of the date of this report August 20, 2020, there are 32,212,417 shares issued and outstanding.

Issued Capital

Public Securityholders (Registered)

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

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	1	1
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	2	4,880

Size of Holding	Number of holders	Total number of securities
3,000 – 3,999 securities	1	3,050
4,000 – 4,999 securities	0	0
5,000 or more securities	29	30,597,515
	33	30,605,446

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

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Stock Options @ $0.25 until July 30, 2020 as at May 31, 2020	1,900,000	1,900,000
Stock Options @ $0.25 until December 30, 2021 as at May 31, 2020	1,000,000	1,000,000
Stock Options @ $0.30 until August 5, 2022	1,700,000	1,700,000

There are no listed securities reserved for issuance that are not included in this section.

Outstanding Share Data

Securities issued during the year ended May 31, 2020: (as per statements).

As at August 20, 2020:

- Class Common Shares
- Authorized Unlimited, without par value
- Issued 32,212,417

Options and Warrants Outstanding:

Stock options @ $0.25 expiry December 30, 2021	1,000,000
Stock Options @ $0.30 expiry August 5, 2022	1,700,000
Warrants @ $0.50 expiry December 30, 2022	463,600
Warrants @ $0.50 expiry August 14, 2023	1,569,471
Total Number of Shares in Escrow	Nil

15. EXECUTIVE COMPENSATION

In this section "Named Executive Officer" or "NEO" means (a) the Chief Executive Officer (or an individual who acted in a similar capacity), (b) the Chief Financial Officer (or an individual who acted in a similar capacity), (c) each of the Issuer's three other most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity (except those whose total compensation does not exceed $150,000), and (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Issuer, nor acting in a similar capacity, at the end of that financial year.

The disclosure below relates to three of the Issuer's NEOs, namely Giovanni Gasbarro, the CEO, Bruno Gasbarro, the CFO, and Mitchell E. Lavery, President and VP of Exploration and Corporate Development.

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for performance philosophy. This philosophy is linked to the Company's business strategy which includes increasing stakeholder value. In addition, the compensation programs aim for simplicity and responsiveness to market changes.

The following executive compensation principles guide the Company's overall compensation:

- Compensation levels should be sufficiently competitive to facilitate recruitment and retention of experienced high caliber executives in the competitive mining industry, while being fair and reasonable to shareholders;
- The compensation program should align executives' long-term financial interests with those of the Company's shareholders by providing equity-based incentives; and
- Compensation should be transparent so that both executives and shareholders understand the executive compensation program.

The Company has not retained a compensation consultant or advisor at any time since the Company's most recently completed financial year to assist the Board in determining compensation for any of the Company's directors or executive officers.

Elements of Executive Compensation

Compensation is comprised of a negotiated salary, with bonuses and stock options potentially being paid and issued as incentive for performance.

Salary

The Company's view is that a competitive salary is a necessary element for attracting and retaining qualified executive officers. The Company also believes that attractive salaries can motivate and reward executives for their overall performance. The amount payable to a named executive officer may be based on several factors, including experience, past performance, anticipated future contributions and comparisons to salaries offered by other comparable companies. The Company reviews salaries at least once per year to ensure they remain at appropriate levels.

Amounts paid to an executive officer as base salary, including merit salary increases, are determined by reference to the individual's performance and salaries prevailing in the marketplace for comparable positions. The base salary of each executive officer is reviewed as required. Salary adjustments take into

consideration the general level of salaries in the marketplace for comparable positions, the performance of the executive and the Company's performance.

Bonuses

Non-equity bonuses are intended to promote strong corporate management by providing annual financial incentives to meet or exceed short-term corporate target and goals. Bonuses are generally comprised of an annual cash bonus and such bonus is a variable component of executive compensation based both on individual performance as well as corporate performance. Bonuses may be paid annually, but are not guaranteed. The Company has not granted any bonuses to executive management to date.

Other Benefits

NEOs (as defined below) are eligible to participate in employee benefit programs and plans that are generally available to all full-time employees (subject to fulfilling certain eligibility requirements). These include extended health and dental plans. In designing these benefits, the Company seeks to provide an overall level and mix of benefits that is competitive to those offered by other comparable companies.

Certain perquisites are also made available to NEOs. These may include payment of professional dues and further health benefits. These types of perquisites are common among executives in the Company's industry.

Option-based Awards

The Company operates in a competitive environment and that its performance depends on the quality of its employees. The Company’s stock option plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Compensation Committee takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Canadian Stock Exchange, and closely align the interests of the executive officers with the interests of shareholders.

Summary Compensation Table

The following table (presented in accordance with National Instrument Form 51-102F6 *Statement of Executive Compensation*) sets forth all annual and long term compensation for services in all capacities to the Company for the three most recently completed financial years of the Company in respect of each of the individuals comprised of the Chief Executive Officer, the Chief Financial Officer, and President and VP of Exploration and Corporate Development, and each of the three most highly compensated executive officers of the Company, or the three most highly compensated individuals acting in a similar capacity (other than the Chief Executive Officer and the Chief Financial Officer and President), at the end of the financial year ended May 31, 2020 whose total compensation was, individually, more than $150,000 for that financial year and any individual who would have satisfied these criteria but for the fact that individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the financial year ended May 31, 2020 (collectively the "**Named Executive Officers**" or "**NEOs**"):

Name And proposed Principal Position	Year	Salary ($)	Share-based Awards ($)	Option Based Rewards ($)	Non-Equity Plan Compensation	Pension Value ($)	All other Compensation	Total Compensation
Bruno Gasbarro, CFO	2020 2019 2018	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil
Giovanni Gasbarro, CEO	2020 2019 2018	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil
Mitchell E. Lavery President, VP Exploration and Corp Development	2020 2019 2018	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil

Incentive Plan Awards

The following table sets forth all outstanding share based and option based awards to the Named Executive Officers as at the fiscal year ended May 31, 2020.

Name	Number of securities underlying Unexercised options (#)	Option Exercise Price	Option Expiration Date	Value of Unexercised In-the-Money Options (4)	Number of Shares or Units Of Shares that Have not Vested.	Market or Payout Value of Shares based Awards that have not vested	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed ($)
Giovanni Gasbarro, CEO	250,000(1)	$0.25	Dec 30,2021	Nil	Nil	Nil	Nil
Bruno Gasbarro, CFO	250,000(2)	$0.25	Dec 30, 2021	Nil	Nil	Nil	Nil
Mitchell E. Lavery, President and VP Corporate Development	250,000(3)	$0.25	July 30, 2020	Nil	Nil	Nil	Nil

Notes:.

(1) On Decmber 30, 2019, Giovanni Gasbarro was granted options to purchase 250,000 shares of the Company at a price of $0.25 until December 30, 2021.

(2) On December 30, 2019, Bruno Gasbarro was granted options to purchase 250,000 shares of the Company at a price of $0.25 until December 30, 2021.

(3) On July 30, 2019, Mitchell E. Lavery was granted options to purchase 250,000 shares of the Company at a price of $0.25 until July 30, 2020.

Pension Plan Benefits

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

Termination and Change of Control Benefits

Neither the Company, nor its subsidiaries, has a contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or its subsidiaries, or a change in responsibilities of the NEO following a change in control.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

16.1 Aggregate Indebtedness

None of the executive officers, directors or employees of the Issuer are or have been indebted to the Issuer at any time, or are or have been indebted to another entity at any time, for the purchase of securities, or where that indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement of understanding provided by the Issuer or a subsidiary of the Issuer.

16.2 Indebtedness of Directors and Executive Officers under (1) Securities Purchase and (2) Other Programs

There are no programs of the Issuer pursuant to which the Issuer's directors or officers incurred any debt owed to the Issuer.

17. RISK FACTORS

Exploration, Development and Operating Risks

Mining operations generally involve a high degree of risk. The Issuer's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of minerals and metals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.

The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a mineral-bearing structure may result in substantial rewards, few properties which are explored are ultimately developed into producing mines.

Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Issuer will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and quality of mineralization and proximity to infrastructure; commodity prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Issuer not receiving an adequate return on invested capital.

There is no certainty that the expenditures made by the Issuer towards the search and evaluation of deposits of minerals or other metals will result in discoveries of commercial quantities of minerals or metals.

Risks Associated With the Properties

The properties are all high risk, speculative ventures. No mineral resources or mineral reserves have been identified with respect to the properties to date and there is no certainty that the expenditures made by the Issuer towards the search and evaluation of iron-copper with regard to the properties or otherwise will result in discoveries of commercial quantities of iron-copper or other minerals or metals. In addition, even in the event of the successful completion by the Issuer of Phase I of the recommended programs on the respective properties, there is no assurance that the results of such exploration will warrant the completion of Phase II of the recommended programs. In such circumstances, the Issuer may be required to acquire and focus its operations on one or more additional mineral properties. There can be no assurance that any such additional mineral properties will be available for acquisition by the Issuer or that, if available, the terms of acquisition will be favourable to the Issuer.

Current Economic Conditions

There are significant uncertainties regarding the price of commodities, minerals or metals and the availability of equity financing for the purposes of mineral exploration and development. The prices of minerals or metals have fluctuated substantially over the past several months and financial markets have seen many challenges to the point where it has become sometimes difficult for companies to raise new capital. The Issuer's future performance is largely tied to the development of its current mineral properties and the overall financial markets. Current financial markets are likely to be challenging in Canada for the remainder of the calendar year and potentially into 2018, reflecting ongoing concerns about the stability of the global economy and global growth prospects. As well, concern about global growth has led to sustained drops in some commodity markets. Unprecedented uncertainty in the credit markets has also led to increased difficulties in borrowing/raising funds. Companies worldwide have been affected particularly negatively by these trends. As a result, the Issuer may have difficulties raising equity financing for the purposes of mineral exploration and development, particularly without excessively diluting present shareholders of the Issuer. These economic trends may limit the Issuer's ability to develop and/or further explore its mineral property interests.

Operating History

The Issuer has a very limited history of operations, is in the early stage of exploration and must be considered a start-up company. As such, the Issuer is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Issuer will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Reliance on Limited Number of Properties

The only property interests of the Issuer are its interest in the Properties listed. As a result, any adverse developments affecting the Properties, could have a material adverse effect upon the Issuer and would materially and adversely affect the potential mineral resource production, profitability, financial performance and results of operations of the Issuer.

Insurance and Uninsured Risks

The Issuer's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Issuer's properties or the properties of others, delays in mining, monetary losses and possible legal liability. Although the Issuer may in the future maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with a mining company's operations. The Issuer may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Issuer or to other companies in the mining industry on acceptable terms. The Issuer might also become subject to liability for pollution or other hazards which may not be insured against or which the Issuer may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Issuer to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Environmental Risks and Hazards

All phases of the Issuer's operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Issuer's operations. Environmental hazards may exist on the properties on which the Issuer holds interests which are unknown to the Issuer at present and which have been caused by previous or existing owners or operators of the properties. Government approvals, approval of aboriginal people and permits are currently, and may in the future be required in connection with the Issuer's operations. To the extent such approvals are required and are not obtained, the Issuer may be curtailed or prohibited from continuing its exploration or mining operations or from proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and per mitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Issuer and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or

other interference in the maintenance or provision of such infrastructure could adversely affect the Issuer's operations, financial condition and results of operations.

Land Title

Although the title to the properties was reviewed by or on behalf of the Issuer, no assurances can be given that there are no title defects affecting such property. Title insurance generally is not available, and the Issuer's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. Furthermore, the Issuer has not conducted surveys of the claims in which it holds an interest and, therefore, the precise area and location of such claims may be in doubt. Accordingly, the Issuer's mineral properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, the Issuer may be unable to operate its properties as permitted or to enforce its rights with respect to its properties.

Competition

The mining industry is competitive in all of its phases. The Issuer faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Issuer. As a result of this competition, the Issuer may be unable to maintain or acquire attractive mining properties on terms it considers acceptable or at all.

Consequently, the Issuer's revenues, operations and financial condition could be materially adversely affected.

Additional Capital

The Issuer had a working capital deficiency of $586,217 and cash of $22,319 as at the fiscal year ended May 31, 2020. The development and exploration of the Issuer's properties will require substantial additional financing.

Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development or production on any or all of the Issuer's properties or even a loss of property interest. The primary source of funding available to the Issuer consists of equity financing. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Issuer.

Liquid Marketability of Shares

There has been no prior public market for the Issuer's shares other than the Issuer's posting of its securities on the CSE, and the market for the Issuer's shares may be illiquid from time to time, and an active trading market may not develop or, if it does develop, may not be sustained. The lack of an active market may impair shareholders' ability to sell their shares at the time they wish to sell them or at a price that they consider reasonable. The lack of an active market may also reduce the fair market value and increase the volatility of the shares. An inactive market may also impair the Issuer's ability to raise capital by selling shares and to acquire other exploration properties or interests by using its shares as consideration.

Commodity Prices

The price of the common shares, the Issuer's financial results and exploration, development and mining activities may in the future be significantly adversely affected by declines in the price of commodities or

other minerals. The price of minerals and metals fluctuates widely and is affected by numerous factors beyond the Issuer's control such as the sale or purchase of commodities by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, the political and economic conditions of major mineral-producing countries throughout the world, and the cost of substitutes, inventory levels and carrying charges. Future serious price declines in the market value of precious minerals or metals could cause continued development of and commercial production from the Issuer's properties to be impractical. Depending on the price of precious minerals or metals, cash flow from mining operations may not be sufficient and the Issuer could be forced to discontinue production and may lose its interest in, or may be forced to sell, some of its properties. Future production from the Issuer's mining properties is dependent upon the prices of the commodity or other minerals or metals being adequate to make these properties economic.

In addition to adversely affecting the Issuer's reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required underfinancing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Government Regulation

The mining, processing, development and mineral exploration activities of the Issuer are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. Although the Issuer's mining and processing operations and exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Issuer.

Dividend Policy

No dividends on the common shares have been paid by the Issuer to date. Payment of any future dividends will be at the discretion of the Issuer's board of directors after taking into account many factors, including the Issuer's operating results, financial condition and current and anticipated cash needs.

Dilution to Common Shares

As a result of the current number of common shares issued and outstanding, the voting power of the Issuer's existing shareholders will be more significant and the subscribers will experience less of a diluting effect.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of common shares in the public markets, or the potential for such sales, could decrease the trading price of the common shares and could impair the Issuer's ability to raise capital through future sales of common shares.

Key Executives

The Issuer is dependent on the services of key executives, including the directors of the Issuer and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Issuer, the loss of these persons or the Issuer's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

Conflicts of Interest

Certain of the directors and officers of the Issuer may also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Issuer should be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Issuer and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the Business Corporations Act (British Columbia) and other applicable laws. Currently, there are no directors of the issuer serving on any other public company boards.

18. PROMOTERS

18.1 Promoters

As at January 1, 2020, the Company contracted with Buchalter Consulting Inc. to assist with some investor relation activities, financings, and consulting. The contract is for a 12 month period and can be cancelled with 30 days notice by either party. The Company has not engaged any other promotion or promotional services of any kind.

18.2 Cease Trade Orders, Bankruptcies, Penalties and Sanctions Involving Promoters

There have been no penalties or sanctions imposed against promoters or past promoters that would be likely to be considered important to a reasonable investor in making an investment decision.

19. LEGAL PROCEEDINGS

19.1 Legal Proceedings

There are no legal proceedings material to the Issuer to which the Issuer or any subsidiary of the Issuer is a party or of which their respective property is the subject matter that is known to the Issuer.

19.2 Regulatory actions

There are no:

(a) penalties or sanctions imposed against the Issuer by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date hereof;

(b) other penalties or sanctions imposed by a court or regulatory body against the Issuer necessary to contain full, true and plain disclosure of all material facts relating to the securities being listed; and

(c) settlement agreements the Issuer entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date hereof

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

For further particulars of the material interest, direct or indirect, of any of the following persons or companies in any transaction within the three years before the date of the Listing Statement, or in any proposed transaction, that has materially affected or will materially affect the Issuer or a subsidiary of the Issuer:

(a) any director or executive officer of the Issuer, see "Section 6, *Management's Discussion and Analysis, Related Party Transactions*" and "Section 18, *Promoters*";

(b) a security holder disclosed in the Listing Statement as holding 10% or more of the Issuer's voting securities, see, "Section 12, *Principal Shareholders*", "Section 6, *Management's Discussion and Analysis, Related Party Transactions*" and "Section 18, *Promoters*".

No associates or affiliates of any of the persons referred to above, unless as otherwise disclosed herein, have or had a material interest, direct or indirect, in any transaction within the three years before the date of the Listing Statement that has materially affected or will materially affect the Issuer or a subsidiary of the Issuer.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

21.1 Auditor Name and Address

The auditor for the Issuer is Davidson & Company LLP, Suite 1200, 609 Granville Street, Vancouver, British Columbia, V7Y 1G6.

21.2 Transfer Agent and Registrar Name

The registrar and transfer agent for the common shares of the Issuer is Computershare Trust Company of Canada, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9. Computershare is also the Trustee of escrowed shares as further described in "*Item 11 Escrowed Shares*".

22. MATERIAL CONTRACTS

22.1 Material Contracts for the Issuer

See description in "*Item 4 Narrative Description of the Business*".

22.2 Copies of any co-tenancy, unitholders' or limited partnership agreements

None.

23. INTEREST OF EXPERTS

Davidson & Company LLP, Chartered Accountants, prepared the auditor's report for the Issuer's financial statements for the year ended May 31, 2020. Davidson & Company LLP Chartered Accountants is independent in accordance with the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

24. OTHER MATERIAL FACTS

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

25. FINANCIAL STATEMENTS

Financial statements required pursuant this section are attached as follows:

SCHEDULE "A" - Audited Financial Statements of Seahawk Ventures Inc. for the years ended May 31, 2020

CERTIFICATE OF THE ISSUER

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

Dated at Vancouver, British Columbia this 20th day of August, 2020.

"Giovanni Gasbarro"	*"Bruno Gasbarro"*
Chief Executive Officer/Director	Chief Financial Officer/Director
"Salvatore Giantomaso"	*"Mitchell E. Lavery"*
Director	President and Director
"Blair Holliday"	
Director	

SCHEDULE "A"

AUDITED FINANCIAL STATEMENTS OF SEAHAWK VENTURES INC.
FOR THE YEAR ENDED MAY 31, 2020

SEAHAWK VENTURES INC.

FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE YEAR ENDED MAY 31, 2020

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Seahawk Ventures Inc.

Opinion

We have audited the accompanying financial statements of Seahawk Ventures Inc. (the "Company"), which comprise the statements of financial position as at May 31, 2020 and 2019, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, 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 the Company as at May 31, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 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 1 of the financial statements, which indicates that the Company incurred a net loss of $726,980 during the year ended May 31, 2020 and, as of that date, the Company had an accumulated deficit of $8,531,242. As stated in Note 1, these events and conditions 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.

Other Information

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

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

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

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

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, 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 Glenn Parchomchuk.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Professional Accountants

August 20, 2020

SEAHAWK VENTURES INC.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
As at May 31,

	2020	2019
ASSETS		
Current		
Cash	$ 22,319	$ 451,541
Amounts receivable (Note 5)	64,370	126,461
Prepaids	69	22,500
Exploration advances	2,019	22,752
Total current assets	88,777	623,254
Exploration and evaluation assets (Note 4)	2,274,071	1,840,800
Total assets	$ 2,362,848	$ 2,464,054
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	$ 131,543	$ 72,112
Due to related parties (Note 9)	543,451	370,670
Flow-through share premium (Note 8)	-	95,878
Total current liabilities	674,994	538,660
Shareholders' equity		
Share capital (Note 7)	7,571,332	7,410,057
Reserves (Note 7)	2,641,514	2,319,599
Obligation to issue shares (Notes 7, 13)	6,250	-
Deficit	(8,531,242)	(7,804,262)
	1,687,854	1,925,394
Total liabilities and shareholders' equity	$ 2,362,848	$ 2,464,054

Nature and continuance of operations (Note 1)
Events subsequent to the reporting period (Note 13)

Approved and authorized on behalf of the Board on August 20, 2020:

"Giovanni Gasbarro" Director *"Bruno Gasbarro"* Director

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

SEAHAWK VENTURES INC.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
For the years ended May 31,

		2020		2019
OPERATING EXPENSES				
Consulting	$	3,200	$	-
Insurance		4,905		-
Interest and bank charges		7,485		1,408
Management fees (Note 9)		-		75,000
Office and miscellaneous		1,814		1,318
Professional fees		64,088		73,069
Share-based compensation (Note 7)		321,915		139,864
Shareholder cost and corporate communication		48,948		40,919
Transfer agent and filing fees		15,164		16,653
Travel		6,343		1,471
Write-off of exploration and evaluation assets (Note 4)		352,598		-
Loss on debt settlement (Note 6)		-		8,220
Interest income		(3,602)		(2,007)
Flow-through share premium recovery (Note 8)		(95,878)		(64,122)
Loss and comprehensive loss for the year	$	(726,980)	$	(291,793)
Basic and diluted loss per common share	$	(0.02)	$	(0.01)
Weighted average number of common shares Outstanding – basic and diluted		30,282,538		25,398,873

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

SEAHAWK VENTURES INC.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
For the years ended May 31,

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	$ (726,980)	$ (291,793)
Items not involving cash:		
Share-based compensation	321,915	139,864
Expenses paid in shares	9,375	-
Expenses in obligation to issue shares	6,250	-
Write-off of exploration and evaluation assets	352,598	-
Flow-through share premium recovery	(95,878)	(64,122)
Loss on debt settlement	-	8,220
Changes in non-cash working capital items:		
Receivables	(15,450)	(32,093)
Prepaids	22,431	(19,000)
Accounts payable and accrued liabilities	5,180	37,464
Due to related parties	6,343	76,000
Net cash used in operating activities	(114,216)	(145,460)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation asset expenditures	(430,906)	(339,832)
Net cash used in investing activities	(430,906)	(339,832)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from private placement	115,900	912,240
Share issue costs	-	(59,500)
Shares issued pursuant to option exercise	-	40,000
Proceeds from loan from related party	-	25,000
Net cash provided by financing activities	115,900	917,740
Change in cash for the year	(429,222)	432,448
Cash, beginning of year	451,541	19,093
Cash, end of year	$ 22,319	$ 451,541

Supplemental disclosure with respect to cash flows (Note 10)

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

SEAHAWK VENTURES INC.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Number of Common Shares	Share Capital Amount	Obligation to issue shares	Reserves	Deficit	Total
Balance, May 31, 2018	28,884,772	$ 5,917,342	$ -	$ 2,204,490	$ (7,512,469)	$ 609,363
Shares issued in private placement	2,350,750	912,240	-	-	-	912,240
Share issuance costs	-	(59,500)	-	-	-	(59,500)
Flow-through share premium liability	-	(160,000)	-	-	-	(160,000)
Shares issued pursuant to option exercise	100,000	64,755	-	(24,755)	-	40,000
Shares issued for exploration and evaluation assets	1,850,000	701,000	-	-	-	701,000
Shares issued to settle related party loan	236,000	34,220	-	-	-	34,220
Contingently cancellable shares - cancelled	(3,517,176)	-	-	-	-	-
Share-based compensation	-	-	-	139,864	-	139,864
Loss for the year	-	-	-	-	(291,793)	(291,793)
Balance, May 31, 2019	29,904,346	7,410,057	-	2,319,599	(7,804,262)	1,925,394
Shares issued for exploration and evaluation assets	200,000	36,000	-	-	-	36,000
Shares issued in private placement	463,600	115,900	-	-	-	115,900
Shares issued for services	37,500	9,375	-	-	-	9,375
Obligation to issue shares	-	-	6,250	-	-	6,250
Share-based compensation	-	-	-	321,915	-	321,915
Loss for the year	-	-	-	-	(726,980)	(726,980)
Balance, May 31, 2020	30,605,446	$ 7,571,332	$ 6,250	$ 2,641,514	$ (8,531,242)	$ 1,687,854

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Seahawk Ventures Inc. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on January 16, 2007. The Company's registered and records office is located at suite 1700 – 666 Burrard Street, Vancouver, BC V6C 2X8 and its head office is located at 909 Bowron Street, Coquitlam, BC V3J 7W3.

The Company currently holds a 100% interest in the Mystery Property, Touchdown Property, Xtra Point Property, and Blitz Property, all located in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada (Note 4).

These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations rather than through a process of forced liquidation. The Company incurred a net loss of $726,980 for the year ended May 31, 2020 and as of that date the Company's accumulated deficit was $8,531,242 (2019 - $7,804,262). The Company's ability to continue as a going concern is dependent upon it ability to attain profitable operations, and to continue to raise funds or obtain borrowing from third parties sufficient to meet current and future obligations and/or restructure the existing debt and payables.

While management intends to pursue additional financings and the Company has been successful in obtaining its required financing in the past, there is no assurance that such financing will be available or be available on favorable terms. An inability to raise additional financing may impact the future assessment of the Company as a going concern. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

In early March 2020, there was a global outbreak of coronavirus (COVID-19) that has resulted in changes in global supply and demand of certain mineral and energy products. These changes, including a potential economic downturn and any potential resulting direct and indirect negative impact to the Company cannot be determined, but they could have a prospective material impact to the Company's project exploration activities, cash flows and liquidity.

These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

2. BASIS OF PREPARATION

Statement of compliance

These financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 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").

Basis of measurement and presentation currency

These financial statements have been prepared on a historical cost basis except for certain financial assets measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

2. BASIS OF PREPARATION (cont'd…)

Use of estimates and critical judgments

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 the reported revenues and expenses during the year.

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

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

a) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

b) Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

3. SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and short-term highly liquid investments with original maturities of 90 days or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value. As at May 31, 2020 and 2019, the Company did not hold any cash equivalents.

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

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

The fair value of the common shares issued in the private placements was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, was allocated to the attached warrants. Warrants that are issued as payment for an agency fee or other transaction costs are accounted for as share-based payments.

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 the flow-through share subscription 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 expenses being incurred, the Company derecognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period. The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the "Look-back" Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

Share-based payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees and consultants. The fair value of the options is recognized as an expense with a corresponding increase in equity.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted, and is recognized over the vesting period on a graded basis. The share-based payments are recorded as an operating expense with an offset to equity reserves. When options are exercised the consideration received is recorded as share capital. In addition, the related share-based payments originally recorded as equity reserves are transferred 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 the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Loss per share

Basic loss per share is computed by dividing loss available to common shareholders by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average number of common shares outstanding is 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 the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Shares that are contingently cancellable are not included in the calculation of basic or diluted loss per share.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Income taxes

Tax expense is comprised of current and deferred tax. Tax expense is recognized in profit or loss except to the extent that the tax arises from a transaction or event which is recognized either in other comprehensive income or directly in equity.

Current tax expense is based on the results for the year as adjusted for items that are not taxable or not deductible. Current tax is calculated using rates enacted or substantially enacted at the year end, and includes any adjustments to tax payable in respect of previous years.

Deferred taxes

Deferred income taxes are calculated using the asset and liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit.

Where an asset has no deductible or depreciable amount for income tax purposes, but has a deductible amount on sale or abandonment for capital gains purposes, the amount is included in the determination of temporary differences.

Deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantially enacted by the end of the reporting period.

Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income. Deferred tax assets are reviewed at each statement of financial position date and adjusted to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are offset when: (a) the Company has a legally enforceable right to set off; and (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either: (i) the same taxable entity; or (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Any changes in deferred tax assets or liabilities are recognized as part of tax expense or income in profit or loss, except where they relate to items that are recognized in other comprehensive income (loss) or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income (loss) or equity, respectively.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments

The Company recognizes a financial asset or a financial liability in its statement of financial position when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures a financial asset or a financial liability at its fair value plus or minus, in the case of a financial asset or a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or the financial liability.

Financial assets

The Company will classify financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss, based on its business model for managing the financial asset and the financial asset's contractual cash flow characteristics. The three categories are defined as follows:

a) Amortized cost - a financial asset is measured at amortized cost if both of the following conditions are met:
- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Fair value through other comprehensive income - financial assets are classified and measured at fair value through other comprehensive income if they are held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

c) Fair value through profit or loss - any financial assets that are not held in one of the two business models mentioned are measured at fair value through profit or loss.

When, and only when, the Company changes its business model for managing financial assets it must reclassify all affected financial assets.

The Company's financial assets comprise of cash and GST receivable, which are all measured at amortized cost.

Financial liabilities

The Company's liabilities include accounts payable and accrued liabilities and due to related parties which are all measured at amortized cost. After initial recognition, an entity cannot reclassify any financial liability.

Impairment

The Company assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortized cost and fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For GST receivables, the Company applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

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. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

The Company may occasionally enter into arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the transferee 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 transferee 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.

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.

Mineral exploration and evaluation expenditures are classified as intangible assets.

Provision for environmental rehabilitation

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of mineral properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision.

As at May 31, 2020 and 2019, the Company does not have any known rehabilitation obligations.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Impairment of non-financial 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 evaluated at the cash generating unit ("CGU") level, which is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. The recoverable amount of the CGU is the greater 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 a 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 profit or loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) 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 CGU) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Adoption of new accounting standard

The following new accounting standard and interpretations have been adopted during the year:

IFRS 16 – Leases

The IASB issued IFRS 16, Leases ("IFRS 16"), which eliminates the classification of leases as either operating or finance leases for a lessee. IFRS 16 was effective from June 1, 2019. Under IFRS 16, all leases will be recorded on the statement of financial position. The only exemptions to this will be for leases that are 12 months or less in duration or for leases of low-value assets. The requirement to record all leases on the statement of financial position under IFRS 16 will increase "right-of-use" assets and lease liabilities on an entity's financial statements. IFRS 16 will also change the nature of expenses relating to leases, as the straight-line lease expense previously recognized for operating leases will be replaced with depreciation expense for right-of-use assets and finance expense for lease liabilities. IFRS 16 includes an overall disclosure objective and requires a company to disclose (a) information about right-of-use assets and expenses and cash flows related to leases, (b) a maturity analysis of lease liabilities and (c) any additional company-specific information that is relevant to satisfying the disclosure objective. There was no impact on the Company's financial statements upon the adoption of this standard.

4. EXPLORATION AND EVALUATION ASSETS – MINERAL PROPERTIES

	Mystery Property	*Touchdown Property*	*Xtra Point Property*	*Skyfall Property*	*Blitz Property*	*Total*
Balance, May 31, 2018	$ 466,513	$ 393,020	$ 4,200	$ -	$ -	$ 863,733
Acquisition - cash	-	-	-	25,000	8,000	33,000
Acquisition - shares	-	-	-	74,000	627,000	701,000
Exploration						
Mining taxes	-	-	-	6,656	6,971	13,627
Survey	-	-	-	123,628	157,855	281,483
Reports	2,749	22,749	-	-	-	25,498
Quebec tax credit	(38,771)	(38,770)	-	-	-	(77,541)
Balance, May 31, 2019	430,491	376,999	4,200	229,284	799,826	1,840,800
Acquisition - cash	-	-	-	25,000	-	25,000
Acquisition - shares	-	-	-	36,000	-	36,000
Exploration						
Assay	-	9,151	-	300	1,188	10,639
Mining taxes	8,192	2,436	287	500	11,362	22,777
Drilling	82,341	231,367	-	-	73,863	387,571
Equipment rental	3,035	7,064	-	-	6,556	16,655
Survey	281	4,800	-	-	5,400	10,481
Project manager	30,000	60,000	7,500	22,500	30,000	150,000
Prospecting	9,454	18,500	6,548	39,014	53,230	126,746
Write-off of exploration and evaluation assets	-	-	-	(352,598)	-	(352,598)
Balance, May 31, 2020	$ 563,794	$ 710,317	$ 18,535	$ -	$ 981,425	$ 2,274,071

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

Mystery Property, Quebec

On June 9, 2017, the Company entered into a Property Purchase Agreement (the "Agreement") with RSD Capital Corp. and Michel A. Lavoie (the "Vendors") to acquire a 100% undivided interest in the Mystery Property comprising 66 mineral claims in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada.

The Agreement provides that the Company will acquire a 100% interest in the Mystery Property in consideration for payment to the Vendors of an aggregate of $50,000 (paid), and issuing total of 1,000,000 common shares (issued, valued at $280,000) of the Company. The Vendors will retain a 2% NSR on the Mystery Property. The Company may elect to purchase one-half of the NSR from the Vendors for a payment of $500,000, thereby leaving the Vendors with the remaining 1%.

Touchdown Property, Quebec

On August 2, 2017, the Company entered into a Property Purchase Agreement (the "Agreement") with RSD Capital Corp. and Michel A. Lavoie (the "Vendors") to acquire the Touchdown Property comprising 48 mineral claims in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada.

The Agreement provides that the Company will acquire a 100% interest in the Touchdown Property in consideration for payment to the Vendors of an aggregate of $60,000 (paid), and issuing total of 400,000 common shares (issued, valued at $156,000) of the Company. The Vendors will retain a 2% NSR on the Touchdown Property. The Company may elect to purchase one-half of the NSR from the Vendors for a payment of $1,000,000, thereby leaving the Vendors with the remaining 1%.

The Company also issued 150,000 shares (valued at $58,500) as a finder's fee in connection with the acquisition.

Xtra Point Property, Quebec

In April 2018, the Company acquired from an arm's length vendor a 100% interest in the Xtra Point Property located in the Urban BarryGold Camp, Barry Township, Québec. In consideration, the Company issued the vendor 10,000 common shares (issued, valued at $4,200). The vendor retains a 2% net smelter return royalty on the property. The Company has the option to reduce the royalty to a 0.5% net smelter return royalty for a cash payment to the vendor of $1,000,000.

Blitz Property, Quebec

In August 2018, the Company entered into a property purchase agreement with Mitchell E. Lavery, a director of the Company, to acquire a 100% interest in the Blitz Property located in Urban-Barry Greenstone Belt, Quebec. As per the agreement, the Company is to pay Mr. Lavery $8,000 in cash (accrued) and issue 1,650,000 shares (issued and valued at $627,000), subject to a 2.5% net smelter return royalty.

Skyfall Property, Quebec

On July 9, 2018, the Company entered into an option agreement to acquire from Hinterland Metals Inc. a 100% interest in the Skyfall Property located at Urban-Barry mining area in the Abitibi region of Quebec. To obtain the 100% interest in the Skyfall Property, the Company was to pay the optionor a total of $100,000 cash, issue 800,000 shares and incur $800,000 in exploration expenditures in the next 3 years, scheduled as follows:

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

Skyfall Property, Quebec (cont'd…)

Date	Cash	Shares	Exploration expenditures
On or before July 14, 2018	$25,000 (paid)	200,000 (issued and valued at $74,000)	$Nil
On or before July 9, 2019	$25,000 (paid)	200,000 (issued and valued at $36,000)	$200,000
On or before July 9, 2020	$25,000	200,000	$100,000
On or before July 9, 2021	$25,000	200,000	$500,000

During the year ended May 31, 2020, the Company notified the optionor it would not be proceeding with the option agreement. The Company as a result wrote off the Skyfall Property in its entirety.

5. AMOUNTS RECEIVABLE

The items comprising the Company's amounts receivable are summarized below:

	May 31, 2020	May 31, 2019
	$	$
GST receivable	28,836	19,570
QST receivable	37,534	27,579
Quebec tax credit receivable	-	77,541
Interest receivable	-	1,771
Total amounts receivable	64,370	126,461

6. LOAN PAYABLE TO RELATED PARTY

On July 5, 2018, the Company received loan proceeds of $25,000 from the CEO of the Company. The loan bears interest at 5% per annum and is repayable on demand, upon the Company having sufficient resources, in cash or in shares at the option of the lender. On April 25, 2019, the Company issued 236,000 shares (valued at $34,220) to settle the loan principal and interest totaling $26,000. A loss on debt settlement of $8,220 was recorded in the statement of loss and comprehensive loss in the year ended May 31, 2019.

7. SHARE CAPITAL AND RESERVES

Authorized

The authorized share capital of the Company is an unlimited number of common shares without par value.

As at May 31, 2020, the Company has 30,605,446 (2019 – 29,904,346) common shares outstanding.

Share issuance and cancellation

During the year ended May 31, 2020:

a) In July 2019, the Company issued 200,000 common shares (valued at $36,000) to acquire the Skyfall Property (Note 4).

b) In December 2019, the Company issued 463,600 of share units at a price of $0.25 per unit for gross proceeds of $115,900. Each unit consists of one common share and one common share purchase warrant entitling the holder to acquire one common share at a price of $0.50 per share for three years from the date of issuance.

c) On March 31, 2020, the Company issued 37,500 shares (valued at $9,375) to Buchalter Consulting Inc. as per the investor relations service agreement entered on January 1, 2020.

During the year ended May 31, 2019:

a) In July 2018, the Company issued 200,000 common shares (valued at $74,000) to acquire the Skyfall Property (Note 4).

b) In August 2018, the Company issued 1,650,000 common shares (valued at $627,000) to acquire the Blitz Property (Note 4).

c) In August 2018, the Company cancelled 3,517,176 Performance Escrow Shares (valued at $Nil).

d) In November 2018, the Company completed a private placement by issuing 350,750 non-flow-through shares at $0.32 per share and 2,000,000 flow-through shares at $0.40 per share for total gross proceeds of $912,240. The Company recognized a flow-through share premium of $160,000 on issuance using the residual value method.

e) In January 2019, the Company issued 100,000 common shares pursuant to 100,000 options exercised at $0.40 per share for total proceeds of $40,000. The Company transferred the fair value of the 100,000 options ($24,755) from reserves to share capital.

f) In April 2019, the Company issued 236,000 common shares (valued at $34,220) to its CEO to settle the loan principal and interest totaling $26,000 (Note 6).

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

Obligation to issue shares

On January 1, 2020, the Company entered into an agreement with Buchalter Consulting Inc. who will assist the Company in market support, Investor relations communications, and implementing potential financing initiatives. The agreement has a term of twelve months and the Company will pay a total fee of $37,500 in 150,000 shares of the Company, payable at the end of every three-month period. As of May 31, 2020, the Company accrued $6,250 in the obligation to issue shares.

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 stock of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 5 years and vest at the discretion of the board of directors.

On December 30, 2019, the Company granted 1,000,000 stock options to certain directors and consultants of the Company. Each option is exercisable into one common share at a price of $0.25 per share for a period of 24 months. These options vested on the date of grant.The fair value of the stock options granted was $139,289 ($0.1393 per option).

On July 30, 2019, the Company granted to directors, officers and consultants 1,900,000 stock options, exercisable at $0.25 per share for a term of twelve months. These options vested on the date of grant. The fair value of the stock options granted was $182,626 ($0.0961 per option).

During the year ended May 31, 2019, the Company granted to two consultants 1,100,000 stock options, exercisable at $0.40 per share for a term of one year. These options vested on the date of grant. The fair value of the stock options granted was $139,864 ($0.1271 per option).

The fair value of the stock options granted was determined using the following assumptions:

Weighted average assumptions	**Year ended May 31, 2020**	**Year ended May 31, 2019**
Risk free interest rate	1.68%	1.90%
Volatility	140.11%	109.40%
Expected life of options	1.3 years	1 year
Dividend rate	0%	0%

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

Stock options (cont'd…)

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, May 31, 2018	1,000,000	$ 0.40
Granted	1,100,000	0.40
Exercised	(100,000)	0.40
Expired	(100,000)	0.40
Balance, May 31, 2019	1,900,000	0.40
Granted	2,900,000	0.25
Expired	(1,900,000)	0.40
Balance, May 31, 2020	2,900,000	$ 0.25

As at May 31, 2020, the following incentive stock options are outstanding and exercisable:

Number of Options	Exercise Price	Expiry Date
1,900,000	$ 0.25	July 30, 2020*
1,000,000	$ 0.25	December 30, 2021

*Subsequent to the year ended May 31, 2020, the options expired.

Warrants

In December 2019, the Company issued 463,600 share units at a price of $0.25 per unit to raise gross proceeds of $115,900. Each unit consists of one common share and one common share purchase warrant entitling the holder to acquire one common share at a price of $0.50 per share for three years from the date of issuance.

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, May 31, 2018 and 2019	-	$ -
Issued	463,600	0.50
Balance, May 31, 2020	463,600	$ 0.50

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

Warrants (cont'd…)

As at May 31, 2020, the following warrants are outstanding and exercisable:

Number of Options	Exercise Price	Expiry Date
463,600	$ 0.50	December 30, 2022

8. FLOW-THROUGH SHARE PREMIUM

In November 2018, the Company issued 2,000,000 flow-through shares at $0.40 per share for total gross proceeds of $800,000. The Company recognized a flow-through share premium of $160,000 on issuance using the residual value method. On March 1, 2019, the Company renounced the tax benefit to the investors.

As of May 31, 2019, the Company spent $320,608 on exploration. As a result, the flow-through share premium of $64,122 was reversed and a recovery was recorded into the statement of loss and comprehensive loss in the year ended May 31, 2019.

During the year ended May 31, 2020, the Company spent the remaining proceeds of $479,392 on exploration. As a result, the remaining flow-through share premium of $95,878 was reversed and a recovery was recorded in the statement of loss and comprehensive loss during the year ended May 31, 2020.

9. RELATED PARTY TRANSACTIONS

Except as disclosed elsewhere in the financial statements, during the year ended May 31, 2020, the Company entered into the following transactions with related parties:

(a) The Company paid or accrued management fee of $Nil (2019 - $30,000) to the Chief Financial Officer ("CFO"). As of May 31, 2020, $138,000 (May 31, 2019 - $138,000) is owed to the CFO.

(b) The Company paid or accrued management fees of $Nil (2019 - $45,000) to the Chief Executive Officer ("CEO"). As at May 31, 2020, $202,500 (May 31, 2019 - $202,500) is owed to the CEO of the Company.

(c) The Company issued Nil (2019 - 1,650,000 shares (valued at $627,000)) to the President of the Company to acquire the Blitz Property (Note 4). The Company also accrued or paid to the President $150,000 (2019 $Nil) of project management fees, $3,200 (2019 - $20,000) of consulting fees and $4,200 (2019 - $Nil) of equipment rental that are recorded in exploration and evaluation. As of May 31, 2020, $202,951 (May 31, 2019 - $30,171) is owed to the President.

(d) The Company received a loan of $Nil (2019 - $25,000) from the CEO (Note 6).

(e) The Company granted 825,000 stock options (2019 – Nil) to directors of the Company. The stock options were valued at $100,883 (2019 - $Nil) at the date of grant.

Amounts due to related parties were due to companies controlled by directors and officers, were unsecured, were non-interest bearing and had no specific terms of repayment.

10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The significant non-cash transactions during the year ended May 31, 2020 included:

a) the issuance of 200,000 shares (valued at $36,000) in relation to the acquisition of the Skyfall Property.

b) the issuance of 37,500 shares (valued at $9,375) and accrual of $6,250 of obligation to issues shares for investor relations services.

c) $196,608 of exploration and evaluation assets included in due to related parties as of May 31, 2020.

d) $60,000 of exploration and evaluation assets included in accounts payable and accrued liabilities as of May 31, 2020.

The significant non-cash transactions during the year ended May 31, 2019 included:

a) the issuance of 1,850,000 shares (valued at $701,000) in relation to the acquisition of the Skyfall Property and Blitz Property.

b) $30,170 of exploration and evaluation assets included in due to related parties as of May 31, 2019.

c) $5,749 of exploration and evaluation assets included in accounts payable and accrued liabilities as of May 31, 2019.

d) $24,755 of the fair value of 100,000 options exercised were transferred from reserves to share capital.

e) the issuance of 236,000 shares (valued at $34,220) to settle loan principal and interest of $26,000 (Note 6).

f) $77,541 of exploration and evaluation assets included in accounts receivable as of May 31, 2019.

11. FINANCIAL AND CAPITAL RISK MANAGEMENT

Fair value

As at May 31, 2020, the Company's financial instruments comprise cash, amounts receivable, accounts payable and accrued liabilities and due to related parties. The carrying values of amounts receivable, accounts payable and accrued liabilities, and accounts payable to related parties approximate their fair values due to the relatively short periods to maturity of these financial instruments.

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

Credit Risk

Credit risk is the risk of financial loss because a counter party to a financial instrument fails to discharge its contractual obligations.

The carrying amount of the Company's financial instruments best represents the maximum exposure to credit risk.

11. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd…)

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at May 31, 2020, the Company had a cash balance of $22,319 (2019 - $451,541) and current liabilities of $674,994 (2019 - $538,660).

The Company has historically relied on equity and debt financings to satisfy its capital requirements and will continue to depend heavily upon equity capital and debt to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

Interest rate risk

The Company is not exposed to risk in the event of interest rate fluctuations. The Company has not entered into any interest rate swaps or other financial arrangements that mitigate the exposure to interest rate fluctuations.

Foreign currency risk

The Company's functional currency is the Canadian dollar and the majority of its purchases are transacted in Canadian dollars. From time to time, the Company funds certain operations, exploration and administrative expenses in US dollars on a cash call basis using US currency converted from its Canadian dollar bank accounts held in Canada. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities. The Company relies mainly on equity issuances and loans from related parties to raise new capital. In the management of capital, the Company includes the components of shareholders' equity (deficiency). The Company prepares annual estimates of operating expenditures and monitors actual expenditures compared to the estimates in an effort to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company's investment policy is to negotiate premium interest rates on savings accounts or to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated at any time without interest penalty. The Company will require additional financing in order to provide working capital to fund costs for the current year. These financing activities may include issuances of additional debt or equity securities.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.

12. INCOME TAXES

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

		2020		2019
Loss for the year	$	(726,980)	$	(291,793)
Expected income tax (recovery)	$	(193,000)	$	(78,000)
Change in statutory tax rates and other		-		14,000
Share issue costs		-		(16,000)
Permanent differences		59,000		21,000
Impact of flow-through shares		138,000		76,000
Adjustment to prior years provision versus statutory tax returns		14,000		-
Change in unrecognized deductible temporary differences		(18,000)		(17,000)
Total income tax expense (recovery)	$	-	$	-

The significant components of the Company's deferred tax assets that have not been included on the statement of financial position are as follows:

		2020		2019
Deferred tax assets (liabilities):				
Share issue costs	$	10,000	$	16,000
Exploration and evaluation assets		-		11,000
Allowable capital losses		273,000		276,000
Non-capital losses available for future periods		1,264,000		1,262,000
		1,547,000		1,565,000
Unrecognized deferred tax assets		(1547,000)		(1,565,000)
Net deferred tax assets	$	-	$	-

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:

		2020	Expiry Date Range		2019	Expiry Date Range
Temporary differences:						
Share issue costs	$	38,000	2040 – 2044	$	59,000	2040 – 2044
Exploration and evaluation assets	$	-	No expiry date	$	19,000	No expiry date
Allowable capital losses	$	1,037,000	No expiry date	$	1,041,000	No expiry date
Non-capital losses available for future periods	$	4,748,000	2028 – 2040	$	4,717,000	2028 – 2039

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

13. EVENTS SUBSEQUENT TO THE REPORTING PERIOD

On June 30, 2020, the Company issued 37,500 shares (valued at $9,375) to Buchalter Consulting Inc. as per the investor relations service agreement entered on January 1, 2020.

On August 5, 2020, the Company granted incentive stock options to certain directors and consultants of the Company for the right to purchase up to an aggregate of 1,700,000 common shares of the Company, exercisable at a price of $0.30 per share for a period of 24 months.

On August 14, 2020 the Company closed a non-brokered private placement by issuing 1,569,471 units at a price of $0.25 per unit (the "Units") for gross proceeds of $392,368. Each Unit consists of one common share and one common share purchase warrant entitling the holder to acquire one common share in the capital of the Company at a price of $0.50 per share for three years from the date of issuance. The Company paid $5,250 of cash commission.