FORM 7  
  
MONTHLY PROGRESS REPORT

Name of Listed Issuer: **12 Exploration Inc.** (the “Issuer”).

Trading Symbol: **TWLV**

Number of Outstanding Listed Securities: **10,010,000**

Date: **April 2020**

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer’s ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

**General Instructions**

1. Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
2. The term “Issuer” includes the Issuer and any of its subsidiaries.
3. Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

**Report on Business**

1. Provide a general overview and discussion of the development of the Issuer’s business and operations over the previous month. Where the Issuer was inactive disclose this fact.

**In a press release dated April 30, 2020, the Issuer announced that it signed a binding letter agreement (the “Letter Agreement”) with 79North Ltd. (“79North”), a privately held corporation existing under the laws of Ontario, which outlines the general terms and conditions pursuant to which the Issuer shall acquire all of the issued and outstanding shares of 79North (the “Transaction”). See #7 below for further details.**

1. Provide a general overview and discussion of the activities of management.

**None**

1. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

**None**

1. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

**None**

1. Describe any new business relationships entered into between the Issuer, the Issuer’s affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

**See #7 below for further details.**

1. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer’s affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

**None**

1. Describe any acquisitions by the Issuer or dispositions of the Issuer’s assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

**The Issuer announced that it signed the Letter Agreement with 79North, which outlines the general terms and conditions pursuant to which the Issuer shall acquire all of the issued and outstanding shares of 79North. The Letter Agreement was negotiated at arm’s length and is effective as of April 29, 2020.**

**79North is a Toronto-based exploration and development company focused on the acquisition, exploration and development of properties which are prospective for gold and other metals. 79North is lead by a team with deep mineral exploration expertise and track record of discoveries and exits in South America and globally. 79North currently holds an indirect interest in mineral concessions in northern Suriname (formerly Dutch Guiana), and aims to become the premier junior exploration company in this underexplored district of the prolific Guiana Shield. 79 North’s growing portfolio of high-quality targets which have not undergone modern exploration or drilling have a long history of artisanal mining and are strategically located within close proximity to modern gold mines operated by major mining companies.**

**Subscription Receipt Financing**

**Prior to the completion of the Transaction, the Issuer and 79North will complete a non-brokered private placement of subscription receipts of each of 79North (“79North Subscription Receipts”) and the Issuer (the “12Ex Subscription Receipts” and together with the 79North Subscription Receipts, the “Subscription Receipts”) at a price of C$0.15 each to raise targeted aggregate gross proceeds of C$3,000,000 (the “Offering”). The gross proceeds from the sale of the Subscription Receipts will be held in escrow by an escrow agent acceptable to the Issuer and 79North. Immediately prior to the completion of the Transaction upon satisfaction of the conditions which will be set forth in the certificates representing the Subscription Receipts the gross proceeds will be released from escrow and, (i) each 79North Subscription Receipt shall be converted into one unit, consisting of one 79North Share and one share purchase warrant of 79North; and (ii) each 12Ex Subscription Receipt shall be converted into one unit, consisting of one common share of the Issuer (“12Ex Shares”) and one share purchase warrant of the Issuer. Following the completion of the Transaction, each whole share purchase warrant of 79North and the Issuer underlying the Subscription Receipts will entitle the holder thereof to acquire an additional 12Ex Share at a price of C$0.25 until the date that is 36 months following the closing of the Transaction, subject to customary anti dilution provisions. 79North and the Issuer may issue broker warrants and pay finder’s fees in connection with the Offering upon terms to be determined.**

**The net proceeds from the Offering will be used to fund exploration and development of the Issuer’s property interests and for general corporate purposes following the completion of the Transaction.**

**Capitalization**

**As of the date hereof, (i) the Issuer has 10,010,000 12Ex Shares issued and outstanding, as well as 320,000 broker warrants (each exercisable to acquire one 12Ex Share) and options to acquire an aggregate of 500,000 12Ex Shares; and (ii) 79North has 43,133,953 79North Shares issued and outstanding together with an aggregate of 11,032,400 share purchase warrants (each exercisable to acquire one 79North Share) and 1,726,783 broker warrants (each exercisable to acquire one 79North Share and one-half of one share purchase warrant of 79North).**

**Based upon the number of issued and outstanding shares in each of the Issuer and 79North on the date hereof, upon completion of the Transaction and the targeted Offering to raise aggregate gross proceeds of $3,000,000, it is expected that the Issuer will have approximately 73,143,953 12Ex Shares issued and outstanding (non-diluted), of which the current shareholders of the Issuer will hold 10,010,000 12Ex Shares representing approximately 13.7%, the former shareholders of 79North will hold 43,133,953 12Ex Shares representing approximately 58.9%, and the purchasers under the Offering will hold 20,000,000 12Ex Shares representing approximately 27.3% (assuming no exercise of any convertible securities of the Issuer or 79North prior to closing).**

**In addition, upon completion of the Transaction and the targeted Offering to raise aggregate gross proceeds of $3,000,000, the Issuer will also have outstanding 500,000 stock options, 31,352,400 share purchase warrants, and 1,726,783 broker warrants (each exercisable to acquire one 12Ex Share and one-half of one share purchase warrant of the Issuer), not accounting for any exercises thereof prior to closing of the Transaction or any broker warrants to be issued in connection with the Offering.**

1. Describe the acquisition of new customers or loss of customers.

**None**

1. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

**None**

1. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

**None**

1. Report on any labour disputes and resolutions of those disputes if applicable.

**None**

1. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

**None**

1. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

**None**

1. Provide details of any securities issued and options or warrants granted.

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| **Security** | **Number Issued** | **Details of Issuance** | **Use of Proceeds(1)** |
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1. *State aggregate proceeds and intended allocation of proceeds.*
2. Provide details of any loans to or by Related Persons.

**None**

1. Provide details of any changes in directors, officers or committee members.

**None**

1. Discuss any trends which are likely to impact the Issuer including trends in the Issuer’s market(s) or political/regulatory trends.

**None**

**Certificate Of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated **May 1, 2020**.

**Eric Klein**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
Name of Director or Senior Officer

*“Eric Klein”*   
Signature

**CEO**   
Official Capacity

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| ***Issuer Details***  Name of Issuer  **12 Exploration Inc.** | For Month End  **April 2020** | Date of Report  YY/MM/D  **20/05/01** |
| Issuer Address  **82 Richmond Street East** | | |
| City/Province/Postal Code  **Toronto, Ontario M5C 1P1** | Issuer Fax No.  ( ) | Issuer Telephone No.  **(416) 361 0737** |
| Contact Name  **Eric Klein** | Contact Position  **CEO** | Contact Telephone No.  **(416) 725-7570** |
| Contact Email Address  **erklein25@gmail.com** | Web Site Address | |