APAC RESOURCES INC.

FORM 2A – LISTING STATEMENT

September 24, 2015

Note to Reader:
This Listing Statement contains the Prospectus of APAC Resources Inc. dated July 29, 2015 (the "Prospectus"). Certain sections of the Canadian Securities Exchange form of Listing Statement have been included following the Prospectus to provide additional disclosure, as required by the Canadian Securities Exchange.

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FORM 2A – LISTING STATEMENT

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This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly in the United States of America, its territories or possessions. See "Plan of Distribution".

INITIAL PUBLIC OFFERING **July 29, 2015**

PROSPECTUS

APAC RESOURCES INC.

(the "Corporation")

OFFERING:

4,000,000 COMMON SHARES AT A PRICE OF $0.10 PER SHARE

This prospectus (the "Prospectus") qualifies for distribution in British Columbia and Alberta 4,000,000 Common Shares (the "Shares") in the capital of the Corporation at a price of $0.10 (the "Offering Price") per Share (the "Offering"). This Offering is being made to investors resident in British Columbia and Alberta. The Offering Price and terms of the Shares offered pursuant to this Offering have been determined by negotiation between the Corporation and Canaccord Genuity Corp. (the "Agent").

THE OFFERING HEREUNDER IS SUBJECT TO A MINIMUM SUBSCRIPTION OF 4,000,000 SHARES ($400,000). IN THE EVENT SUCH SUBSCRIPTIONS ARE NOT ATTAINED WITHIN 90 DAYS OF THE ISSUANCE OF THE FINAL RECEIPT FOR THIS PROSPECTUS OR, IF A RECEIPT IS ISSUED FOR AN AMENDMENT TO THIS PROSPECTUS, WITHIN 90 DAYS OF THE ISSUANCE OF SUCH RECEIPT AND, IN ANY EVENT, NOT LATER THAN 180 DAYS FROM THE DATE OF THE RECEIPT FOR THE FINAL PROSPECTUS, ALL FUNDS RAISED HEREUNDER WILL BE RETAINED BY THE AGENT AND REFUNDED TO INVESTORS WITHOUT INTEREST OR DEDUCTION.

	Number of Shares	Gross Proceeds	Agent's Commission(1)	Net Proceeds(2)(3)
Share Offering	4,000,000	$400,000	$32,000	$368,000
Per Share	1	$0.10	$0.008	$0.092

(1) The Agent will be paid a cash commission equal to 8% of the proceeds from the sale of Shares pursuant to this Offering. The Agent will also be paid a cash corporate finance fee of $25,000. The Corporation will also grant non-transferable Agent's Warrants (as defined herein) to the Agent entitling the Agent to purchase that number of Common Shares equal to 8% of the number of Shares sold pursuant to the Offering. The Agent's Warrants may be exercised at a price of $0.10 per Common Share for a period of twenty four (24) months from the Listing Date (as defined herein). This Prospectus qualifies the distribution of those Agent's Warrants. See "Plan of Distribution".

(2) The Corporation has granted the Agent an over-allotment option (the "Over-Allotment Option") to solicit 600,000 additional Shares (the "Over-Allotment Option Shares") to raise additional gross proceeds of up to $60,000 exercisable 48 hours prior to the Closing Date. If the Over-Allotment Option is exercised in full, the total Gross Proceeds, Agent's Commission and Net Proceeds to the Corporation will be $460,000, $36,800 and $423,200 (before deduction of expenses), respectively. A Purchaser who acquires Over-Allotment Option Shares forming part of the Agent's over-allotment position acquires those securities under this Prospectus, regardless of whether the over-allotment position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

(3) Before deducting the expenses of the Offering, estimated at $43,600.

ADDITIONAL DISTRIBUTION OF 150,000 COMMON SHARES ISSUABLE TO THE OPTIONORS

This Prospectus also qualifies for distribution 150,000 Common Shares issuable to the Optionors (as defined herein) in respect of the Lekcin Property (as defined herein) pursuant to the Property Option Agreement (as defined herein); see "General Development of the Business" and "Plan of Distribution".

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. The securities offered hereunder must be considered highly speculative due to the nature of the Corporation's business - see "Risk Factors".

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

The Canadian Securities Exchange has conditionally approved the listing of the Common Shares of the Corporation on the Canadian Securities Exchange. Listing will be subject to the Corporation fulfilling all of the requirements of the Canadian Securities Exchange.

The Agent's position is as follows:

Agent's Position	Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Deemed Acquisition Price
Agent's Warrants(1)	320,000	Twenty four (24) months from the Listing Date	$0.10
Over-Allotment Option(1)	600,000	48 hours prior to Closing Date	$0.10
Total securities issuable	**920,000**		

(1) These securities are qualified for distribution by this Prospectus.

The Agent, as exclusive agent of the Corporation for the purposes of this Offering, conditionally offers the Shares on a commercially reasonable efforts basis, subject to prior sale, if, as and when issued by the Corporation and accepted by the Agent in accordance with the Agency Agreement referred to under "Plan of Distribution", and subject to the approval of certain legal matters on behalf of the Corporation by Salley Bowes Harwardt Law Corp. and on behalf of the Agent by Miller Thomson LLP. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Shares in definitive form will be available for delivery at the closing of the Offering unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. If delivered in book entry form, purchasers of Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Shares were purchased.

AGENT:

CANACCORD GENUITY CORP.

609 GRANVILLE STREET, SUITE 2200
VANCOUVER, BC
V7Y 1H2
TELEPHONE: (604) 643-7300
FACSIMILE: (604) 643-7606

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact relating to the Corporation, certain statements in this Prospectus may constitute forward-looking information, future oriented financial information, or financial outlooks (collectively, "forward-looking information") within the meaning of Canadian securities laws. Forward-looking information may relate to this Prospectus, the Corporation's future outlook and anticipated events or results and, in some cases, can be identified by terminology such as "may", "will", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue" or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to commodity prices, mineral resources, mineral reserves, realization of mineral reserves, existence or realization of mineral resource estimates, the timing and amount of future production, the timing of construction of any proposed mine and process facilities, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. In particular, this Prospectus contains forward-looking statements pertaining to the following:

- Proposed expenditures for exploration work, and general and administrative expenses (see: "Narrative Description of the Business – Recommendations" and "Use of Proceeds" for further details);

- Expectations generally regarding completion of this Offering, the ability to raise further capital for corporate purposes and the utilization of the net proceeds of the Offering; and

- Treatment under applicable governmental regimes for permitting and approvals (see: "Risk Factors").

Such forward-looking statements are based on a number of material factors and assumptions, including, but not limited in any manner, those disclosed in any other of the Corporation's public filings, and include the ultimate determination of mineral reserves, if any, the availability and final receipt of required approvals, licenses and permits, sufficient working capital to develop and operate any proposed mine, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to capital and debt markets and associated costs of funds, availability of a qualified work force, and the ultimate ability to mine, process and sell mineral products on economically favourable terms. While the Corporation considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. See "Risk Factors". The Corporation has no specific policies or procedures for updating forward-looking information. Forward-looking statements are based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Corporation does not intend, and undertakes no obligation to update any forward looking information to reflect, among other things, new information or future events.

Investors are cautioned against placing undue reliance on forward-looking statements.

ELIGIBILITY FOR INVESTMENT

Based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder in force as of the date hereof (the "Tax Act"), in the opinion of Salley Bowes Harwardt Law Corp., counsel to the Corporation, if the Common Shares are listed on a designated stock exchange, the Common Shares will be "qualified investments" under the Tax Act for trusts governed by registered retirement savings plans ("RRSP"), registered retirement income funds ("RRIF"), registered disability savings plans, deferred profit sharing plans, registered education savings plans and tax free savings accounts ("TFSA").

However, the holder of a TFSA that holds Common Shares will be subject to a penalty tax if such Common Shares are a "prohibited investment" for the purposes of the Tax Act. Common Shares will generally be a “prohibited investment” if the holder of the TFSA (or the annuitant under a RRSP or RRIF) does not deal at arm's length with the Corporation for the purposes of the Tax Act or the holder of the TFSA (or the annuitant under a RRSP or RRIF) has a “significant interest” (within the meaning of the Tax Act) in the Corporation or a corporation, partnership or trust with which the Corporation does not deal at arm's length for the purposes of the Tax Act. Prospective purchasers should consult their own tax advisors regarding their particular circumstances.

GLOSSARY

"**Agency Agreement**" means the Agency Agreement dated July 29, 2015 between the Agent and the Corporation.

"**Agent**" means Canaccord Genuity Corp.

"**Agent's Warrants**" means the common share purchase warrants granted to the Agent as described under the heading "Plan of Distribution".

"**Board**" means the Corporation's board of directors.

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

"**Closing Date**" means such date that the Corporation and the Agent mutually determine to close the sale of the Shares of the Corporation offered pursuant to this Prospectus, in compliance with the regulatory requirements governing distribution of securities.

"**Common Share**" means a common share without par value in the capital of the Corporation.

"**Corporation**" means APAC Resources Inc.

"**Escrow Agent**" means Equity Financial Trust Company.

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

"**Lekcin Property**" or the "**Property**" means the twenty three (23) mineral claims, comprising approximately 7, 178 hectares, located in the New Westminster Mining Division, British Columbia.

"**Listing Date**" means the date the Common Shares commence trading on the Exchange.

"**Offering**" has the meaning ascribed to it on the face page of this Prospectus.

"**Offering Price**" means $0.10 per Share.

"**Optionors**" means John A. Chapman, KGE Management Ltd., Michael Blady and Christopher Paul.

"**Over-Allotment Option**" means Agent's option to solicit up to 600,000 additional Shares to raise additional gross proceeds of up to $60,000 exercisable 48 hours prior to Closing.

"**Over-Allotment Option Shares**" means the Common Shares to be issued upon exercise of the Over-Allotment Option.

"**Property Option Agreement**" means the amended and restated option agreement dated February 18, 2015, as amended by the provisions of the First Amending Agreement dated June 3, 2015 and by the provisions of the Second Amending Agreement dated July 23, 2015, made among the Corporation and the Optionors with respect to the Lekcin Property.

"**Shares**" has the meaning ascribed to it on the face page of this Prospectus.

"**Stock Option Agreements**" mean the stock option agreements dated for reference April 15, 2015 between the Corporation and certain directors and officers of the Corporation.

"**Stock Option Plan**" means a stock option plan dated April 14, 2015 providing for the grant of incentive stock options to the Corporation's directors, officers, employees and consultants.

"**Subscriber**" means a subscriber for the Shares offered under this Offering.

"**Technical Report**" means the technical report with an effective date of March 16, 2015 entitled "Technical Report, Lekcin Ni-Cu-PGE Property, British Columbia, Canada" authored by Donald G. MacIntyre, Ph.D., P.Eng., an independent consulting geologist providing services through D.G. MacIntyre and Associates Ltd.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.

The Corporation

The Corporation is engaged in the business of mineral exploration in British Columbia. Its objective is to locate and develop economic precious and base metals properties of merit and to conduct its exploration program on the Lekcin Property. See "Narrative Description of the Business".

Management, Directors & Officers

Robert Coltura	*President, Chief Executive Officer, Director and Promoter*
Jerry A. Minni	*Chief Financial Officer, Corporate Secretary, Director and Promoter*
Stephen B. Butrenchuk	*Director*

See "Directors and Officers".

The Offering

Offering

4,000,000 Shares at a price of $0.10 per Share.

Additional Distribution

The Corporation is also qualifying the distribution of:

(i) the 320,000 Agent's Warrants,

(ii) the Over-Allotment Option and the issuance of up to 600,000 Over-Allotment Option Shares upon exercise thereof; and

(iii) the 150,000 Common Shares issuable to the Optionors in respect of the Lekcin Property.

See "Plan of Distribution".

Use of Proceeds

If all the Shares offered pursuant to this Offering are sold, the net proceeds to the Corporation will be $368,000 (assuming no exercise of the Over-Allotment Option) less the sum of <$64,550> representing the Corporation's working capital deficit as at June 30, 2015, for an aggregate $303,450, which funds are intended to be spent by the Corporation, in order of priority, as follows:

		Funds to be Used
(a)	To pay the estimated costs of this Offering (including legal, balance of audit and printing expenses)	$ 43,600
(b)	To pay the corporate finance fee to the Agent	$ 25,000
(c)	To pay the cash consideration payable to the Optionors on the Listing Date pursuant to the terms of the Property Option Agreement	$ 20,000
(d)	To pay the estimated cost of the recommended Stage 1 exploration program and budget on the Lekcin Property as outlined in the Technical Report	$ 40,000
(e)	To provide funding sufficient to meet administrative costs for 12 months	$ 69,000
(f)	To provide general working capital to fund ongoing operations and expansion	$105,850
	Total:	**$303,450**

The Corporation intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary. See “Use of Proceeds”.

The Corporation has reported negative cash flow from operations in its most recently completed financial year.

Risk Factors

An investment in the Shares of the Corporation should be considered highly speculative and investors may incur a loss on their investment. The Corporation has no history of earnings and has negative cash flow from operations. There are no known commercial quantities of mineral reserves on the Corporation’s Property and there is no guarantee of the Corporation’s title to its Property. The Corporation has an option only to acquire an interest in the Lekcin Property. The Corporation and its assets may become subject to uninsurable risks. The Corporation’s activities may require permits or licenses which may not be granted to the Corporation. The Corporation competes with other companies with greater financial resources and technical facilities. The Corporation is currently largely dependent on the performance of its directors and there is no assurance the Corporation can maintain their services. In recent years both metal prices and publicly traded securities prices have fluctuated widely. Exploration of the Lekcin Property may be subject to risks stemming from relations with and claims by local community groups and by First Nations. See “Risk Factors”.

Summary of Financial Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Corporation and notes thereto appearing elsewhere in the Prospectus. The selected financial information is derived from the audited financial statements for the financial years ended February 28, 2015, February 28, 2014 and February 28, 2013. The Corporation has established February 28 as its financial year end. See “Selected Financial Information and Management Discussion and Analysis”.

	Year Ended February 28, 2015 (audited)	**Year Ended February 28, 2014 (audited)**	**Year Ended February 28, 2013 (audited)**
Total revenues	Nil	Nil	Nil
Exploration expenditures	$6,700	$23,470	$20,474
Management fees	$16,500	$37,500	$60,000
General and administrative expenses	$11,422	$3,656	$4,425
Share-based compensation expense	Nil	$49,050	Nil
Rent	$9,000	$9,000	$9,000
Net Loss	<$36,922>	<$99,206>	<$74,242>
Basic and diluted loss per common share	<$0.00>	<$0.01>	<$0.01>
Total assets	$180,089	$185,324	$178,308
Long-term financial liabilities	Nil	Nil	Nil
Cash dividends per share	Nil	Nil	Nil

Currency

Unless otherwise indicated, all currency amounts herein are stated in Canadian Dollars.

CORPORATE STRUCTURE

APAC Resources Inc. was incorporated pursuant to the *Business Corporations Act* (British Columbia) on May 31, 2011.

The Corporation's head office is located at Suite 200 - 551 Howe Street, Vancouver, British Columbia, V6C 2C2 and the registered office is located at Salley Bowes Harwardt Law Corp., Barristers and Solicitors, Suite 1750, 1185 West Georgia Street, Vancouver, British Columbia, V6E 4E6.

The Corporation has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Corporation

The Corporation is engaged in the business of mineral exploration in British Columbia. Its objective is to locate and develop economic precious and base metals properties of merit. See "Narrative Description of the Business".

To this end, the Corporation entered into the Property Option Agreement with the Optionors, whereunder the Corporation was granted an irrevocable and exclusive option to acquire a 100% interest in the Lekcin Property, consisting of twenty three (23) contiguous mineral claims comprising approximately 7,178 hectares, located in the New Westminster Mining Division, British Columbia, Canada, the particulars of which are described in greater detail below.

To exercise its option to acquire a 100% interest in the Property, pursuant to the terms of the Property Option Agreement, the Corporation agreed to pay an aggregate $145,000 and issue an aggregate 700,000 of its Common Shares to the Optionors and to incur an aggregate minimum $2,000,000 in exploration expenditures on the Property, in accordance with the following schedule:

Date for Completion	Cash Payment	Number of Common Shares to be Issued	Minimum Exploration Expenditures to be Incurred
On or before the Listing Date	$20,000	150,000(1)	$100,000 (completed)
On or before 12 months after the Listing Date	$15,000	Nil	$30,000
On or before 24 months after the Listing Date	$15,000	70,000(2)	$170,000
On or before 36 months after the Listing Date	$40,000	120,000(2)	$700,000
On or before 48 months after the Listing Date	$55,000	360,000(2)	$1,000,000
TOTAL	**$145,000**	**700,000**	**$2,000,000**

(1) These 150,000 Common Shares are qualified for distribution under this Prospectus.
(2) Subject to such resale restrictions and legends as may be imposed by the applicable securities laws.

In accordance with the terms of the Property Option Agreement:

1. the Optionors will receive an additional 600,000 common shares upon completion of a positive feasibility study on the Property and an additional 1,000,000 common shares upon the Property achieving commercial production; and

2. the Optionors will retain a 3% net smelter returns royalty (the "NSR") on the Property. The Corporation will have the right to purchase 1.5% of such NSR at any time prior to commencement of commercial production in consideration of the payment of the sum of $3,000,000 to the Optionors. Beginning on December 31, 2019 and annually thereafter, the Corporation will make an annual advance minimum royalty payment of $25,000. The payments will be adjusted annually each December 31st according to the CPI, with a base of December 31, 2015. Annual advance minimum royalty payments are deductible from future NSR payments.

In the event that during the term of the Property Option Agreement, either the Optionors or the Corporation acquires any right, title or interest in a mineral claim or other mineral property interest located within 2.5 kilometres of the boundaries of the Property, such mineral claim or mineral property interest shall be deemed to form part of the Property and shall be governed by the terms of the Property Option Agreement.

To date, the Corporation has raised $337,410 through the sale of securities. The Corporation intends to raise additional funding through its Offering to carry out additional exploration on the Lekcin Property, as set out in "Use of Proceeds".

Trends

There are no current trends in the Corporation's business that are likely to impact on the Corporation's performance.

NARRATIVE DESCRIPTION OF THE BUSINESS

Stated Business Objectives

The principal business carried on and intended to be carried on by the Corporation is the acquisition, exploration and development of natural resource properties. The Corporation intends on expending existing working capital and net proceeds raised from this Offering to pay the balance of the estimated costs of this Offering, to carry out exploration on the Lekcin Property, to pay for administrative costs for the next twelve months and for working capital. The Corporation may decide to acquire other properties in addition to the mineral property described below.

Lekcin Property, New Westminster Mining Division, British Columbia, Canada

The following represents information summarized from the Technical Report on the Lekcin Property authored by Donald G. MacIntyre, Ph.D., P. Eng. (the "Author"), a Qualified Person (as defined in National Instrument 43-101), prepared in accordance with the requirements of NI 43-101. **Figures 1 through 17, 20, 26 through 29 and tables 1, 3, 4, 5 and 6 from the Technical Report are reproduced in and form part of this Prospectus; a complete copy of the Technical Report is available for review, in color, on the System for Electronic Document Analysis and Retrieval (SEDAR) located at the following website: www.sedar.com. Alternatively, the Technical Report may be inspected during normal business hours at the Corporation's business offices at Suite 200 - 551 Howe Street, Vancouver, British Columbia, V6C 2C2.**

Description and Location of the Lekcin Property

Located 10 km northwest of the town of Hope, British Columbia and approximately 120 km east of the City of Vancouver, in south-western British Columbia, the Property is centered, in geographic coordinates, at 49° 27' N latitude, 121° 35' W longitude (see Figures 1 and 2).

The Property consists of 23 contiguous mineral tenures, comprising an aggregate 7,178 hectares, all within NTS map sheet 92H/6W and British Columbia map sheets 92H032, 92H033, 92H042 and 92I043.

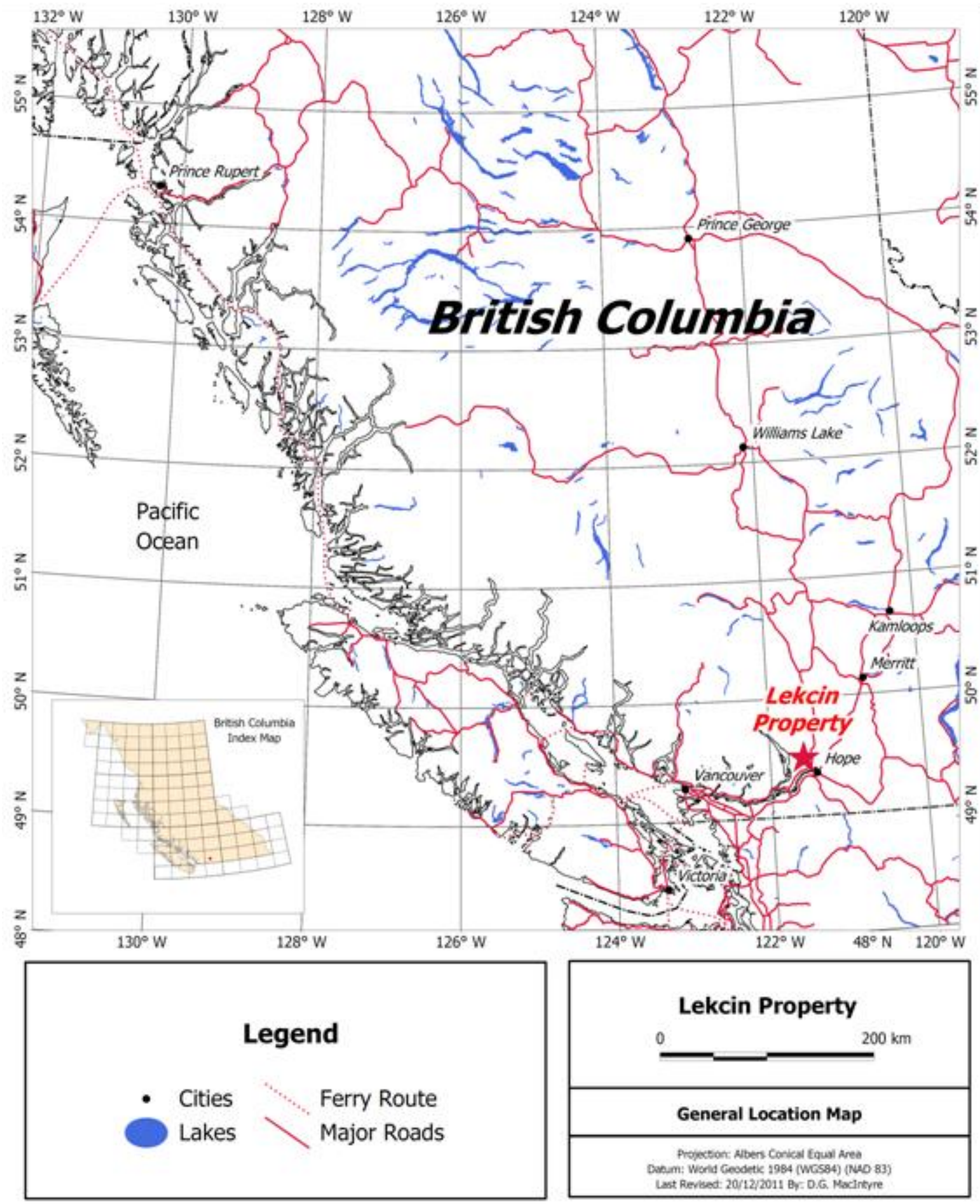

Figure 1. General location map, Lekcin Property, British Columbia.

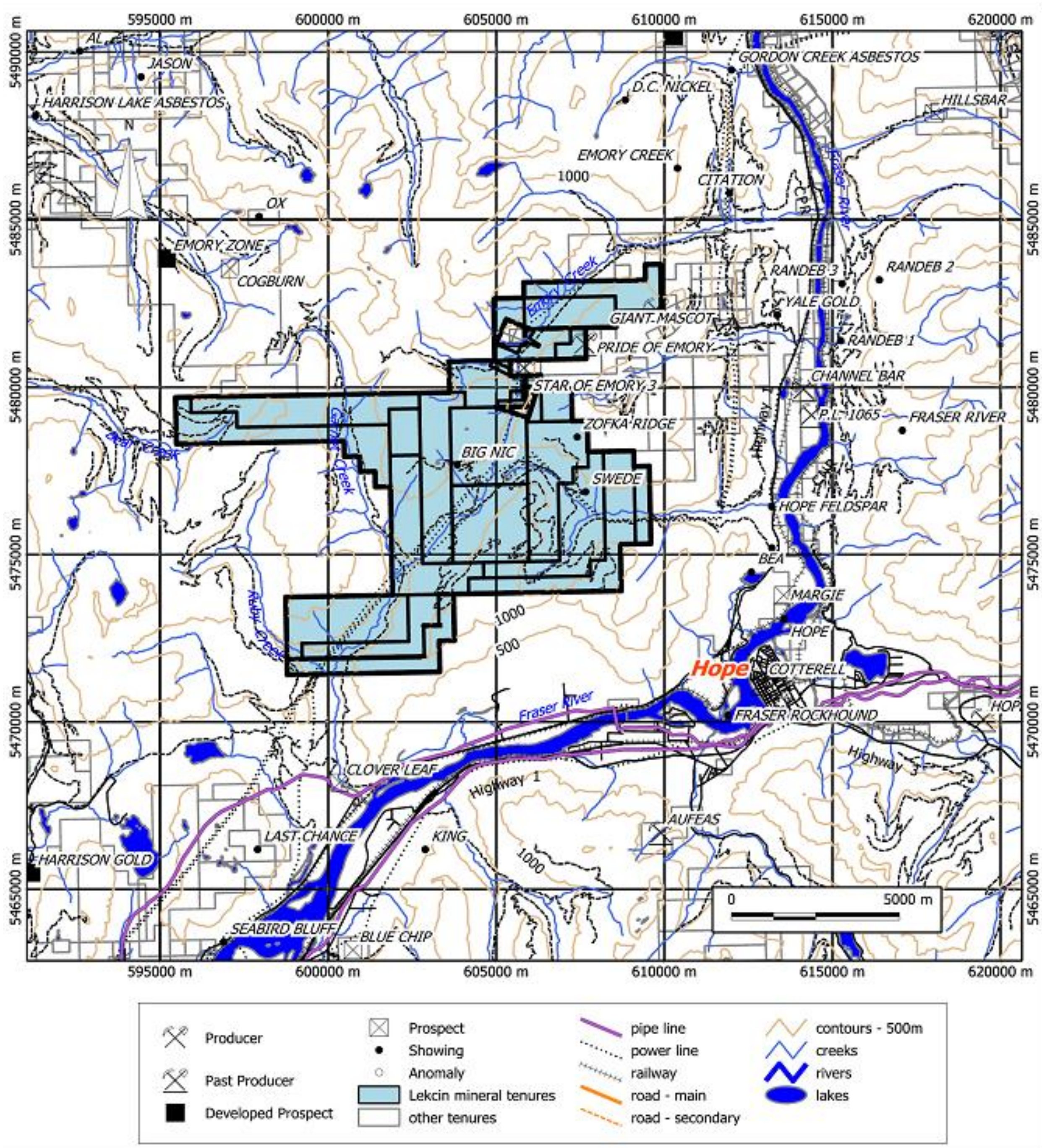

Figure 2. Location and infrastructure, Lekcin Property, British Columbia.

The mineral tenures comprising the Lekcin Property are shown in Figure 3 and listed in Table 1 below.

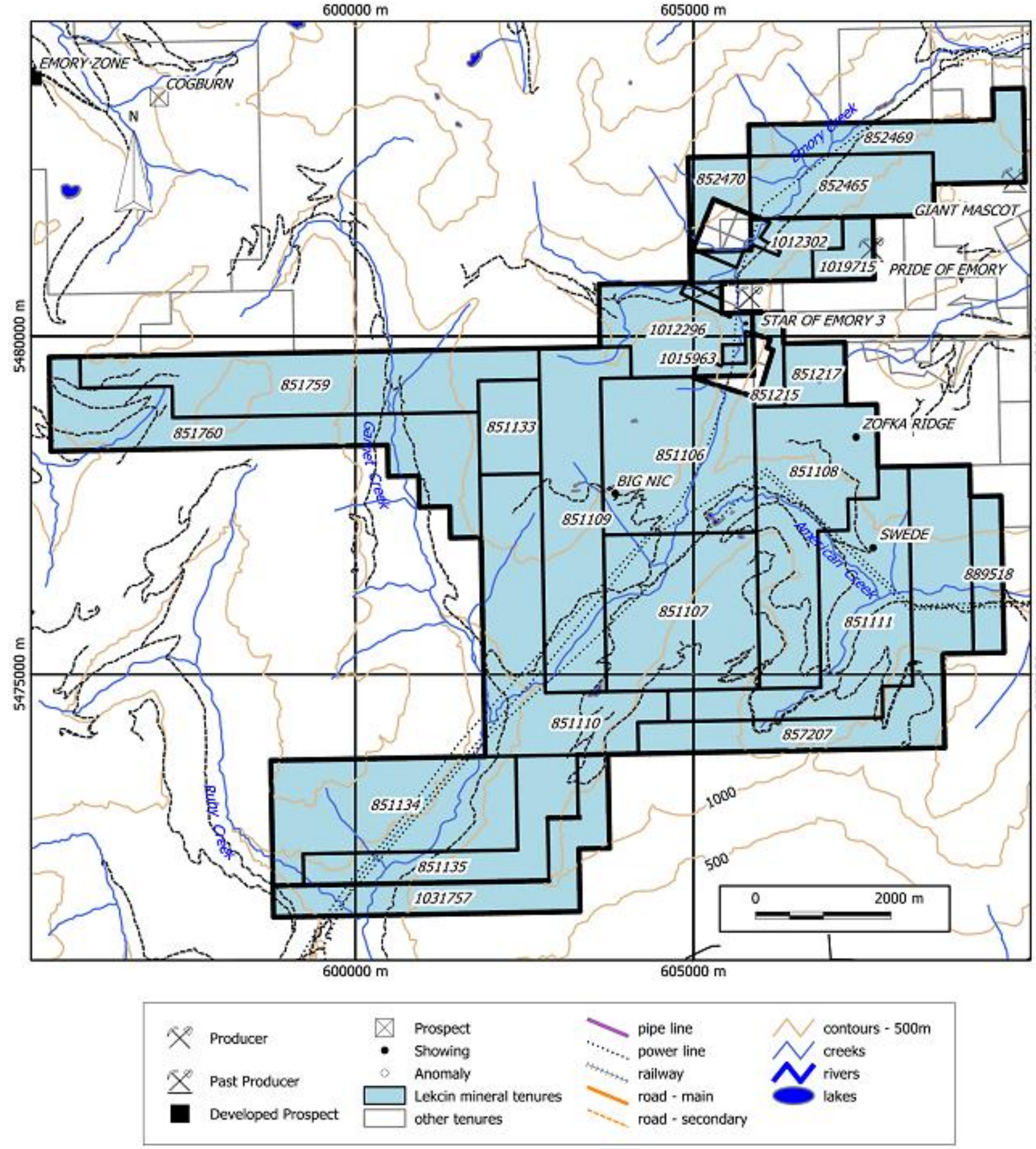

Figure 3. Mineral tenure map, Lekcin Property

Table 1 List of Mineral Tenures, Lekcin Property, British Columbia

Title Number	Claim Name	Issue Date	Good To Date	Area (ha)
851106	LEKCIN ONE	2011 Apr 08	2021 Oct 31	**510**
851107	LEKCIN TWO	2011 Apr 08	2019 Oct 31	525.3
851108	LEKCIN THREE	2011 Apr 08	2019 Oct 31	525.2
851109	LEKCIN FOUR	2011 Apr 08	2015 Sep 11	483.1
851110	LEKCIN FIVE	2011 Apr 08	2015 Dec 10	525.3

Title Number	Claim Name	Issue Date	Good To Date	Area (ha)
851111	LEKCIN SIX	2011 Apr 08	2021 Oct 31	525.3
851133	LEKCIN SEVEN	2011 Apr 08	2015 Aug 31	126
851134	LEKCIN EIGHT	2011 Apr 08	2015 Oct 15	525.6
851135	LEKCIN NINE	2011 Apr 08	2015 Dec 10	273.3
851217	LEKCIN 10	2011 Apr 09	2021 Oct 31	84
851215	LEKCIN ELEVEN	2011 Apr 09	2021 Oct 31	**45.6**
851759	LEKCIN 13	2011 Apr 15	2015 Aug 31	525
851760	LEKCIN 14	2011 Apr 15	2015 Aug 31	525
852465	LEKCIN 15	2011 Apr 25	2015 Aug 31	251.9
852469	LEKCIN 16	2011 Apr 25	2015 Aug 31	272.8
852470	LEKCIN 17	2011 Apr 25	2015 Aug 31	**78.1**
857207	LEKCIN 18	2011 Jun 18	2015 Aug 31	525.4
889518	LEKCIN 19	2011 Aug 15	2015 Aug 31	105.1
1012296	LEKCIN 21	2012 Aug 27	2017 Aug 15	**231.1**
1012302	LEKCIN 22	2012 Aug 27	2015 Aug 31	**127.1**
1015963	LEKCIN 23	2013 Jan 14	2015 Aug 31	**9.6**
1019715	LEKCIN 24	2013 May 22	2015 Aug 31	62.8
1031757	LEKCIN2014B	2014 Oct 23	2015 Oct 23	315.4
			Total (approx.)	**7,178**

Note: claim areas shown in bold have been recalculated to account for overlap with existing claims

Claim details given in Table 1 were obtained using an online mineral tenure search engine available on the Province of British Columbia Mineral Tenures On-Line web site. All claims listed in the table are in the New Westminster Mining Division within NTS map sheet 92H/6W and B.C. Map Sheets 92H032, 92H033, 92H042 and 92I043.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

The Property is accessible either via the American Creek forest service road which connects to Provincial Highway #1 5 km north of Hope, or via the Garnet Creek forest service road which connects to Provincial Highway #7 13 km west of Hope or 17 km east of Agassiz (see Figure 2). An extensive network of logging roads bisects the claim area, but is not maintained except when and where active logging is taking place. B.C. Hydro has recently upgraded important access corridors along power lines which cross the claims.

Big Nic Access

To access the Big Nic grid one drives approximately 20 kilometres east of Agassiz on Highway 7. Approximately 500 metres after crossing the Ruby Creek bridge, turn left onto the Ruby Creek Forest Service Road (FSR). Follow this rough logging road for 9.2 kilometres to a junction with the American Creek FSR. Turn to the right and follow the American Creek road for 3.1 kilometres to another junction. Here turn left and follow a rough road as it switchbacks up a south facing slope and onto the Big Nic survey grid. This road is passable with a small four-wheel drive vehicle for about 2.5 kilometres at which point it becomes very rough and overgrown.

Swede Access

To access the Swede grid one drives approximately 5 kilometres north of Hope on Highway 1, turns left onto the American Creek FSR and follows this rough logging road for approximately 9.9 kilometres. At approximately kilometre 9.9 the road crosses American Creek. At approximately 300 metres beyond the bridge, turn right onto an old logging road. This rough road passes under the B.C. Hydro transmission lines and swithchbacks up a southwest facing slope onto the Swede grid.

Climate

Average temperatures at Hope, approximately 12 km to the southeast of the Property, vary from 1.1°C in January to 18.8°C in August. Annual rainfall in Hope is 176.9 cm and an average snowfall of 169.2 cm during the winter months of November to March. Despite this, all major and many subsidiary drainages flow throughout the year. Fieldwork is possible until late October and depending on the year until early-November at nearly any elevation and lower areas are accessible almost year round.

Local Resources and Infrastructure

As shown in Figure 2, the Fraser River is a major transportation corridor with road (Trans Canada Highway No. 1 and Provincial Highway 7), rail (CPR main line and CNR main line), gas (Terasen Gas) and oil (Duke Energy main line) pipelines and power transmission lines (three 500 KV B.C. Hydro lines). The nearby villages of Agassiz and Harrison Hot Springs and the town of Hope offer the necessary basic amenities.

Physiography

The Property is situated within the moderately rugged, glaciated mountainous terrain of the Coast Mountains physiographic region. The majority of the Property lies at elevations ranging from 250 meters to 1300 meters, with a maximum of 1425 meters on Zofka Ridge.

The Property roughly covers six drainages: American, Texas and Emory Creeks flow eastward into the Fraser River north of Hope, Garnet Creek flows southerly into the Fraser River west of Hope and Bear Creek flows westerly into Harrison Lake.

Glacial till cover is extensive and may reach thicknesses of 10's of metres on lower slopes. Overall bedrock exposure is moderate to locally abundant in road cuts and in some of the stream gullies and canyons, as well as on steep upper slopes and ridge tops.

Vegetation below tree line is typical coast rain forest and comprises cedar, hemlock, spruce trees with alder, willow and cottonwood on old roads and in poorly drained areas. Undergrowth is typically a variable mixture of salal, Devil's club and salmonberry. Tree line varies between 1200 m and 1650 m above sea level. Above tree line the vegetation is alpine, becoming progressively sparser at higher elevations.

The Property covers an area of active logging operations. Approximately 20% of the Property area has been logged. Balsam, hemlock and yellow cedar are the main trees covering the area.

History of the Lekcin Property

Giant Mascot, B.C. Nickel and Giant Nickel, were discovered by prospector Carl Zofka in 1923. By 1937, the B.C. Nickel Company had developed 1.2 million tons of ore grading 1.38% Ni and 0.5% Cu (Christopher, 1975). A small amount of high grade was shipped for metallurgical testing. Through its history from 1958-1973, the mine produced 4,319,976 tonnes of ore from 28 separate deposits, yielding 16,516 grams of silver, 1,026 grams gold, 140,700 kilograms cobalt, 13,212,770 kilograms copper and 26,573,090 kilograms nickel. The mine maintained an average head grade of 0.77% Ni, 0.33% Cu, 0.68

g/t Au and 0.34 g/t platinum group elements (PGE's). Maximum ore grades were quoted as 2.6% Ni, 0.9% Cu, 1 .O% Cr, 0.1% Co, 0.68 g/t Au, 2 g/t Pt and 7.2 g/t Pd (Travis, 2002). Most of this production occurred after Giant Mascot Mines Limited reorganized the Property and commenced continuous production from 1958 to closure in August, 1973.

The first recorded work in the area of the Property was on the Swede occurrence, discovered in 1967. Over the next several years, Kelso Explorations Ltd. completed surface exploration programs, including prospecting, mapping, geochemical sampling, magnetic and self potential surveys and bulldozer trenching. This work culminated in 341 metres (1,120 feet) of BX diamond drilling in 1970, resulting in narrow intersections of anomalous nickel in pyroxenite and peridotite (Tully, 1970).

Giant Mascot Mines Limited ("Giant Mascot") completed some geochemical silt sampling in the early 1970's related to their nearby mining operations and Lacana Mining Corporation conducted extensive reconnaissance exploration throughout an area that partially includes the Property in 1987.

In 2000, Santoy Resources Ltd. ("Santoy") acquired property in the Giant Mascot Ni belt, specifically targeting areas where ultramafic xenoliths were known to occur within the Spuzzum pluton.

In 2001, Santoy worked mainly on the Victor Nickel and DC Nickel showings, on the area west of Victor Nickel and on the Emory 6 claim, immediately west of the Giant Mascot "glory hole". The 2001 field program at the Victor showing consisted of detailed mapping and sampling (16 chip samples) and improving access. Sampling indicated enrichment in PGE's (Pt< 86 ppb, Pd ~65 ppb) and elevated Cu (< 1,137 ppm), Ni (~510 ppm) but failed to return substantial results (Travis, 2002)

The original Big Nic claims were staked by Pacific Coast Nickel Corp. ("Pacific Coast") in 2003 over an area that comprises the majority of the current Lekcin Property. Reconnaissance rock sampling was completed, predominantly in the height of land separating the Garnet Creek and North Fork or American Creek watersheds. Late in the 2003 field season, Pacific Coast discovered massive sulphide rubble in an area now referred to as the Big Nic showing, approximately 7.5 km southwest of the Giant Mascot Mine. The float was angular in nature, suggesting it occurs close to source, and graded up to 0.93% nickel, 7.44% copper and 0.09% cobalt.

In 2005 Pacific Coast completed reconnaissance rock sampling in the area worked in 2004 and also in the Mt. McNair-Mt. Parker area on the western side of the Property. They also contracted Aeroquest Limited to fly 615.0 line kilometres of an Aero TEM II magnetic-electromagnetic survey (McClaren, 2005). This survey identified areas on the Big Nic claims that Pacific Coast felt warranted further assessment. These areas were examined during their 2006 field program.

In 2006 Pacific Coast completed an additional 74.4 line kilometres of airborne TEM II survey in the north-western portion of the claim group (McClaren, 2006). This survey outlined a circular magnetic feature approximately 1.5 kilometres in diameter, possibly indicative of prospective ultramafic lithologies. A number of weak to moderate conductors were also detected. They also completed a program of limited surface rock sampling and ground based magnetic surveying, in a further effort to locate the source of the massive sulphide float discovery.

In 2007, Pacific Coast carried out additional detailed geophysical surveys in the area of the Big Nic showing, including 13 line km of magnetic surveying and 66 transient EM soundings (McClaren, 2007).

In 2008, Pacific Coast drilled 3 short holes in the vicinity of the Big Nic showing (Murray McClaren, personal communication). Results of the drilling were disappointing, with low nickel and copper values encountered over narrow widths. Mr. McClaren also stated that two holes were drilled near or in the borrow pit where massive sulphide boulders occur. There is no information on the location of these drill holes or the results encountered.

In 2011, the Optionors acquired the Property by staking. They subsequently acquired the data from several airborne magnetic-electromagnetic surveys that have been flown over and adjacent to portions of the Property over the past several years (McClaren, 2006).

Geological Setting and Mineralization

Regional Geology

The following regional and property scale geological descriptions are modified from the excellent description included in a previous technical report on the Big Nic claims by Morton (2007).

The Property is situated in the south-eastern part of the Coast Crystalline Belt where it merges with the Cascade Mountain System to the south, a complex consisting of metavolacanics, gneisses and granitoid rocks emplaced principally from the late Jurassic to the early Tertiary. Typically the Cascade Mountain System is of a lower regional metamorphic grade than the Coast Crystalline Belt, possibly as a consequence of lesser uplift and erosion to a shallower level. Tectonically, the Coast Crystalline Belt is bordered on the west by Triassic marine basalt of the Wrangellia Terrane, and on the east by late Paleozoic, Triassic and Jurassic age volcanic and sedimentary rocks of the Bridge River Terrane. The emplacement of large volumes of intrusive rocks has largely obliterated the suture where Wrangellia accreted to North America approximately 100 million years ago although it can be surmised that the Lekcin tenures and the adjacent Giant Nickel Mine are close to the suture. The tectonic evolution of the region during and after accretion (100-40 million years ago) is characterized by a series of structural events that culminated in intense Late Cretaceous to Early Tertiary intra-plate contraction and dextral transpression, accompanied by metamorphism and granitic intrusion. The proximity to the suture may have been pivotal to tapping mantle derived ultramafic rocks enriched in nickel, copper and platinum group metals.

In the Harrison Lake-Hope area, where the Property is situated, a central axial core of gneiss and granitic intrusions, referred to as the Axial Belt of the Cascade Mountain System, is bounded further to the east and west by belts of folded sedimentary and volcanic rocks of late Paleozoic to Cretaceous age. The Axial Belt has been overlain unconformably by Tertiary age clastic rocks and cut by a series of prominent north-south trending faults. A number of ultramafic intrusions, generally individually small and volumetrically minor, occur in the Axial Belt, particularly in the area of the Property and the area immediately to the north of it where the Giant Mascot Mine ore bodies were located (see Figure 4). The intrusions are predominantly pyroxenites displaying a two-stage history of crystallization. In the first stage, spinel, olivine and clinopyroxene crystallized. In the second stage clinopyroxene was rimmed by orthopyroxene that later was partly altered to hornblende. Clarke (1964) while mapping shear zones for the Giant Mascot Mine in the 1960’s and 1970’s, noted that nickel-copper ore bodies, invariably associated with these ultramafic intrusions, tend to be localized at intersections of major structural features (Christopher, 1974). It is these ultramafic intrusions, which include serpentinite, gabbro (norite), pyroxenite, hornblendite, peridotite and occasionally dunite, which have been the most significant units for hosting economic mineral resources.

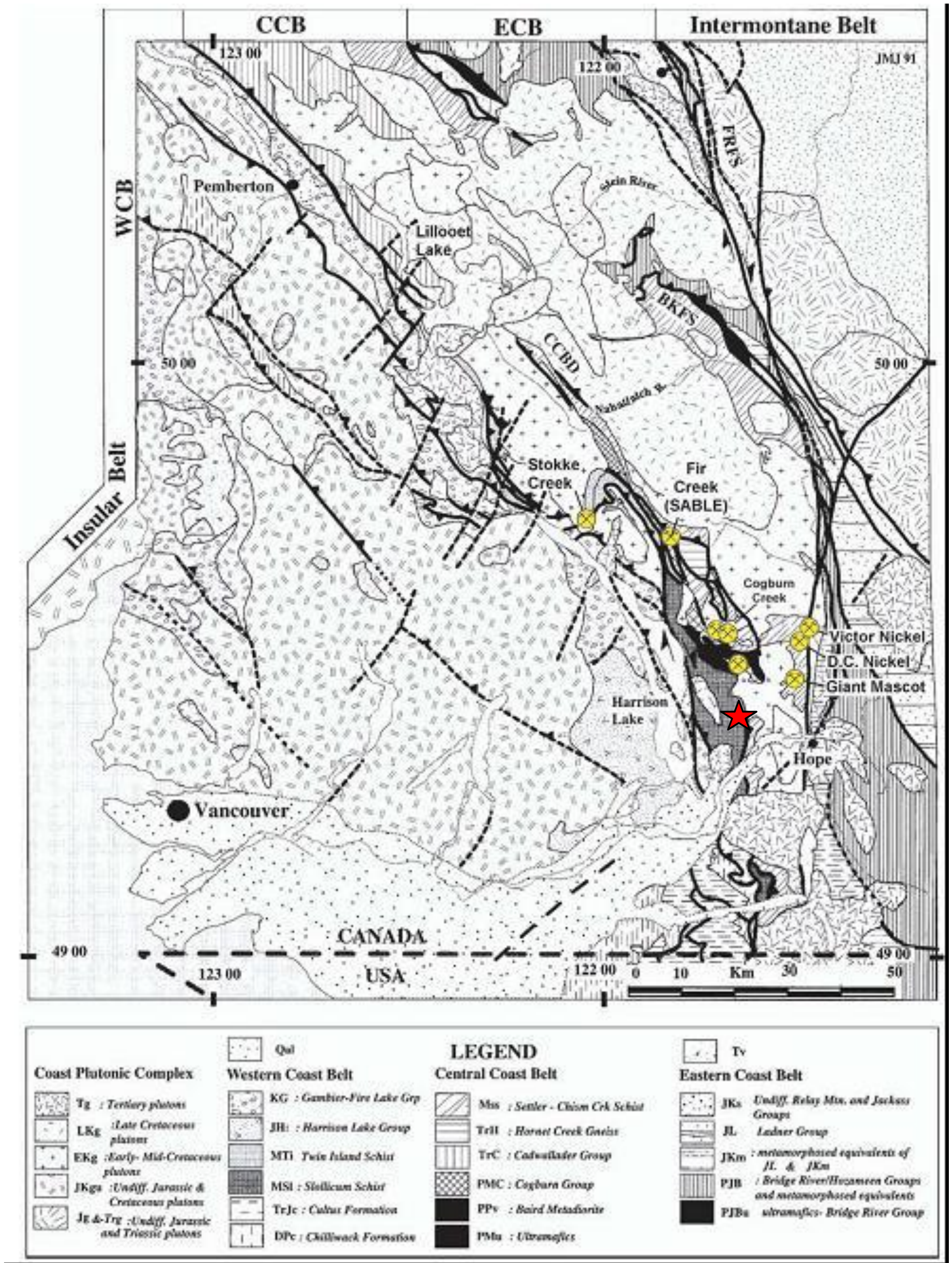

Figure 4. Regional geological setting of the Lekcin Property (red star).

The basic structural pattern in the area has largely resulted from intense deformation from mid-Cretaceous to early Tertiary time. The relatively unmetamorphosed Paleozoic rocks, which bound the area to the east, are separated from the Axial Belt by a narrow northerly trending zone where movement has occurred and where a number of small granodioritic intrusions have been emplaced. The separation between the Axial Belt and the low grade metamorphosed Mesozoic rocks, which bound the area to the west, are less distinct and may be along a reverse fault or by intrusive contact where Tertiary granitic rocks were emplaced within the Axial Belt near the boundary. High grade metamorphic rocks to the west of the Axial Belt are restricted to units older than Middle Devonian while high grade metamorphism within the Axial Belt occur in units as young as lower Tertiary. The age of intrusion of the important ultramafic bodies within the Axial Belt is thought to be Upper Cretaceous and may be associated with anatexis which accompanied a high grade metamorphic event.

Very little outcrop is indicated on published maps reviewed by the Author that deal specifically with the Lekcin Property. During the period of the most intense exploration in the area, from the 1960's to the closure of the Giant Mascot Mine in 1974 there was very limited access into this area. The region is rugged and almost entirely covered to some degree by Pleistocene till or alpine colluvium, with a thick canopy of coniferous trees and often impenetrable coastal underbrush. It is only recently that logging has extended the road system into the higher elevation areas. It was a result of prospecting new disturbance caused by road construction that the Big Nic discovery was made.

Property Geology

The following description of Property geology is modified after McClaren (2007). The north-central portion of the Property is underlain primarily by rocks of the Spuzzum Pluton. The Spuzzum Pluton is compositionally zoned and irregularly shaped body; approximately 10 x 30 km in plan view (Richards and McTaggert, 1976). It ranges from 96.3 +/- 0.5 Ma (zircon) (Brown et al.; 2000) in the north-northwest to 79 +/- Ma (biotite) (Richards and McTaggert, 1976) at the southern tonalitic portion of the pluton. Magmatic fabric is prevalent in the southern portion of the pluton but the northernmost part of the pluton is overprinted by solid-state foliation.

While the ultramafic rocks have been grouped with the Spuzzum Pluton rocks, age determinations have yet to conclude unequivocally that they are of the same age (G.Nixon, pers. comm.). The following igneous phases have been recognized within the Property.

- Pyroxene Diorite: Pyroxene > hornblende + biotite (+chlorite). Minute inclusions of hematite in plagioclase feldspars commonly give it a pink colour. The average anorthite content is An53 and ranges from a low of An43.7 to a high of An62.1 (Vining, 1977).

- Hornblende Diorite: Hornblende > pyroxene. Pyroxene < 10% and hornblende > 10% + biotite + plagioclase. Plagioclase has an average composition of An47.5 and ranges from a low of An41.2 to a high of An53.8. (Vining, M.R., 1977).

- Tonalite: Largely composed of anhedral quartz and biotite, subhedral hornblende and plagioclase (An50 - An32). Locally foliated; locally hornblendized to resemble hornblende gabbro. The unit shows a gradational and comfortable contact with metamorphic rocks. Small to large zenoliths of gneiss and schist are included in tonalite in all parts. (Vining, 1977) Tonalite was considered to be younger than diorites of the Spuzzum Pluton (Richards, 1971) and considered to be contemporaneous with other diorites of the Spuzzum Pluton by Vining, 1977. There is no presence of pyroxene with the tonalites.

- Hornblende Diorite and Tonalite: Rocks believed to have formed by the hornblendization of diorite or tonalite are characterized by the abundance of hornblende, with plagioclase and perhaps quartz and biotite, but no pyroxene. These rocks grade into normal diorite or tonalite. Ultramafic bodies are closely associated with hornblendized rocks. Pyroxenes (predominately hypersthene) may be found in transitions to diorite and occur as corroded relicts in hornblende clots (Vining, 1977). Hornblende gabbro dykes are found to cut the Spuzzum Pluton pyroxene diorite in the north central portion of the Big Nic claims. Rubble consisting of pyroxenite with associated sulphide mineralization (pyrrhotite, chalcopyrite and pentlandite) has been found at several locations within the area in which the geophysical surveys were carried out (McClaren, 2007).

Mineralization

Two historical occurrences of copper-nickel+/-PGE mineralization have been described on the Property - the Swede occurrence (Minfile #092HSW082) and the more recently discovered Big Nic zone (see Figure 5).

Big Nic

Previous exploration by Pacific Coast located several areas of massive sulphide rubble on the Big Nic mineral tenures. Follow-up prospecting during the 2006 field season located additional areas of rubble mineralization (Sp Gabbro, MS-8 and MS-10) (McClaren, 2006).

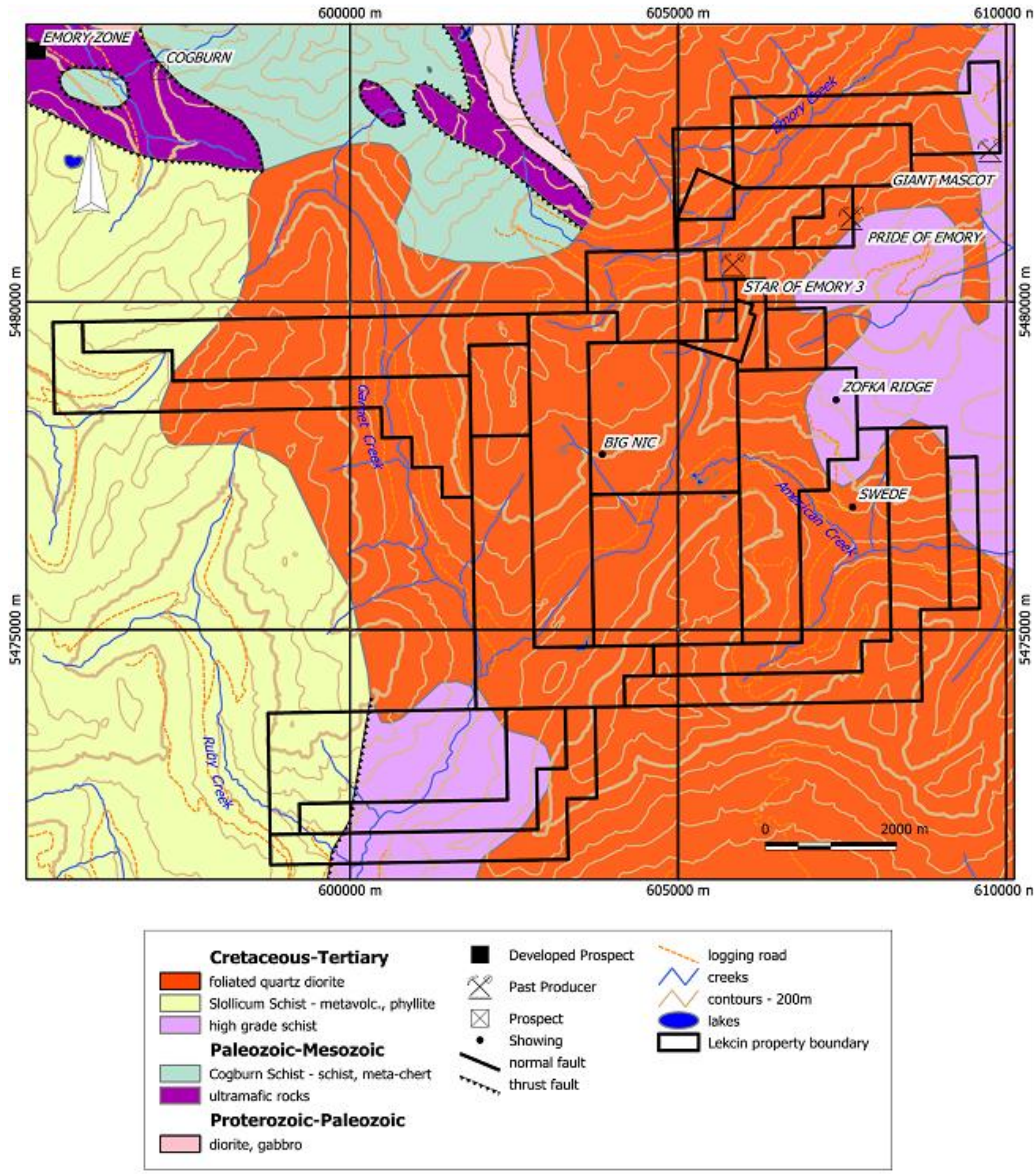

Figure 5. Property geology, Lekcin Ni-Cu-PGE Property.

Mineralization at Big Nic, located in the northern portion of the Property, is primarily found as angular rubble, believed to be close to its source area. Assays of grab samples of this mineralized rubble material have yielded up to 0.93% nickel; 7.44% copper and .09% cobalt (McClaren, 2007). Mineralization consists of pyrrhotite, chalcopyrite and pentlandite associated with pyroxenite. At the Big Nic area, pyroxenite found mingled with a melanocratic hornblende gabbro is altered to hornblende. A magnetometer grid survey was carried out over the Big Nic area and a ground magnetic survey to the west of this area. The grid survey was able to define the probable source of rubble mineralization in the Big Nic area and the ground magnetic survey was able to detect other areas of interest (McClaren 2007).

Swede

The following description of the Swede showing is taken from the Minfile database.

The area of the Swede occurrence is underlain by altered, sericitized and chloritized diorite, gabbro, pyroxenite, peridotite, dunite and hornblendite. Granodiorite, diorite and gabbro phases are reported to be gradational to each other. Rusty oxidized and crumbly shear zones are common in the pyroxenite. Garnet-rich paragneiss and sericite schist occurs nearby, apparently as a roof pendant. The intrusive rocks are reported to form an arcuate-shaped complex occurring as a marginal phase of the main intrusive mass, which is thought to be Cretaceous in age.

Shearing is strongest along a south trend with dips predominantly to the west. Northwest striking shears with north dips are also common.

Nickeliferous pyrrhotite occurs disseminated with chalcopyrite in fractured pyroxenite and peridotite. Pyrite occurs sparingly as disseminations in the rusty oxidized and sheared zones.

Results from drilling in the early 1970s ranged from between 0.09 per cent nickel and 0.02 per cent copper over 1.2 metres to 0.01 per cent nickel and 0.01 per cent copper over 9 metres (Assessment Report 3355).

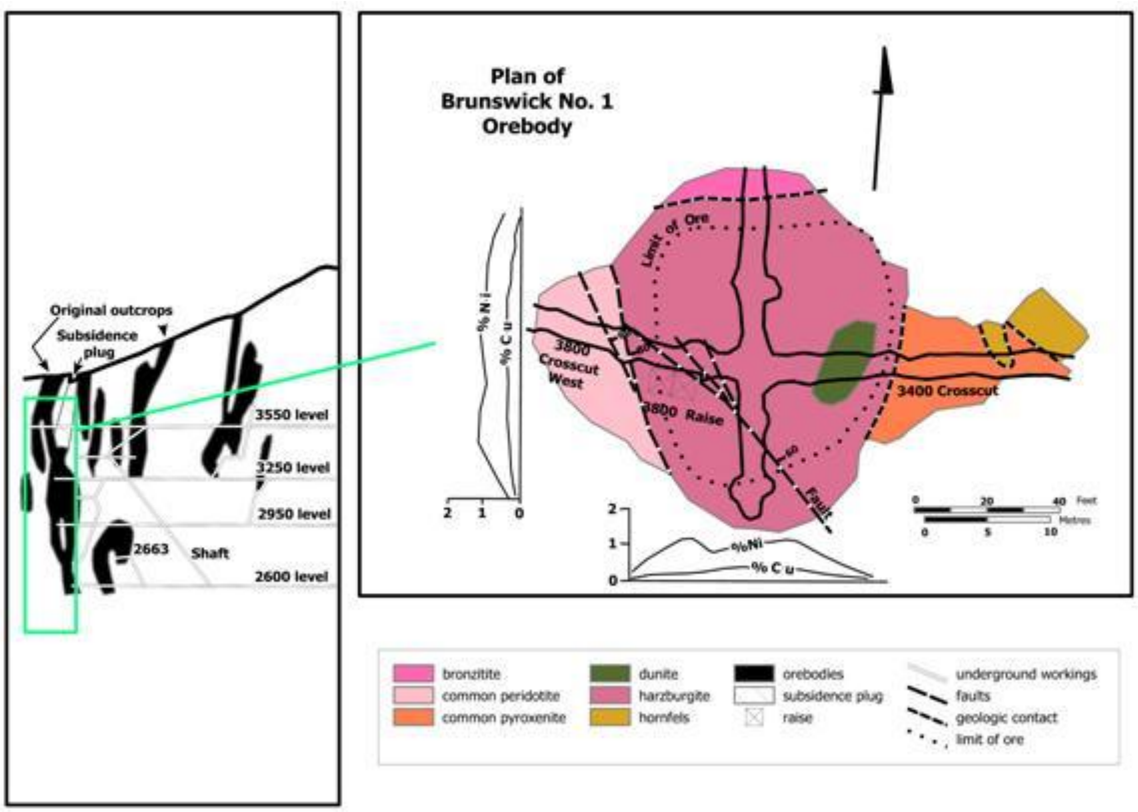

Figure 6. Plan of the Brunswick No. 1 ore body, Giant Mascot mine.
Location of plan map is shown on cross section

Deposit Types

The Giant Mascot deposit presents a model for the style of mineralization being sought on the Property. However, there is not a generally accepted model for the formation of Giant Mascot. Metcalf et al. (2003) proposed a model similar to that for the Aguablanca Ni-Cu-PGE deposit in Spain. According to the model, a primary Giant Mascot magma would have been generated in the mantle and introduced into the upper crust along zones of regional tectonic transpression. Within high level magma chambers, fractional crystallization would have commenced and, at the same time, the magma would have been contaminated by sulphur from pyritic paragneiss wall rocks. The Spuzzum intrusive suite may represent a felsic component of this hybrid system, although the age of the ultramafic rocks is not yet known relative to the Spuzzum Pluton. Sulphide liquid or sulphide-rich ultramafic melts would then have exploited linear zones of weakness, resulting in the emplacement of pipe-like deposits near surface.

Figure 6 shows the distribution of a number of the exploited sulphide lenses along Zofka Ridge. There is a strong alignment of these deposits in a west-northwesterly direction, suggesting structural control of these mineralized zones. The same figure shows that the massive to semi-massive zones were surrounded by lower grade, disseminated mineralization.

It is noted that the sulphide mineralization is accompanied by magnetite. Therefore, a combination of Induced Polarization and magnetic surveying is recommended on close-spaced lines (50 m) and with a small n-spacing (25 m) for the IP, in order to best detect Giant Mascot-type disseminated to semi-massive sulphides in deposits with lateral dimensions of 10 to 30 metres.

Detailed studies of the Giant Mascot mine have substantiated an origin via magmatic segregation and accumulation of an immiscible sulphide (Travis, 2002). These ultramafic rocks were originally considered to represent the earliest phase of the predominantly dioritic Spuzzum pluton. Recent work by government geologist Chris Ash (Ash, 2002) and Robert Pinsent (Pinsent, 2002) in 2001 however, has determined that the ultramafic rocks hosting the Giant Mascot deposit are older than the mid-Cretaceous quartz-bearing diorites and diorites that surround and locally intrude them. The Spuzzum pluton cross cuts the ultramafic-clastic metasediment contact with similar metasomatic contact aureoles affecting both (Ash, 2002).

Ash (2002) also points out that “Cu-Ni (PGE) mineralization is also consistently found only in ultramatic rocks of the Cogburn assemblage where they occur as xenoliths within the mid-Cretaceous Spuzzum intrusions and where not proximal to the younger intrusion, ultramafic rocks are devoid of Cu-Ni sulphide mineralization”. According to Ash (2002) “this relationship lends itself to the possibility that Giant Mascot ore is not primary but related to metasomatic interaction where the older ultramafic is intruded by the younger felsic pluton.”.

Exploration

The Corporation undertook a work program consisting of two small 3D Induced Polarization (3DIP) grids conducted on the Property between October 23-28, 2011 (Big Nic) and November 6-9, 2011 (Swede), which 3DIP surveys were completed over the Big Nic and the Swede showings (see Figure 7). This work program was contracted out to Coast Mountain Geological Ltd, a well-respected private mineral exploration and geotechnical consulting company based in Vancouver B.C. The 3D IP geophysical survey and subsequent data processing was subcontracted by Coast Mountain to SJ Geophysics Ltd. located in Delta, B.C. Total cost of this work program was $101,006.97.

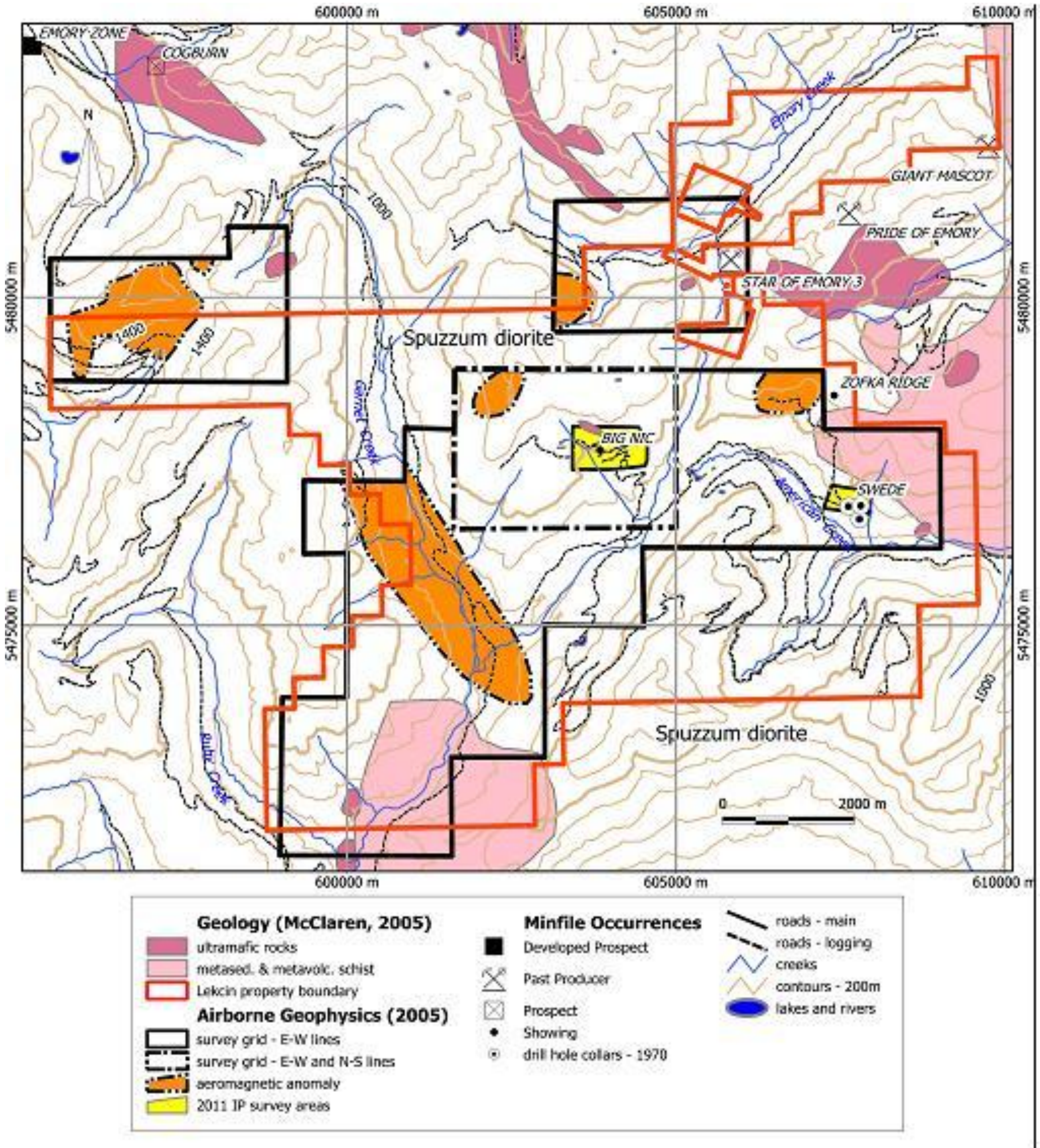

Figure 7. Map showing the location of aeromagnetic anomalies from the 2005 airborne geophysical survey, occurrences of ultramafic and metamorphic rocks mapped by McClaren (2007), Minfile mineral occurrences and areas covered by the 2011 IP surveys.

As well, during October 2011 Coast Mountain did additional prospecting and geochemical surveying work on the Property. This work involved collection of 9 rock samples in the vicinity of the Big Nic showing. Analytical work was done by Acme Analytical Laboratories in Vancouver. This work focussed on a borrow pit where float comprised of massive to semi-massive pyrrhotite, pyrite, chalcopyrite and pentlandite was discovered. This material appears to be close to source (Chris Basil, personal communication).

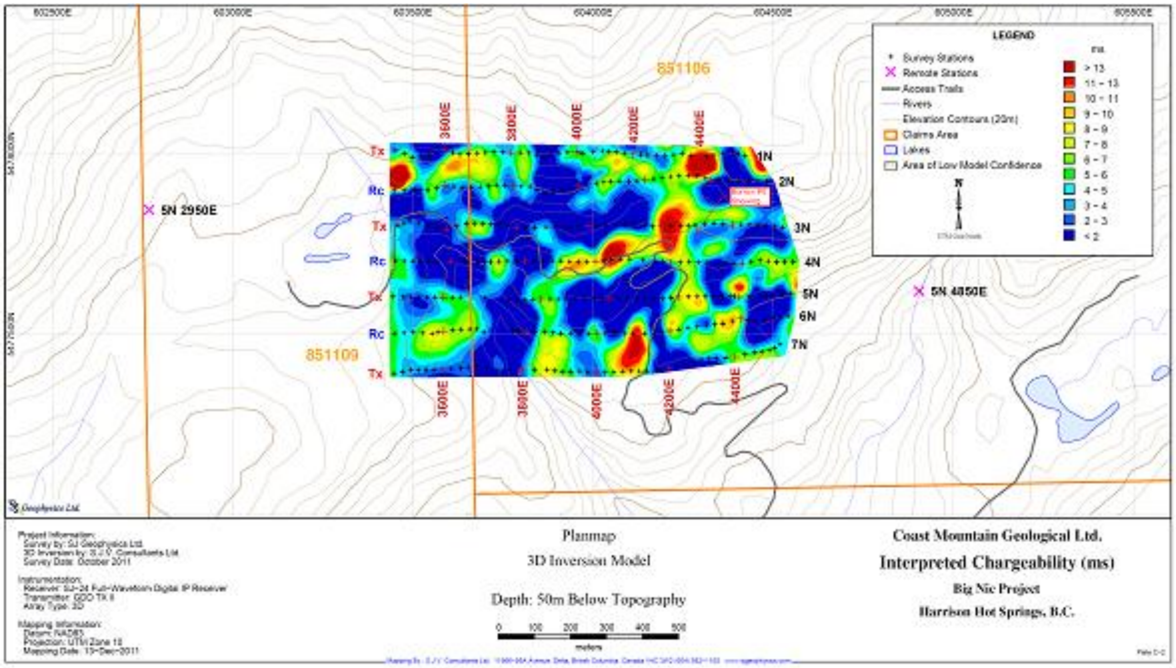

Figure 8. Interpreted chargeability,50m depth, Big Nic grid.

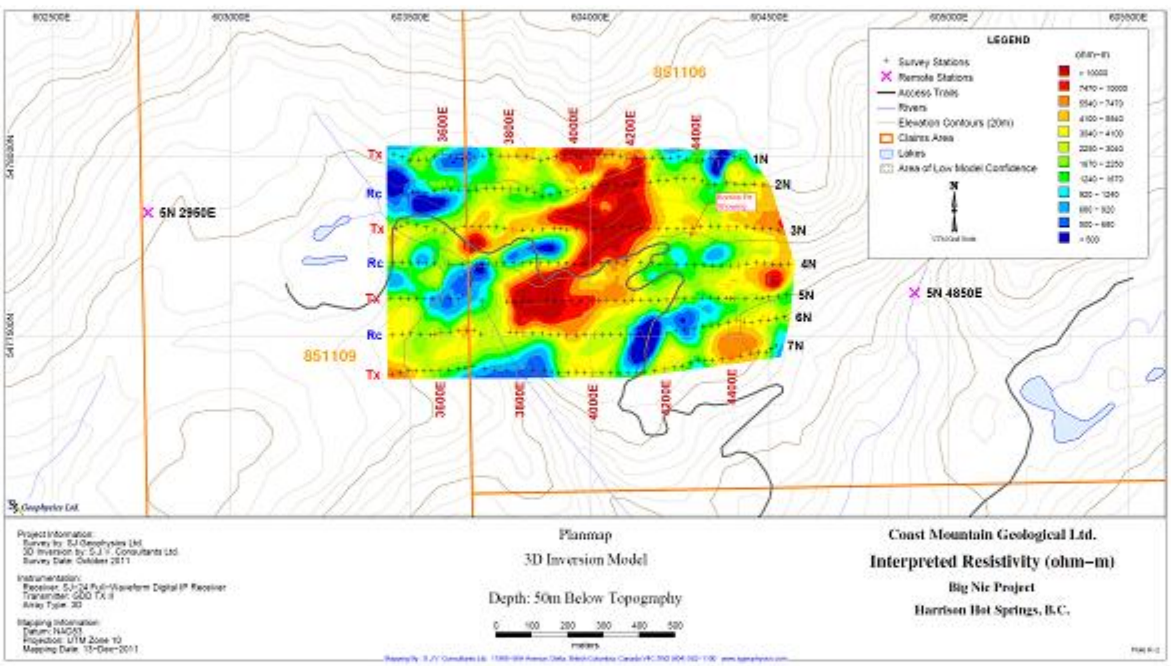

Figure 9. Interpreted resistivity, 50m depth, Big Nic grid. Note callout showing the location of the borrow pit showing.

Big Nic 3D IP Survey

The Big Nic 3D IP survey grid was comprised of 7 east-west lines ranging from 1025 to 1100 metres in length for a total survey length of 7450 metres. The survey grid covers the area around the Big Nic showing. Plan maps of the interpreted chargeability and resistivity at 50m below surface are shown in Figures 8 and 9 respectively.

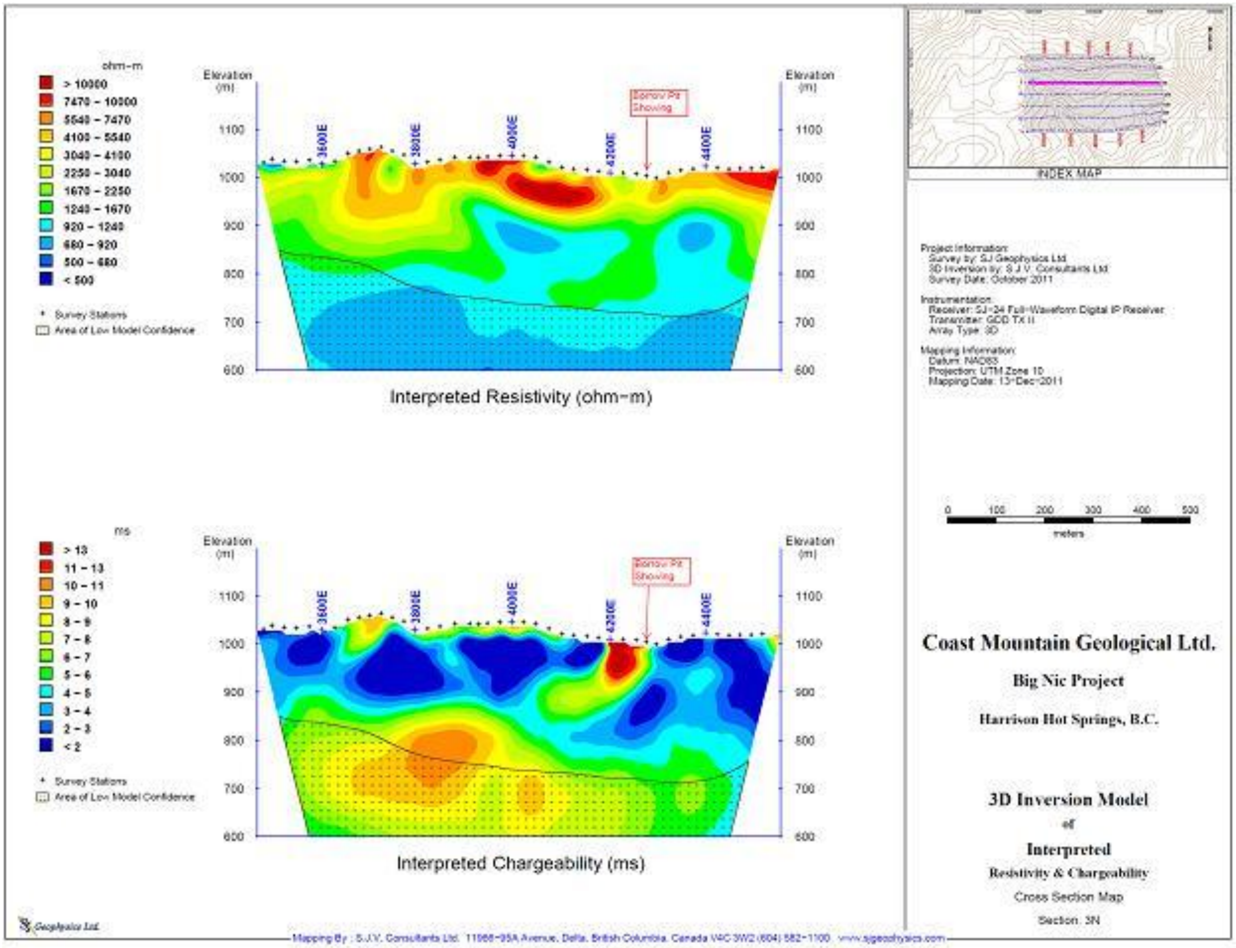

Figure 10. 3D Inversion model of interpreted resistivity and chargeability, Big Nic grid.

Figure 10 shows the 3D inversion model cross-section of interpreted resistivity and chargeability for line 3N. As shown in the plan maps and section the borrow pit showing is located east of a coincident chargeability high and a moderate resistivity low. There is a very good chance that this coincident anomaly reflects the presence of sulphides in underlying bedrock and that the massive sulphide float found in the borrow pit is derived from this area. This geophysical anomaly, which may represent a mineralized pipe-like body similar to those exploited at the former Giant Mascot mine, should be considered the main exploration target for further work on the Property. Other elongate geophysical anomalies on the Big Nic grid might also be significant and these should also be examined as part of a follow-up program.

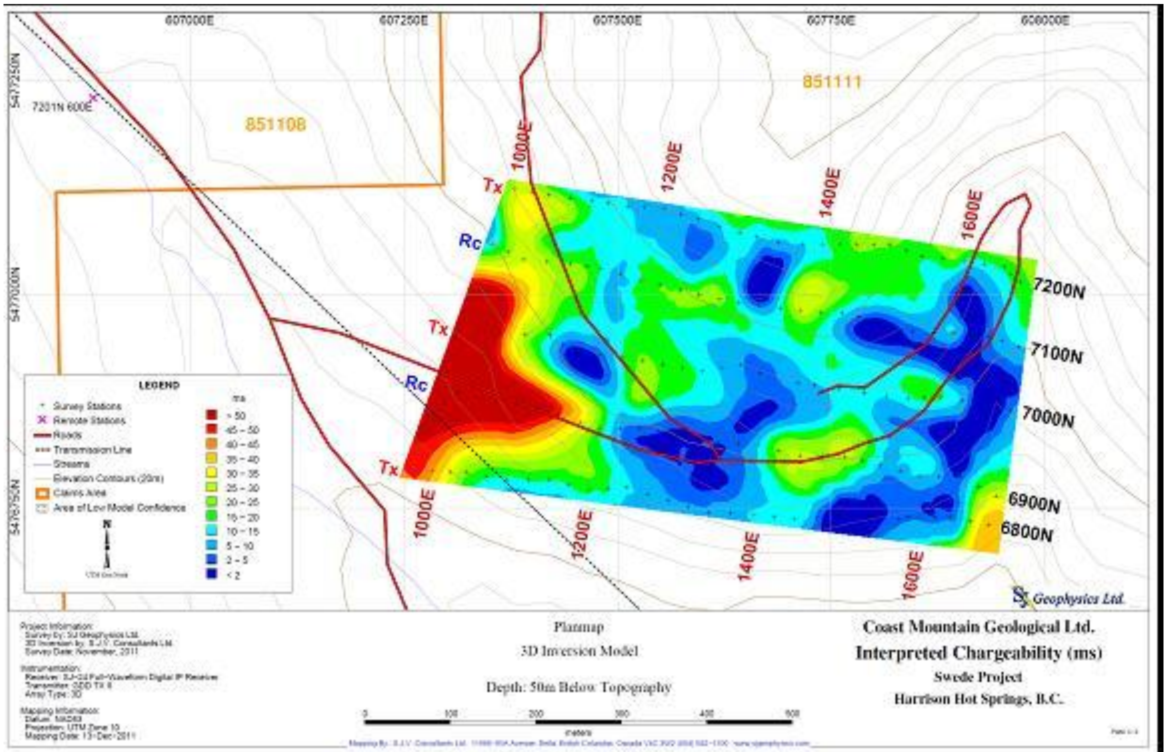

Figure 11. Interpreted chargeability, 50m depth, Swede grid.

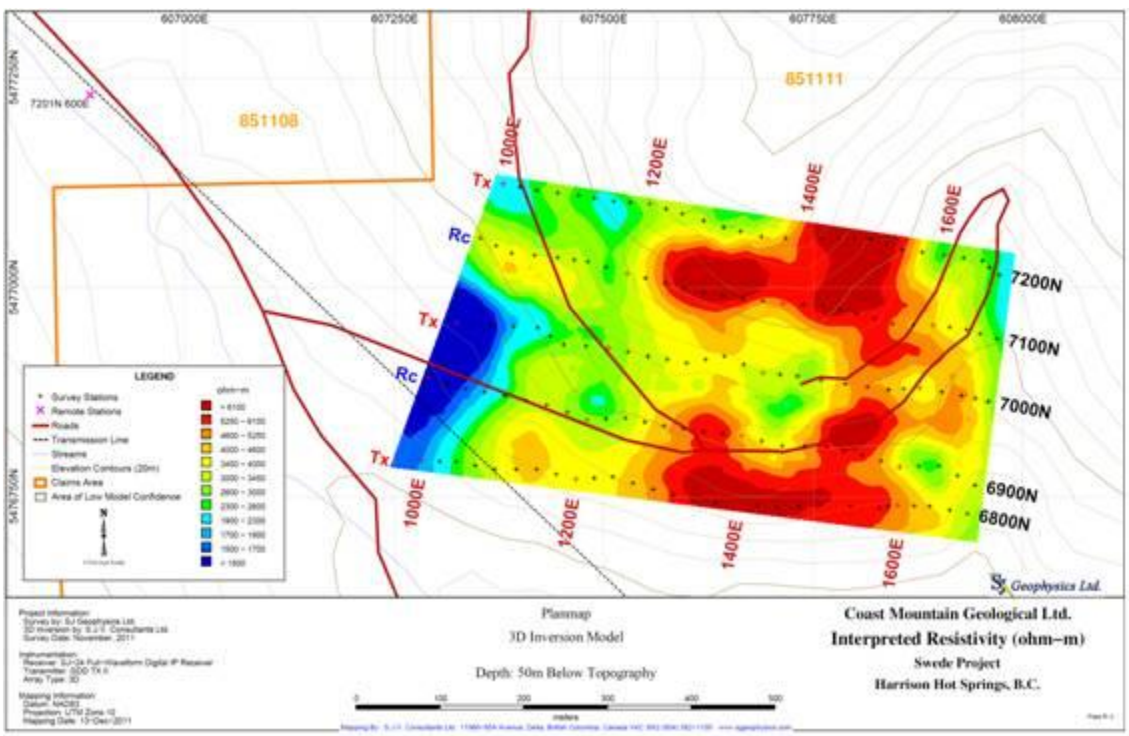

Figure 12. Interpreted resistivity, 50m depth, Swede grid.

Swede 3D IP Survey

The Swede 3D IP survey grid includes five 700 metre long lines, roughly 100 metres apart and trending at azimuth 102°. The survey grid covers the area around the Swede showing. Plan maps of the interpreted chargeability and resistivity at 50m below surface are shown in Figures 11 and 12, respectively.

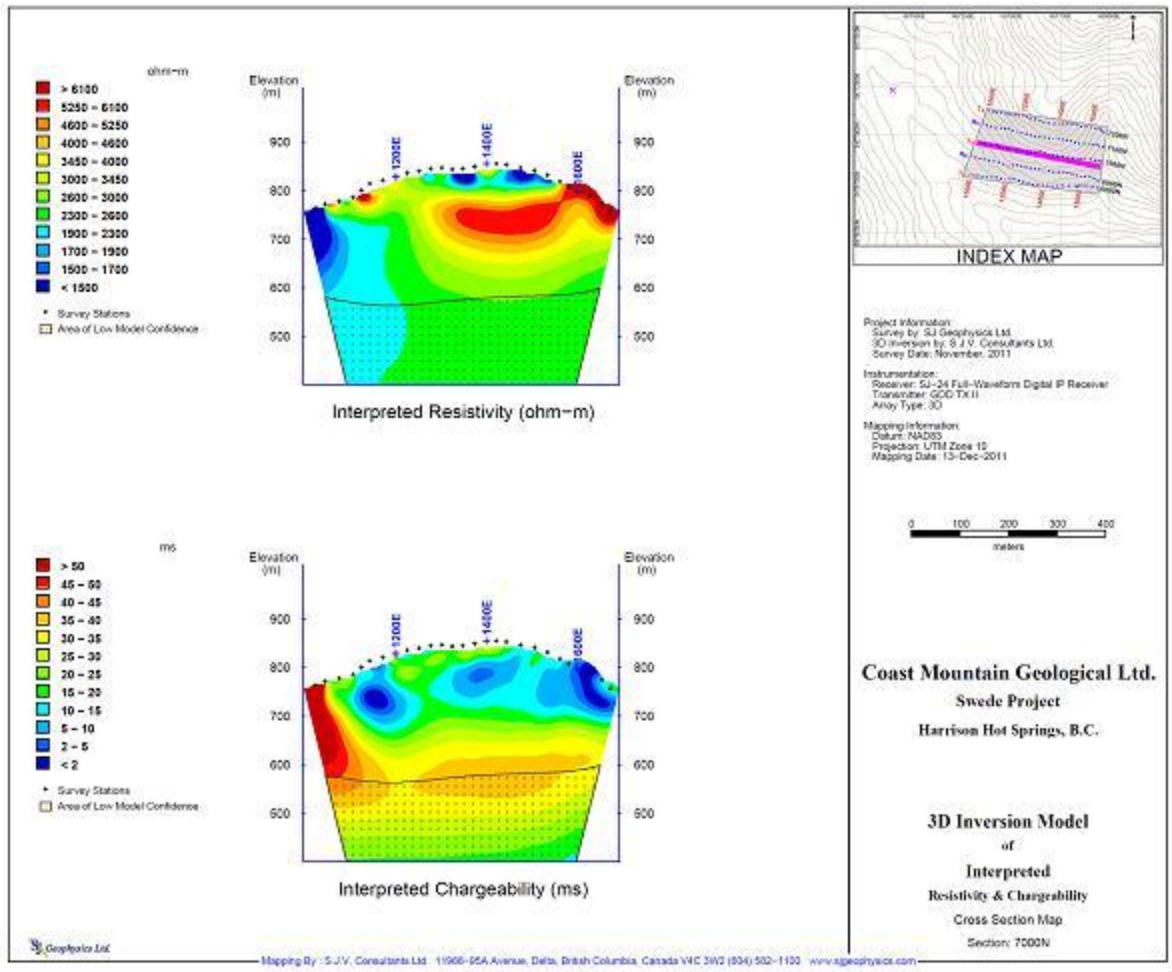

Figure 13. 3D Inversion model of interpreted resistivity and chargeability, Swede grid.

Figure 13 shows the 3D inversion model cross-section of interpreted resistivity and chargeability for line 7000N. A coincident high chargeability – low resistivity anomaly was detected on the western edge of the grid. An annular zone of high resistivity was detected in the central portion of the grid (see Figure 12). These anomalies appear to be relatively shallow according to the cross section shown in Figure 13.

Lithogeochemistry

Chris Basil of Coast Mountain collected 9 rock samples from the Big Nic grid area in October 2011. These samples were submitted to Acme Analytical Laboratories in Vancouver for ICP analyses. A summary of the results for these samples is given in Table 3. Sample BN-01 was collected from outcrop along the access road approximately 980 metres southeast of the Big Nic showing. It is described as a 5cm veinlet trending to the north and dipping 80º to the west. The veinlet contained pyrite and minor chalcopyrite. The remaining 8 samples were collected from what is interpreted to be subcrop exposed in a borrow pit located 440 metres northeast of the Big Nic showing (PCN locality MS-8). Samples BN02-08 are described as massive pyrite, chalcopyrite, pyrrhotite and pentlandite. As shown in Table 3, these samples contained between 0.84% to 4.38% Cu and 0.64% to 0.92% Ni with up to 1.14 grams/tonne Au, up to 0.12 g/t Pt and up to 0.17 g/t Pd. Sample BN-09, which may be at or close to the contact with massive sulphides, is described as containing approximately 10% disseminated sulphides.

Table 3. Analytical results for rock samples collected in 2011

Sample	East	North	Cu %	Ni %	Co %	Au g/t	Pt g/t	Pd g/t	Mineralization
BN-01	604455	5476950	0.19	0.08	0.01	0.02	0.00	0.02	10% Py, minor cpy
BN-02	604290	5477790	**4.38**	**0.92**	0.09	0.08	0.05	0.10	msv py, cpy, po, pentl.
BN-03	604290	5477790	1.21	0.69	0.07	0.09	0.10	0.15	as above
BN-04	604290	5477790	**2.38**	0.73	0.07	**1.14**	0.02	0.15	as above
BN-05	604290	5477790	1.40	**0.77**	0.07	0.13	0.04	0.15	as above
BN-06	604290	5477790	1.00	**0.77**	0.07	0.02	0.04	0.12	as above
BN-07	604290	5477790	0.84	**0.78**	0.07	0.18	0.12	0.17	as above
BN-08	604290	5477790	1.60	0.64	0.07	0.06	0.03	0.09	as above
BN-09	604290	5477790	0.12	0.04	0.01	0.01	0.01	0.01	10% sulphides

An additional 13 samples were collected from the area around the Big Nic showing in 2013 by Coast Mountain Geological Ltd. under contract to the Corporation (Struyk, 2013). This work concentrated on outcrops rather than boulders or float in road surface material. Localities that had made note of mineralization in the area in historical reports were also visited. One sample, LEK13-04, returned weakly anomalous results in Cu (297 ppm) and Ni (127 ppm). It was noted that the vegetation cover on the property is extremely thick making traverses as well as locating a small outcrop very difficult. As a result, several of the showings previously noted in this area were not located.

The SPX showing is located 850 m SW of the Star of Emory. It was discovered in 2002 by Santoy and followed up on by McClaren in 2005. In 2013, Coast Mountain Geological Ltd. collected two samples from this location and a third was taken 80m down slope (Struyk, 2013). The showing consists of a dark green medium grained intrusive with greater than 65% pyroxene displaying moderate foliation. Chalcopyrite and pyrite are present between a few percent up to 10%. Iron oxide coats many of the fractures. Small, south trending, planar 5-10 cm ultramafic dykes crosscut the intrusion. Both samples taken from this outcrop were anomalous in Ni and Cr, and one sample was also anomalous in Cu. The sample with the best Ni and Cu results came from this showing (LEK13-18 with 582 ppm Ni, 558 ppm Cu, and 907 ppm Cr).

Soil Geochemistry

Big Nic

At the request of the Corporation, Coast Mountain Geological Ltd. (CMG) was contracted to oversee a 2012 work program involving a small soil geochemistry test survey on the Lekcin Property (Cross, 2012). The survey was conducted over the Big Nic grid along survey lines cut for the 3D IP survey conduct in 2011 (Basil et al., 2011). Work was done from October 11-30, 2012. Total cost of the 2012 soil sampling program was $6,776.95.

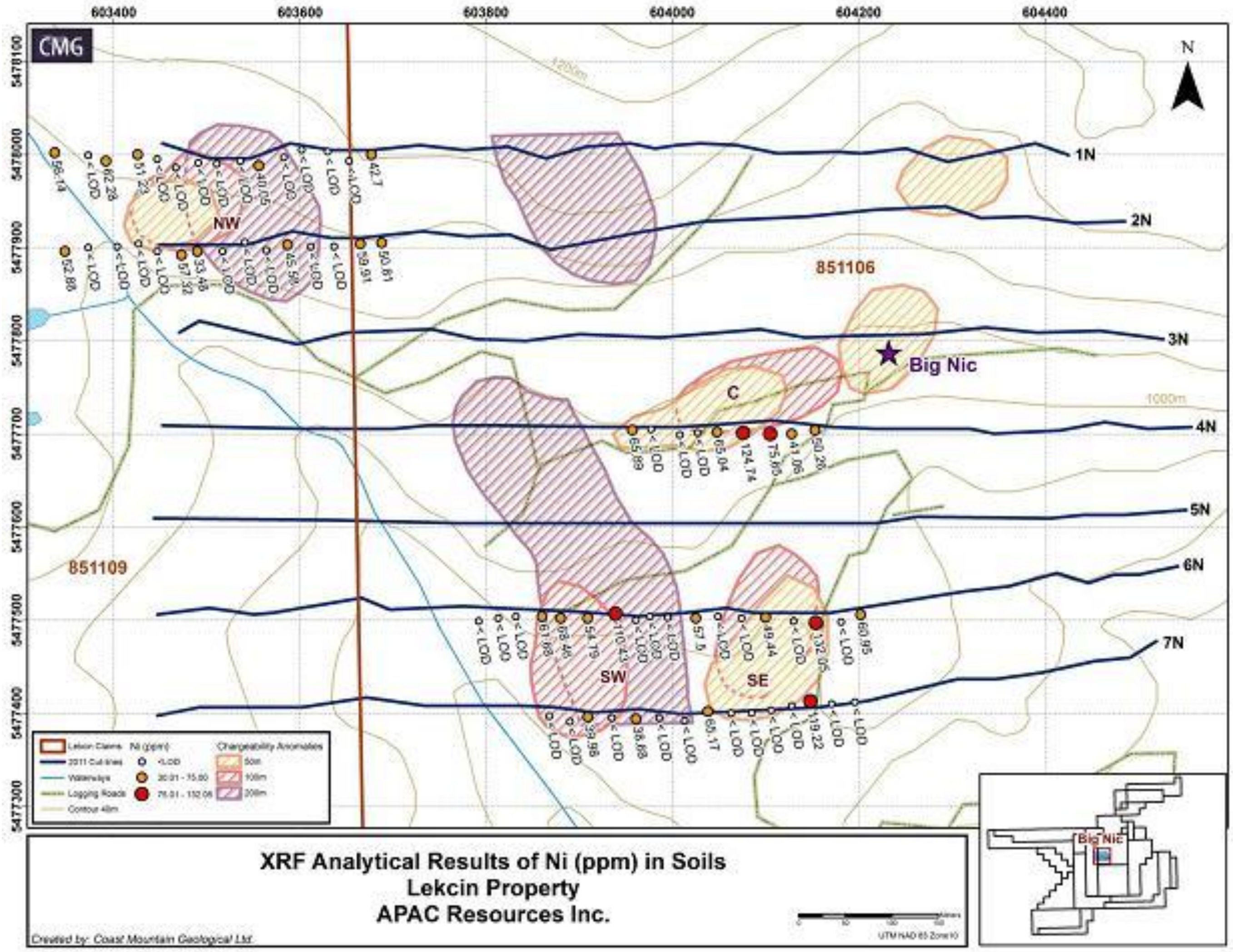

Figure 14. Analytical results of Ni (ppm) in soils, Big Nic grid, Lekcin Property.

Five lines of soil sampling were conducted to find possible correlations with the chargeability anomalies determined by the 2011 3D IP program. Four of the chargeability anomalies were tested (Figures 14 and 15). Each of these anomalous features exhibited high chargeability values and pipe-like forms, which present similarities with the forms of the ore chutes of the nearby Giant Mascot Mine.

The Northwest (NW) anomaly was tested by lines 1N and 2N. The Central (C) anomaly was tested by line 4N. The Southwest (SW) and Southeast (SE) geophysical anomalies were tested by -lines 6N and 7N (Figures 14 and 15).

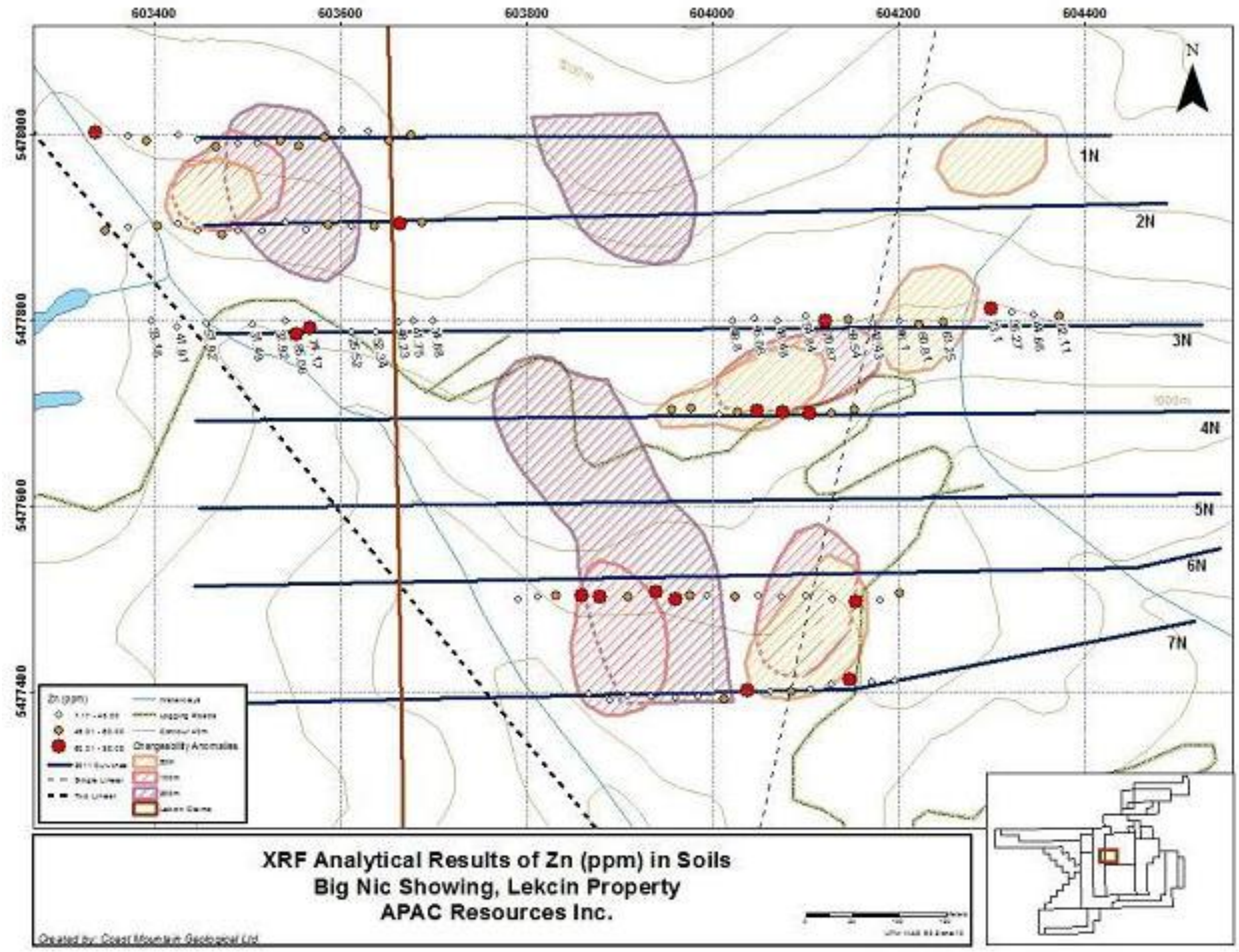

Figure 15. Analytical results of Zn (ppm) in soils, Big Nic grid, Lekcin Property.

XRF soil results were compiled and anomalous levels were defined using histogram plots for elements of interest (Cu, Ni, Pb, Zn, Cd, Pd). The results from this geochemical test survey showed some moderate correlations with the previous IP survey. In particular, the Cu, Ni, and Zn anomalous returns correlate well with the SW, SE and Central chargeability anomalies. Cd and Pd correlated with the Central and NW anomalies, while Pb values poorly correlate and predominantly flank the NW, SW and SE anomalies. Ni values are shown in Figure 14 and Zn values in Figure 15.

As a follow up to soil sampling done in 2012, sections of line 3N of the Big Nic grid were soil sampled in 2013 to see if any further correlations exist with the chargeability anomalies determined by the 2011 3D IP program (Basil et al., 2011). These sections covered the Big Nic and the Northwest (NW) chargeability anomalies. The total cost of the 2013 follow-up program was $12,058.75.

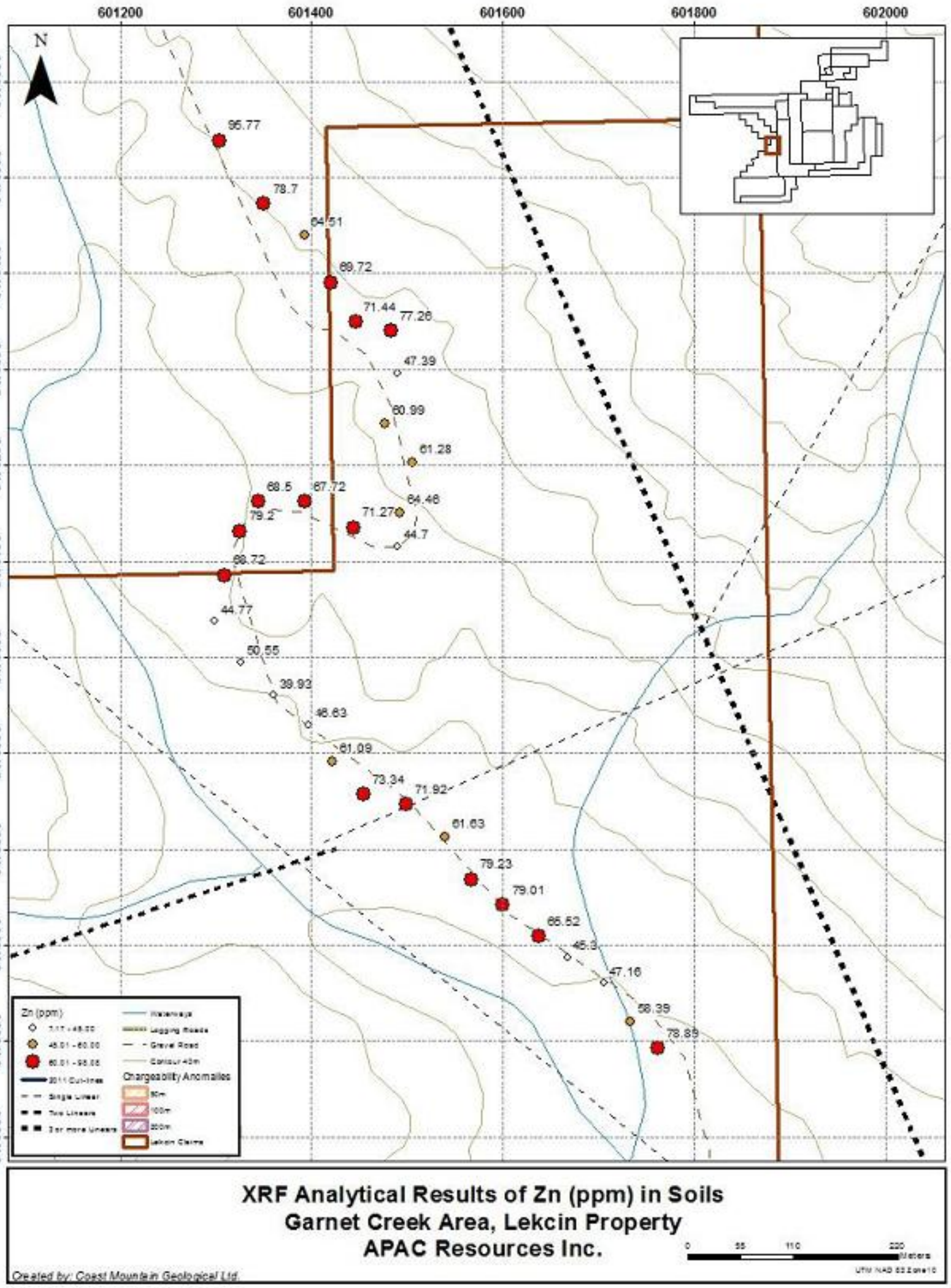

Figure 16. Analytical results of Zn (ppm) in soils, Garnet Creek area.

The results from this soil survey were disappointing and did not produce the expected results. All Pd, Ni, Pb and Cd results were below detection limits, and only one sample was above the detection limit for Cu. Results from Zn produced similar results to the 2012 survey and the results yield slightly higher thresholds. The soil line crossing the Big Nic showing had high zinc as expected, congruent with the chargeability anomaly.

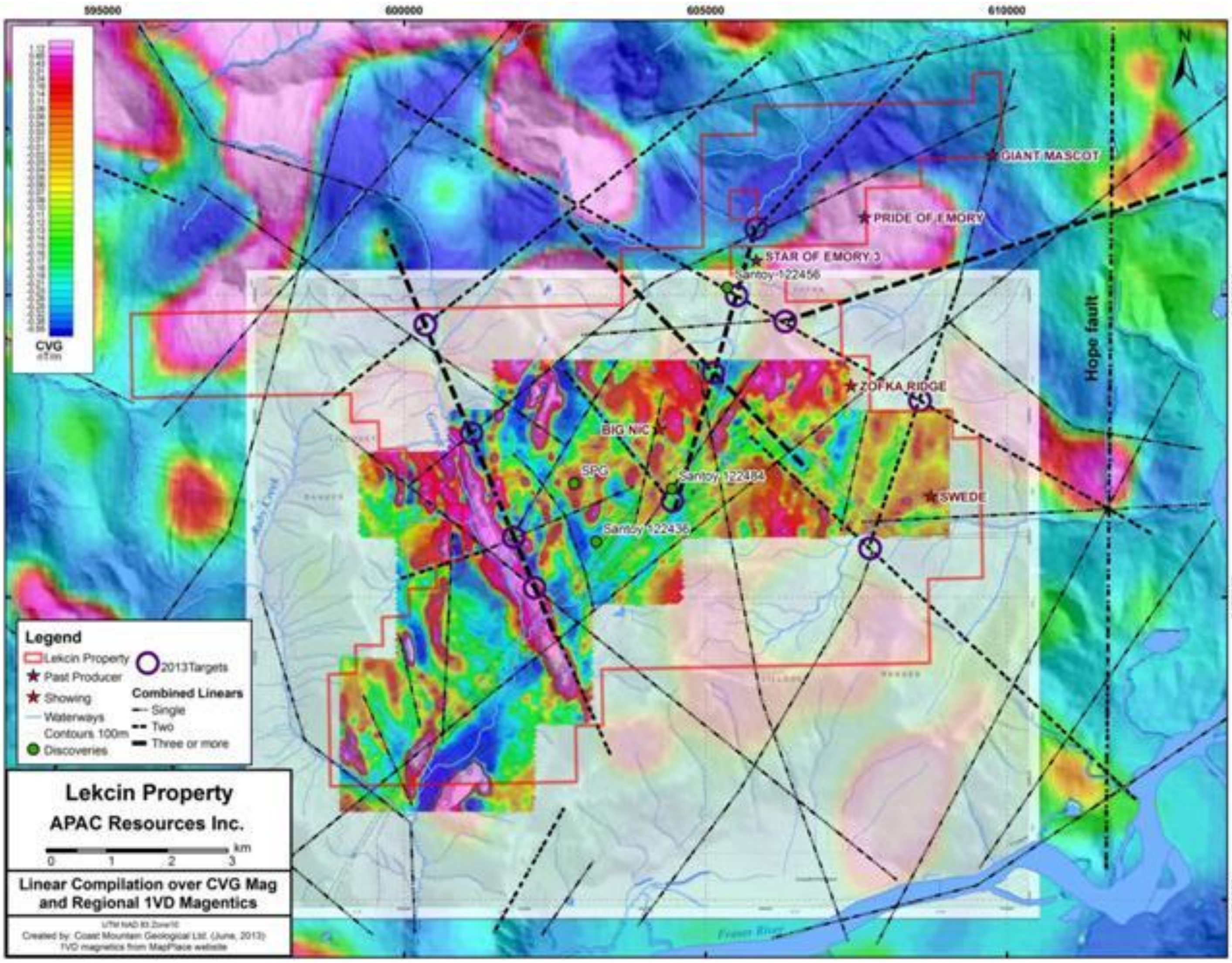

Figure 17. Structural study showing interpreted linears superimposed on TMI and 2006 CVG maps.

Garnet Creek

Soil samples were taken along a section of the Garnet Creek Road in 2013. A large magnetic high runs the length of the valley, and several interesting lineaments identified in a concurrent structural analysis cross cut this anomaly in several areas. The area sampled in this program was in the vicinity of an intersection of three separate lineaments. A number of samples shown as red dots in Figure 16 were statistically anomalous in Zn. Three samples were also above detection limit for Cu and two others for Pb. No other elements of interest were found to be above the limit of detection.

Structural Study

Lineaments from all data sets were compiled and plotted as part of structural analysis (Cross and Struyk, 2013). Ten target areas for future explorations were identified, on the basis of intersections between major northwest and northeast structures (Figure 17). The structural analysis found numerous new locations across the Lekcin Property worth further exploration. Of the eleven target intersections identified in the study, those around the Star of Emory deposit and along the large magnetic body to the west are the most promising.

Geological mapping and prospecting

In early fall 2013 a follow up from the structural study performed early in the year was conducted (Struyk, 2013). A 4 day geological mapping program was conducted following up on previously reported mineralization or had potential to contain mineralization based on previous work. Seventeen samples were submitted for analysis to Acme Labs in Vancouver. Two samples returned with anomalous values for Ni and Cu, and one returned values that were anomalous in Ni and Cr. The most notable mineralization was discovered at the SPX showing which returned values of 582 ppm Ni and 558 ppm Cu. Total cost of this work was $13,072.32.

The 2014 exploration program consisted of three days of geological mapping and prospecting in mid July (Kasper, 2014). Mapping and prospecting was concentrated along new areas opened up by recent logging and the construction of a new electrical transmission line (Figure 20). Outcrops to subcrops of hornblende-bearing diorite of the Middle to Late Cretaceous Spuzzum Pluton were exposed along the new transmission line right-of-way and recently exposed road cuts. Areal restrictive roof pendants of garnet schist belonging to Middle to late Triassic clastic sediments or the Late Jurassic Slollicum Schist are exposed along the new road between American and Garnet Creeks. Narrow, hornblende gabbro to hornblende-biotite mafic dykes or xenoliths are restricted to the hornblende-bearing diorite. Pleistocene deposits of glacial sediments drape over the subcrops with no distinct soil horizon marking the base of the Pleistocene sediments.

Fifteen samples were collected of the gabbroic dykes and xenoliths within the diorite or of pyroxenite float found near the eastern pass between Emory and Garnet Creeks, some containing traces to <1% of finely disseminated pyrrhotite and chalcopyrite. Of the fifteen samples collected, six were anomalous in nickel (>200ppm) and copper (>100ppm). Eight of these samples also contained elevated levels of chromium (>200ppm). The highest concentration of anomalous rock samples were from the American West area which consists of the new road between American and Garnet Creeks.

Total cost of the 2014 work program was $8,637.41.

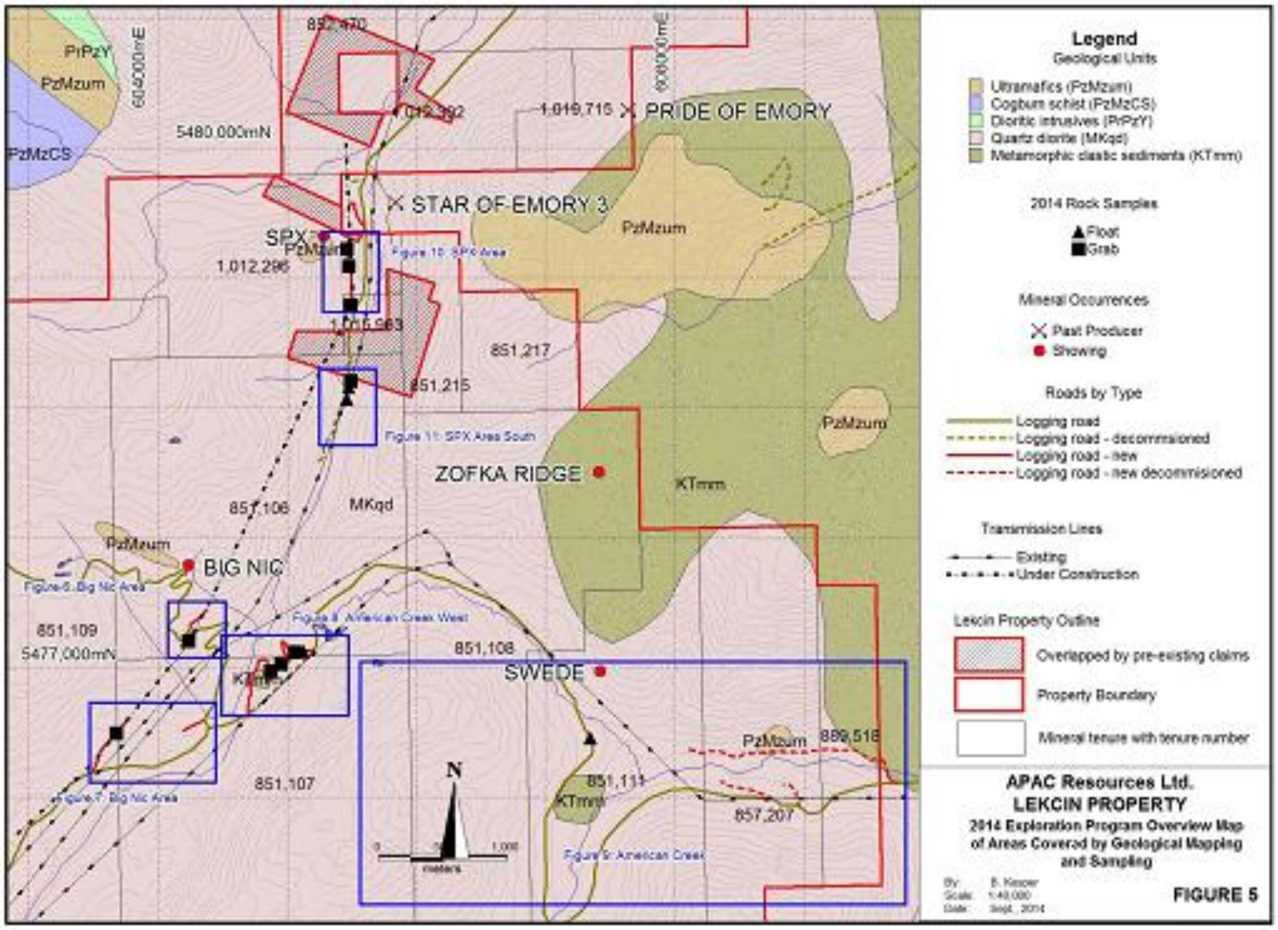

Figure 20. 2014 exploration program overview map showing areas covered by geological mapping and sampling.

A geological mapping program was conducted, from September 1 to November 9, 2014, over two areas of the Property, surrounding the Big Nic zone as well as a new sulfide in bedrock showing known as the RP zone (Paul, 2015). In addition, reconnaissance stream sediment samples were collected over a wide area of the Property. A total of 27 silt samples, 2 soil samples, and 6 rock samples were collected. Eight (8) select silt samples and 2 select rock samples were submitted to Met- Solve Analytical Laboratories, while the remaining samples were analyzed using a handheld XRF analyzer. A Garrett® Crossfire metal detecting unit was used for one day to detect buried massive sulfide float boulders along the logging roads. A Statement of Work was filed on November 10, 2014 for $19,177.90.

Geologic mapping and prospecting resulted in the discovery of a large ultramafic intrusion in the southwest of the Property (Figure 26). Follow up work lead to the discovery of a 5 meter wide zone of pyrite+chalcopyrite in bedrock, located above what appears to be a recent landslide in a steep-sided gulley. The sulfides are hosted in pyroxenite, proximal to a diorite contact, and show net-texture indicating emplacement as a crystal mush, possibly by seismic pumping from depth along a fault zone. This showing is now collectively referred to as the “RP Showing”.

Bedrock mapping in the area of the RP Showing indicates the ultramafic suite consists of an olivine-bearing peridotite unit, surrounded by a very coarse-grained (up to 4 cm crystals) later pyroxenite unit (Paul, 2015). The ultramafic suite intrudes the Spuzzum pluton, very near to its contact with older high-grade metamorphic rocks to the southwest. Outcrop is mostly restricted to small exposures along steep drainage gullies, where the overlying till blanket has been eroded and removed by recent fluvial processes, making mapping here very difficult.

The two grab samples collected from the new sulfide showing returned well above background levels of copper (up to 0.13% Cu), and slightly anomalous nickel (up to 366 ppm Ni) and cobalt (up to 111 ppm Co). The five stream sediment samples taken from the RP zone that were submitted for analysis failed to return significantly anomalous values. As noted by Paul (2015), even a sample taken immediately downstream of the mineralized bedrock returned surprisingly low values, suggesting dilution is taking place through some geological, geochemical or geomorphological process. Paul (2015) suggests the till blanket covering the area may be playing a role, as well as barren rocks upstream which may be diluting the stream sediments, and masking the subtle response from the local mineralized rocks under quaternary cover. Regardless, the highest response for nickel, platinum and gold came from a sample taken in a small drainage, approximately 80 m west of the RP Showing, with gold and platinum values several orders above the background levels for this survey.

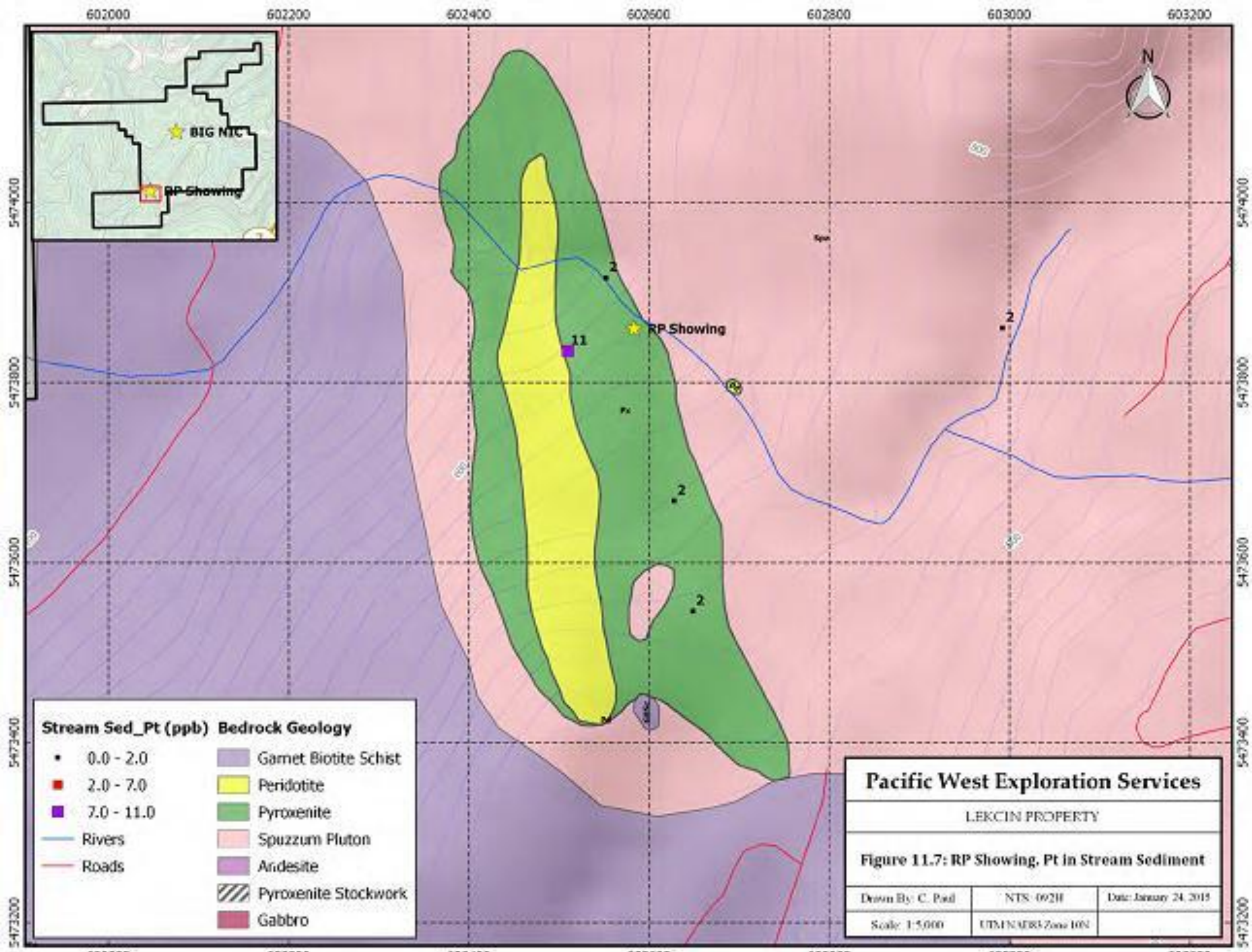

Figure 26. Geology and stream sediment sample sites, RP Showing. Values shown are ppb Pt.

Drilling

No new diamond drilling has been conducted on the Property since it was acquired in 2011. The following is a brief description of historical drilling done on the Big Nic and Swede showings in 2007 and 1970 respectively. Drilling by Pacific Coast near Mt. McNair in 2008 is also discussed as these holes are now covered by the Property.

Big Nic Showing

Pacific Coast is reported to have drilled five short holes in the vicinity of the Big Nic showing in 2007. Three of these holes were drilled from a single site (Figure 27) along the main logging road, approximately 40 m north of where massive sulphide rubble was located in the road bed (PCN site MS-8). These holes failed to intersect significant sulphide mineralization. Two additional holes were drilled at or in the borrow pit where massive sulphide float had been located, approximately 440 metres northeast of site MS-8, but the Author was not able to obtain information on the exact location of these drill holes or the results obtained.

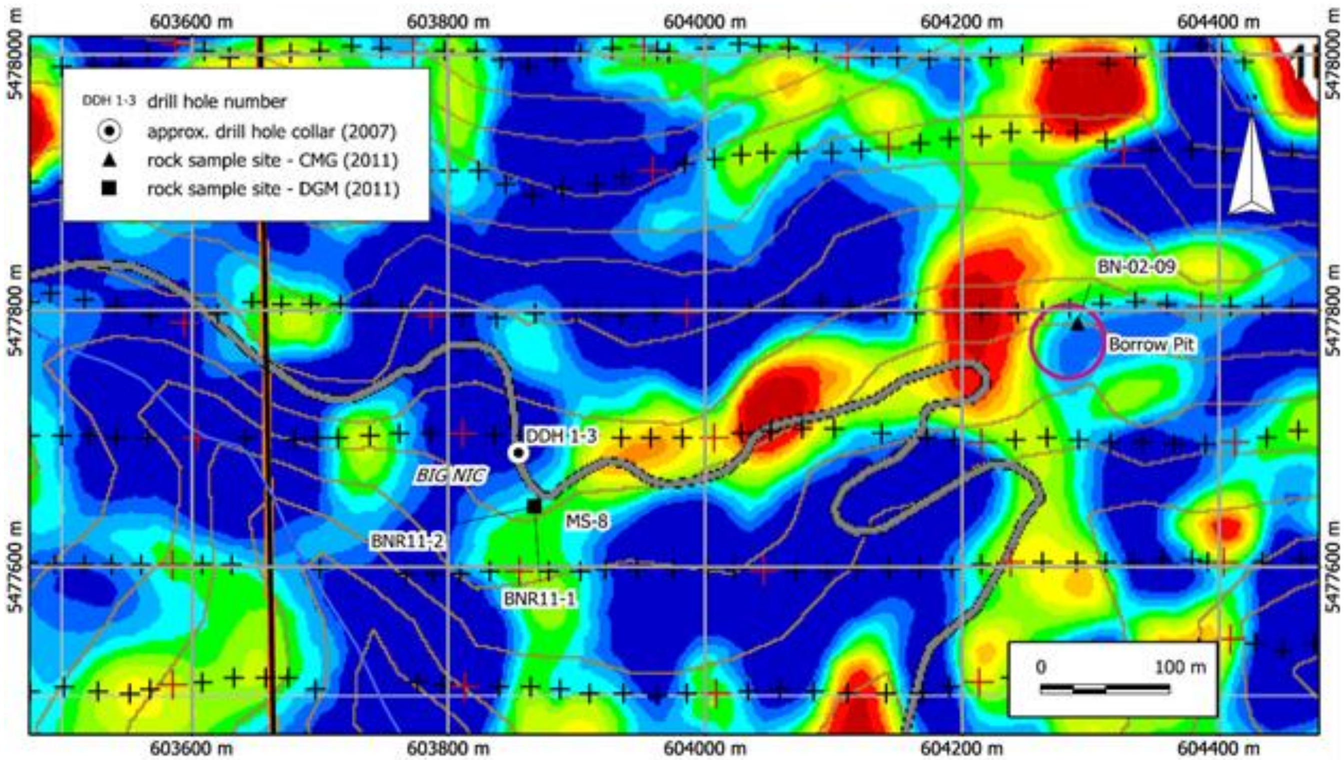

Figure 27. Approximate location of Pacific Nickel's 2007 drill site plotted on the 2011 chargeability map (50m depth), Big Nic grid. Also shown are the location of rock samples collected by Coast Mountain (CMG) and the Author (DGM) in 2011.

Swede Showing

In 1970 Kelso Explorations Ltd. drilled 3 BX diamond drill holes totalling 341 metres on the Swede #9 and #42 crown granted mineral claims (Tully, 1970). The target area was on a ridge, north and east of American Creek. This area is centered around 1370 metres south of the past producing Giant Mascot mine. The Author used Manifold GIS to georeference a drill hole location map from Assessment Report 3355 to determine the approximate locations of the three drill holes. Drill hole locations were plotted on the 2011 50m depth 3D IP chargeability map (see Figure 28). As shown on the map, hole DDH 1-70 was drilled in an area of trenching south and down slope from the 2011 Swede IP grid. The remaining two holes were drilled off of logging roads. Holes two and three were drilled at an angle to the northwest and northeast respectively, in an area of moderate to low chargeability as determined by the recent IP survey (see Figure 28).

The 1970 drilling intersected pyroxenite and peridotite that returned values ranging from 0.09% Ni and 0.02% Cu over 1.22 metres (4 feet) to 0.01% Ni and 0.01% Cu over 9.1 metres (30 feet). The drill core was observed to contain pyrrhotite and chalcopyrite on surface fractures (Sully, 1970). Nickel values are assumed to be associated with the pyrrhotite.

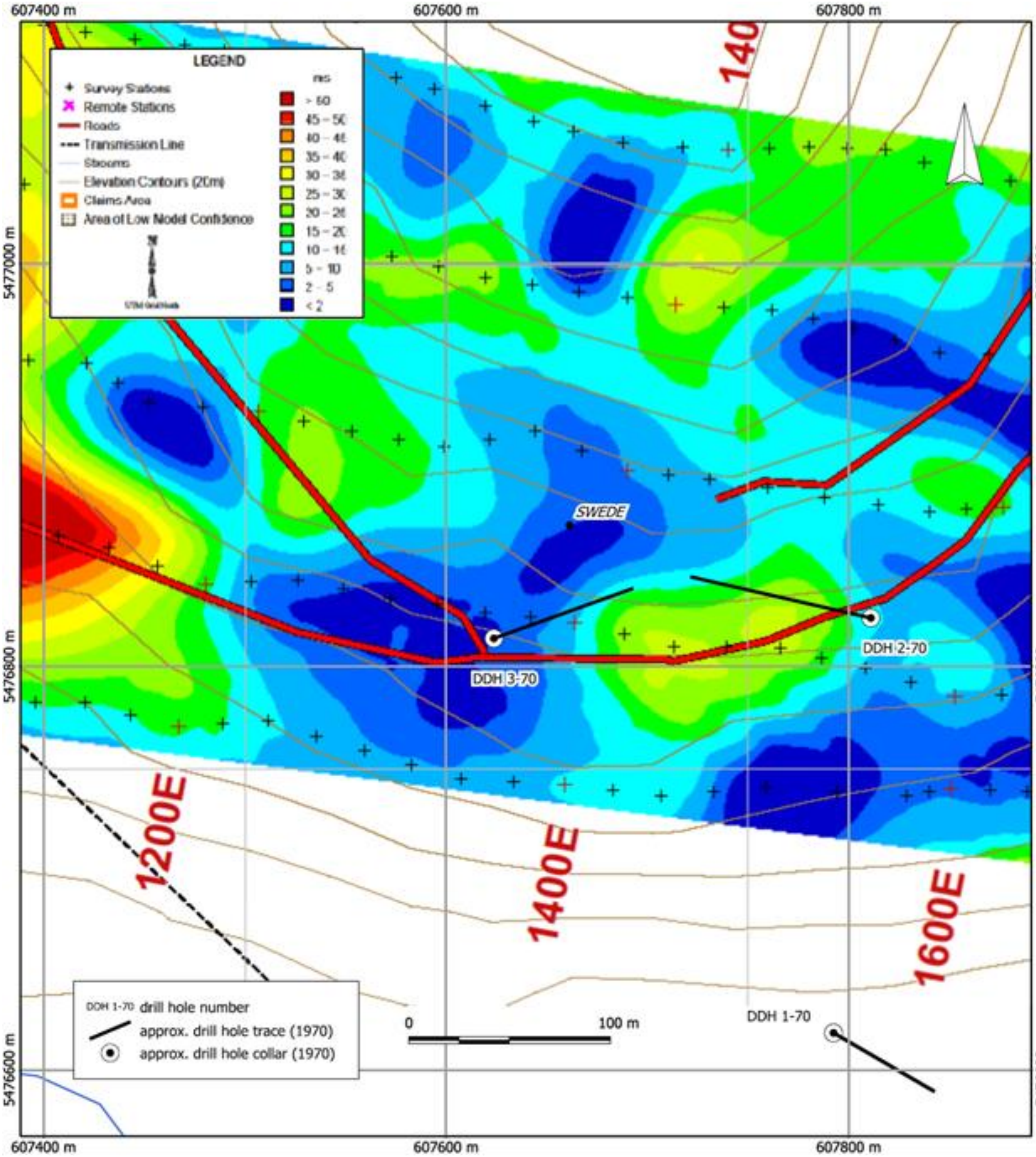

Figure 28. Approximate location of 1970 drill holes plotted on 2011 chargeability map (50m depth), Swede grid.

Other

Pacific Coast completed 3 short diamond drill holes in the vicinity of Mt. McNair in 2008 (see Table 4). The total depth drilled was 212.7 metres. These drill holes were located in the extreme northwest corner of the Property on mineral tenures 851760 and 851759 (see Figure 15). This area is approximately 8 kilometres northwest of the Big Nic showing. A review of the analytical data provided by PCN indicates that there was no significant mineralization encountered in this drilling. The highest Cu assay was 523 ppm and the highest Ni value 339 ppm. The sampling interval was 1 metre. Drill holes 1 and 2 intersected mainly pelite cut by basalt and tonalite dykes; drill hole 3 was mainly chlorite altered volcanic.

Table 4. Summary of Pacific Coast Nickel drill holes, 2008.

Hole No.	Easting	Northing	Azimuth	Inclination	Depth
MMN1-08	595997	5478981	80	-50	70.1
MMN2-08	596555	5479600	285	-55	76.8
MMN3-08	597245	5479720	262	-50	65.8
				Total:	**212.7**

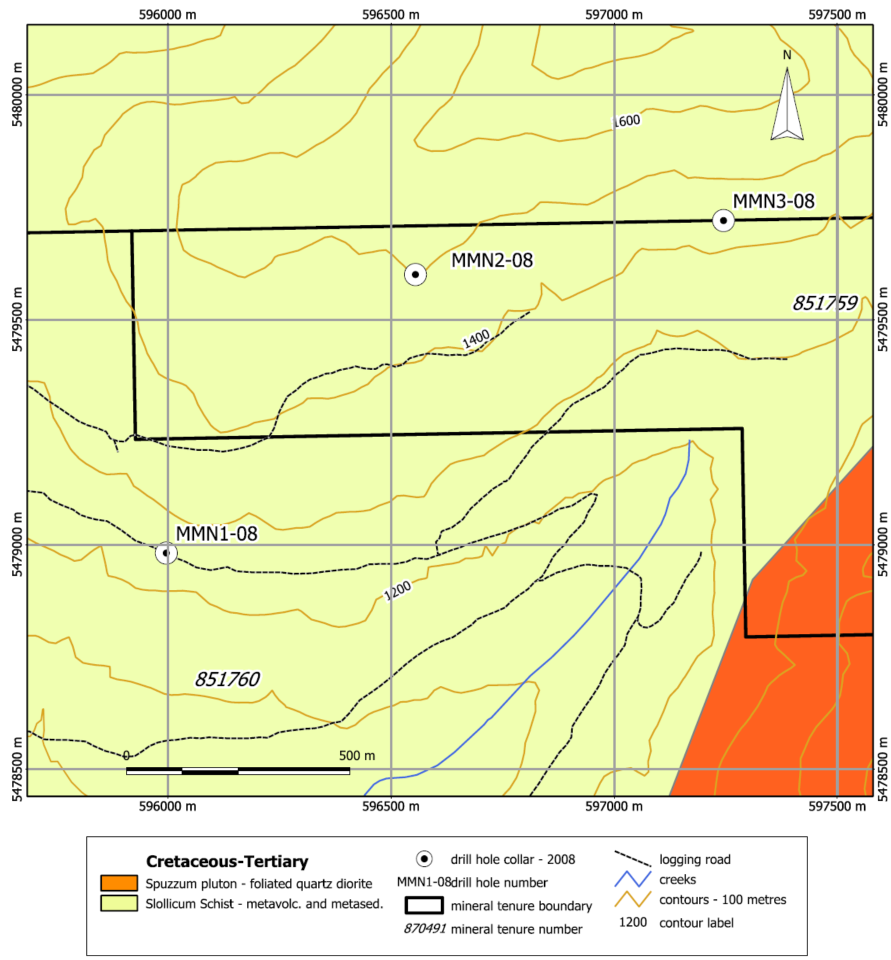

Figure 29. Location of PCN's 2008 drill holes on the Property. Drill hole locations plotted by the Author using coordinates provided by PCN.

Sample Preparation, Analyses and Security

Rock samples collected by the Author were sent to Acme Labs for 36-element analysis by Inductively Coupled Plasma – Mass Spectrometry (ICP-MS). Samples were placed in labelled plastic bags, with a label also placed within the bag and shipped directly to the Acme laboratory in Vancouver. At the lab each rock sample was crushed to 70% passing 10 mesh followed by pulverizing a 250gm split to 95% passing 150 mesh. A 15gm subsample of each was digested and analysed as described above. Only the Author handled or had access to the samples before they arrived at the lab.

Acme runs standards and provides re-samples at varying intervals for each sample shipment analysed. A re-sample consists of analysing a second cut (subsample) from the same sample pulp (or occasionally reject portion), and is reported as a rerun (RE) or reject rerun (RRE) on the analysis certificate. In most cases there has been good reproducibility of results between the original subsamples and re-samples, with the exception of gold at the lower end of the detection range in some stream sediment and soil samples.

Data Verification

On October 12, 2011, the Author visited the Property and collected two samples of massive sulphide rubble from Pacific Coast's site MS-8 (McClaren, 2007), the original Big Nic showing. This locality is comprised of small pieces of massive sulphide rubble exposed in the road bed. In the Author's opinion this material has been transported to this locality during road building. It may have been derived from a borrow pit located approximately 440 metres east of the showing. Subsequent to the Author's visit, Chris Basil of Coast Mountain located massive sulphide blocks in this borrow pit which appear to be subcropping. Apparently Pacific Coast was aware of this occurrence and drilled two holes in 2007 in an attempt to find the source. The Author was not able to obtain information on the exact location of these drill holes or the results obtained.

Analytical results for the samples collected by the Author are summarized in Table 5. The sample locations are shown in Figure 27. Sample BNR11-2 is a grab sample of massive pyrrhotite with visible chalcopyrite. This sample assayed 7770 ppm Cu and 8337.6 ppm Ni. McClaren (2007) reported that a sample of massive sulphide float from this locality contained 43100 ppm Cu and 6620 ppm Ni.

Table 5. Analytical results for check samples, Big Nic showing

Sample	Easting	Northing	Mo PPM	Cu PPM	Pb PPM	Zn PPM	Ag PPM	Au PPB	Ni PPM	Co PPM	Fe %
BNR11-1	603867	5477647	3.4	2828.8	0.3	19	0.4	88.2	938.2	116.8	4.9
BNR11-2	603867	5477647	36.8	7770.6	0.5	13	1.1	74.9	8337.6	833.8	37.8

Note: UTM zone 10, NAD83; Acme Analytical Certificate 1005570

Mineral Processing and Metallurgical Testing

To the knowledge of the Author, there has not been any mineral processing or metallurgical testing done on samples from the Property.

Mineral Resource Estimates

To the knowledge of the Author, there are no mineral resource estimates for the Property, which is still in the early stages of exploration.

Adjacent Properties

The following descriptions are taken from Morton (2007) and Nicholson and Greig (2003).

Giant Nickel Mine

Nickel–copper mineralization was first discovered on the adjacent Giant Mascot Mine property in 1923 and the first ore shipments from this mine were made in 1933 by B.C Nickel Mines Limited. In 1938 B.C Nickel Mines Limited was reorganized into Pacific Nickel. Poor market conditions kept the property idle until 1952 when Newmont Mining Corporation of Canada Limited and Pacific Nickel formed Western Nickel Mines Limited as the operating Company. Full-scale production was achieved in 1958 and in 1959 Giant Mascot Mines Limited purchased Newmont Mining's 51% interest in the project and in 1961 purchased the remaining interest from Pacific Nickel. The mine was kept in continuous production from 1958 until August 1974. From 1958 until closure a total of 59,000,000 pounds of nickel and 28,000,000 pounds of copper were produced from 26 ore bodies having an aggregate recovered tonnage of 4,600,000 tons. Average life of mine head grades were 0.77% nickel and 0.33% copper. Ore resources for all the known deposits for the mine were somewhat larger and were summarized by Christopher and Robinson in 1974 as having been 7,539,000 tons (averaging 0.90% nickel and 0.35% copper). Within this aggregate tonnage 2,375,000 tons were derived from the Portal Zone where low-grade mineralization hosted by peridotite graded 0.25% nickel and 0.11% copper. Excluding the Portal Zone, the twenty-five deposits accessed by underground workings had an aggregate tonnage of 5,164,000 tons (4,686,000 tonnes) at an average grade of 1.20% nickel and 0.46% copper. The four largest underground ore bodies averaged 579,000 tonnes grading 1.41% nickel and 0.37% copper.

The sulphide lenses mined were thin, steeply plunging, pipe-like bodies, commonly less than 30 m^2 in plan view. They consisted most commonly of mesh- or net-textured sulphides, but also commonly of semi-massive sulphides, and locally of massive or disseminated sulphides. The principal ore minerals, in order of abundance, were pyrrhotite, pentlandite, chalcopyrite, magnetite, and minor pyrite. The sulphide deposits were hosted within crudely zoned ultramafic bodies, mainly of peridotite and pyroxenite nature. Olivine, orthopyroxene, and clinopyroxene in the host rocks display varying degrees of replacement by amphibole (McLeod, 1975), and a hornblendite rim generally surrounds and separates the ultramafic rocks from diorite and tonalite comprising the bulk of the Spuzzum Pluton. Two of the rather unique characteristics common to the rocks at the Pacific Nickel Mine deposit are the hornblendite rim and the abundant orthopyroxene within the mafic and ultramafic rocks. In addition, local diorite, norite, and tonalite occur within the core of the ultramafic complex. It is these more felsic rocks, and the ambiguous contact relations they display that have led, in part, to differing interpretations as to the age and origin of the ultramafic rocks and the contained ore. Some have viewed the ultramafic rocks as a late differentiate of the Spuzzum Pluton, but the balance of the field evidence, together with a significant amount of radiometric data (McLeod, 1975; Vining, 1971), suggests that the ultramafic rocks are older and were intruded by diorite of the Spuzzum Pluton.

Aho (1956) noted that the northeast half of the ultramafic plug was barren, had little hornblende, while the “ore-rich” southwest half had highly varied hornblendic assemblages. Aho’s proposed fractional crystallization model places the sulphides and magnetite together. From the limited data available, there appears to be a good correlation of magnetics and mineralization.

Dikes, most predominantly hornblendite, cut the country rock, schists, diorite and the mined ore, and have sharp contacts with the ultramafic rocks. The entire rock assemblage is often cut by small (2-5 cm) veins of quartz-feldspar with tourmaline, talc and carbonates. Most veins are barren. Uralization and serpentinization, up to 50 % for the latter, accompanies most of the peridotites controlled and localized by structure and contact.

The main structural trend of the ore zones is N75W, which is parallel to the internal structure of the diorites, the internal arrangement of the ultramafics and their south-western contact. It reflects the possible presence of an older zone of structural weakness that could be responsible for the introduction of the ultramafic body. Aho reported that the grade of the recovered ore averaged 1.4% Ni, 0.5 % Cu, 1.0 % Cr, and 0.1% cobalt with 0.02 ounces per ton Au and 0.01 opt platinum metals, occurring mainly within sulphides (pyrrhotite, pentlandite and chalcopyrite). Magnetite appears to be an integral part of the system and occurs with olivine as cores to the sulphide grains. Pyrite appears to be a later replacement of the pentlandite and also occurs in stringers within the ore.

Supergene alteration minerals including limonite, chalcocite, covellite, violarite, melanterite and morenosite were noted in the ore zones. Their occurrence outside of the ore was not noted but possibly excludes them from being a significant exploration factor.

Disseminated sulphide mineralization is found mostly in the south-western half of the main ultramafic body and the smaller subsidiary ultramafic bodies to the south and southwest. These areas are noted as being more hornblende rich. The dioritic and noritic rocks are virtually barren of sulphides except around the contacts where fine disseminations can occur.

The peridotites and olivine pyroxenites appear to be the best mineralized with the former being the most prolific, especially near the margins. The pyroxenites and hornblendic pyroxenites contain irregularly distributed and finely disseminated sulphides, but that content is increased significantly around and within ore pods or at contacts. The augitic and hornblendic phases of the ultramafic appear to be relatively barren

Victor and DC Prospects

The Victor and DC Nickel occurrences are located 10 and 12 kilometres respectively northeast of the Big Nic claim block. Mineralization at the Victor prospect is described as including chalcopyrite, pyrrhotite, pentlandite and pyrite within a gabbro-pyroxenite intrusive. A small resource grading 0.38% nickel and 0.12% copper was calculated in 1973 on the basis of results obtained from 9 drill holes. Mineralization at the DC showing is described as including chalcopyrite, pyrrhotite, pentlandite and pyrite near a diorite-pyroxenite contact with a 1.8 metre interval grading 0.73% nickel, 0.10% copper and 0.35% Cr2O3. Santoy conducted a small amount of exploration on and in the vicinity of the Victor and DC Showings in 2000. The Victor developed prospect and the DC showing are occurrences 092HNW039 and 092HNW021 in the Minfile database respectively.

Emory Creek Showing

The detailed description of the Giant Mascot Mine presented in the 1974 edition of Geology, Exploration and Mining in British Columbia includes reference to a new showing discovered that year. "Shortly after production was terminated, a new high grade ore zone was discovered on the Emory Creek slope while a logging road was being constructed. After completing 2,867 feet of diamond drilling, the company reported that the mineralized zone appeared to have limited tonnage potential." The Author has not found further reference to this occurrence.

Cogburn Showing

A disseminated (low grade) nickel-copper showing was discovered on the lower reaches of Cogburn Creek by Giant Mascot in 1971. The occurrence, which was found outcropping on an old logging road, is hosted in pyroxenite and feldspathic gabbro (norite). Although specific information on the conclusions of Giant Mascot Mine's work here is unavailable the tonnage was reputed to be considerable. In 2001 Leader Mining International Inc. ("Leader Mining") conducted a small amount of work on the nickel-copper showing and then re-focussed on the larger talc alteration zone. The alteration zone, largely serpentinized peridotite to dunite was found to be grading 25-40% magnesium. It was Leader Mining's stated objective to develop a magnesium metal facility here utilizing technology similar to what Noranda Mining had constructed at the Magnolia project in the Province of Quebec. The Cogburn showing is listed in the Minfile database as file 092HSW081.

Clover Leaf Property

The Clover Leaf property, located at the lower end of Ruby Creek consists of talc in shear zones in serpentinite. Reference to this property in B.C. Ministry of Energy, Mines and Petroleum Resources Assessment Report 10808 indicates that lenses of pyrrhotite occur within talc schist. An indistinct reference is made in this report to some trenching and drilling undertaken between 1956 and 1975. The Minfile description for this property indicates that a zone of talc, approximately 10 metres wide and exposed for approximately 70 metres along strike, trends northerly hosted in intensely altered ultramafic rocks. This occurrence has significance to the Big Nic claims because it documents the presence of talc altered ultramafic rock with pyrrhotite much further south than the more wildly known occurrences that occur in the belt between Cogburn Creek and the Giant Mascot ore bodies. The UTM coordinates for this occurrence are sited as being 5468194N, 600360E, NAD 83.

Mara Property

The Mara property is located approximately 2 kilometres east of the village of Boston Bar. Mineralized hornblende-pyroxenite and norite is exposed here in an old trench and was sampled in 1997 and reported to have returned an assay of 0.26% nickel and 0.41% copper. Mineralized massive sulphide boulders discovered below the trenches, also sampled in 1997, returned up to 1.69% nickel and 2.17% copper. The property is believed to have been discovered as a result of logging road construction in 1971 and to have first been explored by Giant Mascot in that same year.

Bear Mountain

At Bear Mountain, located near the southeast end of Harrison Lake, chalcopyrite, bornite, magnetite and molybdenite occur in limestone skarn near the contact with granodiorite. Small shipments from this occurrence occurred between 1915 and 1917.

Harry, Murphy, Hope, MC and Jan Groups

This occurrence, located on the west side of the Fraser River approximately 3 kilometres north of Hope, consists of a quartz vein containing pyrite, chalcopyrite, pyrrhotite and sparse galena. It is reputed to be the oldest known lode deposit on mainland British Columbia and would appear to be associated with a small Eocene stock (unit 20).

Other Relevant Data and Information

The Author has reviewed the sources of information cited under References listed in the Technical Report and is not aware of any additional sources of information that might significantly change the conclusions presented.

Interpretation and Conclusions

The Property covers two main, geographically separate, exploration targets - Big Nic and Swede. Both of these targets can be classified as magmatic Ni-Cu-PGE occurrences based on the style and tenor of mineralization observed and as such they have similarities to the nearby Giant Mascot deposits.

In an effort to detect significant subsurface metal concentrations at these showings, two small 3D-IP ground surveys were completed in 2011. Coincident chargeability and resistivity anomalies occur on both grids but in the case of the Swede grid there is no obvious connection with known surface exposures of mineralization. On the Big Nic grid a number of chargeability anomalies were detected and these may prove to be caused by subsurface metal concentrations. The most intriguing of these chargeability anomalies occurs next to a borrow pit where massive sulphide float has been located. In the Author’s opinion, more work is warranted to determine the cause of these geophysical anomalies.

The most significant result of work done on the property in 2011 is the discovery by Coast Mountain of massive sulphide float in a borrow pit on the Big Nic grid, some 440 metres northeast of the main Big Nic showing. In the Author’s opinion the main showing (PCN’s MS-8 locality), which is mainly pebble size massive sulphide rubble in the road bed, is most likely transported from another locality. The most likely source is the borrow pit where massive sulphide float has been reported to occur by both PCN and Coast Mountain. Coast Mountain believes this massive sulphide float is close to source (subcrop) at this locality. Samples of massive sulphide collected from this locality contain significant concentrations of Cu (up to 4.38%) and Ni (up to 0.92%). It is interesting to note that Cu is higher than Ni in these samples whereas at Giant Mascot the opposite is true.

The majority of the recent nickel-copper sulphide occurrences occur within the northeastern portion of the Property. This may be attributable to the fact that access is easier to this area than in other parts of the Property due to the presence of logging roads and power line construction. However, Ash (2002) argues that the ultramafic hosts of the Giant Mascot Mine are related to the ophiolitic rocks of the Paleozoic Cogburn Assemblage and that copper-nickel-PGE mineralization was the result of metasomatic interaction between the ultramafic hosts and the younger felsic intrusives of the Spuzzum Pluton. Therefore, the ultramafic intrusives within the Spuzzum Pluton are the eastern extension of the Cogburn Assemblage rather than a distinct intrusive phase of the Spuzzum Pluton. The metamorphosed sediments which bound and form roof pendants within the Spuzzum Pluton would be one possible source of sulphur for the metasomatic reaction resulting in the deposition of the copper-nickel-PGE mineralization. As a result, you would expect to see a higher percentage of nickel-copper showings in the northeastern portion of the Property.

Recommendations

In the Author's opinion, the Lekcin Property is a property of merit and additional work is warranted. The work program conducted in 2011 has resulted in the location of well mineralized massive sulphide float in a borrow pit situated next to a coincident chargeability high and moderate resistivity low. There is a good chance that this anomaly is due to sulphide concentration in bedrock, perhaps in a pipe like body similar to those exploited at the former Giant Mascot mine. It is recommended that this area be the focus of follow up work involving additional mapping, prospecting, soil geochemistry and if warranted, diamond drilling. Other elongate geophysical anomalies on the Big Nic grid should be evaluated to determine what is causing the elevated chargeability readings.

Based on the follow up work done in 2013 and 2014, Kasper (2014) recommended that future exploration concentrate on the area north from the Big Nic and east towards Zofka Ridge. The Author concurs with this recommendation but would also include the area around the new RP Showing (Paul, 2015). However, the presence of a glacial till cover along the lower slopes and dense vegetation cover in areas logged would make prospecting and soil sampling difficult. However, using the difference in the magnetic response of the ultramafic rocks and the pyrrhotite mineralization in relation to the intrusives associated with the Spuzzum Pluton (which are non-magnetic), a magnetometer survey run perpendicular to the suspected trend of the Cogburn Assemblage would highlight prospective areas for more detail follow-up.

A proposed success contingent, two stage work program is presented in Table 6. Stage 1 would focus on the borrow pit geophysical anomaly and the area north from the Big Nic and east towards Zofka Ridge. It is recommended additional ground geophysics (magnetometer) and soil geochemistry be done in these area. Depending on the results of this work, a Stage 2 program would involve diamond drilling of the most favourable targets. The projected cost of the Stage 1 program is $40,000.

Budget

The estimated budget for the recommended work program is as follows:

Table 6. Projected costs for a proposed exploration program, Lekcin Property

Stage 1

Expense		Units	Unit cost	Total
Ground geophysics/geochem				$25,200
Per diem costs	10	person days	$100	$1,000
Analytical	160	analyses	$30	$4,800
Geologists/camp manager	10	Person days	$600	$6,000
Report preparation	5	days	$600	$3,000
			Total	**$40,000**

Stage 2

Expense		Units	Unit cost	Total
Drilling	2000	metres	$160	$320,000
Per diem costs	240	Person days	$100	$24,000
Analytical	300	analyses	$30	$9,000
Geologists/camp manager	30	Person days	$600	$18,000
Report preparation	10	Days	$600	$6,000
Contingency 10%				$37,100
			Total	**$414,100**
			Stages 1+2	**$454,100**

The Statement of Qualifications of the Author of the Technical Report is appended thereto.

USE OF PROCEEDS

Proceeds

THE OFFERING HEREUNDER IS SUBJECT TO A MINIMUM SUBSCRIPTION OF 4,000,000 SHARES ($400,000). IN THE EVENT SUCH SUBSCRIPTIONS ARE NOT ATTAINED WITHIN 90 DAYS OF THE ISSUANCE OF THE FINAL RECEIPT FOR THIS PROSPECTUS OR, IF A RECEIPT IS ISSUED FOR AN AMENDMENT TO THIS PROSPECTUS, WITHIN 90 DAYS OF THE ISSUANCE OF SUCH RECEIPT AND, IN ANY EVENT, NOT LATER THAN 180 DAYS FROM THE DATE OF THE RECEIPT FOR THE FINAL PROSPECTUS, ALL FUNDS RAISED HEREUNDER WILL BE RETAINED BY THE AGENT AND REFUNDED TO INVESTORS WITHOUT INTEREST OR DEDUCTION.

Funds Available

If all the Shares offered pursuant to this Offering are sold, the net proceeds to the Corporation will be $368,000 (assuming no exercise of the Over-Allotment Option) less the sum of <$64,550> representing the Corporation's working capital deficit as at June 30, 2015, for an aggregate $303,450, which funds are intended to be spent by the Corporation, in order of priority, as follows:

Principal Purposes

		Funds to be Used
(a)	To pay the estimated costs of this Offering (including legal, balance of audit and printing expenses)	$ 43,600
(b)	To pay the corporate finance fee to the Agent	$ 25,000
(c)	To pay the cash consideration payable to the Optionors on the Listing Date pursuant to the terms of the Property Option Agreement	$ 20,000
(d)	To pay the estimated cost of the recommended Stage 1 exploration program and budget on the Lekcin Property as outlined in the Technical Report	$ 40,000
(e)	To provide funding sufficient to meet administrative costs for 12 months	$ 69,000
(f)	To provide general working capital to fund ongoing operations and expansion	$105,850
	Total:	**$303,450**

Upon completion of the Offering, the Corporation's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months. Estimated administrative expenditures for the following twelve months are comprised of the following:

(i)	Office rent	$ 9,000
(ii)	Management and Administration Services	$36,000
(iii)	Miscellaneous Office and Supplies	$ 1,000
(iv)	Transfer Agent	$ 3,000
(v)	Legal	$10,000
(vi)	Accounting and Audit	$10,000
	Total:	**$69,000**

Since its founding, the Corporation has not generated cash flow from its operations and has incurred certain operating losses. Such losses and negative operating cash flow are expected to continue since funds will be expended to pay its administrative expenses and to conduct the recommended Stage 1 exploration program on the Lekcin Property. Although the Corporation has allocated $69,000 (as above) from the Offering to fund its ongoing operations for a period of twelve months, thereafter, the Corporation will be reliant on future equity financings for its funding requirements.

The Corporation's unallocated working capital will not suffice to fund the recommended Stage 2 exploration program on the Lekcin Property and there is no assurance that the Corporation can successfully obtain additional financing to fund such Stage 2 program.

The Corporation intends to spend the funds available to it as stated in this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary.

In the event that the Closing Date occurs during the Summer, 2015, the Corporation intends to undertake the recommended exploration program during the Summer or early Fall, 2015.

Until required for the Corporation's purposes, the proceeds will be invested only in securities of, or those guaranteed by, the Government of Canada or any province of Canada, in certificates of deposit or interest-bearing accounts of Canadian chartered banks or trust companies or in prime commercial paper. The Corporation's Chief Financial Officer will be responsible for the investment of unallocated funds.

In the event of exercise of the Over-Allotment Option, the Corporation will use the proceeds for general working capital.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Annual Information

The following table sets forth summary financial information of the Corporation from the audited financial statements for the financial years ended February 28, 2015, February 28, 2014 and February 28, 2013. This summary financial information should only be read in conjunction with the Corporation's financial statements, including the notes thereto, included elsewhere in this Prospectus.

	Year Ended February 28, 2015 (audited)	**Year Ended February 28, 2014 (audited)**	**Year Ended February 28, 2013 (audited)**
Total revenues	Nil	Nil	Nil
Exploration expenditures	$6,700	$23,470	$20,474
Management fees	$16,500	$37,500	$60,000
General and administrative expenses	$11,422	$3,656	$4,425
Share-based compensation expense	Nil	$49,050	Nil
Rent	$9,000	$9,000	$9,000
Net Loss	<$36,922>	<$99,206>	<$74,242>
Basic and diluted loss per common share	<$0.00>	<$0.01>	<$0.01>
Total assets	$180,089	$185,324	$178,308
Long-term financial liabilities	Nil	Nil	Nil
Cash dividends per share	Nil	Nil	Nil

Dividends

The Corporation has neither declared nor paid any dividends on its Common Shares. The Corporation intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

Management's Discussion and Analysis

This discussion is of the audited financial statements of the Corporation for the financial years ended February 28, 2015, February 28, 2014 and February 28, 2013. The financial statements are included in this Prospectus and should be referred to when reading this discussion. The financial statements summarize the financial impact of the Corporation's financings, investments and operations, which financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS").

Financial Year Ended February 28, 2015

During the financial year ended February 28, 2015, the Corporation reported nil revenue and a net loss of $36,922 ($0.00 per common share). The Corporation incurred $11,422 for general and administrative expenses during the financial year. In addition, the Corporation paid the sum of $9,000 to Matalia Investments Ltd., a private company controlled by Robert Coltura, for office premises and corporate secretarial services provided during the financial year. During the financial year, the Corporation paid the sum of $16,500, as management consulting fees, to Creston Capital Corp., a private company controlled by an unrelated party. The aggregate management fees paid during the financial year ended February 28, 2015 decreased from that paid during the earlier financial year ended February 28, 2014, by reason of the significant reduction in the Corporation's activities and its severely constrained working capital.

Professional fees aggregating $11,308 were incurred in the financial period ended February 28, 2015 of which $4,800 was paid to J.A. Minni & Associates Inc., controlled by Jerry A. Minni, for the provision of accounting services to the Corporation. The balance of such professional fees include accrued legal fees due to the Corporation's counsel and disbursements paid to the Corporation's Agent.

As at February 28, 2015, the Corporation owed an aggregate $25,644 to companies controlled by Robert Coltura and Jerry A. Minni, both directors and officers of the Corporation; such obligations are unsecured, are non-interest bearing and have no fixed terms of repayment. As well, accounts payable aggregating $26,565 were due to Matalia Investments Ltd. ($21,525) and to J.A. Minni & Associates Inc. ($5,040).

During the financial year ended February 28, 2015, the Corporation incurred exploration expenditures aggregating $6,700, which expenditures consisted of a 3-day geological mapping and prospecting program conducted in July, 2014.

All acquisition costs and exploration expenditures incurred by the Company, as at the Company's financial year ended February 29, 2015, pertain to and were incurred in respect of the Lekcin Property.

The Corporation commissioned the Technical Report and intends to carry out the recommended exploration program on the Lekcin Property once the Offering is completed.

During the financial year ended February 28, 2015, the Corporation received $104,500 for 1,900,000 Common Shares subscribed. As at the date of this Prospectus, the only securities issued by the Corporation consisted of 9,702,000 common shares.

Financial Year Ended February 28, 2014

During the financial year ended February 28, 2014, the Corporation reported nil revenue and a net loss of $99,206 ($0.01 per common share). The Corporation incurred $3,656 for general and administrative expenses during the financial year. J.A. Minni & Associates Inc., controlled by Jerry A. Minni, the Chief Financial Officer, Corporate Secretary and a Director of the Corporation, provided management and administrative services to the Corporation for fees aggregating $10,500 during the financial year. In addition, Matalia Investments Ltd., controlled by Robert Coltura, President, Chief Executive Officer and a Director of the Corporation, provided management and administrative services to the Corporation for fees aggregating $10,500 during the financial year. Further, the Corporation paid the sum of $9,000 to Matalia Investments Ltd., a private company controlled by Robert Coltura, for office premises and corporate secretarial services provided during the financial year. During the financial year, the Corporation paid the sum of $16,500, as management consulting fees, to Creston Capital Corp., a private company controlled by an unrelated party. The aggregate management fees paid during the financial year ended February 28, 2014 decreased from that paid during the earlier financial year ended February 28, 2013, by reason of the significant reduction in the Corporation's activities and its severely constrained working capital.

J.A. Minni & Associates Inc., controlled by Jerry A. Minni, provided accounting services to the Corporation during the financial year ended February 28, 2014, at no cost to the Corporation.

During the financial year ended February 28, 2014, the Corporation incurred exploration expenditures aggregating $23,470. Initial expenditures incurred in mid-2013 pertained to the conduct of a structural analysis of lineaments to identify new target areas for future exploration. From such analysis, an area was chosen for soil sampling and samples were analysed with a portable x-ray fluorescence (XRF) analyzer. A follow on 4-day geological mapping program was conducted in the Fall, 2013.

During the financial year ended February 28, 2014, the Corporation issued 900,000 builders' shares which were subsequently repurchased by the Corporation. However, during the financial year, the subject builders' shares were issued at a nominal value, resulting in a share based compensation expense aggregating $49,050.

Financial Year Ended February 28, 2013

During the financial year ended February 28, 2013, the Corporation reported nil revenue and a net loss of $74,242 ($0.01 per common share). The Corporation incurred $4,425 for general and administrative expenses during the financial year. J.A. Minni & Associates Inc., controlled by Jerry A. Minni, the Chief Financial Officer, Corporate Secretary and a Director of the Corporation, provided management and administrative services to the Corporation for fees aggregating $30,000 during the financial year. In addition, Matalia Investments Ltd., controlled by Robert Coltura, President, Chief Executive Officer and a Director of the Corporation, provided management and administrative services to the Corporation for fees aggregating $30,000 during the financial year. Further, the Corporation paid the sum of $9,000 to Matalia Investments Ltd., a private company controlled by Robert Coltura, for office premises and corporate secretarial services provided during the financial year.

J.A. Minni & Associates Inc., controlled by Jerry A. Minni, provided accounting services to the Corporation during the financial year ended February 28, 2013, at a cost of $1,950.

During the financial year ended February 28, 2013, the Corporation incurred exploration expenditures aggregating $20,474. A soil geochemistry test survey was conducted over the Big Nic zone, following the cut-lines from the earlier 2011 field program. Samples were later analyzed with a portable x-ray fluorescence (XRF) analyzer.

During the financial year ended February 28, 2013, the Corporation received $62,700 for 1,140,000 Common Shares subscribed.

General Financial Matters

During the first year after completion of this Offering, the Corporation estimates that the aggregate monthly cost of administration will be approximately $5,750 for a total aggregate annual cost of approximately $69,000. See "Use of Proceeds". The net proceeds from this Offering should be sufficient to fund the Corporation's operations for at least a period of 12 months. There are no other capital expenditures to be incurred by the Corporation during the period.

The Corporation does not yet generate positive cash flow from operations, and is therefore reliant upon the issuance of its own common shares to fund its operations. As of February 28, 2015 its capital resources consisted of a cash balance of $762 and accounts receivable totaling $10,173. The Corporation also had an accounts payable balance of $34,518 and repayable advances totaling $25,644. The Corporation expects that it will be able to meet its current obligations as they come due with its existing cash and other receivable balances. The Corporation has met its exploration commitment of $100,000 related to the Lekcin Property. The Corporation expects that it will have the necessary resources to pay the cash instalment of $20,000 on the Listing Date. In order to meet future exploration commitments and cash payments, the Corporation will require additional capital resources.

As of June 30, 2015, the Corporation had working capital deficit of <$64,550>. The Corporation expects to incur losses for at least the next 24 months and there can be no assurance that the Corporation will ever make a profit. To achieve profitability, the Corporation must advance its property through further exploration in order to bring the property to a stage where the Corporation can attract the participation of a major resource company, which has the expertise and financial capability to place such property into commercial production.

The Corporation has concluded transactions and arrangements with related parties. See "Interest of Management and Others in Material Transactions" for further details.

The Corporation's ability to continue as a going-concern is dependent upon its ability to achieve profitability and fund any additional losses it may incur. The financial statements are prepared on a going concern basis, which implies that the Corporation will realize its assets and discharge its liabilities in the normal course of business. The financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary if the Corporation were unable to achieve and maintain profitable operations.

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The authorized share capital of the Corporation consists of unlimited Common Shares without par value. As of the date of this Prospectus, 9,702,000 Common Shares were issued and outstanding as fully paid and non-assessable Common Shares.

Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Corporation. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the board of directors of the Corporation may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Corporation, the remaining property and assets of the Corporation.

Agent's Warrants

The Corporation has also agreed to grant to the Agent, Agent's Warrants entitling the Agent to purchase up to that amount of Common Shares as is equal to 8% of the number of Shares sold pursuant to this Offering.

Additional Common Shares

The Corporation has also agreed to issue to the Optionors, on the Listing Date, 150,000 Common Shares of the Corporation in respect of the Lekcin Property. See "General Development of the Business" and "Plan of Distribution".

CONSOLIDATED CAPITALIZATION

The following table summarizes the changes in the Corporation's capitalization since incorporation and after giving effect to the Offering:

Description	Authorized Amount	Authorized at the date of this Prospectus	Outstanding as at February 28, 2015 (Audited)	Outstanding at the date of this Prospectus (Unaudited)	Outstanding after giving effect to this Offering (Unaudited)(1)(2)
Common Shares	Unlimited	Unlimited	9,702,000	9,702,000	13,852,000
Long Term Debt	Nil	Nil	Nil	Nil	Nil

(1) As partial consideration for the sale of Shares pursuant to this Prospectus the Corporation has agreed to grant the Agent, non-transferable Agent's Warrants entitling the Agent to purchase up to that amount of Common Shares as is equal to 8% of the number of Shares sold pursuant to this Offering. The Agent's Warrants may be exercised at a price of $0.10 per Common Share for a period of twenty four (24) months from the Listing Date. The Agent will be paid a cash commission equal to 8% of the proceeds from the sale of Shares pursuant to this Offering and a cash corporate finance fee in the amount of $25,000. This Prospectus qualifies the distribution of the Agent's Warrants to the Agent. The Common Shares issuable on exercise of the Agent's Warrants or Over-Allotment Option are not reflected in these figures. As well, the Common Shares to be issued on exercise of the stock options are not reflected in these figures.

(2) Includes 150,000 Common Shares to be issued to the Optionors in respect of the Lekcin Property; this Prospectus qualifies the distribution of such Common Shares.

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

A Stock Option Plan was approved by the Corporation's directors on April 14, 2015. The purpose of the Stock Option Plan is to assist the Corporation in attracting, retaining and motivating directors, officers, employees and consultants (together "service providers") of the Corporation and of its affiliates and to closely align the personal interests of such service providers with the interests of the Corporation and its shareholders.

The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of Common Shares of the Corporation issued and outstanding from time to time.

The Stock Option Plan will be administered by the board of directors of the Corporation, which will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such service providers of the Corporation and its affiliates, if any, as the board of directors may from time to time designate. The exercise prices shall be determined by the board of directors, but shall, in no event, be less than the closing market price of the Corporation's shares on the Exchange, less the maximum discount permitted under the Exchange policies. The Stock Option Plan provides that the number of Common Shares issuable on the exercise of options granted to all persons together with all of the Corporation's other previously granted options may not exceed 10% of the Corporation's issued and outstanding Common Shares. In addition, the number of Common Shares which may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares on a yearly basis. Subject to earlier termination and in the event of dismissal for cause, termination other than for cause or in the event of death, all options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

As of the date of this Prospectus, options to purchase up to 600,000 common shares of the Corporation have been granted to the Corporation's directors and officers, as set forth below, pursuant to incentive option agreements dated for reference April 15, 2015 (the "Stock Option Agreements").

Optionee	Number of Common Shares Optioned	Exercise Price	Expiry Date
Robert Coltura	200,000	$0.10	April 15, 2020
Jerry A. Minni	200,000	$0.10	April 15, 2020
Stephen B. Butrenchuk	200,000	$0.10	April 15, 2020

Agent's Warrants

The Corporation will issue to the Agent, Agent's Warrants for the purchase of up to that number of Common Shares as is equal to 8% of the Shares of the Corporation sold pursuant to the Offering exercisable at a price of $0.10 per Common Share for a period of twenty four (24) months from the Listing Date.

PRIOR SALES

The following table summarizes the sales of securities of the Corporation prior to the date of this Prospectus.

Issue Date	Price Per Common Share	Number of Common Shares Issued	Proceeds to the Corporation
May 31, 2011	$0.0005	2,000(2)	$1.00
June 1, 2011	$0.0005	3,598,000(2)	$1,799.00
July 30, 2011	$0.055	1,982,000(2)	$109,010.00
October 26, 2011	$0.055	1,080,000(1)(2)	$59,400.00
April 3, 2012	$0.055	740,000(1)(2)	$40,700.00
July 11, 2012	$0.055	400,000(2)	$22,000.00
September 19, 2013	$0.0005	900,000(2)(3)	$450.00
February 26, 2015	$0.055	1,900,000	$104,500.00
	TOTAL	**9,702,000**	**$337,410.00**

(1) These shares were issued as flow-through common shares.
(2) On September 25, 2013, the Corporation subdivided its issued share capital on the basis of two (2) new common shares for every one (1) issued common share.
(3) These shares were repurchased by the Corporation on May 8, 2014 and, accordingly, are not included in the total shares issued by the Corporation.

Date of Grant	Number of Incentive Stock Options Granted	Exercise Price	Proceeds to the Corporation
April 15, 2015	600,000	$0.10	$60,000 (1)

(1) In the event all such incentive stock options are exercised by the holders thereof.

ESCROWED SECURITIES

Escrowed Securities

Under the applicable policies and notices of the Canadian Securities Administrators securities held by Principals (as defined below) are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions. Equity securities, including Common Shares, owned or controlled by the Principals of the Corporation are subject to the escrow requirements.

Principals include all persons or companies that, on the completion of the Offering, fall into one of the following categories:

(i) directors and senior officers of the Corporation, as listed in this Prospectus;

(ii) promoters of the Corporation during the two years preceding this Offering;

(iii) those who own and/or control more than 10% of the Corporation's voting securities immediately after completion of this Offering if they also have appointed or have the right to appoint a director or senior officer of the Corporation or of a material operating subsidiary of the Corporation;

(iv) those who own and/or control more than 20% of the Corporation's voting securities immediately after completion of this Offering; and

(v) associates and affiliates of any of the above.

The Principals of the Corporation are all of the directors and senior officers of the Corporation.

Pursuant to an agreement (the "Escrow Agreement") dated as of March 25, 2015, among the Corporation, the Escrow Agent and the Principals of the Corporation, the Principals agreed to deposit in escrow their Common Shares (the "Escrowed Securities") with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that an additional 15% will be released therefrom every 6 month interval thereafter, over a period of 36 months.

The Corporation is an "emerging issuer" as defined in the applicable policies and notices of the Canadian Securities Administrators and if the Corporation achieves "established issuer" status during the term of the Escrow Agreement, it will "graduate" resulting in a catch-up release and an accelerated release of any securities remaining in escrow under the 18 month schedule applicable to established issuers as if the Corporation had originally been classified as an established issuer.

Pursuant to the terms of the Escrow Agreement, the Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within the escrow are:

(i) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Corporation or of a material operating subsidiary, with approval of the Corporation's board of directors;

(ii) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse or children or parents;

(iii) transfers upon bankruptcy to the trustee in bankruptcy;

(iv) pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; and

(v) tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation's escrow classification.

The following table sets forth details of the Escrowed Securities that are subject to the Escrow Agreement as of the date of this Prospectus:

Name	**No. of Escrowed Common Shares[(1)]**	**Offering Percentage (After Giving Effect to the Offering)[(2)(3)]**
Robert Coltura	2,020,000	14.58%
Jerry A. Minni	2,020,000	14.58%
Betty Coltura	150,000	1.08%
Vera Minni	150,000	1.08%
Total:	**4,340,000**	

(1) These shares have been deposited in escrow with Equity Financial Trust Company.
(2) Does not include exercise of Agent's Warrants, Stock Options or Over-Allotment Option.
(3) Includes the 150,000 Common Shares to be issued to the Optionors; in result, the aggregate number of issued and outstanding Common Shares after the Offering would total 13,852,000 Common Shares.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Corporation, as of the date of this Prospectus no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Corporation's Common Shares except for the following:

Prior to the Offering			**After Giving Effect to the Offering**		
Name	Number of Common Shares Beneficially Owned Directly or Indirectly	Percentage of Common Shares Held	Number of Common Shares Beneficially Owned Directly or Indirectly	Percentage of Common Shares Held[(1)(2)]	Percentage of Common Shares Held[(3)]
Robert Coltura	2,020,000	20.82%	2,020,000	14.58%	13.67%
Jerry A. Minni	2,020,000	20.82%	2,020,000	14.58%	13.67%

(1) Does not include exercise of Agent's Warrants, stock options or Over-Allotment Option.
(2) Includes the 150,000 Common Shares to be issued to the Optionors.
(3) On a fully-diluted basis, assuming completion of the Offering, the issuance of the 150,000 common shares to the Optionors, the exercise of all stock options and the Agent's Warrants.

DIRECTORS AND OFFICERS

The following table provides the names, provinces of residence, position, principal occupations and the number of voting securities of the Corporation that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and Province of Residence and Position with the Corporation	Director/ Officer Since	Principal Occupation for the Past Five Years	Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
Robert Coltura(1) British Columbia, Canada *President, Chief Executive Officer, Director*	Director since May 31, 2011 Officer from May 31, 2011 to September 19, 2013 and from May 8, 2014 to present	President of Matalia Investments Ltd., October, 1993 to present; Director of Graphene 3D Labs Inc. since June, 2011 to present; Director of Portola Resources Inc. since June, 2011 to present; President and CEO of Golden Peak Minerals Inc., since April, 2011 to present and Director from March, 2011 to present; Director of GMV Minerals Inc. since April, 2014 to present; President, CEO and Director of Portofino Resources Inc., March, 2012 to present; President, CEO and Director of Montego Resources Inc., July, 2012 to present; Director of Turquoise Capital Corp., March, 2013 to May, 2014; Director of Pacific Potash Corp. since June, 2013 to October, 2013; President and CEO of Trigold Resources Inc. from November, 2010 to February, 2013 and director from November, 2010 to September, 2013; CFO of 88 Capital Corp. from April, 2012 to December, 2012 and director from March, 2011 to December, 2012; President and CEO of Goldstar Minerals Inc. from May, 2010 to June, 2012; President and CEO of Highpointe Exploration Inc. from November, 2009 to December, 2012; President and CEO of Mega Copper Ltd. from April, 2009 to February, 2012; Director of Iron South Mining Corp. from August, 2002 to September, 2013.	2,020,000 (Directly) 20.82%

Name and Province of Residence and Position with the Corporation	Director/ Officer Since	Principal Occupation for the Past Five Years	Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
Jerry A. Minni(1) British Columbia, Canada *Chief Financial Officer, Corporate Secretary and Director*	Director and Officer since May 31, 2011	Chief Executive Officer of Mcorp Investment Group from 1992 to present; a Certified General Accountant since 1988; CFO and Director of Montego Resources Inc., July 20, 2012 to present; Director of Trinity Valley Energy Corp. from April, 2014 to present; CFO and Director of Universal Ventures Inc. from March, 2011 to present; CFO and Director of Portofino Resources Inc., June, 2011 to present; Director of Portola Resources Inc. from April, 2010 to present; CFO of Plate Resources Inc. from March, 2011 to June, 2015; CFO and Director of Golden Peak Minerals Inc. from April, 2011 to June 25, 2015; CFO and Director of Walker River Resources Inc. from December, 2010 to September, 2014; CFO and Director of Graphene 3D Labs Inc. from January, 2011 to August, 2014; CFO and Director of Noka Resources Inc. from December, 2010 to June, 2014; CFO and Director of Trigold Resources Inc. from November, 2010 to July, 2013; CFO and Director of Bravura Ventures Corp. from January, 2011 to March, 2013; Director of Dragonfly Capital Corp. from March, 2010 to January, 2013; Director of Pure Energy Corp. from September, 2010 to January, 2013; CFO and Director of Revolver Resources Inc. from December, 2010 to September, 2012; CFO and Director of Pacific Arc Resources Inc. from January, 2010 to July, 2012; CEO and Director of Rio Grande Mining Corp. from May, 2007 to June, 2012; CFO and Director of Highpointe Exploration Inc. from February, 2010 to March, 2012; CFO and Director of Fairmont Resources Inc. from May, 2007 to September, 2011	2,020,000 (Directly) 20.82%
Stephen B. Butrenchuk(1) Alberta, Canada *Director*	Director since May 30, 2012	Self-employed Consulting Geologist from 1994 to present; Director of Montego Resources Inc., July 20, 2012 to present; Director of Oxford Resources Inc., March, 2010 to July, 2015; Director of Goldstar Minerals Inc. and Anfield Resources Inc., June, 2010 to present; Director of Inexco Mining Corp., June, 2014 to March, 2015.	None

(1) Denotes a member of the Audit Committee of the Corporation.

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

The Corporation has one committee, the audit committee, whose members are Robert Coltura, Jerry A. Minni and Stephen B. Butrenchuk.

The following is a brief description of the background of the key management, directors and promoters of the Corporation.

Robert Coltura, *President, Chief Executive Officer, Director and Promoter*

Mr. Coltura is President, Chief Executive Officer and a Director of the Corporation and provides his services to the Corporation on a part time basis. He has served the Corporation as a Director since May 31, 2011 and as President, Chief Executive Officer from May 31, 2011 to September 19, 2013 and from May 8, 2014 to present. He will devote approximately 20% of his time to the affairs of the Corporation.

Mr. Coltura is a businessman and is President and principal shareholder of Matalia Investments Ltd., a company that provides management consulting and corporate finance services to public and private companies. He has several years experience with reporting issuers.

Mr. Coltura is a consultant to the Corporation and has not entered into a non-competition or non-disclosure agreement with the Corporation and is 50 years of age.

Jerry A. Minni, *Chief Financial Officer, Corporate Secretary, Director and Promoter*

Mr. Minni is the Chief Financial Officer, Corporate Secretary and Director of the Corporation and provides his services to the Corporation on a part time basis. He has served as the Chief Financial Officer, Corporate Secretary and a Director since May 31, 2011. Mr. Minni is responsible for overseeing the financial management of and reporting by the Corporation and will devote approximately 15% of his time to the affairs of the Corporation.

Mr. Minni, a Certified General Accountant, has 29 years expertise in the administration, management and finance of public and private companies. He is currently a director and the Chief Financial Officer of several reporting issuers.

Mr. Minni has not entered into a non-competition or non-disclosure agreement with the Corporation and is 55 years of age.

Stephen B. Butrenchuk, *Director*

Mr. Butrenchuk is a Director of the Corporation and provides his services to the Corporation on a part time basis. He has served as a Director of the Corporation since May 30, 2012 and will devote approximately 5% of his time to the affairs of the Corporation.

Mr. Butrenchuk received his B.Sc and M.Sc in Geology from the University of Manitoba and is a P.Geo. registered in the Province of British Columbia. He was first employed by Cominco Ltd. where he spent 16 years as an exploration geologist, was under contract to the B.C. Geological Survey for four years and most recently was engaged as a Consulting Geologist with several junior mineral exploration companies. Mr. Butrenchuk is currently a director and/or officer of several reporting issuers.

Mr. Butrenchuk has not entered into a non-competition or non-disclosure agreement with the Corporation and is 70 years of age.

Corporate Cease Trade Orders or Bankruptcies

To the best of the Corporation's knowledge, no existing or proposed director, officer, promoter or other member of management of the Corporation is, or within the ten years prior to the date hereof has been, a director, officer, promoter or other member of management of any other Corporation that, while that person was acting in the capacity of a director, officer, promoter or other member of management of that Corporation, was the subject of a cease trade order or similar order or an order that denied the Corporation access to any statutory exemptions for a period of more than 30 consecutive days, was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or appointed to hold the assets of that director, officer or promoter.

Penalties or Sanctions

To the Corporation's knowledge, no existing or proposed director, officer, promoter or other member of management of the Corporation has been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion, formation or management of a publicly traded company, or involving fraud or theft.

Personal Bankruptcies

To the Corporation's knowledge no existing or proposed director, officer, promoter or other member of management of the Corporation has, during the ten years prior to the date hereof, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Conflicts of Interest

The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interests, which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Corporation's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest among the Corporation, its promoters, directors and officers or other members of management of the Corporation or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Corporation and their duties as a director or officer of such other companies.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

National Instrument 52-110 ("NI 52-110"), NI 41-101 and Form 52-110F2 require the Corporation, as a venture issuer, to disclose certain information relating to the Corporation's audit committee (the "Audit Committee") and its relationship with the Corporation's independent auditors.

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule A-1.

Composition of Audit Committee

The members of the Corporation's Audit Committee are:

Robert Coltura	Not Independent	Financially literate(2)
Jerry A. Minni	Not Independent	Financially literate(2)

Stephen B. Butrenchuk	Independent[(1)]	Financially literate[(2)]

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Corporation, which could, in the view of the Corporation's board of directors, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Relevant Education and Experience

Each member of the Corporation's present Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

(a) an understanding of the accounting principles used by the Corporation to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

(b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements or experience actively supervising individuals engaged in such activities; and

(c) an understanding of internal controls and procedures for financial reporting.

Robert Coltura: Mr. Coltura is a businessman and is President and principal shareholder of Matalia Investments Ltd., a company that provides management consulting and corporate finance services to public and private companies. Mr. Coltura is currently a director and officer of several public companies and serves as a member of the audit committee of several reporting issuers and is familiar with the financial reporting requirements applicable to public companies in Canada.

Jerry A. Minni: Mr. Minni is a Certified General Accountant with over 29 years expertise in the administration, management and financing of venture companies. Mr. Minni is currently a director and the Chief Financial Officer of several public companies and serves as a member of the audit committee of several reporting issuers and is familiar with the financial reporting requirements applicable to public companies in Canada.

Stephen B. Butrenchuk: Mr. Butrenchuk has been a self-employed consulting geologist since 1994 and is a director of several public companies and serves as a member of the audit committee of several reporting issuers and is familiar with the financial reporting requirements applicable to public companies in Canada.

See "Directors and Officers" for further details.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Corporation's board of directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Corporation's board of directors to review the performance of the Corporation's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Corporation. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The fees billed by the Corporation's external auditors during the financial years ended February 28, 2015 and February 28, 2014 for audit and non-audit related services provided to the Corporation are as follows:

Period February 28	Audit Fees	Audit Related Fees(1)	Tax Fees(2)	All other Fees(3)
2015	Nil(4)	Nil	Nil	Nil
2014	Nil(4)	Nil	Nil	Nil

(1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
(2) Fees charged for tax compliance, tax advice and tax planning services.
(3) Fees for services other than disclosed in any other column.
(4) As of February 28, 2015, the Corporation's external auditors had not billed the Corporation for any services. Fees for the Corporation's audit are estimated to be $15,000, of which $8,400 has been paid by the Corporation.

Exemption

The Corporation has relied upon the exemption provided by section 6.1 of NI 52-110, which exempts a venture issuer from the requirement to comply with the restrictions on the composition of its Audit Committee and the disclosure requirements of its Audit Committee in an annual information form as prescribed by NI 52-110.

Corporate Governance

General

The Corporation's board of directors believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Corporation. In addition, National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") prescribes certain disclosure by the Corporation of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Corporation's board of directors facilitates its exercise of independent supervision over the Corporation's management through frequent meetings of the board of directors.

The Corporation's board of directors is comprised of three (3) directors, of whom Stephen B. Butrenchuk is independent for the purposes of NI 58-101. Robert Coltura is a member of the Corporation's management and is not independent as he serves as President and Chief Executive Officer of the Corporation. Jerry A. Minni is a member of the Corporation's management and is not independent as he serves as Chief Financial Officer and Corporate Secretary of the Corporation.

Directorships

Certain of the Corporation's directors are also currently directors of other reporting issuers as follows:

NAME	REPORTING ISSUER
Robert Coltura	Golden Peak Minerals Inc. GMV Minerals Inc. Graphene 3D Labs Inc. Montego Resources Inc. Portofino Resources Inc. Portola Resources Inc.
Jerry A. Minni	Montego Resources Inc. Portola Resources Inc. Portofino Resources Inc. Trinity Valley Energy Corp. Universal Ventures Inc.
Stephen B. Butrenchuk	Anfield Resources Inc. Goldstar Minerals Inc. Montego Resources Inc.

Orientation and Continuing Education

New members of the board of directors receive an orientation package which includes reports on operations and results, and public disclosure filings by the Corporation. Meetings of the board of directors are sometimes held at the Corporation's offices and, from time to time, are combined with presentations by the Corporation's management to give the directors additional insight into the Corporation's business. In addition, management of the Corporation makes itself available for discussion with all members of the board of directors.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Corporation, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the directors of the Corporation to ensure it reflects the responsibilities and risks of being a director of a public company.

Other Board Committees

The Board has no committee other than the Audit Committee.

Assessments

Due to the minimal size of the Corporation's board of directors, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, the Corporation does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board.

As of the date of this Prospectus, the Corporation's directors have not established any benchmark or performance goals to be achieved or met by the Named Executive Officers, however, such Named Executive Officers are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Corporation. The satisfactory discharge of such duties is subject to ongoing monitoring by the Corporation's directors.

The Corporation's executive compensation during the most recently completed financial year ended February 28, 2015, was determined and administered by the Corporation's Board of Directors. The Board of Directors was solely responsible for assessing the compensation to be paid to the Corporation's executive officers and evaluating their performance.

It is expected that once the Corporation becomes a reporting issuer, base salary will be the principal component of executive compensation and the base salary for each executive officer will be based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable companies. Individual and corporate performance will also be taken into account in determining base salary levels for such Named Executive Officers.

Payments may be made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Corporation at competitive industry rates for work of a similar nature by reputable arm's length services providers.

Option-Based Awards

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Corporation to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation.

Named Executive Officers' Compensation

During the financial year ended February 28, 2015, the Corporation had two Named Executive Officers (as defined in National Instrument 51-102), namely Robert Coltura, the President and Chief Executive Officer and Jerry A. Minni, the Chief Financial Officer and Corporate Secretary.

The following table sets forth the compensation of the Named Executive Officers, for the period indicated:

Name and Principal Position	Year Ended	Salary ($)	Share-based Awards ($)	Option-based Awards ($)	Non-equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
					Annual Incentive Plans	Long-term Incentive Plans			
Robert Coltura President and Chief Executive Officer	2015	Nil	Nil	Nil	N/A	N/A	N/A	$9,000(3)	$9,000
	2014	Nil	Nil	Nil	N/A	N/A	N/A	$10,500(1) $9,000(3)	$19,500
Jerry A. Minni Chief Financial Officer and Corporate Secretary	2015	Nil	Nil	Nil	N/A	N/A	N/A	$4,800(4)	$4,800
	2014	Nil	Nil	Nil	N/A	N/A	N/A	$10,500(2)	$10,500

(1) Matalia Investments Ltd., controlled by Robert Coltura, provided management and administrative services to the Corporation for a monthly fee.
(2) J.A. Minni & Associates Inc., controlled by Jerry A. Minni, provided management and administrative services to the Corporation for a monthly fee.
(3) Matalia Investments Ltd., controlled by Robert Coltura, provided office premises and corporate secretarial services to the Corporation.
(4) J.A. Minni & Associates Inc., controlled by Jerry A. Minni, provided accounting services to the Corporation.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out the details of all grant of options to the Named Executive Officers during the most recently completed financial year ended February 28, 2015.

Option-Based Awards					Share-Based Awards	
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price ($)	Option Expiry Date	Value of Unexercised In-the-Money Options ($)	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (#)
Robert Coltura President and Chief Executive Officer	Nil	N/A	N/A	Nil	Nil	Nil
Jerry A. Minni Chief Financial Officer and Corporate Secretary	Nil	N/A	N/A	Nil	Nil	Nil

Termination of Employment, Change of Control Benefits and Employment Contracts

The Corporation does not have any employment or consulting contracts. However, the Corporation does pay a monthly fee of $1,500 to Matalia Investments Ltd. (controlled by Robert Coltura) for the provision of management and administrative services to the Corporation and does pay a monthly fee of $750 to Matalia Investments Ltd. for the provision of office premises and corporate secretarial services. Further, the Corporation does pay a monthly fee of $1,500 to J.A. Minni & Associates Inc. (controlled by Jerry A. Minni) for the provision of management and administrative services to the Corporation. The services provided by each of Matalia Investments Ltd. and J.A. Minni & Associates Inc. include, but are not limited to, the provision of all day-to-day services required by a publicly traded entity including liaison with the Corporation's accounting and legal representatives, securities regulatory bodies and investment firms, as well as the preparation and dissemination of corporate and market information to the Corporation's shareholders, the review and negotiation of corporate investment opportunities, and such other services as the Corporation's Board of Directors may request.

Directors' Compensation

The only arrangements the Corporation has pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, are by the issuance of incentive stock options pursuant to the Corporation's Stock Option Plan. The purpose of granting such options is to assist the Corporation in compensating, attracting, retaining, and motivating the directors of the Corporation and to closely align the personal interests of such persons to that of the shareholders.

Director Compensation Table

The following table sets forth the value of all compensation provided to directors, not including those directors who are also Named Executive Officers, for the Corporation's most recently completed financial year:

Name	Fees Earned ($)	Share-based Awards ($)	Option-based Awards ($)	Non-equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total ($)
Stephen B. Butrenchuk	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out the details of all grant of options to the directors during the most recently completed financial year.

Option-Based Awards					Share-Based Awards	
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price ($)	Option Expiry Date	Value of Unexercised in-the-Money Options ($)(1)	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (#)
Robert Coltura	Nil	N/A	N/A	Nil	Nil	Nil
Jerry A. Minni	Nil	N/A	N/A	Nil	Nil	Nil
Stephen B. Butrenchuk	Nil	N/A	N/A	Nil	Nil	Nil

Proposed Compensation to be paid to Executive Officers

During the next 12 months, the Corporation proposes to pay the following compensation to its executive officers:

NAME AND PRINCIPAL POSITION	SALARY ($)	ALL OTHER COMPENSATION ($)	TOTAL COMPENSATION ($)
Robert Coltura President and Chief Executive Officer	Nil	$18,000(1) $9,000(3)	$27,000
Jerry A. Minni Chief Financial Officer and Corporate Secretary	Nil	$18,000(2) $4,000(4)	$22,000

(1) Matalia Investments Ltd., controlled by Robert Coltura, will provide management and administrative services to the Corporation for a monthly fee of $1,500;
(2) J.A. Minni & Associates Inc., controlled by Jerry A. Minni, will provide management and administrative services to the Corporation for a monthly fee of $1,500;
(3) Matalia Investments Ltd., controlled by Robert Coltura, will provide office premises and corporate secretarial services to the Corporation.
(4) J.A. Minni & Associates Inc., controlled by Jerry A. Minni, will provide accounting services to the Corporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than routine indebtedness for travel and other expense advances, no existing or proposed director, executive officer or senior officer of the Corporation or any associate of any of them, was indebted to the Corporation as at February 28, 2015, or is currently indebted to the Corporation.

PLAN OF DISTRIBUTION

Shares

The Offering consists of 4,000,000 Shares in the capital of the Corporation, at a price of $0.10 per Share, to raise minimum gross proceeds of $400,000.

Pursuant to the Agency Agreement, the Corporation engaged the Agent as its exclusive agent for the purposes of the Offering, and the Corporation, through the Agent, hereby offers for sale to the public under this Prospectus, on a commercially reasonable efforts basis, the Shares to be issued and sold under the Offering at the Offering Price, subject to prior sale if, as and when issued. The Offering Price and terms of the Offering were established through negotiation between the Corporation and the Agent, in accordance with the policies of the Exchange. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Shares offered pursuant to the Offering in the provinces of British Columbia and Alberta. This Prospectus qualifies the distribution of the Shares to the Subscribers in those jurisdictions. The Agent reserves the right, at no additional cost to the Corporation, to offer selling group participation in the normal course of the brokerage business to selling groups of other licensed dealers, brokers, and investment dealers who may or may not be offered part of the commission or Agent's Warrants derived from this Offering. The Agent is not obligated to purchase Shares in connection with this Offering. The obligations of the Agent under this Offering may be terminated at any time in the Agent's discretion on the basis of its assessment of the state of the financial markets and may also be terminated upon the occurrence of certain other stated events.

The Corporation has agreed to pay the Agent a cash commission equal to 8% of the aggregate Offering Price of Shares sold under the Offering and a cash corporate finance fee of $25,000. In addition, the Agent is entitled to receive upon successful completion of the Offering, as part of its remuneration, Agent's Warrants entitling the holder thereof to purchase that number of Common Shares equal to 8% of the number of Shares sold pursuant to this Offering. The Agent's Warrants will be exercisable at a price of $0.10 per Common Share for a period of twenty four (24) months from the Listing Date.

The Corporation has granted to the Agent an Over-Allotment Option exercisable, in whole or in part, 48 hours prior to the Closing Date, to purchase up to 15% of the Offering (600,000 Common Shares). The Over-Allotment Option and the Over-Allotment Option Shares are also qualified for distribution under this Prospectus.

Closing of this Offering is subject to a minimum aggregate subscription of 4,000,000 Shares ($400,000) being sold within 90 days of the issuance of the final receipt for this Prospectus or, if a receipt is issued for an amendment to this Prospectus, within 90 days of the issuance of such receipt and, in any event, not later than 180 days from the date of the receipt for the final Prospectus.

The Canadian Securities Exchange has conditionally approved the listing of the Common Shares of the Corporation on the Canadian Securities Exchange. Listing will be subject to the Corporation fulfilling all of the requirements of the Canadian Securities Exchange.

The Agency Agreement provides that, upon the occurrence of certain events or at the discretion of the Agent on the basis of its assessment of the state of financial markets, the Agent may terminate the Offering and the obligations of Subscribers to purchase the Shares will then cease. The Agent may also terminate the Agency Agreement if a final receipt for the Prospectus is not issued within 120 days from the date of the Agency Agreement.

The Corporation has granted the Agent a right of first refusal in respect of future brokered equity financings of the Corporation for a period of 12 months from the Closing Date.

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

Subscriptions will be received for the Shares offered hereby subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time. Upon rejection of a subscription, or in the event that the Offering does not complete within the time required, the subscription price and the subscription will be returned to the Subscriber forthwith without interest or deduction.

Common Shares – Lekcin Property

This Prospectus also qualifies the distribution of the 150,000 Common Shares issuable to the Optionors in respect of the Lekcin Property; such Common Shares will be issued in accordance with the schedule set out under the heading "General Development of the Business".

RISK FACTORS

The securities offered hereunder must be considered highly speculative due to the nature of the Corporation's business. Prospective investors should carefully consider the information presented in this Prospectus before purchasing the Shares offered under this Prospectus, which include the following:

Insufficient Capital

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

Financing Risks

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

Limited Operating History

The Corporation has no history of earnings. There are no known commercial quantities of mineral reserves on the Lekcin Property. The purpose of this Offering is to raise funds to carry out exploration and development on the Lekcin Property with the objective of establishing economic quantities of mineral reserves.

Resale of Shares

The continued operation of the Corporation will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Corporation is unable to generate such revenues or obtain such additional financing, any investment in the Corporation may be lost. In such event, the probability of resale of the shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of Common Shares distributed hereunder will be affected by such volatility.

Before this Offering, there has been no public market for the Corporation’s Common Shares. An active public market for the Common Shares might not develop or be sustained after this Offering. The Offering Price of the Shares has been determined by negotiations between the Corporation and representatives of the Agent and such Offering Price will not necessarily reflect the prevailing market price of the Common Shares following this Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder’s investment may be limited and the share price may decline below the Offering Price to the public.

Negative Operating Cash Flow

The Corporation has negative operating cash flow and has incurred losses since its founding. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on the exploration program on the Lekcin Property and on administrative costs. The Corporation cannot predict when it will reach positive operating cash flow.

Title Risks

Although the Corporation has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Corporation's mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. Surveys have not been carried out on any of the Corporation's mineral properties, therefore, in accordance with the laws of the jurisdiction in which such properties are situated; their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Corporation can give no assurance as to the validity of title of the Corporation to those lands or the size of such mineral lands. Further, the Corporation does not own the Lekcin Property and only has a right to earn an interest therein pursuant to the Property Option Agreement. In the event that the Corporation does not fulfill its obligations contemplated by the Property Option Agreement, it will lose its interest in the Lekcin Property.

First Nations Land Claims

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

Exploration and Development

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

All of the concessions to which the Corporation has a right to acquire an interest in are in the exploration stages only and are without a known body of commercial ore. Development of the subject mineral properties would follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

There is no assurance that the Corporation's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Corporation's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to identify the existence of a deposit and to establish an exploitable reserve of ore. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

There is no assurance that the Exchange will approve the acquisitions of any additional mineral properties by the Corporation, whether by way of option or otherwise.

Uninsurable Risks

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

Environmental Regulations, Permits and Licenses

The Corporation's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Corporation intends to fully comply with all environmental regulations.

The current or future operations of the Corporation, including development activities and commencement of production on its properties, require permits from various, federal, provincial or territorial and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

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

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

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

No Commercial Ore

The Lekcin Property on which a portion of the proceeds of the Offering are to be expended does not contain any amounts of commercial ore.

Competition

The mining industry is intensely competitive in all its phases, and the Corporation competes with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Corporation's ability to acquire suitable properties or prospects in the future.

Management

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

Fluctuating Mineral Prices

Factors beyond the control of the Corporation may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. The effect of these factors cannot be predicted.

Dilution

The Offering Price of the Shares issuable under this Offering significantly exceeds the net tangible book value per Common Share, and accordingly, investors will suffer immediate and substantial dilution of their investment in the amount of 46% or $0.046 per Common Share.

Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Business Corporations Act* (British Columbia).

Some of the directors and officers of the Corporation are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Corporation and their duties to the other companies on whose boards they serve, the directors and officers of the Corporation have agreed to the following:

1. participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;

2. no commissions or other extraordinary consideration will be paid to such directors and officers; and

3. business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Corporation except on the same or better terms than the basis on which they are offered to third party participants.

Dividends

The Corporation does not anticipate paying any dividends on its Common Shares in the foreseeable future.

PROMOTERS

Robert Coltura and Jerry A. Minni are considered to be the promoters of the Corporation in that they took the initiative in organizing the Corporation. Robert Coltura holds, directly, 2,020,000 Common Shares representing 20.82% of the Corporation's currently issued Common Shares while Jerry A. Minni holds, directly, 2,020,000 Common Shares representing 20.82% thereof. See "Principal Shareholders" for further details.

The named promoters of the Corporation have provided and will continue to provide management and administrative services to the Corporation, will render accounting services and will provide office premises and corporate secretarial services to the Corporation for monthly fees, as more particularly outlined under the headings "Management's Discussion and Analysis" and "Interest of Management and Others in Material Transactions", set out in this Prospectus.

LEGAL PROCEEDINGS

The Corporation is not a party to any legal proceedings and is not aware of any such proceedings known to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The Corporation paid the aggregate sum of $9,000 to Matalia Investments Ltd., a private company controlled by Robert Coltura, for office premises and corporate secretarial services provided during the financial year ended February 28, 2015

In addition, the sum of $4,800 was paid to J.A. Minni & Associates Inc. for accounting services rendered to the Corporation for the financial year ended February 28, 2015.

Except as set out above, the directors, senior officers and principal shareholders of the Corporation or any associate or affiliate of the foregoing have had no material interest, direct or indirect, in any transactions in which the Corporation has participated within the three year period prior to the date of this Prospectus, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND AGENT

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

AUDITORS

The auditor of the Corporation is Manning Elliott LLP, Chartered Accountants, of 11th Floor, 1050 West Pender Street, Vancouver, British Columbia, Canada, V6E 3S7.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Corporation is Equity Financial Trust Company, of Suite 2700, 650 West Georgia Street, Vancouver, British Columbia, V6B 4N9.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Corporation within two years prior to the date hereof which are currently in effect and considered to be currently material:

1. Property Option Agreement made between the Corporation, John A. Chapman, KGE Management Ltd., Michael Blady and Christopher Paul dated February 18, 2015, as amended by the First Amending Agreement dated June 3, 2015 and by the Second Amending Agreement dated July 23, 2015, referred to under "General Development of the Business".

2. Stock Option Plan dated April 14, 2015 referred to under "Options to Purchase Securities".

3. Stock Option Agreements dated for reference April 15, 2015 between the Corporation and certain directors and officers of the Corporation referred to under "Options to Purchase Securities".

4. Escrow Agreement among the Corporation, Equity Financial Trust Company and the Principals of the Corporation dated March 25, 2015 referred to under "Escrowed Shares".

5. Agency Agreement between the Corporation and Canaccord Genuity Corp. dated for reference July 29, 2015 referred to under "Plan of Distribution".

A copy of any material contract and the Technical Report may be inspected during distribution of the Shares being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Corporation's offices at Suite 200 - 551 Howe Street, Vancouver, British Columbia, Canada, V6C 2C2. As well, the Technical Report is available for viewing on SEDAR located at the following website: www.sedar.com.

EXPERTS

No person or company whose profession or business gives authority to a report, valuation, statement or opinion and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Corporation or any associate or affiliate of the Corporation.

Certain legal matters related to this Offering will be passed upon on behalf of the Corporation by Salley Bowes Harwardt Law Corp. and by Miller Thomson LLP on behalf of the Agent. Donald G. MacIntyre, Ph.D., P. Eng., author of the Technical Report on the Lekcin Property, is independent from the Corporation within the meaning of NI 43-101 Standards of Disclosure for Mineral Projects.

Manning Elliott LLP, Chartered Accountants is the auditor of the Corporation. Manning Elliott LLP has informed the Corporation that it is independent of the Corporation within the meaning of the rules of professional conduct of the Institute of Chartered Accountants of British Columbia (ICABC).

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia and Alberta provides subscribers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the subscriber, provided that the remedies for rescission or damages are exercised by the subscriber within the time limit prescribed by the securities legislation of the subscriber's province or territory. The subscriber should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

Attached to and forming part of this Prospectus are the audited financial statements of the Corporation for the financial years ended February 28, 2015, February 28, 2014 and February 28, 2013.

APAC RESOURCES INC.
(the "Company")

AUDIT COMMITTEE CHARTER

1. Mandate and Purpose of the Committee

The Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of **APAC Resources Inc.** (the "**Company**") is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

(a) the integrity of the Company's financial statements;

(b) the Company's compliance with legal and regulatory requirements, as they relate to the Company's financial statements;

(c) the qualifications, independence and performance of the Company's auditor;

(d) internal controls and disclosure controls;

(e) the performance of the Company's internal audit function;

(f) consideration and approval of certain related party transactions; and

(g) performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

2. Authority

The Committee has the authority to:

(i) engage and compensate independent counsel and other advisors as it determines necessary or advisable to carry out its duties; and

(ii) communicate directly with the Company's auditor.

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

3. Composition and Expertise

The Committee shall be composed of a minimum of three members, each of whom is a director of the Company. A majority of the Committee's members must be "independent" and "financially literate" as such terms are defined in applicable securities legislation.

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of shareholders or until they are removed by the Board or cease to be directors of the Company.

The Board shall appoint one member of the Committee to act as Chair of the Committee. If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

4. Meetings

Any member of the Committee or the auditor may call a meeting of the Committee. The Committee shall meet at least four times per year and as many additional times as the Committee deems necessary to carry out its duties. The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting. The Company's auditor shall be given notice of every meeting of the Committee and, at the expense of the Company, shall be entitled to attend and be heard thereat. If requested by a member of the Committee, the Company's auditor shall attend every meeting of the Committee held during the term of office of the Company's auditor.

A majority of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Business may also be transacted by the unanimous written consent resolutions of the members of the Committee, which when so approved shall be deemed to be resolutions passed at a duly called and constituted meeting of the Committee.

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Company. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

5. Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any guidelines recommended by regulators or the Toronto Stock Exchange and shall recommend changes to the Board thereon.

6. Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

7. Duties and Responsibilities

(a) Financial Reporting

The Committee is responsible for reviewing and recommending approval to the Board of the Company's annual and interim financial statements, MD&A and related news releases, before they are released.

The Committee is also responsible for:

(i) being satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in the preceding paragraph, and for periodically assessing the adequacy of those procedures;

(ii) engaging the Company's auditor to perform a review of the interim financial statements and receiving from the Company's auditor a formal report on the auditor's review of such interim financial statements;

(iii) discussing with management and the Company's auditor the quality of applicable accounting principles and financial reporting standards, not just the acceptability of thereof;

(iv) discussing with management any significant variances between comparative reporting periods; and

(v) in the course of discussion with management and the Company's auditor, identifying problems or areas of concern and ensuring such matters are satisfactorily resolved.

(b) **Auditor**

The Committee is responsible for recommending to the Board:

(i) the auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and

(ii) the compensation of the Company's auditor.

The Company's auditor reports directly to the Committee. The Committee is directly responsible for overseeing the work of the Company's auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the Company's auditor regarding financial reporting.

(c) **Relationship with the Auditor**

The Committee is responsible for reviewing the proposed audit plan and proposed audit fees. The Committee is also responsible for:

(i) establishing effective communication processes with management and the Company's auditor so that it can objectively monitor the quality and effectiveness of the auditor's relationship with management and the Committee;

(ii) receiving and reviewing regular feedback from the auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditor's final report;

(iii) reviewing, at least annually, a report from the auditor on all relationships and engagements for non-audit services that may be reasonably thought to bear on the independence of the auditor; and

(iv) meeting in camera with the auditor whenever the Committee deems it appropriate.

(d) **Accounting Policies**

The Committee is responsible for:

(i) reviewing the Company's accounting policy note to ensure completeness and acceptability with applicable accounting principles and financial reporting standards as part of the approval of the financial statements;

(ii) discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;

(iii) reviewing with management and the auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;

(iv) discussing with management and the auditor the acceptability, degree of aggressiveness/conservatism and quality of underlying accounting policies and key estimates and judgments; and

(v) discussing with management and the auditor the clarity and completeness of the Company's financial disclosures.

(e) **Risk and Uncertainty**

The Committee is responsible for reviewing, as part of its approval of the financial statements:

(i) uncertainty notes and disclosures; and

(ii) MD&A disclosures.

The Committee, in consultation with management, will identify the principal business risks and decide on the Company's "appetite" for risk. The Committee is responsible for reviewing related risk management policies and recommending such policies for approval by the Board. The Committee is then responsible for communicating and assigning to the applicable Board committee such policies for implementation and ongoing monitoring.

The Committee is responsible for requesting the auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are managed or controlled.

(f) **Controls and Control Deviations**

The Committee is responsible for reviewing:

(i) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and

(ii) major points contained in the auditor's management letter resulting from control evaluation and testing.

The Committee is also responsible for receiving reports from management when significant control deviations occur.

(g) **Compliance with Laws and Regulations**

The Committee is responsible for reviewing regular reports from management and others (e.g. auditors) concerning the Company's compliance with financial related laws and regulations, such as:

(i) tax and financial reporting laws and regulations;

(ii) legal withholdings requirements;

(iii) environmental protection laws; and

(iv) other matters for which directors face liability exposure.

(h) **Related Party Transactions**

All transactions between the Company and a related party (each a "related party transaction"), other than transactions entered into in the ordinary course of business, shall be presented to the Committee for consideration.

The term "related party" includes (i) all directors, officers, employees, consultants and their associates (as that term is defined in the Securities Act (British Columbia)), as well as all entities with common directors, officers, employees and consultants (each "general related parties"), and (ii) all other individuals and entities having beneficial ownership of, or control or direction over, directly or indirectly securities of the Company carrying more than 10% of the voting rights attached to all of the Company's outstanding voting securities (each "10% shareholders").

Related party transactions involving general related parties which are not material to the Company require review and approval by the Committee. Related party transactions that are material to the Company or that involve 10% shareholders require approval by the Board, following review thereof by the Committee and the Committee providing its recommendation thereon to the Board.

8. Non-Audit Services

All non-audit services to be provided to the Company or its subsidiary entities by the Company's auditor must be pre-approved by the Committee.

9. Submission Systems and Treatment of Complaints

The Committee is responsible for establishing procedures for:

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

(b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee is responsible for reviewing complaints and concerns that are brought to the attention of the Chair of the Audit Committee and for ensuring that any such complaints and concerns are appropriately addressed. The Committee shall report quarterly to the Board on the status of any complaints or concerns received by the Committee.

10. Procedure For Reporting Of Fraud Or Control Weaknesses

Each employee is expected to report situations in which he or she suspects fraud or is aware of any internal control weaknesses. An employee should treat suspected fraud seriously, and ensure that the situation is brought to the attention of the Committee. In addition, weaknesses in the internal control procedures of the Company that may result in errors or omissions in financial information, or that create a risk of potential fraud or loss of the Company's assets, should be brought to the attention of both management and the Committee.

To facilitate the reporting of suspected fraud, it is the policy of Company that the employee (the "whistleblower") has anonymous and direct access to the Chair of the Audit Committee. Should a new Chair be appointed prior to the updating of this document, current Chair will ensure that the whistleblower is able to reach the new Chair in a timely manner. In the event that the Chair of the Audit Committee cannot be reached, the whistleblower should contact the Chair of the Board of Directors. Access to the names and place of employment of the Company's Directors can be found in the Company's website.

In addition, it is the policy of the Company that employees concerned about reporting internal control weaknesses directly to management are able to report such weaknesses to the Committee anonymously. In this case, the employee should follow the same procedure detailed above for reporting suspected fraud.

11. Hiring Policies

The Committee is responsible for reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Company.

APAC RESOURCES INC.

FINANCIAL STATEMENTS

AS AT

FEBRUARY 28, 2015 AND 2014

MANNING ELLIOTT
ACCOUNTANTS & BUSINESS ADVISORS

11th floor, 1050 West Pender Street, Vancouver, BC, Canada V6E 3S7

Tel: 604. 714. 3600 Fax: 604. 714. 3669 Web: manningelliott.com

INDEPENDENT AUDITORS' REPORT

To the Directors of
APAC Resources Inc.

We have audited the accompanying financial statements of APAC Resources Inc. which comprise the statements of financial position as at February 28, 2015 and 2014, and the statements of comprehensive loss, changes in equity and cash flows for the years ended February 28, 2015, 2014 and 2013, and the related notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, 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.

Auditors' Responsibility
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of APAC Resources Inc. as at February 28, 2015 and 2014, and its financial performance and cash flows for the years ended February 28, 2015, 2014 and 2013 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of Matter
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of APAC Resources Inc. to continue as a going concern.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
July 29, 2015

APAC RESOURCES INC.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	Note	February 28, 2015	February 28, 2014
		$	$
ASSETS			
CURRENT			
Cash		762	1,121
Amounts receivable		10,173	11,749
Deposits		-	10,000
		10,935	22,870
EXPLORATION AND EVALUATION ASSET	6	169,154	162,454
		180,089	185,324
LIABILITIES			
CURRENT			
Accounts payable and accrued liabilities	8	34,518	132,975
Advances from related parties	8	25,644	-
		60,162	132,975
SHAREHOLDERS' EQUITY			
SHARE CAPITAL	7	337,410	233,360
SUBSCRIPTIONS RECEIVABLE	7	-	(450)
CONTRIBUTED SURPLUS	7	196,200	245,250
DEFICIT		(413,683)	(425,811)
		119,927	52,349
		180,089	185,324

NATURE OF BUSINESS AND CONTINUING OPERATIONS (Note 1)
SUBSEQUENT EVENTS (Note 12)

Approved and authorized for issue on behalf of the Board on July 29, 2015.

/s/ "Robert Coltura" Director */s/ "Jerry A. Minni"* Director

The accompanying notes are an integral part of these financial statements

APAC RESOURCES INC.
STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian dollars)

	Note	**Year ended February 28, 2015**	**Year ended February 28, 2014**	**Year ended February 28, 2013**
		$	$	$
EXPENSES				
Advertising		-	-	817
Management fees	8	16,500	37,500	60,000
Office and miscellaneous		114	97	210
Professional fees	8	11,308	3,559	4,215
Rent	8	9,000	9,000	9,000
Share-based compensation	7	-	49,050	-
NET LOSS AND COMPREHENSIVE LOSS		(36,922)	(99,206)	(74,242)
LOSS PER SHARE – Basic and diluted		(0.00)	(0.01)	(0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		7,985,288	8,203,918	7,590,438

The accompanying notes are an integral part of these financial statements

APAC RESOURCES INC.
STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

	Common Shares					
	Number of Shares	Amount	Subscriptions Receivable	Contributed Surplus	Deficit	Total
		$	$	$	$	$
Balance, February 28, 2012	6,662,000	170,210	-	196,200	(252,363)	114,047
Shares issued for cash	1,140,000	62,700	-	-	-	62,700
Net loss and comprehensive loss for the year	-	-	-	-	(74,242)	(74,242)
Balance, February 28, 2013	7,802,000	232,910	-	196,200	(326,605)	102,505
Shares issued	900,000	450	(450)	-	-	-
Share-based compensation	-	-	-	49,050	-	49,050
Net loss and comprehensive loss for the year	-	-	-	-	(99,206)	(99,206)
Balance, February 28, 2014	8,702,000	233,360	(450)	245,250	(425,811)	52,349
Shares issued for cash	1,900,000	104,500	-	-	-	104,500
Repurchase and cancellation of shares	(900,000)	(450)	450	(49,050)	49,050	-
Net loss and comprehensive loss for the year	-	-	-	-	(36,922)	(36,922)
Balance, February 28, 2015	9,702,000	337,410	-	196,200	(413,683)	119,927

The accompanying notes are an integral part of these financial statements

APAC RESOURCES INC.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)

	Year ended February 28, 2015	Year ended February 28, 2014	Year ended February 28, 2013
	$	$	$
CASH PROVIDED BY (USED IN):			
OPERATING ACTIVITIES			
Net loss for the year	(36,922)	(99,206)	(74,242)
Item not involving cash:			
Share-based compensation	-	49,050	-
	(36,922)	(50,156)	(74,242)
Changes in non-cash working capital balances:			
Amounts receivable	1,576	(4,073)	(421)
Accounts payable and accrued liabilities	(74,987)	36,702	60,522
Deposits	3,530	-	(10,000)
Cash used in operating activities	(106,803)	(17,527)	(24,141)
INVESTING ACTIVITIES			
Exploration and evaluation asset	(30,170)	(-)	(20,474)
Cash used in investing activities	(30,170)	(-)	(20,474)
FINANCING ACTIVITIES			
Advances from related parties	25,644	-	-
Refund of deposit	6,470		
Shares issued for cash	104,500	-	62,700
Cash provided by financing activities	136,614	-	62,700
CHANGE IN CASH	(359)	(17,527)	18,085
CASH, BEGINNING OF YEAR	1,121	18,648	563
CASH, END OF YEAR	762	1,121	18,648
SUPPLEMENTAL CASH DISCLOSURES			
Interest paid	-	-	-
Income taxes paid	-	-	-

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS

APAC Resources Inc. (“the Company”) was incorporated on May 31, 2011 under the laws of British Columbia. The address of the Company’s corporate office and its principal place of business is 200-551 Howe Street, Vancouver, British Columbia, Canada.

The Company’s principal business activities include the acquisition and exploration of mineral property assets. As at February 28, 2015, the Company had not yet determined whether the Company’s mineral property asset contains ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

The Company had a deficit of $413,683 as at February 28, 2015, which has been funded by the issuance of equity. The Company’s ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These financial statements do not give affect to any adjustments which would be necessary should the company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”).

These financial statements were authorized for issue in accordance with a resolution from the Board of Directors on July 29, 2015.

b) Basis of presentation

The financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

On September 25, 2013, the Company completed a two-for-one common share split and all share amounts presented have been retroactively restated.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

c) Cash and cash equivalents

Cash in the statements of financial position is comprised of cash in banks and on hand, and short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Exploration and evaluation assets

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units-of-production method over estimated recoverable reserves.

Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written-down to the estimated recoverable amount.

The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values.

When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

d) Share-based compensation

Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve.

Share-based compensation expense relating to deferred share units is accrued over the vesting period of the units based on the quoted market price. As these awards can be settled in cash, the expense and liability are adjusted each reporting period for changes in the underlying share price.

e) Flow-through shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. As expenditures are incurred, the liability associated with the renounced tax deductions is recognized through profit and loss with a pro-rata portion of the deferred premium.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Flow-through shares (continued)

To the extent that the Company has deferred tax assets in the form of tax loss carry-forwards and other unused tax credits as at the reporting date, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

f) Foreign currency

Transactions and balances in currencies other than the Canadian dollar, the currency of the primary economic environment in which the Company operates ("the functional currency"), are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at exchange prevailing on the statement of financial position date are recognized in the statement of comprehensive loss.

g) Decommissioning, restoration and similar liabilities

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the units-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

h) Loss per share

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

i) Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting period end date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income taxes are recorded using the liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting period end date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

j) Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss (“FVTPL”).

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through earnings. The Company’s cash is classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. At February 28, 2015, the Company has not classified any financial assets as loans and receivables.

Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that are considered other than temporary which are recognized in earnings. At February 28, 2015, the Company has not classified any financial assets as available for sale.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

k) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized costs using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company’s accounts payable and advances from related parties are classified as other financial liabilities.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

k) Financial liabilities (continued)

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings. At February 28, 2015, the Company has not classified any financial liabilities as FVTPL.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND 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 reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

Significant accounting estimates

i. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable;

ii. the estimated value of the acquisition costs which are recorded in the statement of financial position;

iii. the measurement of deferred income tax assets and liabilities; and

iv. the inputs used in accounting for share-based payments in profit or loss.

Significant accounting judgments

i. the determination of categories of financial assets and financial liabilities; and

ii. the evaluation of the Company’s ability to continue as a going concern.

4. ADOPTION OF NEW OR AMENDED ACCOUNTING STANDARDS

The mandatory adoption of the following new and revised accounting standards and interpretations on March 1, 2014 had no significant impact on the Company's financial statements for the years presented:

IAS 32 - *Financial Instruments: Presentation*
In December 2011, the IASB issued an amendment to clarify the meaning of the offsetting criterion and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement.

IAS 36 – *Impairment of Assets*
In May 2013, the IASB, as a consequential amendment to IFRS 13 *Fair Value Measurement*, modified some of the disclosure requirements in IAS 36 regarding measurement of the recoverable amount of impaired assets. The amendments resulted from the IASB's decision in December 2010 to require additional disclosures about the measurement of impaired assets (or a group of assets) with a recoverable amount based on fair value less costs of disposal.

IFRIC 21 – *Levies*
IFRIC 21 provides guidance on when to recognize a liability for a levy imposed by a government, both for levies that are accounted for in accordance with IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* and those where the timing and amount of the levy is certain.

5. NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Standards issued, but not yet effective, up to the date of issuance of the Company's financial statements are listed below. This listing of standards and interpretations issued are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective.

New accounting standards effective for annual periods on or after March 1, 2015:

IAS 1 – *Presentation of Financial Statements*

In December 2014, the IASB issued an amendment to address perceived impediments to preparers exercising their judgment in presenting their financial reports. The changes clarify that materiality considerations apply to all parts of the financial statements and the aggregation and disaggregation of line items within the financial statements.

IAS 16 – *Property, Plant and Equipment* and IAS 36 – *Intangible Assets*

In May 2014, the IASB issued amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets. The amendments clarify that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments also clarifies that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

(Expressed in Canadian dollars)

5. NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

New accounting standards effective for annual periods on or after March 1, 2018:

IFRS 9 - *Financial Instruments*

In November 2009, as part of the IASB project to replace IAS 39 Financial Instruments: Recognition and Measurement, the IASB issued the first phase of IFRS 9 Financial Instruments, that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities. In November 2013 the standard was revised to add the new general hedge accounting requirements. The standard was finalized in July 2014 and was revised to add a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income (FVOTCI) category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics test.

The extent of the impact of adoption of these standards and interpretations on the financial statements of the Company has not been determined.

6. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	**Exploration Costs**	**Total**
	$	$	$
Balance, February 28, 2013	11,897	127,087	138,984
Other exploration costs	-	23,470	23,470
Balance, February 28, 2014	11,897	150,557	162,454
Other exploration costs	-	6,700	6,700
Balance, February 28, 2015	11,897	157,257	169,154

Lekcin Mineral Property

Pursuant to an amended and restated option agreement, as amended by the provisions of the Second Amending Agreement dated July 23, 2015 (collectively, the “Option Agreement”), the Company was granted an option to acquire a 100% undivided interest in the Lekcin Mineral Property (the “Property”) in the New Westminster Mining Division of British Columbia.

(Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION ASSET (continued)

In accordance with the Option Agreement, the Company has the option to acquire a 100% undivided interest in the Property by issuing a total of 700,000 common shares of the Company to the optionors, making cash payments totaling $155,000, and incurring a total of $2,000,000 in exploration expenditures as follows:

	Common Shares	Cash	Exploration Expenditures
	#	$	$
Upon signing of the Option Agreement (paid)	-	10,000	-
Upon listing of the Company's common shares on a Canadian Stock Exchange (the "Listing") [1]	150,000	20,000	100,000
On or before the first anniversary of the Listing	-	15,000	30,000
On or before the second anniversary of the Listing	70,000	15,000	170,000
On or before the third anniversary of the Listing	120,000	40,000	700,000
On or before the fourth anniversary of the Listing	360,000	55,000	1,000,000
Total	700,000	155,000	2,000,000

(1) The Listing date shall be no later than November 15, 2015.

The Property is comprised of 23 mineral claims in a 2.5 kilometre area.

The Company will also be required to issue an additional 600,000 common shares to the optionors upon completion of a positive feasibility study on the Property, and an additional 1,000,000 common shares upon the commencement of commercial production.

The optionors will retain a 3% Net Smelter Returns royalty on the Property. The Company has the right to purchase 1.5% of the royalty for $3 million at any time prior to the commencement of commercial production.

7. SHARE CAPITAL

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Escrow Shares:

As at February 28, 2015, there are no issued and outstanding common shares of the Company held in escrow.

c) Issued and Outstanding as at February 28, 2015: 9,702,000 common shares.

(i) During the year ended February 28, 2015, the Company issued 1,900,000 common shares of the Company at a price of $0.055 per share for gross proceeds of $104,500.

(ii) During the year ended February 28, 2014, the Company issued 900,000 common shares of the Company at a price of $0.0005 each for a total of $450. The share proceeds were recorded as subscriptions receivable as at February 28, 2014.

(Expressed in Canadian dollars)

7. SHARE CAPITAL (continued)

c) Issued and Outstanding as at February 28, 2015: 9,702,000 common shares. (continued)

(ii) The fair value of the 900,000 common shares issued was estimated to be $49,500. Accordingly, the Company recorded share-based compensation expense of $49,050, and a corresponding increase to contributed surplus.

During the year ended February 28, 2015, the Company repurchased and cancelled the 900,000 common shares. The Company repurchased the common shares and recorded a corresponding reduction in equity and contributed surplus of $450 and $49,050 respectively.

8. RELATED PARTY BALANCES AND TRANSACTIONS

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

The following amounts are due to related parties as at February 28, 2015 and 2014:

	2015	**2014**
	$	$
Accounts payable and accrued liabilities	26,565	84,791
Advances from related parties	25,644	-
Total	52,209	84,791

The amounts are due to companies controlled by directors of the Company. The amounts are non-interest bearing, unsecured and are due upon demand.

The Company had the following related party transactions during the years ended February 28, 2015, 2014 and 2013:

	2015	**2014**	**2013**
	$	$	$
Professional fees	4,800	-	1,950
Rent	9,000	9,000	9,000
Total	13,800	9,000	10,950

Professional fees and rent are paid to companies controlled by directors of the Company.

Key management personnel receive compensation in the form of short-term employee benefits. Key management personnel include the directors of the Company. The remuneration of key management during the years ended February 28, 2015, 2014 and 2013 is as follows:

	2015	**2014**	**2013**
	$	$	$
Management fees	-	21,000	60,000

Management services were provided by companies owned by two directors of the Company.

(Expressed in Canadian dollars)

9. INCOME TAXES

The Company has losses carried forward of $217,000 available to reduce income taxes in future years which expire between 2032 and 2035.

The Company has not recognized any deferred income tax assets. The Company recognizes deferred income tax assets based on the extent to which it is probable that sufficient taxable income will be realized during the carry forward periods to utilize all deferred tax assets.

The following table reconciles the amount of income tax recoverable on application of the statutory Canadian federal and provincial income tax rates for the years ended February 28, 2015, 2014 and 2013:

		2015		**2014**		**2013**
Canadian statutory income tax rate		26%		26%		25%
Income tax recovery at statutory rate	$	10,000	$	26,000	$	19,000
Effect of income taxes of:						
Permanent difference and others		-		(13,000)		-
Change in deferred tax assets not recognized		(10,000)		(13,000)		(19,000)
Deferred income tax recovery	$	-	$	-	$	-

The temporary differences that give rise to significant portions of the deferred tax assets not recognized as at February 28, 2015 and 2014 are presented below:

	2015	**2014**
	$	$
Non-capital loss carry forwards	57,000	50,000
Deferred tax assets not recognized	(57,000)	(50,000)
	-	-

10. MANAGEMENT OF CAPITAL

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 sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

11. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at February 28, 2015 are as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	$	$	$	$
Cash	762	-	-	762

11. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at February 28, 2015 because of the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash, accounts payable and advances from related parties. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is 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.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

12. SUBSEQUENT EVENTS

i. On March 25, 2015, the Company entered into an escrow agreement with Equity Financial Trust Company pursuant to which 4,340,000 common shares of the Company will be held in escrow in accordance with the requirements of National Instrument 46-201 - *Escrow for Initial Public Offerings.* 10% of the escrow shares will be released on the date the Company's common shares commence trading on the Canadian Securities Exchange (the "Listing Date") and 15% will be released on each of the 6, 12, 18, 24, 30 and 36 month anniversary dates thereafter.

ii. On April 14, 2015 the Company approved a stock option plan which provides for the issuance of stock options to its officers, directors, employees and consultants. Stock options are non-transferable and the aggregate number of shares that may be reserved for issuance pursuant to the stock options may not exceed 10% of the issued shares of the Company at the time of granting. The exercise price and vesting terms of stock options is determined by the Board of Directors of the Company at the time of grant.

iii. On April 15, 2015 the Company granted a total of 600,000 stock options to directors of the Company with an exercise price of $0.10 and an expiry date of April 15, 2020.

iv. On July 29, 2015, the Company entered into an agency agreement with Canaccord Genuity Corp. (the "Agent") whereby the Agent has agreed to raise on commercially reasonable efforts up to $400,000 in the initial public offering ("IPO") by the issuance of up to 4,000,000 common shares of the Company at a price of $0.10 per common share.

Pursuant to the terms of the agency agreement, the Company has agreed to pay to the Agent a commission of 8% of the gross proceeds of the IPO, payable in cash, and a corporate finance fee of $25,000 payable in cash, plus the Agent's legal fees incurred pursuant to the IPO, and any other reasonable expenses of the Agent. The Company has also agreed to grant to the Agent such number of agent's warrants (the "Agent's Warrants") which will entitle the Agent to purchase up to 8% of the common shares sold under the IPO, being up to 320,000 common shares of the Company (the "Agent's Warrant Shares"), at a purchase price of $0.10 per Agent's Warrant Share until 24 months from the Listing Date.

The Company has also granted the Agent an over-allotment option for up to 15% of the common shares being offered under the IPO on the same terms as the IPO. The Company has agreed to pay to the Agent a commission of 8% of the gross proceeds realized from the sale and issuance of additional common shares pursuant to the exercise of the over-allotment option, payable in cash. The Company has also agreed to grant to the Agent such number of agent's warrants (the "Agent's Over-Allotment Option Warrants") which will entitle the Agent to purchase up to 8% of the number of additional common shares sold and issued under the over-allotment option. The Agent's Over-Allotment Option Warrants will have the same terms and conditions as the Agent's Warrants.

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CERTIFICATE OF APAC RESOURCES INC.

Dated: July 29, 2015

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by securities legislation of British Columbia and Alberta.

s/ "Robert Coltura"
Robert Coltura
President and Chief Executive Officer

s/ "Jerry A. Minni"
Jerry A. Minni
Chief Financial Officer and Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

s/ "Stephen B. Butrenchuk"
Stephen B. Butrenchuk
Director

s/ "Jerry A. Minni"
Jerry A. Minni
Director

CERTIFICATE OF PROMOTERS

Dated: July 29, 2015

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by securities legislation of British Columbia and Alberta.

s/ "Robert Coltura"
Robert Coltura

s/ "Jerry A. Minni"
Jerry A. Minni

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CERTIFICATE OF THE AGENT

Dated: July 29, 2015

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by securities legislation of British Columbia and Alberta.

CANACCORD GENUITY CORP.

s/ "Frank G. Sullivan"
Frank G. Sullivan,
Vice-President, Sponsorship, Investment Banking

SCHEDULE "A" - Additional Information

14. **Capitalization**

14.1 Issued Capital

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**%of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	14,132,000[(1)]	15,074,400[(1)(2)]	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	4,340,000	4,940,000	31%	33%
Total Public Float (A-B)	9,792,000	10,134,400	69%	67%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	4,340,000[(3)]	4,340,000[(3)]	31%	29%
Total Tradeable Float (A-C)	9,792,000	10,734,400	69%	71%

(1) After giving effect to the Offering, the Over-Allotment Option Shares (280,000) and the issuance of 150,000 common shares to be issued to Optionors in respect of the Lekcin Property.
(2) Includes shares issuable pursuant to the Stock Options (600,000) and the Agent's Warrants (342,400).
(3) Subject to Form 46-201F1 Escrow Agreement dated as of March 25, 2015.

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	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	26	5,512,000
	26	**5,512,000**

Public Securityholders (Beneficial)

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

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	34	34,000
2,000 – 2,999 securities	10	20,000
3,000 – 3,999 securities	2	6,000
4,000 – 4,999 securities	0	0
5,000 or more securities	83	4,220,000
Unable to confirm	0	0

Non-Public Securityholders (Registered)

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

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	4	4,340,000
Total:	**4**	**4,340,000**

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

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Stock Options: Grant Date: April 15, 2015 Expiry Date: April 15, 2020 Exercise Price: $0.10	600,000	600,000
Agent's Warrants: Issued on closing of the Offering and convertible at the election of the holder for a period of twenty four (24) months from the listing of the Issuer's common shares on the Exchange at a price of $0.10 per share.	342,400	342,400
Total convertible securities	**942,400**	**942,400**

14.3 Provide details of any listed securities reserved for issuance that are not included in section 14.2.

None

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, APAC Resources 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 APAC Resources Inc. 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 24th day of September, 2015.

Robert Coltura
President, Chief Executive Officer and Promoter

Jerry A. Minni
Chief Financial Officer, Secretary and Promoter

Stephen B. Butrenchuk
Director

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