

**FORM 2A – LISTING STATEMENT**  
(the “Listing Statement”)

**Dated as at December 7, 2015**

**OCEANSIDE CAPITAL CORP.**  
(“Oceanside” or the “Company”)

Suite 800-1199 West Hastings Street  
Vancouver, BC, Canada V6E 2T5  
Tel: (604) 306-0068  
Fax: (604) 687-3141  
Email: [david@eyecarrot.com](mailto:david@eyecarrot.com)

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## **ITEM 1: GENERAL**

### **1.1 Effective Date of Information**

All information in this Listing Statement is as of December 7, 2015 unless otherwise indicated.

### **1.2 Forward Looking Statements**

#### ***Cautionary Statement Regarding Forward-Looking Statements***

This Listing Statement contains “forward-looking statements” concerning anticipated developments and events that may occur in the future. All statements, other than statements of historical fact, are forward looking statements. Forward-looking statements include, but are not limited to, statements with respect to:

- the future price of copper and gold;
- the estimation of mineral resources;
- the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits;
- the estimates of expected or anticipated economic returns from a mining project, as reflected in feasibility studies or other reports prepared in relation to development of projects;
- future sales of the metals, concentrates or other products produced by the Company;
- success of exploration activities;
- permitting time lines;
- currency fluctuations;
- requirements for additional capital;
- government regulation of mining operations;
- environmental risks;
- unanticipated reclamation expenses;
- title disputes or claims;
- limitations on insurance coverage; and
- the Company’s plans and expectations for its properties.

In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others:

- inherent uncertainties and risks associated with mineral exploration;
- uncertainties related to the availability of future financing necessary to undertake activities on Oceanside’s properties;
- risks associated with Oceanside having no history of earnings or production revenue;
- uncertainties relating to fluctuations in mineral prices;
- the risk that Oceanside’s title to its properties could be challenged;
- risks related to Oceanside’s ability to attract and retain qualified personnel;
- uncertainties related to general economic and financial conditions;
- uncertainties related to the competitiveness of the industry;
- risks associated with Oceanside being subject to government regulation, including changes in regulation;
- risks associated with Oceanside being subject to environmental laws and regulations, including any change in regulation;
- uninsured risks and hazards;
- risks associated with potential conflicts of interest;
- uncertainties related to Oceanside’s limited operating history;
- risks related to Oceanside’s lack of a dividend history; and
- uncertainties related to fluctuations in Oceanside’s share price;

as well as those factors discussed below at “Risk Factors” in this Listing Statement and in the documents incorporated by reference herein.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be

no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date of this Listing Statement and, other than as required by applicable securities laws, the Company assumes no obligation to update or revise them to reflect new events or circumstances.

### **1.3 Currency**

Unless otherwise indicated, all references to “\$”, “CDN\$” or “dollars” in this Listing Statement refer to Canadian dollars. The Company’s accounts are maintained in Canadian dollars.

### **1.4 Accounting Principles**

All financial information in this Listing Statement is prepared in accordance with International Financial Reporting Standards.

## **ITEM 2: CORPORATE STRUCTURE**

### **2.1 Names, Address and Incorporation**

Oceanside was incorporated under the *Business Corporations Act* (British Columbia) on March 23, 2015 as ‘1031216 B.C. Ltd.’ On May 1, 2015, the Company completed a plan of arrangement with Eyecarrot Innovations Corp. (formerly Nanton Nickel Corp.) (“Eyecarrot”) pursuant to which the Company acquired from Eyecarrot, the mineral property known as the Murray Ridge property (and the obligations relating to a royalty thereon) and \$300,000 in consideration of the issuance of one common share of the Company for each common share of Eyecarrot then outstanding, being 24,178,800 common shares. On June 15, 2015, the Company changed its name to ‘Oceanside Capital Corp.’ On September 9, 2015, the Company consolidated its share capital on a three old for one new basis.

The head office, principal address of the Company is located at Suite 800-1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5 and the registered and records office of the Company is located at Suite 2080-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

The Company is a reporting issuer in British Columbia and Alberta.

### **2.2 Intercorporate Relationships**

The Company has no subsidiaries.

The Company is not requalifying following a fundamental change, nor is any fundamental change proposed. The Company is not proposing any acquisition, merger, re-organization or arrangements at this time.

## **ITEM 3: GENERAL DEVELOPMENT OF THE BUSINESS**

### **3.1 Three Year History**

Oceanside is a junior mineral exploration stage company engaged in the acquisition, exploration and development of mineral resource properties in Canada. Oceanside holds a 100% interest in the Murray Ridge Property (the “**Property**”), located in British Columbia.

The following is a summary of key developments in the Company's business, including significant acquisitions that have occurred since the Company's incorporation and in relation to the Property, during the last three years.

### ***Plan of Arrangement***

On May 1, 2015, the Company completed a plan of arrangement (the "Arrangement") with Eyecarrot pursuant to which the Company acquired from Eyecarrot, the Property (and the obligations relating to a royalty thereon) and \$300,000 in cash in consideration of the issuance of one common share of the Company for each common share of Eyecarrot then outstanding, being 24,178,800 common shares.

### ***Mineral Properties***

Oceanside has a 100% interest in the mineral claims known as the Property, situated in the Omineca Mining Division of British Columbia.

On September 8, 2011, Eyecarrot entered into an agreement with an arm's length third party private company to acquire the claims representing the Property in consideration of the aggregate cash payment of \$10,000, the issuance of 100,000 common shares of Eyecarrot and the grant to the vendor of a 1% net smelter returns royalty. The Company has assumed Eyecarrot's obligations in relation to the royalty pursuant to a novation agreement dated May 1, 2015. Eyecarrot also agreed to repay the vendor's acquisition costs in respect of the Property in cash. In 2011, Eyecarrot completed an airborne regional geophysical survey on the Property, as well as follow-up reconnaissance geological mapping, prospecting and geochemical sampling.

### ***Operating Revenue***

The Company has not generated operating revenue since inception other than interest income from time to time. Management anticipates that the Company will continue to experience net losses as a result of ongoing exploration and general corporate and administrative costs and expenses until such time as revenue generating activities are commenced. The Company's future financial performance is dependent on many external factors. Circumstances and events that could materially affect Oceanside's future financial performance are set out in "*Risk Factors*" below.

### ***Trends***

The Company is not currently aware of any trends, events or uncertainty that reasonably can be expected to have material adverse effect on the Company's business, financial condition or results of operations, other than as described elsewhere in this Listing Statement.

## **3.2 Significant Acquisitions and Dispositions**

No significant acquisitions or significant dispositions have been completed by Oceanside during the last three financial years or are contemplated, other than the Arrangement as described above.

## **ITEM 4: NARRATIVE DESCRIPTION OF THE BUSINESS**

Oceanside is a junior mineral exploration company engaged in the business of acquisition, exploration and evaluation of natural resource properties in Canada. At present, Oceanside is an exploration stage company with no current operating income cash flow or revenues. There is no assurance that a

commercially viable mineral deposit exists on any of Oceanside's mineral properties. None of its current properties have any known or identified mineral reserves or mineral resources.

### ***Stated Business Objectives***

Oceanside is a junior mineral exploration company engaged in the business of acquisition, exploration and evaluation of natural resource properties in Canada. Oceanside is currently focused on the Property, and seeking potential acquisitions of complementary business or assets.

The Company's short term objectives for the next 12 months are to become listed on the Canadian Securities Exchange and to complete exploration activities on the Property as recommended in the technical report completed for the Property dated January 28, 2015 as described below.

### ***Principal Purpose for Funds***

The Company currently has working capital of \$293,000, which will be applied as follows:

<b>Use of Available Funds</b>	<b>Amount</b>
To complete listing on Canadian Securities Exchange	\$20,000
To pay estimated general and administrative expenses for the next 12 months	\$100,000
To complete exploration activities on the Property (Phase 1 Program as recommended in technical report)	\$100,000
Unallocated	\$73,000
<b>Total</b>	<b>\$293,000</b>

There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives.

### ***Operations***

Oceanside will be an exploration stage company with no producing properties and consequently has no current operating income cash flow or revenues. There is no assurance that a commercially viable mineral deposit exists on any of Oceanside's properties. The Property is currently in the exploration stage. Oceanside's objectives will include the further exploration of the Property.

### ***Principal Products***

Oceanside's principal product under exploration is copper. Copper is a ductile metal with very high thermal and electrical conductivity. It is used as a conductor of heat and electricity, a building material and a constituent of various metal alloys. The major applications of copper are in electrical wires, roofing and plumbing and industrial machinery. Copper is mostly used as a pure metal, but when a higher hardness is required it is combined with other elements to make alloys, such as brass and bronze. A small part of copper supply is used in production of compounds for nutritional supplements and fungicides in agriculture. Chile produces most of the world's copper, with a large portion of the remaining production coming from the United States, Peru and China.



Oceanside is currently in the exploration stage and does not produce, develop or sell mineral products at this time.

### ***Specialized Skills and Knowledge***

Various aspects of Oceanside's business require specialized skills and knowledge. Such skills and knowledge include the areas of geology, drilling, permitting, metallurgy, logistical planning, First Nations consultation and accommodation and implementation of exploration programs, as well as legal compliance, finance and accounting. Oceanside has relied on, and may continue to rely upon, consultants and others for exploration and development expertise. Recent activity in the resource mining industry has made it more difficult to locate competent employees and consultants in such fields, and may affect Oceanside's ability to grow at the pace it desires. See "*Risk Factors*".

### ***Market and Marketing***

Oceanside's principal product under exploration is copper, but Oceanside does not produce, develop or sell any products at this time, nor do any of its properties have any known or identified mineral resources or mineral reserves.

There is a worldwide market into which Oceanside could sell, if and when it reaches production, any copper produced, and, as a result, Oceanside would not expect to be dependent on a particular purchaser with regard to the sale of any metals that it produces. As Oceanside is not yet producing, it is not conducting any marketing activities and does not require a marketing plan or strategy.

### ***Competitive Conditions***

As a mineral exploration company, Oceanside may compete with other entities in the mineral exploration business in various aspects of the business including: (a) seeking out and acquiring mineral exploration properties; (b) obtaining the physical and human capital resources necessary to identify and evaluate mineral properties and to conduct exploration and development activities on such properties; and (c) raising sufficient capital to fund its operations. Additionally, competition for exploration resources at all levels is currently very significant, particularly affecting the availability of manpower, drill rigs and helicopters.

The mining industry is very competitive in all its phases, and Oceanside may compete with other companies that have greater financial resources and technical facilities. Competition could adversely affect Oceanside's ability to acquire suitable properties or prospects in the future or to raise the capital necessary to continue with operations.

### ***Components***

All of the raw materials Oceanside requires to carry on its business are available through normal procurement and/or business contracting channels.

### ***Intangible Property***

Oceanside does not expect to rely on the use of any intangible property, including brand names, copyrights, franchises, licenses, patents, software and trademarks.

### *Cycles*

Oceanside's mineral exploration activities may be subject to seasonality due to adverse weather conditions including, without limitation, inclement weather, snow covering the ground, frozen ground and restricted access due to snow, ice or other weather related factors.

In addition, the mining business is subject to global economic cycles which affect the marketability of products derived from mining.

### *Economic Dependence*

Oceanside's business is not substantially dependent on any contract such as a property option agreement or a contract to sell the major part of its products or services or to purchase the major part of its requirements for goods, services or raw materials, or on any franchise or license or other agreement to use a patent, formula, trade secret, process or trade name upon which its business depends.

### *Changes to Contracts*

It is not expected that Oceanside's business will be affected in the current financial year by the renegotiation or termination of contracts or sub-contracts.

### *Environmental Conditions*

Oceanside is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters. Oceanside may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. Oceanside conducts its mineral exploration activities in compliance with applicable environmental protection legislation. Oceanside is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to Oceanside. Before production can commence on any properties, Oceanside must obtain regulatory and environmental approvals. There is no assurance that all required approvals can be obtained on a timely basis or at all.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on Oceanside's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on Oceanside's mineral property interests, the potential for production on the property may be diminished or negated.

### *Employees*

As of October 31, 2015, Oceanside had the following number of employees and contractors:

<b>Location</b>	<b>Employees</b>	<b>Contractors when required</b>
Canada	Nil	Nil

Oceanside utilizes consultants and contractors to carry on many of its activities. As operations require, Oceanside retains consultants on a fee for service basis.

### ***Foreign Operations***

Oceanside currently operates solely in Canada.

### ***Lending***

Oceanside does not currently hold any investments or owe any material long term liabilities. Oceanside has not adopted any specific policies or restrictions regarding investments or lending, but will ensure any investment or debt activities incurred are in the best interests of Oceanside and its securityholders. Oceanside expects that in the immediate future in order to maintain and develop its mineral properties, it will need to raise additional capital through a combination of debt and equity.

### ***Bankruptcy and Similar Procedures***

There are no bankruptcies, receivership or similar proceedings against Oceanside, nor is Oceanside aware of any such pending or threatened proceedings. There has not been any voluntary bankruptcy, receivership or similar proceedings by Oceanside during its last three financial years.

### ***Reorganization***

Oceanside has not completed any reorganizations since its incorporation other than the Arrangement, as described above.

### ***Social or Environmental Policies***

Oceanside has not adopted any specific social or environmental policies that are fundamental to its operations (such as policies regarding its relationship with the environment, with the communities in the vicinity of its mineral exploration projects or human rights policies). However, Oceanside's management, with the assistance of its contractors and advisors, ensures its ongoing compliance with local environmental laws in the jurisdictions in which it does business.

## **ITEM 5: MINERAL PROPERTIES**

The Property is the Company's sole property. As at August 31, 2015, the Property was not carried on the Company's balance sheet as it had no book value. The book value consists of acquisition costs plus cumulative expenditures on properties for which the Company has future exploration plans. The current book value is not necessarily the same as the total expenditures on each property by the Company, as part of the expenditures on some properties have been written down. The book value is also not necessarily the fair market value of the properties.

### **5.1 Murray Ridge Project**

Except as otherwise stated, the information in this section is based on the technical report titled "Technical Report on the Murray Ridge Property" dated January 28, 2015 (the "**Technical Report**") and prepared by Richard J. Hasling, P. Eng, an independent qualified person. References should be made to the full text of the Technical Report which is available for review on SEDAR located at [www.sedar.com](http://www.sedar.com), which contains a complete description of the assumptions, qualifications and procedures associated with the information in the Technical Report.

The following are excerpts and/or a summary of certain portions of the Technical Report and are qualified by and should be read together with the Technical Report in full for a complete set of references and authorities for the statements made in this Listing Statement. The Technical Report contains tables and data that is not included in this summary Readers are encourage to review the Technical Report in full before making a determination in relation to the Arrangement Resolution or an investment in the Newco Shares. **A complete copy of the Technical Report is available for review, in color, on SEDAR located at the following website: [www.sedar.com](http://www.sedar.com).**

### ***Property Description and Location***

#### *Property Area and Location*

The Property is located central approximately 12 km north to northeast of Fort St. James and 115 km northwest of Prince George, on NTS map sheet 93K/09, within the Omineca Mining Division in central British Columbia (Figure 4.1). Geographic coordinates of the approximate centre of the property are 124°10.56' west longitude and 54°32.75' north latitude (NAD 83, UTM Zone 10: coordinates 423,900 m East and 6,044,900 m North).

#### *Claims and Title*

The Property consists of 7 contiguous mineral claims with a combined area of 1350.8 ha (Figure 4.2). Claims status was searched on January 20, 2015, on the website of the British Columbia Ministry of Energy and Mines, Mineral Titles Online BC (MTO: [www.mtonline.gov.bc.ca](http://www.mtonline.gov.bc.ca)). Table 4.2 summarizing the mineral tenures of this property was taken directly from the MTO record. Of the 54 results returned, six of the claims are indicated to be in good standing until August 07, 2015 while one is in good standing until January 22, 2016. In addition, 47 claims were forfeited on various dates from January 15, 2013 to January 24, 2014. The claims are listed under Client ID 257590, Nanton Nickel Corporation of Suite #800-1199 West Hastings, Vancouver, BC, V6E 3T5.

The Issuer entered into an agreement dated September 8th, 2011 with 0860208 B.C. Ltd (the “Vendor”) whereby the Issuer acquired a 100% right, title and interest in and to the Property. The terms of the purchase agreement included a payment of \$10,000 and the issuance of 100,000 common shares in the Issuer. The Issuer has agreed to pay the Vendor a net smelter returns royalty of 1% on the commercial production from the Property, with the Vendor having no further interest in or to the Property. The Issuer owns 100% of the mineral right to the Property.

The Issuer’s claims encompass the recreational lands of the Murray Ridge Ski hill, a not for profit Fort St. James community organization. The ski hill is on the south slope of Murray Ridge property, and covers an area of approximately 450 ha. This area and potential expansion areas in all likelihood would be unavailable for development of a mining project.

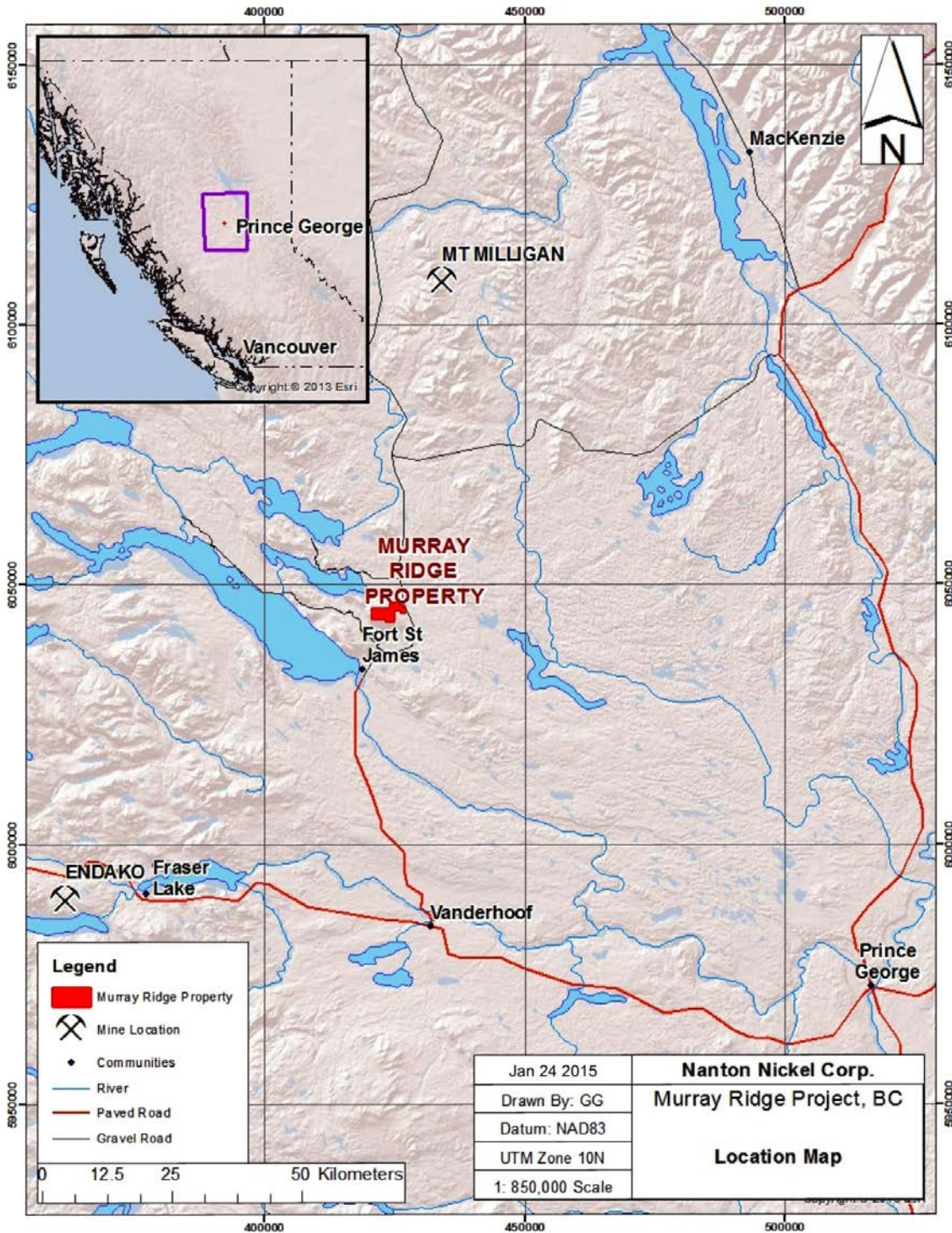


Figure 4.1 Murray Ridge Property Location

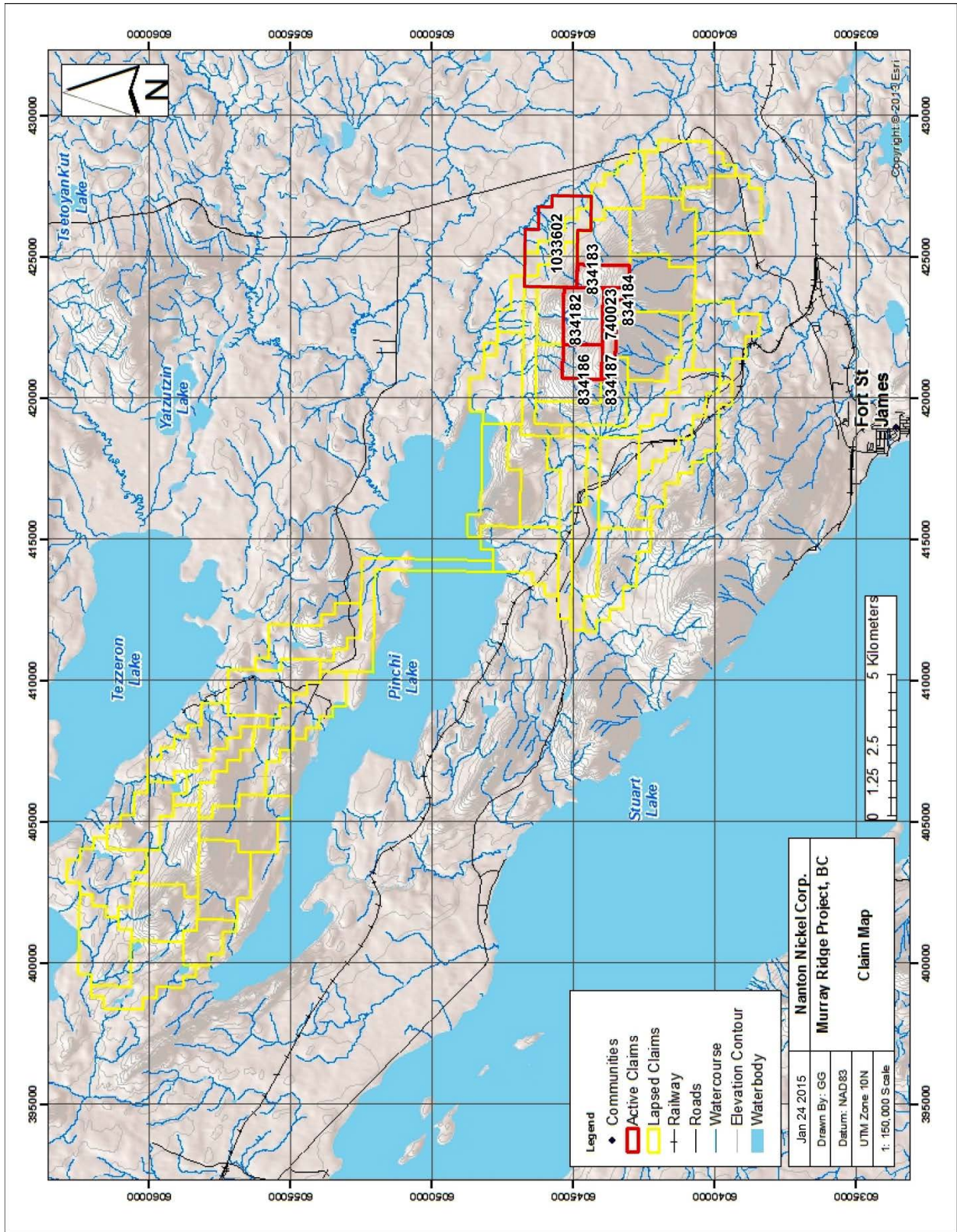


Figure 4.2 Claim Map

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**Table 4.2 Murray Ridge Property Claims**

<b>Tenure Number</b>	<b>Claim Name</b>	<b>Owner</b>	<b>Tenure Type</b>	<b>Tenure Sub Type</b>	<b>Map Number</b>	<b>Issue Date</b>	<b>Good To Date</b>	<b>Status</b>	<b>Area (ha)</b>
740023	CIRC	257590 (100%)	Mineral	Claim	093K	2010/apr/04	2015/aug/07	GOOD	56.2972
834182	MR	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2015/aug/07	GOOD	281.427
834183	MR1	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2015/aug/07	GOOD	150.1175
834184	MR2	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2015/aug/07	GOOD	18.7677
834185	MR3	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/sep/24	FORF	469.3296
834186	MR4	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2015/aug/07	GOOD	168.8544
834187	MR5	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2015/aug/07	GOOD	93.8276
834188	MR6	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/sep/24	FORF	468.8928
834189	MR7	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/sep/24	FORF	469.2879
834190	MR8	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/sep/24	FORF	469.2768
834191	MR9	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/sep/24	FORF	469.5434
834192	MR10	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/sep/24	FORF	469.3904
834193	MR11	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/sep/24	FORF	469.0813
834222	MR14	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2014/jan/24	FORF	468.7395
834223	MR14	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2014/jan/24	FORF	131.2611
834224	MR15	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/jan/24	FORF	469.6038
834225	MR16	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/jan/24	FORF	469.3916
834227	MR12	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/jan/24	FORF	18.7674
834228	MR17	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/jan/24	FORF	18.7655
834229	MR18	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/jan/24	FORF	18.7617
834230	MR19	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/jan/24	FORF	18.7597
834231	MR20	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/jan/24	FORF	18.7579
834233	MR21	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/sep/24	FORF	18.7481
834234	MR22	257590 (100%)	Mineral	Claim	093K	2010/sep/24	2013/jan/24	FORF	56.3357
843122	MR100	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2013/jan/15	FORF	469.709
843142	MR101	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	469.4097
843143	MR102	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	469.3873
843162	MR103	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	469.5624
843163	MR104	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2013/jan/15	FORF	469.5644
843164	MR105	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2013/jan/15	FORF	375.765
843165	MR106	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	469.1674
843166	MR107	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	469.1367
843167	MR107	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	469.0361
843168	MR108	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	468.9743
843169	MR109	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	468.8084
843170	MR110	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	468.8554
843171	MR111	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	468.7154
843172	PL1	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	467.8302
843173	PL2	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	467.9063
843182	PL3	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	467.8901
843183	PL4	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	467.6378
843184	PL4	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	467.6014
843185	PL5	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	337.0523
843202	PL6	257590 (100%)	Mineral	Claim	093K	2011/jan/15	2014/jan/15	FORF	468.369

*NOTE: The claim information of Table 4.2 is not a legal title opinion but is a compilation of claims data based on the author's review of the government of British Columbia Mineral rights inquiry web site (January 20, 2015). The claims are located on BCGS Map 092K.059/060*

#### *Environmental Liability, Permits, Bonds and other Significant Risk Factors*

The author, not an expert in political, environmental and societal matters, is required by NI 43-101 to comment on the environmental, permitting, First Nations treaty negotiations, societal and community factors related to the project. To this end, the author has relied on British Columbia and federal publications, reports and websites, guidance by the Issuer and also a general working knowledge of the mineral exploration industry in British Columbia. The author has reviewed these data and believes them to be accurate and reliable in their collection and disclosure.

Potential environmental liabilities associated with historic exploration at the property have not been investigated thoroughly or verified by the author, but no significant environmental liabilities are apparent. While there are no minifile occurrences within the Property, there are several mercury mineral occurrences proximal to the claims. The Pinchi Lake mercury mine is approximately 20 km northwest of the Issuer's claim boundary. The author is not aware of any mercury mine tailings on the Property.

No exploration permits or reclamation bonds are in place for future large scale mineral exploration. Recent work done by the Issuer in 2011 and 2012 resulted in very limited surface disturbance. When a larger scale exploration program is contemplated for the property, work permits, cash reclamation bonding and First Nations and private landholder consultations will be required. No archeological studies have been carried out by the Issuer.

The Issuer's mineral claims lie within the traditional territory of several Carrier Sekani Tribal Council first nations. These are the Nak'azdli and Tl'azt'en nations, which are based on reservations in the nearby communities of Fort St. James and Tache. These First Nations have rights and title to portions of or all of the area of the Issuer's claims, and will need to be contacted and consulted with regarding future exploration programs and mineral development projects.

The author is not aware of any significant risks or uncertainties or any reasonably foreseeable impacts thereof that could reasonably be expected to affect the project's future potential.

#### *Accessibility, Climate, Local Resources, Infrastructure and Physiography*

The Property is situated approximately 12 km northwest of the community Fort St. James. The Property can be accessed by taking Stuart Lake Highway (BC-27) north of the town site for approximately 7 km's, then continuing along Germansen Road for another 10 km's. From here, an approximately 6 km, well maintained service road for the Murray Ridge communication towers leads to the crest of the ridge.

The Murray Ridge Ski Area occupies the south side of the prominent ridge, referred to as Murray Ridge, and the Ministry of Forests radio repeater station, fire lookout and microwave towers are at its crest. All are accessible by all-weather gravel roads.

Basic supplies and services including lodging, restaurants, and hospitals can be found in the nearby towns of Fort St. James and Vanderhoof (located approximately 60 km south-southeast of the Property) and are situated on highways, #27 and #16, respectively.



The Property lies within the Nechako Plateau of the Interior Plateau System of the Canadian Cordillera. The Nechako Plateau is near the southern limits of the Swannell Range of the Omineca Mountains and the northern boundary of the Southern Plateau with the mountain region of the Cordilleran Interior System. The region is characterized by moderately sloped terrain with Murray Ridge and Pinchi Mountain forming prominent highs at approximately 1400 m asl and 1267 m asl, in southeast and northwest, respectively, with valley bottoms at approximately 750 m asl. The Pleistocene glaciation events affecting the entire area are manifested as a very thin to non-existent glacial till cover on the ridge tops to significant till thicknesses of up to tens of meters on lower hills and in the valleys. Glacial movement has been interpreted as easterly (Armstrong, 1965).

The terrain is covered predominantly by moderately dense stands of white and black spruce, lodge-pole pine, douglas fir and aspen. Willow and ground birch are widespread at lower elevations. Vegetation is sparse on the steep south facing slopes of the Murray Ridge and dense on the north oriented slopes. Bedrocks is abundant on ridge tops and locally in steep drainages, however it is rare to absent at lower elevations.

The climate in the region is characterized by short and cool summers with temperatures ranging from 10 to 25° C, and cold winters of sub-freezing temperatures dropping to -30° C. Recorded annual precipitation at Fort St. James is 40 cm. Snow accumulations of 1 to over 2 meters are normal with snow-free months from May to October.

### ***Exploration History***

Exploration activity in the region dates back to mid 1860's when placer gold was discovered on lower Fraser and Thompson Rivers. In 1937, a modern exploration followed the discovery of cinnabar (ore of mercury) by J.G. Gray, a geologist with the Geological Survey of Canada, in the Cache Creek limestone on the north shore of the Pinchi Lake. Subsequently numerous other mercury showings were discovered within the Pinchi Lake fault zone in a variety of host rocks including limestone, serpentized ultramafic and non-calcareous rocks. The property was optioned by the Consolidated Mining and Smelting of Canada Ltd. (CMSC) which developed the occurrence into the well-known Pinchi Lake Mercury Mine in 1940. From 1940-1944 the mine produced 4 million pounds of mercury.

In the 1940's carbonatized and serpentized float containing cinnabar was also discovered south of the Murray Ridge (Midnight claims) along the extension of the regional Pinchi Lake fault system. Canadian Exploration Ltd. conducted a 10-hole diamond drilling program in 1957, and was subsequently followed by Darbar Exploration Ltd. completing trenching and stripping of some carbonate altered zones in 1965. In 1969, Cominco Ltd. Conducted further exploration in the area for mercury mineralization. The prospect was staked by again in 1982 by M. Morrison. This time it was believed that mercury might represent a halo over a buried epithermal gold system. The results of 35 rock samples confirmed the presence of mercury, elevated Ba, Ni, Cr and As with negligible Au and Ag in association with carbonate altered ultramafic dykes (Morrison, 1983).

In 1986, the MR property covering the Trembleur ultramafic intrusion along the Murray Ridge crest was staked and explored for chromite and associated platinum group elements (PGE) (Morrison, 1987). The initial results of geological mapping and rock-chip sampling were not encouraging. The best values returned from 30 select samples returned Pt, Pa, and Ir values of 38, 13, and 13 ppm, respectively. In 2000, M. Morrison (with joint venture partner Doublestar Resources) conducted a program of geological mapping and sampling on the Murray property, in the lower portions of the ultramafic intrusion (Morrison, 2001). The program results failed to find anomalous PGE's in the ultramafic bodies.

## ***Geological Setting & Mineralization***

### *Regional Geology*

The Property is located in the Cache Creek (CC) Terrane which is part of Intermontane Supperterrane, a low metamorphic grade magmatic arc which was accreted to the ancestral North American continental margin in Jurassic time (Figure 7.1 of the Technical Report). To the east, the CC Terrane is in fault contact with the Lower Triassic to Early Jurassic island- arc complexes of the Quesnel Terrane comprising of mafic volcanic and sedimentary rocks and coeval plutons. Towards the west, the CC Terrane is juxtaposed against the Stikine Terrane, which has formed in the volcanic-arc environment, similarly to Quesnel Terrane, from Paleozoic to Mesozoic period.

The Cache Creek Terrane is composed of oceanic and marginal-basin assemblages that contain a complex mixture of Paleozoic to Mesozoic aged volcano-sedimentary rocks and abundant ultramafic, mafic to intermediate intrusives of possible ophiolite affinity. Ultramafic and mafic intrusions, and their associated metallogeny, are of the key importance in this report because of their potential to host nickel-iron alloy mineralization. In British Columbia, many of these ultramafic intrusions are considered to be of Alaskan-type, and are generally interpreted to be coeval with intermediate to mafic pre-accretionary arc volcanism in the western Cordillera. Many are deformed and strongly serpentized bodies of questionable origin (Nixon and Hammack, 1991).

The Alaskan-type complexes are named for a distinctive suite of ultramafic-mafic intrusions with a type area in southeastern Alaska. Their geological and petrographic features are summarized by Taylor (1967). The majority these complexes represent crystal cumulates of mantle derived ultramafic magmas. One of the primary attributes of Alaska-type complexes is a crude zonation of rock types ranging from dunite through wehrlite and clinopyroxenite to hornblende pyroxenite and hornblende. In central British Columbia, these ultramafic bodies have commonly gabbro to diorite envelopes that may be comagmatic. Some intrusions also have well developed contact aureoles of lowermost amphibolite grade metamorphism.

### *Property Geology and Structure*

A geological compilation by the BC Geological survey detailing setting and structure of the Property is presented in Figure 7.2 of the Technical Report (<http://www.empr.gov.bc.ca/Mining/Geoscience/Pages/default.aspx>). The stratigraphic units from oldest to youngest are as follows:

The Pope Succession (PnTrCP/PnTrCPma), the oldest unit of the Lower Pennsylvanian to Middle Triassic Cache Creek complex, occurs as a continuous northwest striking sedimentary sequence along the entire length of the property. The lithologies are calcareous sediments and their metamorphic equivalents including limestone and marble. This unit is overlain by clastic sedimentary rocks (PTrCCh) composed of chert, siliceous argillite and other siliceous lithologies.

The supracrustal sequences are invaded by the Trembleur ultramafic intrusions (PTrCTum) covering large, NW trending, fault bounded areas throughout the property. Rocks include pyroxenite, harzburgite, dunite, gabbro and their serpentized equivalents. These lithologies typically form prominent ridges such as Murray Ridge and Pinchi Mountain, in the southeast and northwest, respectively.

The Ruby Igneous Complex (PTrCRgb) is documented in several localities as a fault bounded unit, both in the southeast and the northwest. Lithologies represented are gabbro to diorite. The spatial and temporal relationship of this unit with ultramafic intrusions suggests a co-magmatic zonation.

The Blueschist unit (PnTrCbs) is rare but can be observed as a structural contact with the ultramafic-mafic intrusions. The dominant lithologies include glaucophane schist, chert and metabasalt among others. The blueschist metamorphic lithologies are characterized by high-pressure, low-temperature assemblages considered to form in a subduction zone environment.

The Upper Triassic Takla Group (uTrTca) of calc-alkaline volcanic rocks outcrops towards southeastern margin of the property, at the fault contact with ultramafic-mafic rocks.

The Upper Triassic to Lower Jurassic Tezzeron sequence (uTrJTz/uTrJTzlm) of clastic and calcareous sedimentary rocks is mapped in areas of lower elevations, as northwest striking, fault-bounded basin strata straddling the ultramafic-mafic bodies throughout the region. These units are composed dominantly of argillite, greywacke and conglomerate (uTrJTz), and limestone and marble (uTrJTzlm).

Late Cretaceous Endako Batholith (LKEnP) outcrops as a small tonalite plug in the centre of the property.

Quaternary glacial till and gravel cover the entire area with thin veneer on steeper slopes and deeper accumulations in the valley bottoms.

Regional deformation and structural tendency of the Cache Creek Terrane is northwesterly. Within the terrane, the strike of the Cache Creek Group and younger volcano-sedimentary rocks and tectonic fabric and layering of the ultramafic assemblages is northwesterly, which is in conformity with the regional trend. Younger east-northeast cross-faults disrupt the northwest structures with minor strike-slip displacements.

The Pinchi Lake Fault is a regional, northwest striking fault system forming a structural contact between Pennsylvanian-Permian Cache Creek assemblages to the southwest and Upper Triassic-Lower Jurassic Takla group of weakly metamorphosed volcano-sedimentary rocks to the northeast. Many northwesterly striking subsidiary faults with steep dips to west are documented. A number of these structures also mark the contacts between various intrusive units throughout the property (Figure 7.2 of the Technical Report).

### *Mineralization*

The Property and surrounding areas are historically known for their mercury showings and deposits as documented in BC Minfile and assessment records, as well as non-economic chromite and industrial mineral occurrences (<http://www.minfile.gov.bc.ca/Summary.aspx> (Figure 7.2 of the Technical Report)).

No minfile occurrences lie within the current Murray Ridge Property claims. Three Mercury occurrences occur within 6 km of the Property and are as follows: the Sunshine (Minfile 93K 046-6039971N, 426051E), the Calex (Minfile 93K 048-6038762N, 426229E) and the Dad (Minfile 093K 079- 6043850N, 414590E). Mercury occurrences are spatially and temporally associated with the Pinchi Fault zone. The host rocks are Cache Creek Group carbonate altered andesite, schist and Trembleur ultramafic intrusives.

One chromite occurrence is located approximately 200 m to the south of the Murray Ridge Claims: MR and MUR showings (Minfile 93K 012-6043300N, 422887E). Chromite showings are found in the northwest striking ultramafic rocks of disrupted ophiolite affinity near the Pinchi Fault system. The dominant hosts are harzburgite and subordinate dunite and orthopyroxene veins

## ***Exploration***

*2011 Exploration (from Haslinger 2012)*

### Aeromagnetic Survey

New-Sense Geophysics Ltd. (NSG) was contracted to carry out a high sensitivity, helicopter-airborne magnetic survey over the Property. The objective of the survey was to provide high-resolution total field magnetic maps suitable for anomaly delineation which in turn provides a tool for detailed geological evaluation and identification of structural and lithologic trends.

A total of 1055 line kilometers of aeromagnetic survey was completed in two areas separated by Pinchi Lake: southeast block, 779 km line-km and northwest block,

279 line-km (referred to as Ski Hill and Ski Hill Extension in Yakovenko, 2011).

The summary of survey parameters are as follows:

Traverse Line spacing:	200 m
Control Line spacing:	2000 m
Average Terrain clearance:	39 m (Ski Hill); 40 m (Ski Hill Extension)
Navigation:	GPS
Traverse Line direction:	90 <sup>0</sup> , 270 <sup>0</sup>
Control Line direction:	0 <sup>0</sup> , 180 <sup>0</sup>
Measurement interval:	0.02/0.1 sec for magnetic; 0.1 sec for GPS Groundspeed
(average):	153km/hr (Ski Hill);154km/hr (Ski Hill Extension)
Measurement spacing (average):	4.3 m/0.1 sec for magnetic & GPS

The aircraft used was a Bell 206 Jetranger B3 helicopter (C-GMPS) equipped with a high sensitivity cesium magnetometer mounted in a fixed stinger assembly. The aircraft service was provided by Northern Air Support based in Kelowna, BC. An airborne ancillary equipment included; digital recorders, fluxgate magnetometer, radar altimeter, and global positioning system (GPS) receiver. The GPS receiver provided accurate real-time navigation and subsequent flight path recovery. Surface equipment included a magnetic base station with GPS time synchronization, and a PC-based field workstation which was used to check the data quality and completeness on a daily basis.

The aeromagnetic data was plotted as Total Magnetic Intensity (TMI) in nT (nano Tesla) and 1st Order Vertical Derivative (VDV) in nT/m (nano Tesla per meter) for both surveyed blocks on the property structural map at a scale of 1:175,000, Figures 9.1a and 9.1b, respectively (at the end of the report).

### Aeromagnetic Survey Results

The TMI map (Figure 9.1a of the Technical Report) documents magnetic intensity range from 55328 NT (in dark blue) to 58118 nT (in bright pink) from southeast surveyed block, and 56206 nT to 58018 nT from the northwest block, respectively.

The results of the survey delineate four major, magnetic-high (TMI) anomalies as discrete zones (pink to red colour range). In the southeastern surveyed block, the anomalously high magnetic values form several large zones; a broad zone over the Murray Ridge and its surroundings, and a narrow, linear zone to the

south. Both have sharp boundaries and northwesterly trends. On the other hand, low magnetic field values outline narrow, northwest trending zones (blue to green colour range) in between the magnetic-highs.

The TMI magnetic data in the northwestern block exhibit similar patterns; two strong, narrow, high magnetic intensity anomalies separated by low intensity zones. The transition from high to low magnetics is abrupt. Both, TMI highs and lows, delineate west-northwest to northwest striking zones. The 1st Order Vertical Derivative (VDV) (Figure 9.1b of the Technical report) plot shows similar but not as well defined magnetic patterns as TMI.

The compilation of the aeromagnetic surveys on the geology and structure map of the property indicates a strong correspondence between these parameters. The magnetic-high anomalies show excellent correlation with the Trembleur ultramafic and Rubyrock mafic intrusions that characteristically carry significant magnetite contents. Magnetic-highs are separated by magnetic-lows, latter corresponding to the non-magnetic Cache Creek Group and younger Triassic-Jurassic calcareous and clastic sediments. A sharp transition from high to low magnetics is marked by structural contacts, faults and thrust faults.

In the northwestern part of the southeast block strong TMI and VDV is noted over an area which is mapped as being underlain by the Triassic-Jurassic calcareous sediments and Cretaceous tonalite. This area has been briefly visited by the author during the recent prospecting program. However, the geology was not verified because of the absence of bedrock and poor accessibility.

#### Reconnaissance Mapping and Geochemical Sampling

Reconnaissance geological mapping, prospecting and geochemical sampling of the Property were undertaken by the author between October 15 to 24, 2011. The objective of the field examination was to evaluate the following:

1. Geological and structural setting of areas which returned magnetic-highs (TMI and VDV) from the earlier geophysical survey.
2. Re-sampling of sites/drainages with anomalous nickel-in-silts from Regional Geochemical Surveys (RGS) of BC Geological Survey (complete geochemical data is recorded on line at: [www.em.gov.bc.ca/mining/geoscience/geochemistry/pages/default.aspx](http://www.em.gov.bc.ca/mining/geoscience/geochemistry/pages/default.aspx))
3. Additional, more detailed prospecting/mapping, litho-geochemical, stream- sediment and soil sampling in prospective areas defined by previous geology compilation, and both, anomalous geophysical and RGS stream-sediment geochemical results.

Reconnaissance mapping/prospecting - The follow-up reconnaissance mapping involved verification of the geological and structural setting as mapped by previous authors and geologists of the BC Geological Survey. A network of well-maintained gravel roads allowed access to some parts of the property for this brief assessment. The readily accessible areas of highly anomalous magnetics were also examined. A total of 31 rock samples of ultramafic and mafic lithologies were collected dominantly from ridge tops and creek beds.

The low elevations areas, especially in the southern part of the property had total absence of bedrock exposure. As such, rock sampling is not representative of all perspective areas, but only those with abundant outcrops.

Stream-sediment Sampling – A total of 25 stream-sediment samples were collected throughout the property with majority of the samples from the southeastern part of the claims.

The focus of sample collection was a region drained by four creeks which returned anomalous nickel in stream-sediments from the RGS of BC Geological Survey. These sites were visited to verify the location, quality of sampling medium and to do the re-sampling. The additional stream- sediment sampling of the anomalous creeks was also undertaken.

The creek which returned highly anomalous nickel value (1,246.5 ppm Ni/93K021429) was investigated in a great detail which included stream-sediment sampling at 500-800 m centres, prospecting and rock sampling along the drainage. The stream-sediment samples were also collected, wherever the access was permissible, in adjacent creeks. At each sample site the description including the sample type, creek width and slope, intensity of the flow were recorded.

In the northwestern part of the property where RGS work did not generate any stream sediment anomalous sites, the exploration was concentrated in areas underlain by favourable ultramafic intrusions.

Soil Sampling - A small soil sampling program was designed, in addition to rock and silt sampling, to test the effectiveness of soil geochemistry as a useful tool in detecting anomalous metals over large, overburden covered areas. A total of 13 soil samples were collected, all in the southeastern part of the property. Commonly soil profile was poorly developed and B-horizon was identified in about 25% of the sites. Sampled material was generally pale-grey, bleached, clay-rich A horizon and medium brown silt-sand-subordinate clay with a partial glacial-till component. Samples were collected with a shovel from an average depth of 30-35 cm.

One small soil-grid was designed adjacent to the anomalous creek (RGS 93K021429) with samples collected on about 100 m centres sub-parallel to its strike (8 soil samples). In addition, 5 soils were collected along the gravel road straddling another high nickel-anomalous drainage (RGS 93K021430).

#### Reconnaissance mapping/prospecting results

Reconnaissance mapping and prospecting was focused on areas of known prospective geology. The best rock exposures were on the ridge tops and along road cuts, specifically Murray Ridge and Pinchi Mountain areas. Geological evaluation has confirmed the occurrence of ultramafic-mafic bodies of the Cache Creek Complex Trembleur Intrusions. Ultramafic rocks typically form prominent, rugged, outcrop covered ridges with sparse vegetation, both in the southeast and northwest.

Rocks are dominantly represented by harzburgite (95%) with subordinate dunite layering (5%), and rare orthopyroxenite and gabbro. Harzburgite is typically dark brown to black, weathered yellow-green with red blotches, massive, medium to coarse grained, and variably serpentinized, weak to rarely strong. Dunite is minor lithologic component in this particular area occurring as differentially weathered, olive green, elongate, irregularly shaped, north-westerly trending bodies parallel to ridge crest) and vary in size from 5 to 10cm. In the literature, the recorded width is from 0.1 to 25 m across (Minfile 093K012). All ultramafic lithologies are weakly to moderately magnetic and rarely non-magnetic. Magnetic minerals are weakly disseminated, fine grained magnetite (<1-2%) and locally subordinate pentlandite. Chromite mineralization occurs as weak, brownish black, fine grained (1-3mm), disseminations in harzburgite and as disseminations and stringers in dunite, <0.5-1%.

In the Pinchi Mountain area, ultramafic rocks are locally strongly oxidized and fractured with largely obliterated primary textures. Fracturing is associated with white quartz veining and stockwork and

fracture-controlled bright green mariposite. Rare medium grey, narrow (<1.5m) quartz diorite dykes are observed cutting ultramafics.

Medium to green, fine grained mafic rocks, gabbroic in composition are subordinate. These are probably related to the zoned envelope around the ultramafic intrusions represented by the Rubyrock Igneous Complex.

Structural fabric is generally northwesterly. Dunite and orthopyroxenite layering strikes 280° to 310° with steep northeasterly dips, 70° to 90°.

### Geochemical Sampling Results

Rock geochemistry. The assay results of rock geochemistry have returned nickel values ranging from 37 to 2513 ppm nickel. Only two samples (MRR-20 and 22) carry low nickel contents, 37 and 61 ppm, respectively. Both were collected from outcrops of gabbroic rocks in the Pinchi Mountain area.

All the ultramafic rocks from the southeast, Murray Ridge area, consistently assayed 2053 to 2513 ppm Ni. The nickel values from the northwest, Pinch Mountain area, returned slightly lower nickel values ranging from 1329 to 1981 ppm.

Stream-sediment geochemistry. The stream-sediment geochemistry has returned nickel values ranging from 139 to 1519 ppm Ni from the southeast, and 172 to 782 ppm Ni from the northwest, respectively (Figures 7 and 8). The nickel contents are reflective of the high nickel bedrock underlying the drainages sampled.

Results of nickel geochemistry from stream-sediment re-sampling show elevated results. All nickel values were very well reproduced and closely comparable to the original results from the RGS program; 1280 ppm (SSM-11) (1247 ppm-93K021429), 457 (SSM-15) (545 ppm-93K21430), 190 (SSM-02) (155 ppm-93K021428) and 573 ppm (157 ppm-93K021427). The nickel values of the 13 stream sediment samples range from 457 to 1280 ppm.

Comparing the nickel results from the various explored areas, the best values were returned from the north-slopes of the Murray Ridge covering an area of about 2.5-3 km by 7 km.

Soil geochemistry. Analytical results of the soil sampling from a small grid adjacent to the creek with highest stream sediment nickel values returned soil nickel values from 134 to 558 ppm. Soil samples from a road cut adjacent to another high stream sediment nickel creek range from 315 to 881 ppm nickel.

### *2012 Exploration*

#### Geochemical Sampling

From May 5th to 31st, and September 12th to October 12th, 2012, follow-up prospecting and geochemical soil sampling of the Murray Property was conducted. Reconnaissance prospecting/rock sampling was carried out in areas with highly anomalous magnetics. Lower elevations areas, especially in the southern part of the property have total absence of bedrock exposure. As such, rock sampling is not representative of all perspective area, but only those with abundant outcrops. A total of 55 rock samples of ultramafic and mafic lithologies were collected (Figure 9.2a of the Technical Report).

Soil Sampling was conducted in various portion of the property with a total of 142 samples being collected. Samples were generally collected at approximately 50 meter intervals.

All soil and rock samples were packed into rice bags, sealed and shipped to AGAT Laboratories in Terrace from the Greyhound cargo depot in Fort St James. Rock samples were analyzed for 43 elements using the AGAT's inductively coupled plasma and optical emission spectrometry (ICP-OES) with a strong 4-acid digestion. As well, eight select samples were tested for magnetic using a Davis Tube magnetic separator. Soil samples were analyzed for 45 elements by ICP-OES with a strong 4-acid digestion.

In addition, 54 samples (48 serpentinized ultramafic rocks and six volcanogenic and related sedimentary rocks) were sent for a complete petrographic analysis from transmitted and reflected light microscopy to Vancouver Petrographics Ltd. of Langley BC. Various minerals including awaruite were initially identified on the optical microscope and confirmed via energy dispersive spectral (EDS) qualitative analyses on the scanning electron microscope (SEM).

### Geochemical Sampling Results

Reconnaissance prospecting and sampling was focused on areas of known prospective geology. The best rock exposures were on the ridge tops and along road cuts. Geological evaluation has confirmed the occurrence of ultramafic-mafic bodies of the Cache Creek Complex Trembleur Intrusions. Ultramafic rocks typically form prominent, rugged, outcrop covered ridges with sparse vegetation. Rocks are dominantly represented by harzburgite (95%) with subordinate dunite layering (5%), and rare orthopyroxenite and gabbro. All ultramafic lithologies are weakly to moderately magnetic and rarely non-magnetic.

The ICP-OES results of the 55 rock sample collected returned nickel values ranging from 9.5 to 2110 ppm nickel. Of these, 38 of them have Ni values of greater than 1000 ppm. The eight rocks tested for magnetic content, seven returned values of less than 1% magnetic content. The eighth sample returned a highly anomalous value of 12.4% magnetic content.

Polished thin section and EDS qualitative analyses of samples confirmed the presence of awaruite mineralization at Murray Ridge. In total 38 of the 54 samples analyzed were found to have trace amounts of awaruite mineralization ranging in sizes up to 20 microns. In addition to awaruite; native copper, native iron and native tin have all been confirmed via electron microscopy and qualitative x-ray analyses. Another major ore mineral identified within the suite is chromite. Sulphides such as pentlandite, chalcopyrite, bornite, and pyrite are present at trace levels. Oxides such as magnetite and wustite are common within the all rocks analyzed. Two modes of occurrence for the awaruite were identified with the dominant mode occurring as an alteration product of pentlandite, and this is generally accompanied by native copper. More rarely the awaruite occurs as primary igneous inclusions within either chromite or olivine.

The ICP-OES results from the 142 soil samples return nickel values ranging from 7.5 to 1120 ppm nickel, with the majority of the more anomalous values occurring in samples taken sub-parallel to a creek in the south-eastern portion of the property

### *2013-2014 Exploration*

No exploration was conducted on the Property by the Issuer during 2013-2014.



## ***Drilling***

No drilling has been conducted on or behalf of the Issuer on the Property.

## ***Sample Preparation, Analysis and Security***

### ***Sample Preparation, Analysis and Security (Pre 2011)***

The author considers all of the pre-2011 geological, analytical and related data to be historical in nature and as such, makes no representation as to whether the historical information is complete or wholly accurate. While sampling methods and analytical procedures may not meet the current standards of NI 43-101, and verification of the data is no longer possible, the work was completed by competent geologists. It is the opinion of the author that the sampling and analytical work was done to the highest standards of the day, and that the results may be relied upon and used for evaluation of the Snowbird property. There is no reason to believe that either sampling integrity or security was jeopardized at any time during the pre-2012 sampling programs reported in the project's historical reports.

### ***Sample Preparation, Analysis and Security (Nanton 2012-2013)***

A total of 86 rock, 25 stream-sediment and 155 soil samples were collected on the Property during the 2011 and 2012 exploration programs. Samples were placed in clear plastic bags for rock and canvas bags for soil and silt, labeled and packed into the rice bags. After, the bags were secured and taken to the Greyhound cargo depot in Penticton for the shipment to the Acme Laboratories in Vancouver.

In the assay lab rock samples were dried and weighed, fine crushed, 80% passing less than 10 mesh (<2mm), split off 250 g and pulverized, 85% passing less than 200 mesh (75 microns), and soil and stream-sediment samples were dried at 60°C to 80 mesh (up to 100 g samples). After prepared samples were treated with strong four- acid digestion. This process involved a 0.25g sample split heated in HNO<sub>3</sub>-HClO<sub>4</sub>- HF to fuming and taken to dryness and then the residue dissolved in HCl. The final solution was analyzed for total of 33 elements (Al, Ag, As, Au, B, Ba, Bi, Ca, Cd, Co, Cr, Cu, Fe, Ga, Hg, K, La, Mg, Mn, Mo, Na, Ni, P, Pb, S, Sb, Sc, Se, Sr, Te, Th, Ti, V, W and Zn) using Acme's Inductively Coupled Plasma and Emission Spectrometry (ICP-ES)-1D01 method .

Quality control procedure was implemented at the laboratory involving insertion of standards, blanks and pulp duplicates for at least 25% of the total analyzed samples.

Sample preparation, analytical procedure and security conducted by the laboratory are acceptable. Examination of routine quality control data indicates that the assay results are within generally accepted parameters for accuracy, precision and lack of contamination.

## ***Mineral Resource Estimates***

There are no current NI 43-101 mineral resource estimates for the Property.

## ***Mineral Reserve Estimates***

There have been no Mineral Reserves estimated on the Property.

### ***Interpretation and Conclusions***

The Issuer has undertaken exploration on the Property for nickel-iron alloy (awaruite) mineralization in the ultramafic rocks of the Permian-Triassic Cache Creek Complex. The analogous suite of ultramafic intrusions are hosts to widely disseminated, coarse grained awaruite mineralization on the Decar property of the First Point Minerals, approximately 60 km northwest.

The region is underlain by a complex mixture of Permian to Cretaceous rocks characterized by Cache Creek Complex clastic and calcareous sedimentary assemblages and Trembleur ultramafic-mafic and Rubyrock gabbro to diorite intrusions. Cache Creek Complex rocks are in structural contacts with younger Jurassic-Triassic clastic and calcareous sediments, and the Cretaceous Endako Batholith. The region has a strong northwest trending structural fabric of faults including Pinchi Lake fault system, historically significant for its associated mercury occurrences.

Several northwest trending, linear magnetic-high (TMI) anomalies have been delineated in the area. These anomalies exhibit an excellent correspondence with the previously mapped northwest striking ultramafic intrusions. The sharp transitions from high to low magnetic signatures coincide with the structural contacts of ultramafics-mafics (high magnetic susceptibility) and sediments (low magnetic susceptibility). High resolution aeromagnetic survey proved to be an effective geological mapping tool in defining prospective areas for further exploration.

Geological mapping, prospecting and geochemical soil sampling have confirmed the occurrence of favourable geology and structure on the property, and localized serpentinization associated with ultramafic rocks.

The 2011 and 2012, the Issuer's field work programs resulted in good rock sampling coverage of the lower level ultramafic rocks as supported by magnetics to the southwest of the main Murray Ridge ultramafic body. However substantial areas of the main Murray Ridge ultramafic body with relatively good outcrop abundance remain under sampled and under prospected. The insightful results of the petrographic investigation confirmed the potential for these rocks to generate and host nickel alloy mineralization.

Across the northern portion of the Property is a lensoidal shaped area of strong magnetic response. Topographically this lies along the north base of the ridge level with the till plain to the north. The area is forested and in part cleared by logging and somewhat accessible by maintained logging roads. This lensoidal feature warrants investigation for potential anomalous nickel alloy concentrations which may be associated with more strongly magnetic ultramafic rock phases.

### ***Recommendations***

The area of the Property away from that used by the local ski hill represents a large area of underexplored potentially nickel alloy bearing ultramafic sequences.

The northern half of the Property from the crest of Murray Ridge to its base on the north side will benefit from a systematic program of surface exploration. It is recommended that this area be covered by 1:20,000 scale geological mapping and prospecting. Systematic rock sampling traverses should be targeted on each of the ultramafic phases delineated by mapping.

If the area of most intense magnetic signature located toward the north edge of the property is not exposed and cannot be investigated and analyzed with surface mapping and rock sampling, then at least two cross

sections over the area should be tested by core drilling. Core drilling should be conducted such that the adjacent less-magnetic ultramafic phases are also cored and sampled – allowing for adequate determination of the variation in composition and potential mineralization of the rock phases present.

A suitable two-phase budget for the next stage of exploration for the Property is as follows:

Phase 1

Geological mapping, sample collecting and reporting	\$70,000
Geochemical and nickel alloy assaying	\$30,000
<b>Total Phase 1</b>	<b>\$100,000</b>

Phase 2

Core drilling	\$400,000
<b>Total</b>	<b>\$500,000</b>

***Current Exploration and Development Activities***

The Company continues to evaluate its plans for the advancement of the Property. No work has been conducted by either of Eyecarrot or the Company since the date of the Technical Report.

**ITEM 6: SELECTED CONSOLIDATED FINANCIAL INFORMATION**

**6.1 Annual Information**

Oceanside was incorporated on March 23, 2015 and has not yet completed its first financial year. As a result, annual audited information for Oceanside is not yet available.

**6.2 Quarterly Information**

Oceanside was incorporated on March 23, 2015 and became a reporting issuer on May 1, 2015. As a result quarterly information is only available for Oceanside’s initial quarter ended May 31, 2015 and its second quarter ended August 31, 2015:

	<b>First Quarter Ended May 31, 2015</b>	<b>Second Quarter Ended August 31, 2015</b>
Total Revenues	Nil	Nil
Net income (loss)	(1,557)	(3,691)
Income (loss) per share	(0.00)	(0.00)
Total Assets	\$300,072	\$297,581
Long term liabilities	Nil	Nil
Dividends declared	N/A	N/A

**6.3 Dividends**

The Company has not paid dividends on its Common Shares since incorporation. The Company has no present intention of paying dividends on the Common Shares as it anticipates that all available funds will be invested to finance further acquisition, exploration and development of its mineral properties. Payment

of dividends in the future will be dependent on the earnings and financial condition of the Company and other factors which the directors may deem appropriate at that time.

Subject to the requirements of the *Business Corporations Act* (British Columbia), there are no restrictions which could prevent the Company from paying dividends.

## **ITEM 7: MANAGEMENT'S DISCUSSION AND ANALYSIS**

Management's discussion and analysis of financial condition and results of operations ("MD&A") should be read in conjunction with the Company's interim financial statements and notes thereto for the period from ended August 31, 2015, which were prepared in accordance with International Financial Reporting System ("IFRS") are attached hereto as Schedule "A" and which are available on SEDAR at [www.sedar.com](http://www.sedar.com). Unless otherwise noted, all currency amounts are in Canadian dollars.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events and include without limitation, statements regarding discussions of the Company's business strategy, future plans, projections, objectives, estimates and forecasts and statements as to management's expectations with respect to, among other things, the development of the Company's project. These forward-looking statements involve numerous risks and uncertainties and actual results may vary. Important factors that may cause actual results to vary include without limitation, certain transactions, certain approvals, changes in commodity prices, risks inherent in exploration results, timing and success, inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and mineral resources), delays in the receipt of government approvals, and changes in general economic conditions or conditions in the financial markets. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including without limitation, the assumptions that: (1) any additional financing needed will be available on reasonable terms.

Additional factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, among other factors: (1) weak commodity prices and general metal price volatility; (2) the state of the global economy and economic and political events, including the deterioration of the global capital markets, affecting supply and demand and economic and political events affecting supply and demand; and (3) securing and the nature of regulatory permits and approvals and the costs of complying with environmental, health and safety laws and regulations.

The Company cannot assure you that any of these assumptions will prove to be correct.

The words "expect," "anticipate," "estimate," "may," "will," "should," "intend," "believe," "target," "budget," "plan," "projection" and similar expressions are intended to identify forward-looking statements. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present during operations or if and when an undeveloped project is actually developed.

These factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. The Company believes that the expectations reflected in the forward-looking statements, including future-oriented financial information, contained in this MD&A and any documents incorporated by reference are reasonable, but no assurance can be given that these expectations will prove to be correct. In addition, although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those

described in forward-looking statements, including future-oriented financial information, there may be other factors that cause actions, events, or results not to be as anticipated, estimated, or intended. The Company undertakes no obligation to disclose publicly any future revisions to forward-looking statements, including future-oriented financial information, to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events, except as expressly required by law.

Additionally, the forward-looking statements, including future-oriented financial information, contained herein are presented solely for the purpose of conveying our reasonable belief of the direction of the Company and may not be appropriate for other purposes.

The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

### ***Description of Business***

The Company was incorporated on March 23, 2015 pursuant to the BCBCA. The Company was a wholly owned subsidiary of Eyecarrot Innovations Corp. (formerly Nanton Nickel Corp.). The address of its head office is located at Suite 800-1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5 and its registered office is at Suite 2080-777 Hornby Street, Vancouver, BC, V6Z 1S4.

Pursuant to the Arrangement, on the re-organization of share capital to be completed by Eyecarrot pursuant to the Arrangement:

- (1). each Shareholder of Eyecarrot exchanged its common shares for one (1) New Common Share and one (1) common share of the Company; and
- (2). Eyecarrot transferred to the Company, its interest in the Property, its obligations under a net smelter royalty and \$300,000 in cash.

The Company is engaged in the business of mineral exploration and development in British Columbia and specifically in the exploration and advancement of the Property. The Company is required to facilitate separate fund-raising, exploration and development strategies to achieve its business objectives and it expects to commence these strategies as soon as practicable following the effective date of the Arrangement.

The Company is an exploration stage company with no producing properties and consequently has no current operating income cash flow or revenues. There is no assurance that a commercially viable mineral deposit exists on any of its properties. The Property is currently in the exploration stage.

The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses.

## *Operations*

### Period ended August 31, 2015

During the period from March 23, 2015 (date of incorporation) to August 31, 2015, the Company reported a net loss of \$5,249. The Company incurred \$34 in bank charges, and \$5,215 in transfer agent fees.

### *Summary of Quarterly Results*

	<b>Three Months ended August 31, 2015</b>	<b>March 23, 2015 (date of incorporation) to May 31, 2015</b>
Revenue	-	-
Net Loss	3,691	1,557
Total Assets	297,581	300,072
Total Liabilities	2,829	301,629
Basic and Diluted Loss Per Share	(0.00)	(0.00)

### *Liquidity and Capital Resources*

As at August 31, 2015, the Company had cash of \$297,466. On March 23, 2015, the date of incorporation, the Company issued one common share at a price of \$1.00. Pursuant to the Arrangement, the Company issued 24,178,800 common shares to Eyecarrot and received an interest in the Property and \$300,000 in cash.

On September 9, 2015, the Company consolidated the issued and outstanding common shares on the basis of a one (1) post-consolidated Common Share for each three (3) pre-consolidation Common Shares (the "Consolidation"). The Company currently has 8,059,600 common shares issued and outstanding post-Consolidation

#### *Arrangement Agreement*

Pursuant to the Arrangement, on the re-organization of share capital to be completed by Eyecarrot pursuant to the Arrangement:

- (1) each Shareholder of Eyecarrot exchanged its common shares for one (1) New Common Share and one (1) common share of the Company; and
- (2) Eyecarrot transferred to the Company, its interest in the Property, its obligations under a net smelter returns royalty for the Property and \$300,000 in cash.

Following the Arrangement, the Company became a reporting issuer in the Provinces of British Columbia and Alberta. The Company shares are not listed on any stock exchange following completion of the Arrangement. Holders of the Company's shares are advised to consult their legal advisors with respect to

trading in the Company's shares. Following completion of the Arrangement, the Company intends to pursue a listing application on either the TSX Venture Exchange or the Canadian Stock Exchange. There can be no assurances that the Company will be successful in obtaining such status or be listed on any stock exchange.

The Arrangement was completed on May 1, 2015 and it is anticipated that the Company will pursue a listing on one a Canadian stock exchange thereafter.

### ***Off Balance Sheet Arrangements***

The Company has not entered into any off-balance sheet arrangements.

### ***Transactions with Related Parties***

During the period ended May 31, 2015, the Company received an interest in the Property and \$300,000 from its parent, Eyecarrot Innovations Corp.

### ***Commitments***

The Company is not subject to any commitments.

### ***Subsequent Events***

No subsequent events.

### ***Changes in Accounting Policies***

See Note 2 "Basis of Presentation" and Note 3 "Significant Accounting Policies" of the condensed interim financial statements of the Company for the period ended August 31, 2015.

### ***Critical Accounting Policies***

#### ***Financial Instruments***

The Company classifies its financial assets as fair value through profit or loss ("FVTPL"). The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

#### **Fair value through profit or loss**

Financial assets are classified as FVTPL when the financial asset is held-for-trading or it is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future; it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss. Cash is included in this category of financial assets.

### Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Inputs for assets or liabilities that are not based on observable market data.

### ***Risk Management***

The Company classifies its financial instrument as follows: Cash is classified as a financial asset at FVTPL

The carrying value of this financial asset approximates its fair value.

The Company's risk exposure and the impact on the Company's financial instrument is summarized below:

#### *Liquidity risk*

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company is not exposed to significant liquidity risk.

#### *Market risk*

Market risk is the risk that the fair value or future cash flows of a financial instrument will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign currency rates and other price risk.

#### *Interest rate risk*

The Company is not subject to significant interest rate risk with respect to its financial instruments.

#### *Currency risk*

The Company is not exposed to significant currency risk, as the majority of financial instruments and expenditures incurred by the Company are denominated in Canadian dollars.

#### *Other price risk*

Other price risk is the risk that the fair value of a financial instrument will fluctuate as a result of changes in market prices. The Company is not exposed to significant other price risk on its financial instruments.



## ***Share Capital***

### *Issued*

The Company has 8,059,600 shares issued and outstanding as at August 31, 2015 and October 30, 2015.

### *Share Purchase Options*

The Company has no stock options outstanding as at August 31, 2015 and October 30, 2015.

### *Warrants*

The Company has no warrants outstanding as at August 31, 2015 and October 30, 2015.

### *Escrow Share*

The Company has no shares currently held in as escrow at August 31, 2015 and October 30, 2015.

## **ITEM 8: MARKET FOR SECURITIES**

### **8.1 Trading Price and Volume**

The Common Shares of the Company are not listed on any stock exchange.

## **ITEM 9: CONSOLIDATED CAPITALIZATION**

The following table sets forth the consolidated capitalization of the Company as at the date of this Listing Statement:

	<b>Authorized</b>	<b>Outstanding as at dated of this Listing Statement</b>	<b>Outstanding as at August 31, 2015</b>
Common Shares <sup>(1)</sup>	Unlimited	8,059,600 <sup>(2)</sup>	24,178,800
Options	10% of issued and outstanding capital <sup>(3)</sup>	Nil	Nil
Warrants	N/A	Nil	Nil

(1) As at August 31, 2015 the Company had a deficit of (\$5,248).

(2) On September 9, 2015, the Company completed a consolidation of its share capital on a three old for one new basis.

(3) The number of stock options the Company may grant is limited by the terms of its stock option plan. See "*Options to Purchase Securities*"

The Company has no loan capital outstanding.

## **ITEM 10: OPTIONS TO PURCHASE SECURITIES**

As of the date of this Listing Statement, the Company has no stock options outstanding.

The Company has adopted a rolling stock option plan, which provides that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares at the time of grant. The purpose of the stock option plan (the "Plan") is to allow the Company to grant options

to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of Oceanside. The granting of such options is intended to align the interests of such persons with that of the shareholders.

Options will be exercisable over periods of up to 10 years as determined by the board of directors and are required to have an exercise price no less than the Discounted Market Price (as defined in the policies of the Exchange). However, it is the practice of the Company to set exercise prices of options equal to or greater than the Market Price (as defined the policies of the Exchange and based on the closing market price of the Common Shares prevailing on the day that the option is granted).

Pursuant to the Plan, the board of directors may from time to time authorize the issue of options to directors, officers, employees and consultants of the Company or employees of companies providing management or consulting services to the Company. The maximum number of common shares which may be issued pursuant to options granted under the Plan is 10% of the issued and outstanding common shares from time to time.

In addition, the number of Common Shares which may be reserved for issuance:

- (a) to all optionees under the Plan in aggregate shall not exceed 20%;
- (b) to all Insiders as a group may not exceed 20%; and
- (c) to any one individual may not exceed:
  - (i) 5% of the issued Common Shares on a yearly basis;
  - (ii) an aggregate of 2% of the issued Common Shares on a yearly basis if the optionees are engaged in investor relations activities; and
  - (iii) 2% of the issued Common Shares to any one consultant.

Any options granted under the Plan vest on the date of grant unless determined otherwise by the board of directors, except for investor relations options. The Plan provides that if a change of control, as defined therein, occurs, all shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.

Options may be exercised the greater of the term of the option and 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, consulting arrangement or employment is by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the earlier expiry date of such option. In the situation of options granted to persons engaged in investor relations activities, the options granted to this individual will expire 30 days following the optionee ceasing to provide such services.

Options are non-assignable and non-transferable (subject to options being exercisable by the optionee's heirs or administrator). The Plan must be approved yearly by its shareholders in order to re-set the number of shares that can be granted under the Plan.

## **ITEM 11: DESCRIPTION OF CAPITAL STRUCTURE**

### **11.1 General Description of Capital Structure**

The Company has an authorized capital of an unlimited number of Common Shares without par value, of which 8,059,600 Common Shares are issued and outstanding as fully paid and non-assessable.

The following is a summary of the principal attributes of the Common Shares:

*Voting Rights.* The holders of the Common Shares are entitled to receive notice of, attend and vote at any meeting of the shareholders of the Company. The Common Shares carry one vote per share. There are no cumulative voting rights, and directors do not stand for re-election at staggered intervals.

*Dividends.* The holders of Common Shares are entitled to receive on a pro rata basis such dividends as may be declared by the board of directors, out of funds legally available therefor. There are no indentures or agreements limiting the payment of dividends.

*Profits.* Each Common Share is entitled to share pro rata in any profits of the Company to the extent they are distributed either through the declaration of dividends or otherwise distributed to shareholders, or on a winding up or liquidation.

*Rights on Dissolution.* In the event of the liquidation, dissolution or winding up of the Company, the holders of the Common Shares will be entitled to receive on a pro rata basis all of the assets of the Company remaining after payment of all the Company's liabilities.

*Pre-Emptive, Conversion and Other Rights.* No pre-emptive, redemption, sinking fund or conversion rights are attached to the Common Shares, and the Common Shares, when fully paid, will not be liable to further call or assessment. No other class of shares may be created without the approval of the holders of Common Shares. There are no provisions discriminating against any existing or prospective holder of Common Shares as a result of such shareholder owning a substantial number of Common Shares.

### **11.2 Debt Securities**

The Company has no debt securities outstanding.

### **11.3 Other Securities**

The Company has no other securities outstanding.

### **11.4 Modification of Terms**

The rights of holders of Common Shares may only be changed by an ordinary resolution approved by the majority of shareholders who vote, in accordance with the requirements of the *Business Corporations Act* (British Columbia) and the Company's articles.

### **11.5 Other Attributes**

The Company has no other classes of securities.

## 11.6 Prior Sales

During the 12 month period preceding the date of this Filing Statement, the Company issued no securities other than pursuant to the Arrangement.

## 11.7 Stock Exchange Price

The Company's shares are not listed or posted for trading on any stock exchange.

### ITEM 12: ESCROWED SECURITIES

The Company has no securities currently held in escrow. No securities are otherwise subject to any contractual restrictions on transfer.

In connection with the proposed listing of the Company's Common Shares on the Exchange, all securities held by "Related Persons" are required to be subject to an escrow agreement pursuant to NP 46-201 (the "**Escrow Agreement**").

For the purposes of this section, "**Related Persons**" means, with respect to the Company:

- (a) the partners, directors and senior officers of the Company or any of its material operating subsidiaries;
- (b) promoters of the Company during the two years preceding this Listing Statement;
- (c) those who own or control more than 10% of the Company's voting securities; and
- (d) associates and affiliates of any of the above.

Under NP 46-201, securities held by Related Persons are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions.

A total of 1,683,334 Common Shares representing 20.88% of the issued and outstanding Common Shares will be deposited into escrow pursuant to the Escrow Agreement (the "**Escrowed Securities**").

The Company is currently classified as an "emerging issuer" under NP 46-201. An "emerging issuer" is one that does not meet the "established issuer" criteria (which includes issuers listed on the Toronto Stock Exchange in its non-exempt category and issuers that meeting Tier 1 listing requirements of the Exchange). Based on the Company being "emerging issuer", the Escrowed Securities will be subject to a three year escrow.

If the Company 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 Company had originally been classified as an established issuer.

Pursuant to the Escrow Agreement to be entered into by the Company, Computershare Investor Services Inc. (as escrow agent) and the Principals of the Company, the Related Persons will agree to deposit into escrow the Escrowed Securities with the escrow agent. Under the Escrow Agreement, 10% of the Escrowed Securities will be released from escrow on the listing of the Common Shares (the "**Initial**

**Release**”) and an additional 15% will be released on the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

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

- (1) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Company or of a material operating subsidiary, with approval of the Company’s Board;
- (2) transfers to a person or company that before the proposed transfer holds more than 10% of the Company’s outstanding Common Shares;
- (3) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor’s spouse, children or parents;
- (4) transfers upon bankruptcy to the trustee in bankruptcy or another person or company entitled to escrow securities on bankruptcy; and
- (5) pledges to a financial institution as collateral for a *bona fide* loan, provided that upon a realization the securities remain subject to escrow.

Tenders of Escrowed Securities to a take-over bid or business combination are permitted provided that, if the tenderer is a Related Person of the successor corporation upon completion of the take-over bid or business combination, securities received in exchange for tendered Escrow Securities are substitute in escrow on the basis of the successor corporation’s escrow classification.

The following table sets out the number of Common Shares of the Company which will be held in escrow:

Name and Municipality of Residence	Number of Escrowed Securities	Percentage of Common Shares
David Schmidt, Surrey, B.C.	600,000 Shares	7.45%
Adam Cegielski, Toronto, B.C.	1,066,667 Shares	13.23%
Anthony Jackson, Vancouver, B.C.	16,667 Shares	0.20%
<b>Total</b>	<b>1,683,334 Common Shares</b>	<b>20.88%</b>

### ITEM 13: PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and executive officers of the Company, the following persons beneficially own, directly or indirectly, or exercise control or direction over shares carrying more than 10% of the voting rights attached to all outstanding common shares, as of the date hereof:

Name of Shareholder	Number of Shares Held	Percentage of Shares Held
Adam Cegielski	1,066,667	13.23%

## ITEM 14: DIRECTORS & OFFICERS

### 14.1 Name, Occupation and Security Holding

The following table sets out the names of the directors and officers of the Company, all officers in the Company each now holds, each person's principal occupation, business or employment, the period of time during which each has been a director of the Company and the number of Common Shares beneficially owned by each, directly and indirectly, or over which each exercised control or direction as at the date of this Listing Statement.

Name and Municipality of Residence <sup>(1)</sup>	Current Positions and Offices Held	Principal Occupations During Last Five Years <sup>(1)</sup>	Date of Appointment as a Director or Officer	Common Shares Beneficially Owned (Number and %) <sup>(3)</sup>
David Schmidt, Vancouver, B.C.,	President, Chief Executive Officer and Director	Self Employed Consultant from May 2000 to Present	March 23, 2015	600,000 (7.45%)
Anthony Jackson, Vancouver, B.C.,	Chief Financial Officer, Corporate Secretary and Director	Principal of Jackson & Company (a private accounting services company) from 2009 to Present; Principal of BridgeMark Financial Corp. (a private financial services company) from October 2008 to Present, Senior Analyst at Evans and Evans Inc. (a private financial services and investment banking company) from January 2008 to October 2008; Senior Accountant at Ernst & Young LLP (a global advisory, accounting, audit and tax services company) from September 2004 to December 2007	March 23, 2015	16,667 (0.20%)
Adam Cegielski, Toronto, ON., <sup>(2)</sup>	Director	President and CEO of the Issuer since February 2012; President and Founder of Insight Consulting (a private consulting company) from January 2002 to Present, Investor Relations for Keegan Resources Inc. (a publicly listed gold exploration and development company) from September 2010 to October 2011	March 23, 2015	1,066,667 (13.23%)

Name and Municipality of Residence <sup>(1)</sup>	Current Positions and Offices Held	Principal Occupations During Last Five Years <sup>(1)</sup>	Date of Appointment as a Director or Officer	Common Shares Beneficially Owned (Number and %) <sup>(3)</sup>
Sean Charland, Vancouver, B.C., <sup>(2)</sup>	Director	Investor Relations at Zimtu Capital Corp. (a publicly listed investment issuer) from August 2009 to Present, Investor Relations at Resinco Capital Partners Inc.(a publicly listed investment issuer) from March 2007 to June 2009; Territory Manager for Labatt Breweries (a Canadian based beer company) from January 2002 to January 2007	March 23, 2015	N/A
John Walther, Vancouver, B.C., <sup>(2)</sup>	Director	Project Geologist for GeoMinEx Consultants (a private geological consulting firm) from July 2007 to Present, Project Geologist for Nicholson & Associates (a private geological consulting firm) from March 2005 to June 2007	March 23, 2015	N/A

- (1) The information as to municipality of residence and principal occupation of each nominee has been individually furnished by the respective nominee.
- (2) Member of Audit Committee.
- (3) The approximate number of shares of the Company carrying the right to vote in all circumstances beneficially owned directly or indirectly, or over which control or direction is exercised is based upon information furnished to the Company by each proposed nominee as at the date hereof.

The term of office of each of the directors expires at the next general meeting of shareholders.

As of the date hereof, all of the directors and officers of the Company, as a group, beneficially own, directly or indirectly, or exercise control over 1,683,334 Common Shares in the capital of the Company, representing 20.88% of the issued and outstanding shares of the Company.

## 14.2 Committees

The sole committee of the Company is the audit committee, comprised of John Walther, Sean Charland and Adam Cegielski.

## 14.3 Cease Trade Orders and Bankruptcies

As at the date of this Listing Statement and within the ten years before the date of this Listing Statement, no director, chief executive officer, chief financial officer or a shareholder holding sufficient number of securities of the Company to materially affect control of the Company,

- (a) is or has been a director or executive officer of any company (including the Company), that:
- (i) while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

- (ii) that after that person ceased to be a director or executive officer, was subject to an order which resulted from an event that occurred while that person was acting in the capacity as director or executive officer that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
  - (iii) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has within 10 years before the date of the Listing Statement became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officers or shareholders.

#### **14.4 Penalties and Sanctions**

No director, executive officer or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has, within the ten years prior to the date of this Listing Statement, been subject to:

- (a) any penalties or sanctions imposed by a court or securities regulatory authority relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

#### **14.5 Conflicts of Interest**

Certain directors and officers of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring and exploiting natural resources properties. These associations to other public companies in the resource sector may give rise to conflicts of interest from time to time.

Under the laws of the Province of British Columbia, the directors and senior officers of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will disclose such interest in a contract or transaction and will abstain from voting on any resolution in respect of such contract or transaction. See also Item 4.3 "*Risk Factors*".

#### **14.6 Management**

The following is a brief description of the background of key management and the directors of the Company.



None of the directors or management of the Company have entered into non-competition or non-disclosure agreements with the Company, and none of the directors and management of the Company will be employees of the Company.

David Schmidt, President, Chief Executive Officer and Director, (Age: 37). Mr. Schmidt, B.Eng, completed his bachelor of applied science (mining) at the University of British Columbia in May, 2000, and since then has been working as a self-employed consultant to mineral exploration companies. He assists with financings, corporate and financial disclosure and corporate development. Mr. Schmidt is currently a Director, Vice President of Corporate Development of Ryan Gold Corp. He also is a Director of several other public companies. He is a member of the Audit Committee of Kobex. Mr. Schmidt will devote approximately 25% of his time to the affairs of the Company.

Anthony Jackson, Chief Financial Officer and Corporate Secretary (Age: 35). Mr. Jackson is a Principal at BridgeMark Financial Corp. providing administration, corporate compliance, and financial reporting activities to public and private companies. Mr. Jackson is also founder of Jackson & Company Chartered Accountants assisting private and public companies with full service accounting and tax functions. Prior to his time at BridgeMark, Mr. Jackson spent a number of years working at Ernst & Young LLP while obtaining his CA designation before moving onto work as a senior analyst at a boutique investment banking firm. Most recently Mr. Jackson has had extensive experience as a Director and CFO of numerous publicly traded corporations in the metals and mining industry. Mr. Jackson holds a Bachelor of Business Administration degree from the University of Simon Fraser University, and a professional designation of Chartered Accountant (CA), where he is a member of the BC and Canadian Institute of Chartered Accountants. Mr. Jackson will devote approximately 10% of his time to the affairs of the Company.

Adam Cegielski, Director, (Age: 40). Mr. Cegielski is a Toronto based entrepreneur with a current focus on mobile health technology in the space of vision and neurocognitive processing ability. Mr. Cegielski has been the President, Chief Executive Officer and a Director of Eyecarrot Innovations Corp. since its incorporation. Mr. Cegielski is a graduate of the University of Guelph in Ontario, where he acquired his Bachelor of Science, Honours degree from the College of Physical and Engineering Science in Applied Biochemistry. Since January 2002 Mr. Cegielski has been the sole proprietor of Insight Consulting which provides management consulting services. From September 2010 to October 2011, Mr. Cegielski acted as Investor Relations consultant for Keegan Resources Inc. From March 2006 to January 2008, Mr. Cegielski served as the sole officer and Director of Gold Mountain Exploration Corp. (formerly Konigsberg Corp.). Mr. Cegielski will devote approximately 10% of his time to the affairs of the Company.

Sean Charland, Director, (Age: 33). Mr. Charland as Investor Relations at Zimtu Capital Corp. (a publicly listed investment issuer) from August 2009 to Present, Investor Relations at Resinco Capital Partners Inc.(a publicly listed investment issuer) from March 2007 to June 2009; Territory Manager for Labatt Breweries (a Canadian based beer company) from January 2002 to January 2007. Mr. Charland is an investor relations professional with experience in raising capital and marketing resource exploration companies. Mr. Charland also serves as a director of Zimtu Capital Corp., Arctic Start Exploration Corp., Eyecarrot Innovations Corp. and Prima Diamond Corp. Mr. Charland holds a diploma in marketing management from BCIT. Mr. Charland will devote approximately 10% of his time to the affairs of the Company.

John Walther, Director (Age: 38). Mr. Walther completed his Bachelor of Science at Memorial University in Newfoundland in October 2004 and is a professional geologist with the Association of Professional Engineers and Geoscientists of British Columbia. He has been working as a project geologist with

GeoMinEx Consultants since July 2007. Mr. Walther will devote approximately 10% of his time to the affairs of the Company.

## ITEM 15: CAPITALIZATION

### 15.1 Issued Capital

	<b><u>Number of Securities (non-diluted)</u></b>	<b><u>Number of Securities (fully-diluted)</u></b>	<b><u>% of Issued (non-diluted)</u></b>	<b><u>% of Issued (fully diluted)</u></b>
<u>Public Float</u>				
Total outstanding (A)	8,059,600	8,059,600	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) (to the extent known)	1,683,334	1,683,334	20.88%	20.88%
Total Public Float (A-B)	6,376,266	6,376,266	79.12%	79.12%
<u>Freely-Tradeable Float</u>				
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)	Nil	Nil	N/A	N/A
Total Tradeable Float (A-C)	6,376,266	6,376,266	79.12%	79.12%

## 15.2 Public Securityholders (Registered)

### *Class of Security*

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
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	15	6,376,266
<b>Total</b>	<b>15</b>	<b>6,376,266</b>

## 15.3 Public Securityholders (Beneficial)

### *Class of Security*

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	3	1,500
1,000 – 1,999 securities	32	34,500
2,000 – 2,999 securities	48	96,500
3,000 – 3,999 securities	26	79,000
4,000 – 4,999 securities	4	16,500
5,000 or more securities	111	11,161,684
Unable to confirm	Unknown	

## 15.4 Non-Public Securityholders (Registered)

### *Class of Security*

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	<u>0</u>	<u>0</u>
100 – 499 securities	<u>0</u>	<u>0</u>
500 – 999 securities	<u>0</u>	<u>0</u>
1,000 – 1,999 securities	<u>0</u>	<u>0</u>
2,000 – 2,999 securities	<u>0</u>	<u>0</u>
3,000 – 3,999 securities	<u>0</u>	<u>0</u>
4,000 – 4,999 securities	<u>0</u>	<u>0</u>
5,000 or more securities	<u>3</u>	<u>1,683,334</u>
<b>Total</b>	<b><u>3</u></b>	<b><u>1,683,334</u></b>

## 15.5 Convertible Securities

The Company currently has no convertible securities outstanding.

## ITEM 16: EXECUTIVE COMPENSATION

### Definitions

For the purpose of this Listing Statement:

“**CEO**” of the Company means an individual who acted as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**CFO**” of the Company means an individual who acted as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**Named Executive Officers or NEOs**” means:

- (a) a CEO;
- (b) a CFO;
- (c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and

CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000;

- (d) each individual who would be an NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year.

## **Compensation Discussion and Analysis**

### ***Compensation Philosophy, Objectives and Process***

The primary goal of the Company's executive compensation process is to attract and retain the key executives necessary for its long term success, to encourage executives to further the development of the Company and its operations, and to motivate top quality and experienced executives. The Company does not have a formal compensation program. In making its determinations regarding the various elements of executive compensation, the directors of the Company do not benchmark its executive compensation program and instead relies solely on board discussions without reference to formal objectives, criteria or analysis, but does take into account the financial resources of the Company. The general objectives of the Company's compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; (c) provide a reasonable compensation package to attract and retain qualified individuals; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a junior mineral exploration company without a history of earnings. The board of directors of the Company (the "**Board**"), as a whole, ensures that total compensation paid to all NEOs is fair and reasonable. The Board relies primarily on the granting of incentive stocks options to provide adequate executive compensation. There is no policy or target regarding allocation between cash and non-cash elements of the Company's compensation program. To date, the Board has not considered the risks associated with its compensation policies and practices.

### ***Analysis of Elements***

The key elements of executive compensation awarded by the Company are: (i) base salary and/or management fees; and (ii) incentive stock options. There is no policy or target regarding cash and non-cash elements of the Company's compensation program. The directors are of the view that all elements should be considered, rather than any single element. The Company does not currently provide the executive officers with personal benefits nor does the Company provide any additional compensation to the NEOs for serving as directors or as members of other committees.

### ***Stock Options***

The Company has adopted the Plan for the granting of stock options to the directors, officers, employees and consultants of the Company. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating such persons and to closely align the personal interest of such persons to that of the Company's shareholders. The allocation of options under the Plan is determined by the Board which, in determining such allocations, considers such factors as previous grants to individuals, overall company performance, share price performance, the business environment and labour market, the role and performance of the individual in question and, in the case of grants to non-executive directors, the amount of time directed to the Company's affairs and time expended for serving on the Company's audit committee.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- (a) the exercise price for each option granted;
- (b) the date on which each option is granted;
- (c) the vesting terms for each stock option; and
- (d) the other materials terms and conditions of each stock option grant.

The directors of the Company as a whole have the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards

### Summary of Compensation

The following table (presented in accordance with National Instrument Form 51-102F6 – Statement of Executive Compensation) sets forth all annual and long term compensation for services, in all capacities, to the Company for the period from incorporation on March 23, 2015 to present in respect of the Named Executive Officers.

*Summary Compensation Table  
For Financial Period Ending February 29, 2012*

Name and Principal Position	From incorporation to date of this Listing Statement	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 (\$)			
David Schmidt, President, Chief Executive Officer and Director	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Anthony Jackson, Chief Financial Officer, Corporate Secretary and Director	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

### Incentive Plan Awards: Named Executive Officers

#### *Outstanding share-based awards and option-based awards*

The Plan has been established to attract and retain employees, consultants, officers or directors to the Company and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company. The Plan provides that the number of Shares issuable under the Plan, together with all of the Company's other previously established or proposed

share compensation arrangements may not exceed 10% of the total number of issued and outstanding shares of the Company.

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the directors and officers of the Company.

There are no outstanding share or option based awards outstanding for any Named Executive Officer.

***Value Vested or Earned During the Year***

There are no outstanding share or option based awards outstanding as at the date of this Listing Statement for any NEO.

***Option-based Awards Exercised During the Year***

There were no option-based awards exercised during the period from incorporation on March 23, 2015 to the date of this Listing Statement by the NEOs.

***Option-based Awards Granted During the Year***

There were no option-based awards granted during the period from incorporation on March 23, 2015 to the date of this Listing Statement to the NEOs.

**Pension Plan Benefits**

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

**Termination of Employment, Change in Responsibilities and Employment Contracts**

The Company does not have any plan or arrangement with respect to compensation to its executive officers which would result from the resignation, retirement or any other termination of the executive officers' employment with the Company or from a change of control of the Company or a change in the executive officers' responsibilities following a change in control.

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

**Compensation of Directors**

The following table sets forth all amounts of compensation provided to directors who were not Named Executive Officers of the Company during the Company's most recently completed financial period.

<b>Name <sup>(1)</sup></b>	<b>Fees Earned (\$)</b>	<b>Share-Based Awards (\$)</b>	<b>Option-Based Awards (\$)</b>	<b>Non-Equity Incentive Plan Compensation (\$)</b>	<b>Pension Value (\$)</b>	<b>All Other Compensation <sup>(3)</sup> (\$)</b>	<b>Total Compensation (\$)</b>
Sean Charland	Nil	Nil	Nil	Nil	Nil	Nil	Nil
John Walther	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Adam Cegielski	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company 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 period from incorporation on March 23, 2015, up to and including the date of this Listing Statement.

The Company has a Stock Option Plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options is to assist the Issuer in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

### **Incentive Plan Awards: Directors**

#### ***Outstanding share-based awards and option-based awards***

The following table sets forth information concerning all awards outstanding under share-based or option-based incentive plans of the Company as at the date of this Listing Statement, including awards granted previously to each of the Directors of the Company who were not Named Executive Officers.

Name <sup>(1)</sup>	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value <sup>(1)</sup> of Unexercised In-The-Money Options (\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value <sup>(1)</sup> of Share-Based Awards That Have Not Vested (\$)
Adam Cegielski	Nil	N/A	N/A	Nil	N/A	N/A
John Walther	Nil	N/A	N/A	Nil	N/A	N/A
Sean Charland	Nil	N/A	N/A	Nil	N/A	N/A

#### ***Value Vested or Earned During the Year***

There are no outstanding share or option based awards outstanding as at the date of this Listing Statement for any director.

#### ***Option-based Awards Exercised During the Year***

There were no option-based awards exercised during the period from incorporation on March 23, 2015 to the date of this Listing Statement by the directors.

#### ***Option-based Awards Granted During the Year***

There were no option-based awards granted during the period from incorporation on March 23, 2015 to the date of this Listing Statement to the directors.

### **Securities Authorized For Issuance under Equity Compensation Plans**

The following table sets out equity compensation plan information as at the date of this Listing Statement:



### ***Equity Compensation Plan Information***

	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
<b>Plan Category</b>	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>
Equity compensation plans approved by securityholders - (the Plan)	Nil	N/A	805,960
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	Nil	N/A	805,960

### **ITEM 17: INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company have been indebted to the Company since its incorporation.

### **ITEM 18: RISK FACTORS**

#### **18.1 Risk Factors**

The Company is in the business of acquiring, exploring and developing mineral properties, and is exposed to a number of risks and uncertainties that are common to other junior mineral exploration companies in the same business. The mining industry is capital intensive at all stages and is subjected to variations in commodity prices, market sentiment, exchange rates for currency, inflation and other risks. The Company currently has no other source of revenue other than interest on cash balances. The Company will rely mainly on equity and debt financing to fund its exploration and development activities.

An investment in the common shares of the Company involves a significant degree of risk and ought to be considered a highly speculative investment. The following is brief discussion of those factors which may have a material impact on, or constitute risk factors in respect of, the Company's future financial performance:

#### ***Market Risk***

The Common Shares will are not currently listed on any stock exchange. Any listing will be subject to meeting the listing requirements of such stock exchange. There can be no assurance as to if, or when, the Common Shares will be listed or traded on any stock exchange. Until the Common Shares are listed on a stock exchange, Shareholders may not be able to sell their Common Shares.

#### ***Qualification under the Tax Act for a Registered Plan***

If the Common Shares are not listed on a designated stock exchange in Canada before the due date for the Company's first income tax return or if the Company does not otherwise satisfy the conditions in the ITA to be a "public corporation", the Common Shares will not be considered to a qualified investment for a Registered Plan from their date of issue. Where a Registered Plan acquires a Common Share in circumstances where the Common Share is not a qualified investment under the ITA for the Registered

Plan, adverse tax consequences may arise for the Registered Plan and the annuitant under the Registered Plan, including that the Registered Plan may be subject to penalty taxes, the annuitant of such Registered Plan may be deemed to have received income therefrom or be subject to a penalty tax or, in the case of a registered education savings plan, such plan may have its tax exempt status revoked.

### ***Exploration, Development and Production Risks***

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in Company's resource base.

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of 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 remoteness and restrictions on access of properties in which the Company will have an interest will have an adverse effect on profitability as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which the Company's properties are located, often in poor climate conditions.

The long-term commercial success of the Company depends on its ability to find, acquire, develop and commercially produce minerals. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic.

### ***Environmental Risks***

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The

legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. 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.

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 the 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 Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new mining properties.

#### ***Title Risks***

Title to mineral properties, as well as the location of boundaries on the grounds may be disputed. Moreover, additional amounts may be required to be paid to surface right owners in connection with any mining development. The Company has taken precautions to ensure that legal title to their property interests is properly recorded. There can be no assurance that the Company will be able to secure the grant or the renewal of exploration permits or other tenures on terms satisfactory to it, or that governments in the jurisdictions in which the properties are situated will not revoke or significantly alter such permits or other tenures or that such permits and tenures will not be challenged or impugned. The Company'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 Company's mineral properties; therefore, their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Company can give no assurance as to the validity of title of the Company to those lands or the size of such mineral lands. If a title defect exists, it is possible that the Company may lose all or part of its interest in the properties to which such defects relate. In addition, the Company may fail, due to error, omission, or technological issues to renew its claims in a timely manner, potentially resulting in the loss of valuable claims to a property.

#### ***Substantial Capital Requirements***

The proposed management of the Company anticipates that it may make substantial capital expenditures for the acquisition, exploration, development and production of its properties, in the future. As the Company will be in the exploration stage with no revenue being generated from the exploration activities on its mineral properties, the Company may have limited ability to raise the capital necessary to undertake or complete future exploration work, including drilling programs. There can be no assurance that debt or equity financing will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Company. Moreover,

future activities may require the Company to alter its capitalization significantly. The inability of the Company to access sufficient capital for its operations could have a material adverse effect on its financial condition, results of operations or prospects. In particular, failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations.

### ***Competition***

The mining industry is highly competitive. Many of the Company's competitors for the acquisition, exploration, production and development of minerals, and for capital to finance such activities, will include companies that have greater financial and personnel resources available to them than the Company.

### ***Volatility of Mineral Prices***

The market price of any mineral is volatile and is affected by numerous factors that are beyond the Company's control. These include international supply and demand, the level of consumer product demand, international economic trends, currency exchange rate fluctuations, the level of interest rates, the rate of inflation, global or regional political events and international events as well as a range of other market forces. Sustained downward movements in mineral market prices could render less economic, or uneconomic, some or all of the mineral extraction and/or exploration activities to be undertaken by the Company.

### ***No Mineral Resources***

All of the properties in which the Company will hold an interest are considered to be in the early exploration stage only and do not contain any known bodies of commercial mineralization. No assurance can be given that the exploration activities of the Company will result in the discovery and extraction or mineral resources.

### ***Global Financial Conditions***

Recent global financial conditions have been subject to increased volatility and numerous financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Access to public financing has been negatively impacted by both sub-prime mortgages and the liquidity crisis affecting the asset-backed commercial paper market. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to it. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the value and the price of the Common Shares could continue to be adversely affected.

### ***Reliance on Key Employees***

The success of the Company will be largely dependent upon the performance of its management and key employees. In assessing the risk of an investment in the Common Shares, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of the proposed management of the Company. The Company will not maintain life insurance policies in respect of its key personnel. The Company could be adversely affected if such individuals do not remain with the Company.

### ***Conflicts of Interest***

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that if a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and must refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

### ***Dividends***

To date, the Company has not paid any dividends on its outstanding shares. Any decision to pay dividends on the shares of the Company will be made by its board of directors on the basis of its earnings, financial requirements and other conditions.

### ***Permits and Licenses***

The activities of the Company are subject to government approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances and other matters, including issues affecting local native populations. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Company. Further, the mining licenses and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Company's investments in such projects may decline.

### ***History of Net Losses***

The Company has not yet commenced operations and therefore has no history of earnings or return on investment, and there is no assurance that any of the properties that it will acquire pursuant to the Arrangement or otherwise will generate earnings, operate profitably or provide a return on investment in the future. The Company has not found that development activity is warranted on the Property. Even if the Company does undertake development activity on the Property, there is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

The exploration of the Company's properties depends on its ability to obtain additional required financing. There is no assurance that the Company will be successful in obtaining the required financing, which could cause it to postpone its exploration plans or result in the loss or substantial dilution of its interest in its properties as disclosed in this Listing Statement.

### ***Uninsured Risks***

The Company, as a participant in mining and exploration activities, may become subject to liability for hazards that cannot be insured against or against which it may elect not to be so insured because of high

premium costs. Furthermore, the Company may incur a liability to third parties (in excess of any insurance coverage) arising from negative environmental impacts or any other damage or injury.

### ***Dilution***

The number of common shares the Company is authorized to issue is unlimited. The Company may, in its sole discretion, issue additional shares from time to time, and the interests of the shareholders may be diluted thereby.

### ***Other Risks and Hazards***

The Company's operations are subject to a number of risks and hazards including:

- environmental hazards;
- discharge of pollutants or hazardous chemicals;
- industrial accidents;
- failure of processing and mining equipment;
- labour disputes;
- supply problems and delays;
- changes in regulatory environment;
- encountering unusual or unexpected geologic formations or other geological or grade problems;
- encountering unanticipated ground or water conditions;
- cave-ins, pit wall failures, flooding, rock bursts and fire;
- periodic interruptions due to inclement or hazardous weather conditions;
- uncertainties relating to the interpretation of drill results;
- inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses;
- results of initial feasibility, pre-feasibility and feasibility studies, and the possibility that future exploration or development results will not be consistent with the Issuer's expectations;
- the potential for delays in exploration or the completion of feasibility studies;
- other acts of God or unfavourable operating conditions.

Such risks could result in damage to, or destruction of, mineral properties or processing facilities, personal injury or death, loss of key employees, environmental damage, delays in mining, monetary losses and possible legal liability. Satisfying such liabilities may be very costly and could have a material adverse effect on future cash flow, results of operations and financial condition.

## **ITEM 19: PROMOTERS**

Other than the directors and officers of the Company, management is not aware of any person or company who could be characterized as a promoter of the Company or a subsidiary of the Company within the two most recently completed financial years or during the current financial year.

## **ITEM 20: LEGAL PROCEEDINGS**

The Company is not a party to any outstanding legal or regulatory proceedings, and the directors of the Company do not have any knowledge of any contemplated legal or regulatory proceedings that are material to the business and affairs of the Company.

## **ITEM 21: INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

Except in regards to the executive compensation of directors and officers in their roles as same or the participation by directors and officers as shareholders in the Arrangement, no director or executive officer, insider, or any associate or affiliate of such insider or director or executive officer, have had any material interest, direct or indirect, in any material transaction of Oceanside within the Company's three most recently completed financial years or during the current financial year, which has materially affected or will materially affect Oceanside.

## **ITEM 22: AUDITORS, TRANSFER AGENTS AND REGISTRARS**

The Company's auditor is Smythe LLP, Chartered Professional Accountants, 700 - 355 Burrard Street, Vancouver, British Columbia, V6C 2G8.

The Company's transfer agent and registrar is Computershare Investor Services Inc. of 510 Burrard Street, 2nd Floor, Vancouver, British Columbia, V6C 3B9.

## **ITEM 23: MATERIAL CONTRACTS**

There are no other contracts, other than those herein disclosed in this Listing Statement and other than those entered into in the ordinary course of the Company's business, that are material to the Company which are still in effect as of the date of this Listing Statement.

## **ITEM 24: INTERESTS OF EXPERTS**

### **24.1 Names of Experts**

Richard J. Haslinger, P. Eng, was responsible for preparing the Technical Report, and is an independent qualified person as defined in NI 43-101.

### **24.2 Interests of Experts**

To the knowledge of Oceanside, none of the experts above or their respective associates or affiliates, beneficially owns, directly or indirectly, any securities of Oceanside, has received or will receive any direct or indirect interests in the property of Oceanside or is expected to be elected, appointed or employed as a director, officer or employee of Oceanside or any associate or affiliate thereof.

## **ITEM 25: OTHER MATERIAL FACTS**

There are no other material facts about the Company and its securities that are not disclosed under the preceding items or incorporated by reference that are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to our company and our securities.

## **ITEM 26: FINANCIAL STATEMENTS**

The unaudited interim financial statements of the Company for the period from incorporation on March 23, 2015 to August 31, 2015 are appended to this Listing Statement as Schedule “A”.

## **ITEM 27: ADDITIONAL INFORMATION**

Additional information on the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Additional information on the Company can also be found in Appendix “E” to the information circular of Eyecarrot Innovations Corp. (formerly Nanton Nickel Corp.) dated March 29, 2015, a copy of which has been filed on the Company’s SEDAR profile on [www.sedar.com](http://www.sedar.com).

Additional information is provided in the Company’s most recent financial statements and the management’s discussion and analysis for its most recently completed interim period.



**SCHEDULE "A"**

**INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM INCORPORATION ON  
MARCH 23, 2015 TO AUGUST 31, 2015**

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## CERTIFICATE OF THE ISSUER

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

Dated at Vancouver, British Columbia

this 7<sup>th</sup> day of December, 2015.

*David Schmidt (signed)*

Chief Executive Officer

*Anthony Jackson (signed)*

Chief Financial Officer

*Sean Charland (signed)*

Director

*Adam Cegielski (signed)*

Director